



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, DC 20551

February 1, 2023

Mr. George Alexakos
Regulatory Relations
Santander Holdings USA, Inc.
75 State Street
Boston, Massachusetts 02109

Dear Mr. Alexakos:

By message dated December 20, 2022, Santander Holdings USA, Inc. (“Santander USA”), Boston, Massachusetts, the U.S. intermediate holding company subsidiary of Banco Santander, S.A. (“Banco Santander”), Madrid, Spain,¹ has requested the Board’s approval under the Board’s Regulation YY² of a contractual provision that must be included in a subordinated debt instrument to be issued by Santander USA to Banco Santander.

The Board’s regulation regarding total loss-absorbing capacity (the “TLAC rule”)³ requires the U.S. intermediate holding companies⁴ of foreign global systemically important banking organizations (“covered IHCs”) to maintain outstanding a minimum amount of long-term debt that meets certain eligibility criteria (“eligible long-term debt”).⁵ With respect to debt issued by a covered IHC to its foreign affiliates, the eligible long-term debt must include a contractual

¹ 12 CFR 252.153.

² 12 CFR 252.161.

³ 12 CFR 252.60-.65, 252.153, 252.160-.167.

⁴ The Board’s Regulation YY requires foreign banking organizations with \$50 billion or more in total U.S. non-branch assets to form an intermediate holding company in the United States. 12 CFR 252.153(a).

⁵ 12 CFR 252.162.

provision that is approved by the Board and allows the Board to order the conversion of the debt into common equity tier 1 capital (“conversion trigger”).⁶

The Deputy General Counsel, acting pursuant to authority delegated by the Board, has considered a number of factors in determining whether to grant the request by Santander USA for approval of a conversion trigger.⁷ In particular, the Deputy General Counsel has considered:

- (1) Whether the conversion trigger includes any conditions for triggering the conversion other than the issuance of an internal debt conversion order by the Board;
- (2) Whether the instruments governing the long-term debt and related documents mitigate any impediments to the conversion of the long-term debt into equity capital;
- (3) Whether the conversion trigger provides for the conversion of the long-term debt into common equity tier 1 capital;
- (4) Whether the conversion trigger requires the conversion of long-term debt in the amount specified by the Board’s internal debt conversion order; and
- (5) Whether, upon conversion of long-term debt pursuant to the conversion trigger, the converted long-term debt would no longer remain outstanding as a liability of the Covered IHC.

Santander USA has provided information to the Board addressing each of the factors noted above. Based on the relevant regulatory factors and on a review of the instrument governing the long-term debt, related documents, and other facts presented, the Deputy General Counsel, acting pursuant to authority delegated by the Board and after consultation with the Director of the Division of

⁶ 12 CFR 252.161. Under the Board’s regulations, the Board may issue an internal debt conversion order only after first determining that the Covered IHC is in “default or danger of default” and one of the following circumstances applies: (1) a foreign banking organization that controls the Covered IHC (or any subsidiary of such entity) has been placed into resolution proceedings in its home country; (2) the home country supervisor of the top-tier foreign banking organization has consented or not promptly objected to the conversion of internal long-term debt after notification by the Board; or (3) the Board has made a written recommendation to the Secretary of the Treasury to put the Covered IHC into Title II resolution proceedings. 12 CFR 252.163.

⁷ 12 CFR 265.6(j).

Supervision and Regulation, grants the request by Santander USA for approval of the conversion trigger it has presented. This decision is based on the specific facts and representations in your request and in communications with Board staff. Any change in these facts or representations should be communicated immediately to Board staff and could result in a different conclusion. This action is limited solely to granting approval of the conversion trigger presented by Santander USA.

Very truly yours,

(Signed) Ann E. Misback

Ann E. Misback
Secretary of the Board