

**SUPPLEMENT DATED 2 OCTOBER 2014 TO THE BASE PROSPECTUS DATED
12 MAY 2014**



SANTANDER CONSUMER BANK AS

(Incorporated with limited liability in the Kingdom of Norway)

€2,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

Guaranteed by

SANTANDER CONSUMER FINANCE, S.A.

(Incorporated with limited liability in the Kingdom of Spain)

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 12 May 2014 (the "**Base Prospectus**") prepared by Santander Consumer Bank AS (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €2,000,000,000 in aggregate principal amount of notes ("**Notes**") guaranteed by Santander Consumer Finance, S.A. (the "**Guarantor**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of Directive 2003/71/EC and amendments thereto including Directive 2010/73/EU (the "**Prospectus Directive**"), and has been approved by the Central Bank of Ireland (the "**Central Bank**") as competent authority for the purpose of the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under EU and Irish law pursuant to the Prospectus Directive.

IMPORTANT NOTICES

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

A copy of:

- (1) the unaudited consolidated financial statements of the Issuer for the six month period ended 30 June 2014; and
- (2) an English language translation of the interim condensed consolidated financial statements of the Guarantor for the six month period ended 30 June 2014, together with the auditor's report thereon,

have been filed with the Central Bank and are incorporated by reference and form part of this Supplement in their entirety.

Document (1) is available on the following:

https://www.santanderconsumer.no/Santander_Documents/2014%20Second%20quarter%20report%20SCB.pdf

Document (2) is available on the following:

<http://www.santanderconsumer.com/csgs/StaticBS?blobcol=urldata&blobheader=application%2Fpdf&blobkey=id&blobtable=MungoBlobs&blobwhere=1371944558785&cachecontrol=immediate&ssbinary=true&maxage=3600>

DESCRIPTION OF THE GUARANTOR

Recent Developments

On page 95 of the Base Prospectus, at the end of the section entitled *Recent Developments*, the following text is inserted in its entirety:

"*GE Money Nordic Holding AB ("GE Capital")*

On 20 June 2014, the Guarantor entered into an agreement with the Swedish entity GE Money Nordic Holding AB to acquire all the share capital of the Swedish entity GE Money Bank AB, the entity that operates the consumer finance business of GE Capital in Sweden, Denmark and Norway, for approximately SEK 6,331 million (EUR 686 million), subject to certain adjustments to the purchase price based on the terms and conditions set forth in the sale and purchase agreement. Completion of this transaction, is subject to obtaining the relevant regulatory and competition authorisations."