

PROOF OF CLAIM AND RELEASE

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

CYNTHIA A. PARMELEE, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

SANTANDER CONSUMER USA HOLDINGS INC.,
THOMAS G. DUNDON, JASON KULAS, and JENNIFER DAVIS,

Defendants.

C.A. No. 3:16-cv-00783-K

Honorable Ed Kinkeade

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I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Parmelee v. Santander Consumer USA Holdings Inc., et al.*, Case No. 3:16-cv-00783-K (N.D. Tex.) (the “Action”), you must complete and, on page 9 hereof, sign this Proof of Claim Form (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth in Part III below) Claim Form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the Settlement of the Action.

3. **YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED CLAIM FORM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, POSTMARKED NO LATER THAN FEBRUARY 21, 2019, ADDRESSED AS FOLLOWS:**

Parmelee v. Santander Consumer USA Holdings Inc., et al.
c/o JND Legal Administration
P.O. Box 91347
Seattle, WA 98111
Online Submissions: www.SantanderSecuritiesLitigation.com

If you are NOT a Member of the Settlement Class as defined in the Notice of (I) Class Action and Proposed Settlement; (II) Settlement Fairness Hearing; and (III) Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses (“Notice”), DO NOT submit a Claim Form.

4. If you are a Member of the Settlement Class and you did not timely request exclusion, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

II. CLAIMANT IDENTIFICATION

If you purchased or acquired Santander Consumer USA Holdings Inc. (“Santander”) common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired Santander common stock, and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled “Claimant Identification” to identify each purchaser or acquirer of record (“nominee”), if different from the beneficial purchaser or acquirer of the Santander common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH

PURCHASER(S) OR ACQUIRER(S) OF THE SANTANDER COMMON STOCK UPON WHICH THIS CLAIM IS BASED.

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Santander Common Stock," which begins on page 5, to supply all required details of your transaction(s) in Santander common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, you must provide: (a) the number of shares of Santander common stock you held at the close of trading on February 2, 2015 (*i.e.*, your total holdings as of the start of the Settlement Class Period); (b) ***all of the requested information*** with respect to ***all of your purchases and all of your sales*** of Santander common stock that took place during the Settlement Class Period (February 3, 2015 through and including March 15, 2016); and (c) ***all of your sales*** of Santander common stock that took place during the period March 16, 2016, through and including June 13, 2016), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Santander common stock. The date of a "short sale" is deemed to be the date of sale of Santander common stock.

Copies of broker confirmations or other documentation of your transactions in Santander common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. This is different from the online submission process that is available at www.SantanderSecuritiesLitigation.com. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at SATSecurities@JNDLA.com to obtain the required file layout.

Must Be Postmarked or Submitted Online No Later Than:

February 21, 2019

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City

State or Province

Zip Code or Postal Code

Country

Social Security Number or Taxpayer Identification Number

_____ Individual
_____ Corporation/Other

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

Record Owner's Name (if different from beneficial owner listed above)

PART II: SCHEDULE OF TRANSACTIONS IN SANTANDER COMMON STOCK

A. Number of shares of Santander common stock held at the close of trading on February 2, 2015: <input style="width: 100%; height: 20px;" type="text"/>			IF NONE, CHECK HERE <input type="checkbox"/>
B. Purchases or acquisitions of Santander common stock during the Settlement Class Period (February 3, 2015 – March 15, 2016, inclusive):			IF NONE, CHECK HERE <input type="checkbox"/>
Trade Date Month Day Year	Number of Shares Purchased or Acquired	Price Per Share	Total Purchase or Acquisition Price
/ /			
/ /			
/ /			
/ /			
/ /			

C. Number of shares of Santander common stock purchased March 16, 2016 through June 13, 2016, inclusive: <input style="width: 100%; height: 20px;" type="text"/>	IF NONE, CHECK HERE <input type="checkbox"/>
<p>IMPORTANT: (i) If any purchase listed covered a “short sale,” please mark Yes. <input type="checkbox"/> Yes</p> <p>(ii) If you received shares through an acquisition or merger, please identify the date, the share amount, and the company acquired:</p> <p style="text-align: center;"> <input type="text"/><input type="text"/>/ <input type="text"/><input type="text"/>/ <input type="text"/><input type="text"/><input type="text"/><input type="text"/> _____ _____ </p> <p style="text-align: center;"> MM DD YYYY Merger Shares Company </p>	

D. Sales of Santander common stock during the Settlement Class Period (February 3, 2015 – March 15, 2016, inclusive):			IF NONE, CHECK HERE <input type="checkbox"/>
Trade Date Month Day Year	Number of Shares Sold	Price Per Share	Total Sales Price
/ /			
/ /			
/ /			
/ /			
/ /			

E. Sales of Santander common stock after the Settlement Class Period (March 16, 2016, through June 13, 2016, inclusive):			IF NONE, CHECK HERE <input type="checkbox"/>
/ /			
/ /			
/ /			
/ /			
/ /			

F. Number of shares of Santander common stock held at the close of trading on June 13, 2016: <input type="text"/>	IF NONE, CHECK HERE <input type="checkbox"/>
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If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 9. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Claim Form under the terms of the Stipulation and Agreement of Settlement (the “Stipulation”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Texas, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Santander common stock) if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions, or sales of Santander common stock during the Settlement Class Period and know of no other person having done so on my (our) behalf.

V. RELEASE

1. Upon the Effective Date of the Settlement, I (we) acknowledge full and complete satisfaction of, and fully, finally, and forever settle, release, and discharge from the Released Plaintiffs’ Claims (defined in ¶ 3 below) Defendants’ Releasees (defined in ¶ 2 below).

2. “Defendants’ Releasees” means Defendants and their current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees, attorneys, insurers, co-insurers, reinsurers, controlling shareholders, accountants, auditors, advisors, personal or legal representatives, divisions, joint ventures, spouses, heirs, and any person, firm, trust, corporation, partnership, limited liability company, officer, director, or other individual or entity in which Defendants or their past or present predecessors, successors, parents, affiliates and subsidiaries have or had a controlling interest or which has or had a controlling interest in Santander or its past or present predecessors, successors, parents, affiliates and subsidiaries, in their capacities as such.

3. “Released Plaintiffs’ Claims” means any and all complaints, claims, third-party claims, cross-claims, counterclaims, demands, liabilities, obligations, promises, agreements, controversies, actions, causes of action, suits, rights, damages, costs, losses, debts, charges and expenses (including Unknown Claims and attorneys’ fees, expert fees, and disbursements of counsel and other

professionals) of any and every nature whatsoever, whether in law or in equity, whether arising under federal, state, local, or foreign statutory or common law or any other law, rule, or regulation (whether foreign or domestic), whether currently known or unknown, suspected or unsuspected, foreseen or unforeseen, ripened or unripened, accrued or unaccrued, or matured or not matured, whether arising in equity or under the law of contract, tort, malpractice, statutory breach, or any other legal right or duty, whether direct, derivative, individual, representative, or in any other capacity, and to the fullest extent that the law permits their release in the Action, that Lead Plaintiffs, or any other member of the Settlement Class: (i) asserted in the Complaint or any other pleadings filed in the Action; or (ii) could have in any forum that (a) arise out of, relate to, are connected with, or are in any way based upon the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Complaint or any other pleadings filed by any party in the Action (including but not limited to all claims that arise out of, relate to, are connected with, or are in any way based upon any disclosures, public filings, or other statements by Santander or its officers, directors, employees, or agents during the Settlement Class Period); and (b) that relate to the purchase, acquisition or sale of Santander common stock during the Settlement Class Period. For the avoidance of doubt, to the extent that Settlement Class Members purchased, sold or held shares of Santander common stock between and including February 3, 2015 and March 15, 2016 (regardless of whether those shares were held after March 15, 2016 or not), those claims are released. Released Plaintiffs' Claims do not include: (i) any claims relating to the enforcement of the Settlement; (ii) any claims asserted prior to the date of the Stipulation in the shareholder derivative action filed in the Delaware Court of Chancery, entitled *Jackie888, Inc. v. Kulas, et al.*, Case No. 12775-VCG; (iii) any claims asserted prior to the date of the Stipulation in the shareholder derivative action filed in the Delaware Court of Chancery, entitled *Feldman v. Kulas et al.*, Case No. 11614-VCG; and (iv) any claims of any person or entity who or which submits a request for exclusion that is accepted by the Court.

4. "Unknown Claims" means any Released Plaintiffs' Claims which any Lead Plaintiff or any other Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of such claims, and any Released Defendants' Claims which any Defendant or any other Defendants' Releasee does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date of the Settlement, Lead Plaintiffs and Defendants shall expressly waive, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed to have waived, and by operation of the Judgment or the Alternate Judgment, if applicable, shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs and Defendants acknowledge, and each of the other Settlement Class Members and each of the other Defendants' Releasees shall be deemed by operation of law to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement.

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included the information requested about all of my (our) transactions in Santander common stock that are the subject of this claim, which occurred during the Settlement Class Period, as well as the opening and closing positions in such securities held by me (us) on the dates requested in this claim form.

I declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Claim Form by the undersigned is true and correct.

Executed this _____ day of _____, in _____,
(Month/Year) (City)

(State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing,
e.g., Beneficial Purchaser or Acquirer, Executor
or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

REMINDER CHECKLIST



Please sign the above release and declaration. If this claim is being made on behalf of Joint Claimants, then both must sign.

Remember to attach copies of supporting documentation, if available.



Do not send originals of certificates.



Keep a copy of your claim form and all supporting documentation for your records.

If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.



If you move, please send your new address to the address below.

Do not use red pen or highlighter on the Claim Form or supporting documentation.



**THIS CLAIM FORM MUST BE SUBMITTED ONLINE OR POSTMARKED NO LATER THAN
FEBRUARY 21, 2019 ADDRESSED AS FOLLOWS:**

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