

Execution version

TAGUS – Sociedade de Titularização de Créditos, S.A.
(in relation to the Silk Finance No. 5 Securitisation)
LEI: 213800D3OXAL3N7T1S19
Rua Castilho
20, 1250-069
Lisbon
Portugal

Madrid, 21 July 2020

CAP TRANSACTION

Our Ref.: 1030266796SAN000000000000000000001935341821

TAGUS – Sociedade de Titularização de Créditos, S.A. (the "**Issuer**") is to issue the Class A Notes, the Class B Notes, the Class C Notes, the Class D Notes, the Class E Notes, the VFN and the Class X Notes (the "**Notes**") on the Effective Date.

The purpose of this letter agreement (this "**Confirmation**") is to confirm the terms and conditions of the transaction entered into between Banco Santander, S.A. ("**Party A**") and TAGUS – Sociedade de Titularização de Créditos, S.A. ("**Party B**") (in relation to the Silk Finance No. 5 Securitisation) on the Trade Date specified below (the "**Transaction**"). This Confirmation constitutes a "Confirmation" as referred to in and supplements, forms part of, and is subject to, an ISDA 1992 Master Agreement (Multicurrency-Cross Border) between Party A and Party B dated as of 21 July 2020 including the Schedule and Credit Support Annex thereto, as amended and supplemented from time to time (the "**Agreement**"). All provisions contained in, or incorporated by reference in, the Agreement shall govern this Confirmation except as expressly modified below. This Confirmation supersedes any previous confirmation or other writing with respect to the transaction described below.

This Confirmation incorporates by reference the definitions and provisions contained in the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc. (the "**Definitions**") as amended or supplemented from time to time but without regard to any subsequent amendment or revisions thereto after the date of this Confirmation. Capitalised terms used but not otherwise defined in the Agreement shall have the meanings assigned to them in the terms and conditions of the Notes as amended from time to time (the "**Conditions**"). If there is any inconsistency between any of the following the first listed shall govern: (i) this Confirmation; (ii) the Definitions; (iii) the Agreement; and (iv) the Conditions.

THE TERMS OF THE PARTICULAR TRANSACTION TO WHICH THIS CONFIRMATION RELATES ARE AS FOLLOWS:

A. GENERAL TERMS

Trade Date : 20 July 2020

Effective Date : 23 July 2020, provided that if the Closing Date of the Notes has not occurred on or prior to 23 July 2020 and therefore the Fixed Amounts are not paid by Party B to Party A, the parties agree that an Early Termination Date shall be deemed to immediately occur with respect to this Transaction only and the relevant Settlement Amount for this Transaction only will be 0 (zero).

Termination Date : The earlier of:

(A) the Interest Payment Date on which the Rated Notes are redeemed in full in accordance with their terms; and

(B) the Interest Payment Date falling on 25 August 2029,

in each case, subject to adjustment in accordance with the Business Day Convention.

Notional Amount : The amount corresponding to each Calculation Period as set out in the Appendix.

Calculation Agent : Party A.

Business Day Convention : Following.

Business Days for Floating Rate Payer Payment Dates : LISBON, LONDON, MADRID AND TARGET2.

B. FIXED AMOUNTS

Fixed Amounts Payer : Party B.

Fixed Amounts Payer Payment Date : Effective Date, provided that if the Closing Date of the Notes has not occurred on or prior to 23 July 2020 no Fixed Amount Payer Payment Date shall occur and therefore no Fixed Amounts will be payable by Party B to Party A under this Transaction.

Fixed Amounts : EUR 1,859,760.00.

C. FLOATING AMOUNTS

Floating Rate Payer : Party A.

Strike Rate : 1 (one) per cent. per annum. The Strike Rate shall be construed as the "Cap Rate" for the purposes of the Definitions.

Floating Rate Payer Payment Dates : The second Business Day prior to each Interest Payment Date, as defined in the Conditions, such Interest Payment Dates being quarterly in arrears on the 25th day of February, May, August and November of each year subject to the Business Day Convention and provided that the first Floating Rate Payer Payment Date shall be 23 November 2020.

Floating Rate Payer Calculation Period: Each period from, and including an Interest Payment Date, to, but excluding, the next following Interest Payment Date, provided that the initial Calculation Period will commence on, and include, 23 July 2020 and will end on, but exclude, 25 November 2020.

Floating Rate Option : EUR-EURIBOR-Reuters.
Designated Maturity : 3 months.
Spread : None.
Floating Rate Day Count Fraction : Actual/360.
Reset Dates : The first day of each Calculation Period.
Compounding : Not applicable.
Linear Interpolation : Not applicable other than in respect of the first Floating Rate Payer Calculation Period to which Linear Interpolation shall apply.

D. PROVISION OF INFORMATION

Each party shall provide to the other, at the time of its execution of this Confirmation, evidence of the incumbency and specimen signature of the person(s) executing this Confirmation, unless such evidence has been previously supplied and remains true and in effect.

Party A shall, as soon as reasonably practicable after the last Business Day of the preceding month, provide Party B with a monthly valuation (on a fair value basis) of the Transaction.

E. ACCOUNT DETAILS

Payments to Party A in EUR : **Bank:** Banco Santander S.A.
Swift code: BSCHEMMXXX
Account number: ES35 00495493362919999999

Payments to Party B in EUR : **Bank:** Banco Santander S.A.
Swift code: BSCHEMMXXX
Account number: ES85 0049 1500 05 2619348560

F. OFFICES

Party A : Banco Santander, S.A.

Edificio Dehesa, Planta 1
Avda. Cantabria, s/n
28660 - Boadilla del Monte
Madrid
E-Mail: Incomingdocgroup@gruposantander.com

Party B : TAGUS – Sociedade de Titularização de Créditos, S.A.
(in relation to the Silk Finance No. 5 Securitisation)
Rua Castilho
20, 1250-069
Lisbon
Portugal

Please confirm that the foregoing correctly sets forth the terms of our agreement by executing a copy of this Confirmation and returning it to us or by sending to us a letter, telex or facsimile substantially similar to this letter, which letter, telex or facsimile sets forth the material terms of the Transaction to which this Confirmation relates and indicates agreement to those terms.

On behalf of **Banco Santander, S.A.**

Name: _____
Title: _____



Diana Maria
Banco Santander, S.A.
Estrada da Costa da Capota
1070-109 Lisboa, Portugal



Silvia Correia Rodrigues De Lede Bekis
Estrada da Costa da Capota
1070-109 Lisboa, Portugal
Filial de Lisboa



Accepted and confirmed as of the date first written:
**TAGUS – Sociedade de Titularização de
Créditos, S.A.** (in relation to the Silk Finance No. 5
Securitisation)

Name: _____
Title: _____

On behalf of **Banco Santander, S.A.**

Name: _____
Title: _____

Accepted and confirmed as of the date first written:
**TAGUS - Sociedade de Titularização de
Créditos, S.A.** (in relation to the Silk Finance No. 5
Securitisation)

 
Name: BRUNO DO CARMO / FRANCISCO OLIVEIRA
Title: POA / DIRECTOR

Appendix

0% CPR; 0% Defaults Schedule

Calculation Period (in each case, subject to Business Day Convention)	Notional Amount
From (and including) 23 July 2020 to (and excluding) 25 November 2020	587,000,000.00
From (and including) 25 November 2020 to (and excluding) 25 February 2021	587,000,000.00
From (and including) 25 February 2021 to (and excluding) 25 May 2021	587,000,000.00
From (and including) 25 May 2021 to (and excluding) 25 August 2021	587,000,000.00
From (and including) 25 August 2021 to (and excluding) 25 November 2021	587,000,000.00
From (and including) 25 November 2021 to (and excluding) 25 February 2022	587,000,000.00
From (and including) 25 February 2022 to (and excluding) 25 May 2022	587,000,000.00
From (and including) 25 May 2022 to (and excluding) 25 August 2022	587,000,000.00
From (and including) 25 August 2022 to (and excluding) 25 November 2022	560,365,308.29
From (and including) 25 November 2022 to (and excluding) 25 February 2023	534,529,321.93
From (and including) 25 February 2023 to (and excluding) 25 May 2023	508,789,145.01
From (and including) 25 May 2023 to (and excluding) 25 August 2023	483,335,628.97
From (and including) 25 August 2023 to (and excluding) 25 November 2023	456,840,180.49
From (and including) 25 November 2023 to (and excluding) 25 February 2024	431,631,810.95
From (and including) 25 February 2024 to (and excluding) 25 May 2024	406,848,712.03
From (and including) 25 May 2024 to (and excluding) 25 August 2024	382,508,470.15
From (and including) 25 August 2024 to (and excluding) 25 November 2024	358,632,052.29
From (and including) 25 November 2024 to (and excluding) 25 February 2025	335,262,173.15
From (and including) 25 February 2025 to (and excluding) 25 May 2025	312,605,642.79

From (and including) 25 May 2025 to (and excluding) 25 August 2025	290,692,636.48
From (and including) 25 August 2025 to (and excluding) 25 November 2025	269,542,502.71
From (and including) 25 November 2025 to (and excluding) 25 February 2026	249,132,521.34
From (and including) 25 February 2026 to (and excluding) 25 May 2026	229,592,879.72
From (and including) 25 May 2026 to (and excluding) 25 August 2026	210,893,976.25
From (and including) 25 August 2026 to (and excluding) 25 November 2026	192,975,401.56
From (and including) 25 November 2026 to (and excluding) 25 February 2027	175,843,155.15
From (and including) 25 February 2027 to (and excluding) 25 May 2027	159,591,212.61
From (and including) 25 May 2027 to (and excluding) 25 August 2027	144,057,951.87
From (and including) 25 August 2027 to (and excluding) 25 November 2027	129,099,083.98
From (and including) 25 November 2027 to (and excluding) 25 February 2028	114,762,140.73
From (and including) 25 February 2028 to (and excluding) 25 May 2028	101,181,119.03
From (and including) 25 May 2028 to (and excluding) 25 August 2028	88,459,155.91
From (and including) 25 August 2028 to (and excluding) 25 November 2028	76,637,897.10
From (and including) 25 November 2024 to (and excluding) 25 February 2029	65,725,805.10
From (and including) 25 February 2029 to (and excluding) 25 May 2029	55,800,314.96
From (and including) 25 May 2029 to (and excluding) 25 August 2029	46,708,818.18