
Second Supplement dated March 7, 2019 to
the Base Prospectus dated June 27, 2018

Banco Santander Chile

(Santiago, Chile)

U.S.\$5,500,000,000
Medium Term Notes Program

SECOND PROSPECTUS SUPPLEMENT INCORPORATING BY REFERENCE THE
EARNINGS REPORT DATED FEBRUARY 4, 2019 (THE “FOURTH QUARTER EARNINGS
REPORT”) AND OF BANCO SANTANDER CHILE AND UPDATING THE BASE
PROSPECTUS

Banco Santander Chile (the “**Issuer**” or with its consolidated subsidiaries “**Santander Chile Group**”) has prepared this second prospectus supplement (the “**Second Prospectus Supplement**”) in connection with Medium Term Notes (the “**Notes**”) issued from time to time under the Issuer’s Medium Term Note Program (the “**Program**”). The Issuer has also prepared a prospectus dated June 27, 2018 (the “**Base Prospectus**,” as amended or updated from time to time and including all information incorporated by reference therein) and a first prospectus supplement dated September 11, 2018 to amend and update the Base Prospectus (the “**First Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”) for use in connection with the issue of Notes under the Program. This Second Prospectus Supplement amends and updates the Prospectus, and should be read in conjunction with the Prospectus and constitutes a supplement for the purposes of Article 16 of the Prospectus Directive.

The Second Prospectus Supplement has been approved by the Central Bank of Ireland (the Central Bank) as competent authority under the Prospectus Directive. The Central Bank only approves this Second Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Fourth Quarter Earnings Report has been previously published and has been filed with the Central Bank of Ireland, and shall be deemed to be incorporated by reference in, and to form part of, this Second Prospectus Supplement. The Fourth Quarter Earnings Report will be available for collection and inspection as set out in the section “Documents on Display” on page 124 of the Base Prospectus and is available at the following link:
<https://santandercl.gcs-web.com/static-files/d22549fc-8a63-4143-a6fb-d60b6a3326ce>.

The Issuer accepts responsibility for the information contained in this Second Prospectus Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure such is the case) the information contained in this Second Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Second Prospectus Supplement will be published in electronic form on the website of the Central Bank of Ireland (<http://www.centralbank.ie>) and will be available until the Base Prospectus expires on June 26, 2019.

This Second Prospectus Supplement, the First Prospectus Supplement and the Base Prospectus should be read in conjunction with all documents which are deemed to be incorporated by reference, and for a particular issue of Notes in conjunction with any applicable Final Terms. If the document which is incorporated by reference in this Second Prospectus Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Second Prospectus Supplement except where such information or other documents are specifically incorporated by reference or attached to this Second Prospectus Supplement. For information specifically incorporated by reference hereto, please see “Cross-reference List of Document Incorporated by Reference” below.

To the extent there is any inconsistency between (a) any statement in this Second Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Second Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus or the First Prospectus Supplement prior to the date of this Second Prospectus Supplement, the statements in (a) will prevail.

Save as disclosed in this Second Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the First Prospectus Supplement or Base Prospectus since their respective publication dates.

See “Risk Factors” in the Base Prospectus for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Program.

Presentation of Financial Information

The Issuer’s financial information presented in the Fourth Quarter Earnings Report has been prepared in accordance with Chilean accounting principles issued by the Superintendency of Banks and Financial Institutions (“**Chilean Bank GAAP**”). Chilean Bank GAAP principles are substantially similar to International Financial Reporting Standards (“**IFRS**”) but there are some exceptions, and the Issuer has made no attempt to quantify these differences. For further details and a discussion on the main differences between Chilean Bank GAAP and IFRS refer to “Item 4. Information on the Company —B. Business Overview—Differences between IFRS and Chilean Bank GAAP” of the Issuer’s Annual Report on Form 20-F for the year ended December 31, 2017, as filed with the SEC on March 28, 2018 and incorporated by reference in the Base Prospectus.

There has been no significant change in the financial position of Santander Chile Group since December 31, 2018.

Cross-reference List of Document Incorporated by Reference

The following information is set forth in the Fourth Quarter Earnings Report:

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