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**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For the month of December 2016

Commission File Number: 001-14554

**Banco Santander Chile**

**Santander Chile Bank**

(Translation of Registrant's Name into English)

**Bandera 140**

**Santiago, Chile**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

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**Banco Santander Chile**

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**Exhibit**

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- 99.1 Free English translation of proposed amendments to the bylaws of the Registrant that will be voted on by the shareholders at the Extraordinary Shareholders' Meeting (*Junta Extraordinaria de Accionistas*) convened for January 9, 2017.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Banco Santander Chile**

Date: December 29, 2016

By: /s/ Edgardo Urbano  
Name: Edgardo Urbano  
Title: Legal Counsel

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(FREE TRANSLATION FROM THE SPANISH)

\*\*\* Proposed additions to the By-laws are highlighted in blue underlined text.

\*\*\* Proposed deletions from the By-laws are highlighted in red strike-through text.

**BANCO SANTANDER CHILE**

**BY - LAWS**

**TITLE ONE:**

**Name, Corporate Domicile, Duration and Purpose**

**ARTICLE 1.** A stock corporation whose corporate name shall be “BANCO SANTANDER-CHILE”, which can also operate under the corporate names ~~Banco Santander Santiago or Santander Santiago or~~ Banco Santander or Santander, governed by these By-laws, the General Banking Act and all other statutes and regulations currently in force or that may be issued hereafter regarding the subject matter, is hereby organized.

**ARTICLE 2.** The Company shall have its corporate domicile in the city of Santiago without prejudice to the agencies or branches that it may open, maintain or close in any other places within the country or abroad, all in accordance with the law and subject to the prior relevant approvals as may be required.

**ARTICLE 3.** The term of the Company shall be indefinite.

**ARTICLE 4.** The Bank’s purpose is to execute and enter into all of those acts, contracts, businesses and transactions permitted to commercial banking institutions in accordance with applicable laws and particularly the General Banking Act, provided that the Bank may expand or restrict its activities in compliance with any existing legal provisions or any such other regulations that may be issued hereafter, without the need to amend these By-laws.

**TITLE TWO:**

**Capital Stock and s Shares**

**ARTICLE 5.** The capital stock of the Bank is the amount of Ch\$891,302,881,691 ~~675.907.917.086~~, divided into 188,446,126,794 shares in the registered form, with no par value, constituting a single series. The capital stock has been subscribed and paid in full.  ~~pursuant to Second Transitional Article of these By-laws.~~

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**ARTICLE 6.** The shares shall be in the registered form and shall be represented by share certificates, the form, issuance, delivery, cancellation, replacement, exchange, transfer and transmission of which shall be subject to the applicable provisions that, with regard to these matters, are contained in the Companies Act and its Regulations.

**ARTICLE 7.** The Bank does neither recognize nor admit fractions of shares. In the event that one or more shares become joint property or the co-property of several persons, the joint proprietors or co - owners shall be required to appoint a common representative to act on their behalf before the Company.

**ARTICLE 8.** Upon surrender of evidence of the loss, theft or destruction, or other similar occurrence, of a share certificate, the person under whose name such shares are registered may request the issuance of a new certificate in accordance with the requirements of the Companies Act and its Regulations, ~~provided that a notice informing the public that the relevant certificate is being canceled must have been previously published in a newspaper designated by the Company. A copy of such newspaper shall be circulated to the stock exchanges. Such circumstance shall be recorded in the Stockholders Registry and in the newly issued certificate. The Company shall issue the new certificate only after a term of five days after the publication of the notice.~~

**ARTICLE 9.** A Stockholders Registry shall be maintained including the names of the shareholders and a detail of the number of shares held by each one of them. The rights recognized by applicable laws to the shareholders may only be exercised by those shareholders whose names appear in the Registry, with the anticipation that, in each case, is established by the law.

**ARTICLE 10.** The registration in the Stockholders Registry of any shares in respect of which an usufruct has been established, shall be made under the name of both the title owner and the usufructuary, with indication of the existence, characteristics and period of the usufruct.

**ARTICLE 11.** The shareholders shall have preemptive rights in respect of any options to subscribe any capital increases, in proportion to the number of shares held by each of them. The issued paid-in shares will be distributed in the same proportion.

**ARTICLE 12.** The shares subscribed by a shareholder, which are not timely paid when due, shall be sold by the Bank through a stock exchange or, failing this, the number of shares in the share certificate shall be reduced to the amount of shares effectively paid in by such shareholder.

**TITLE THREE:**

#### **Management**

**ARTICLE 13.** The management of the Bank, other than the authority reserved to the ~~General~~ Shareholders Meeting pursuant to these By-laws, the applicable Law or ~~r~~ Regulation, shall be entrusted to the Board of Directors.

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**ARTICLE 14.** The Board of Directors is constituted by ~~nine~~ eleven regular members and two alternate members appointed by the relevant ~~General~~ Shareholders Meeting.

**ARTICLE 15.** The Directors may be either shareholders or non-shareholders of the Company.

**ARTICLE 16.** The Directors shall remain in office for three years and may be reelected indefinitely. The Board of Directors shall be renewed in its entirety at the end of each period. If for any reason, the Shareholders Meeting in which the new Directors are to be appointed is not held on the scheduled date, the Directors ~~whose term had expired in-office~~ shall remain in office until their replacements are designated, and the Board of Directors shall convene, within thirty days at the shortest time possible, a Shareholders Meeting in order to effect such appointments.

**ARTICLE 17.** The Directors shall be entitled to compensation for the performance of their duties. The amount of their compensations shall be determined annually by the ~~General~~ Ordinary Shareholders Meeting. The aforesaid is to be understood without prejudice to the payments that, in the form of wages, fees, travel accounts, expense accounts, due to them as representatives of the Board of Directors or any other cash payments, payments in kind or royalties of any sort whatsoever, which might have been assigned to certain Directors by the ~~General~~ Shareholders Meetings or the Board of Directors, with the approval of the Shareholders Meeting, for the performance of specific duties or tasks imposed upon them specifically by the Shareholders Meeting or the Board of Directors (other than their duties as Directors). ~~These special compensations shall be authorized by the General Shareholders Meeting and a~~ A detailed and separate entry for these special compensations shall be made in the Annual Report, which shall expressly indicate the complete name of each of the Directors receiving such compensations.

**ARTICLE 18.** Without prejudice to any other incapacity or incompatibility established by law, the following persons may not be appointed as Directors: (a) any person that has been condemned or is being tried for crimes which are punished with penalties, either as main or accessory, consisting in the temporary or perpetual suspension or incapacity to hold public office; (b) any debtor subject to an ongoing liquidation proceeding ~~those that have been declared bankrupt and have not been rehabilitated~~; (c) the members of the parliament ~~the members of both the House of Representatives and the Senate~~; (d) the Directors or employees of any other financial institution; (e) the employees that are appointed by the President of the Republic or the employees or officers of the Revenue Service, or the Fiscal Services or Institutions, semi-fiscal or autonomous entities, state controlled companies and, generally, all public services created by a law, as well as employees of companies, corporations or public or private entities in which the State or such companies, corporations or centralized or decentralized institutions may have the majority or equal proportion of the capital stock, or, under the same conditions, be represented or participate. However, the restriction established under this subparagraph; (e) shall not apply to those who hold positions in teaching activities; and (f) the Bank's employees.

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**ARTICLE 19.** For purposes of the appointment of Directors, each shareholder shall have the right to one vote per share, and shall be entitled to accumulate them towards one candidate or distribute them as he may deem convenient. The persons obtaining the largest number of votes in the same and single vote shall be appointed, until all positions to be filled are completed. The election of the regular and alternate Board members shall be carried out separately. For purposes of the casting of the votes, the Chairman and the Secretary, together with any other persons that may have been previously designated by the Meeting to sign the minutes thereof, shall issue a certificate evidencing the votes that are being issued out loud by the shareholders attending, following the order of the list of attendance. Each shareholder shall also be entitled, to cast his vote by means of a ballot signed by him, stating whether he sings for his own account or as a representative. Notwithstanding the aforesaid, in order to facilitate or expedite the casting process, the Chairman of the Company or the Superintendence, as the case may be, shall be entitled to order that the vote be cast alternatively or indistinctly out loud, by means of ballots [or by means of any other proceeding set forth to that end](#). At the time of the vote, the Chairmen shall instruct that the votes are read out loud, in order for those attending to count for themselves the number of votes issued and to verify with the said annotation and the ballots the actual outcome of the election. The Secretary shall add the votes and the Chairman shall proclaim elected those who have obtained the largest majorities, until all the appointments have been made. The Secretary shall place the documents evidencing the outcome of the scrutiny, duly signed by the persons in charge of verifying the number of votes issued, together with the ballots delivered by the shareholders who did not vote out loud, in an envelope which shall be closed and sealed with the corporate seal and shall remain deposited with the Bank for a least two years.

**ARTICLE 20.** Every appointment of Directors, or any changes in the composition of the Board of Directors, shall be transcribed into a public deed before a notary public, published in a newspaper of Santiago and notified to the Superintendence of Banks and Financial Institutions, by means of the filing of an authorized copy of the respective public deed. Likewise, the appointments of the General Manager and Assistant General Manager shall also be communicated and transcribed into a public deed.

**ARTICLE 21.** The vacancies in the Board of Directors caused in case that a director ceases in the performance of this duties, whether by reason of incompatibility, limitation, legal incapacity or [being subject to an ongoing liquidation proceeding](#) ~~bankruptcy~~, impossibility, unexcused absence, death, resignation or any other legal cause, shall be filled as follows: (a) The vacancies of regular members by the alternate members; and (b) The vacancies of alternate Directors, caused or not by the application of letter (a) [above](#), or in the case a regular position could not be filled as provided for such letter (a) due to both alternate members becoming regular Directors, shall be filled by the Board of Directors on its first meeting after the vacancy occurred. The Board members appointed in that way, shall hold such position until the next ~~General~~ Ordinary [Shareholders](#) Meeting which shall make the definitive appointments until the expiration of the term of the director that caused the vacancy.

**ARTICLE 22.** The alternate Board members may temporarily replace the regular Board members in case of their temporary absence or impossibility to attend, or in a definitive manner

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in case of vacancy. The alternate Board members shall always be entitled to attend the Board meetings and to speak in them. They will only be entitled to vote in such meetings when they are acting in lieu of a regular director.

**ARTICLE 23.** The Board of Directors shall elect from among its members, a Chairman, a 1st Vice Chairman and a 2nd Vice Chairman, during the first meeting following its appointment by the relevant ~~General~~ Shareholders Meeting, or after ceasing such persons, for any reason, in their offices. In the event of a tie, the appointment shall be decided by the person acting as chairman for such meeting ~~lottery~~.

**ARTICLE 24.** The Board of Directors shall meet at the corporate domicile, unless the Directors unanimously consent to the holding of a particular meeting outside the corporate domicile or unless all the Directors participate in such meeting. The Board of Directors shall meet in ordinary sessions at least once a month, held on the pre-set dates and times as determined by the Board. Extraordinary meetings shall be held whenever called by the Chairman, whether at his own will or upon the request of three or more Directors, subject in such case to the prior qualification of the Chairman to the effect that holding the meeting is justified, except if the request is made by the absolute majority of the Directors in office, in which case the meeting shall be held without such prior qualification. The extraordinary meetings may only address those matters specifically included in the relevant agenda, except that, if the meeting is attended by all the Directors in office, they may agree otherwise with the unanimous vote of all of them. Extraordinary meetings shall be called as required by law, by means of a written instrument, signed by the Chairman or the Secretary or his alternate, and delivered to each one of the directors at least three days prior to the date set for the meeting.

**ARTICLE 25.** The quorum required to hold a Board of Directors' Meetings shall be the absolute majority of Directors with voting rights set forth in these By-laws, six of its members. The resolutions shall be adopted by the affirmative vote of the absolute majority of the attending Directors. In the event of a tie, the person acting as the Chairman of the meeting shall cast a deciding vote. The Directors, who despite not being physically present, are communicated constantly and simultaneously by technological means authorized by the Superintendence of Banks and Financial Institutions, will be counted towards quorum.

**ARTICLE 26.** The Directors having an interest vested on a negotiation, act, contract or transaction that is not related to the bank business, either as principal or as representatives of another person, shall communicate such fact to the other Directors. The respective resolutions shall be approved by the Board and the relevant agreement, act or transaction shall be in accordance with the prevailing fair market conditions. Such agreements must be disclosed by the Chairman in the next Ordinary Shareholders Meeting.

**ARTICLE 27.** The discussions and resolutions of the Board of Directors shall be recorded in a special book of minutes maintained by the Secretary. The relevant minutes shall be correlatively numbered, assigning consecutive numbering to the ordinary meetings and a separate

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numbering to the extraordinary meetings, and shall be signed by the Directors attending the meeting and by the Secretary, or his alternate. If a director considers that any minute is inaccurate or incomplete, he shall be entitled to record the respective objections, before actually signing it. The resolutions adopted may be carried out without need to approve the minutes at a subsequent meeting. In the event of death, refusal or incapacity for any reason to sign the minutes by any of the Directors attending, such circumstance shall be recorded at the end of the minutes stating the reason for the impediment.

**ARTICLE 28.** The Directors shall be personally liable for all the acts they may perform in the performance of their duties. The director who may wish to be released from liability with respect to any act or resolution of the Board of Directors, shall cause to record his opposition in the minutes. The Chairman shall inform of such circumstance in the following ~~General~~ Ordinary Shareholders Meeting.

**ARTICLE 29.** The Board will represent the Bank judicially and extrajudicially and, in connection with the performance of its corporate's purpose, circumstance that will not be necessary to be evidenced before third parties. It will be empowered with all the authorities and powers of administration that the law or the By-laws do not set as exclusive of the ~~general~~ shareholders meetings, without being necessary to grant for such purposes any special power of attorney, even for those acts that the law requires to do so. This provision is notwithstanding the judicial representation of the Bank that is part of the authorities of the General Manager. The Board may delegate part of its authorities to the General Manager, to one or more Managers, Deputy Managers or Attorneys of the Bank, a Director, a Commission of Directors, and for specifically determined purposes, to other persons.

**ARTICLE 30.** The Board of Directors shall appoint three Directors within its members to constitute a Directors' Committee, which shall be governed by the provisions of Section 50 of the Companies Act.

#### **TITLE FOUR:**

#### **The Chairman**

**ARTICLE 31.** The Chairman of the Board of Directors shall also be the Chairman of the Bank and the ~~s~~Shareholders ~~general m~~Meeting. The Chairman shall have, in addition to the obligations and authorities established by the relevant legal and regulatory provisions, these By-laws and the Board of Directors, the following: (a) to act as Chairman of the Board of Directors and ~~General~~ Shareholders Meetings; (b) to seek for the strict enforcement of these By-laws, ~~internal regulations~~, and the resolutions of the Board of Directors and the ~~General~~ Shareholders Meetings; (c) to call the Board of Directors Meetings ~~and the General Shareholders Meetings in accordance with these By-laws~~; (d) to sign the Annual Reports and the resolutions and communications that may be issued by the Board or the ~~General~~ Shareholders Meetings. In the event of a temporary absence or incapacity of the Chairman, the Chairman shall be replaced, for any legal purpose, by the 1st Vice Chairman and, upon the absence of the 1st Vice Chairman, by

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the 2nd Vice Chairman, or at last by the person who, from among its members, may be designated by the Board of Directors, or the shareholders appointed by the ~~General Shareholders~~ Meeting, in its case. The replacement of the Chairman constitutes an internal proceeding that shall not require the compliance of any formality. It shall not be necessary to submit any evidence to third parties thereof for the acts performed by the person replacing the Chairman to be valid, and it will be sufficient for its validity the fact that it occurred.

#### TITLE FIVE:

##### **The General Manager**

**ARTICLE 32.** The Board of Directors shall appoint a General Manager who shall be responsible for the immediate management of the Bank's businesses and shall represent the Bank in all its offices. The General Manager shall have the judicial representation of the Bank, with the authorities legally vested upon him set forth in the two paragraphs of Section 7 of the Code of Civil Procedure. His position shall not be compatible with that of director of the Bank, which impediment is without prejudice to the fact that, in a transitory manner not to exceed ninety days, a director of the Bank may perform duties as General Manager. The General Manager shall have the right to participate in the discussions held at the meetings of the of the Board of Directors but shall not have the right to vote in connection therewith, being responsible, however, jointly with all the members of the Board of Directors, for any illegal or damaging resolutions adopted that are harmful to the interests of the Company, unless his opposition has been duly recorded in the minutes. The General Manager shall have, in addition to the authorities and duties set forth in the relevant legal and regulatory provisions and ~~its these~~ By-laws ~~and the Internal Regulation~~, the powers delegated upon him by the Board of Directors. Additionally, the General Manager shall act as Secretary at the meetings of the Board of Directors or any ~~General~~ Shareholders Meeting, unless another person is specially appointed to act in such capacity. In the event of a temporary absence or incapacity, the General Manager shall be replaced by the Manager, and if there is more than one, by the person appointed by the Board of Directors to that effect.

#### TITLE SIX:

##### **The Managers**

**ARTICLE 33.** The Board of Directors shall appoint one or more Managers, who shall be responsible for the transactions and business of the Bank at the offices, branch offices, divisions or services placed under their management. The Managers shall have, in addition to the duties and authorities set forth in the relevant legal and regulatory provisions ~~and~~ these By-laws ~~and the Internal Regulation~~, those powers that are conferred or delegated upon them by the Board of Directors. Should there be more than one Manager, the Manager designated by the Board of Directors shall be the one who replaces the General Manager in the event of absence or incapacity of the latter.

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## TITLE SEVEN:

### Management Responsibility

**ARTICLE 34.** The Directors, Managers and other employees of the Bank shall be personally responsible for the non-compliance with the provisions contained in these By-laws, ~~the Internal Regulation~~, the General Banking Act or any other legal or regulatory provision, arising from the performance of their duties as such. They shall also be liable for the infringement of the provisions stated above which are effected or tolerated with their knowledge.

## TITLE EIGHT:

### ~~General~~ Shareholders Meetings

**ARTICLE 35.** The Shareholders of the Company shall meet in Ordinary or Extraordinary ~~General~~ Meetings, which shall be held in the city of Santiago. The resolutions adopted in the Shareholders Meetings duly called and validly constituted, in accordance with these By-laws, shall be binding upon all the shareholders.

**ARTICLE 36.** The Ordinary Shareholders Meetings shall be held once a year, on the dates the Board of Directors may establish, within the first quarter following the date of the annual financial statements. The ~~General~~ Extraordinary Shareholders Meetings may be held whenever required by the needs of the Company. They shall be called by the Board of Directors ~~or the Chairman~~, whether at its own initiative or following the request of shareholders representing at least ten per cent of the outstanding shares with voting rights. In the event that, in this latter case, the Board of Directors and the Chairman, acting on its behalf, decline to call the meeting, such call may be requested to be made by the Superintendent of Banks and Financial Institutions.

**ARTICLE 37.** Notice of the Shareholders Meetings shall be given by means of an emphasized notice published on at least three different days in such newspaper of Santiago as the Ordinary Shareholders Meeting may have determined or, if no such determination has been made or if the designated newspaper in no longer being published, in the Official Gazette, on the dates, terms and conditions set forth in the Companies Act's Regulations. The notice calling an Extraordinary Shareholders Meeting shall include the agenda for the Meeting. In addition, such notice shall be delivered to the shareholders by means of a letter at least fifteen days prior to the date set for the Meeting, provided that such notice must contain a reference as to the subjects to be discussed at the Meeting. Without prejudice to the liabilities established by law, failure to deliver such letters shall not render the call void. At the date which is no later than the date the first publication calling an ~~General~~ Ordinary Shareholders Meeting, a copy of the Annual Report and the Financial Statements of the Company, including the auditor's report in their respective notes, must be delivered to each shareholder. ~~Notwithstanding the above, and with the prior consent of the Superintendency of Banks and Financial Institutions, such documents may be sent only to those shareholders holding a number of shares higher than the minimum set forth by the Board of Directors with the approval of the Superintendency. During the fifteen days preceding the General Ordinary Shareholders Meeting, the Annual Report and the financial statements which must be submitted by the Board of Directors, as well as the report of the auditors, shall be made available to the shareholders. For such purpose the Bank shall maintain at its main office, printed or typewritten copies of such~~

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~~documents. The Annual Report presented by the Board of Directors to the General Ordinary Shareholders Meeting shall contain an explanatory and grounded account with regard to the transactions effected during the fiscal year, to which Article 17 of these By-laws refer, shall be disclosed in a separate entry of the statement of profits and losses of the financial statements.~~

**ARTICLE 38.** ~~General~~ Shareholders Meetings shall be held, in the event of first call, with a quorum of shareholders representing, either personally or by proxy, the absolute majority of the outstanding shares with voting rights. Should the quorum indicated not be present, a second call shall be made to hold a Shareholders Meeting ~~through the press~~ in the manner provided for in Article 37 of these By-laws, with the indication that a second call is being made and convening the Meeting to be held within the forty-five days following the date set for the Meeting which was not held due to the lack of quorum. In the event of second call, the quorum requirement of the Meeting shall be satisfied with the number of shares with voting rights that are either present or represented in the meeting.

**ARTICLE 39.** The resolutions of the Shareholders Meeting shall be adopted, unless otherwise specified by a special regulation, by the absolute majority of the shares present or represented which are legally vested with voting rights. ~~The affirmative vote of two thirds of the shares issued which are legally provided with voting rights shall be required for the approval of the General Extraordinary Shareholders Meeting's resolutions regarding the following matters: (a) the reorganization, spin off or merger of the Company; (b) the dissolution of the Company; (c) the change of its corporate domicile; (d) the reduction of its capital stock, with the prior approval of the Superintendent of Banks and Financial Institutions; (e) the approval of contributions and appraisal of properties other than cash, in those cases where it is permitted by the General Banking Act; (f) the amendment of the authorities of the General Shareholders Meeting or the restriction of the authority of the Board of Directors; (g) the transfer of 50% or more of the company's assets, including liabilities or not, the proposal or amendment of any business plan contemplating the transfer of assets exceeding the foregoing percentage; and (h) the manner of distribution of profits established in these By-laws.~~

**ARTICLE 40.** It shall correspond to the ~~General~~ Ordinary Shareholders Meeting to: (a) discuss and consider the Annual Report and financial statements submitted by the Board of Directors; (b) appoint every year an external auditors firm in accordance with the relevant legal provisions, for the purpose of informing the financial statements and, generally, comply with the laws; (c) appoint the members of the Board of Directors when required in accordance with these By-laws (d) resolve upon the distribution of annual profits or net benefits, at the proposal of the Board of Directors, and decide, at the end of each fiscal year, the payment of dividends to the shareholders, in accordance with the provision of Article 46 of these By-laws; and (e) generally, to consider any other matter relating to the Company and which is not expressly reserved for an Extraordinary Shareholders Meeting. The removal of all the members of the Board of Directors

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appointed by the shareholders and the appointment of their successors may be decided either at an ~~General~~ Ordinary Shareholders Meeting or at an Extraordinary Shareholders Meeting; ~~thus, Directors may not be individually or collectively removed.~~

**ARTICLE 41.** It shall correspond to the ~~General~~ Extraordinary Shareholders meetings to resolve upon any matters required by law or authorized under these By-laws. ~~(a) the amendment of the By-laws; (b) the issuance of convertible bonds or debentures; (c) the passing of resolutions pertaining to the General Extraordinary Shareholders meetings set forth under article 39 of these By-laws; and (d) any other matters expressly reserved to the General Extraordinary Shareholders Meetings in accordance with the law or these By-laws. The matters referred to in paragraphs (a) and (b) above, the dissolution, reorganization, merger or spin-off of the corporation and the transfer of its assets and liabilities, or of all its assets, may only be approved at a General Extraordinary Shareholders Meeting held before a notary public.~~

**ARTICLE 42.** ~~General~~ Extraordinary Shareholders Meetings may only resolve upon the matters referred to in the relevant notice of the Meeting. ~~However, if the Meeting so decides, any other idea may be proposed for its discussion at the next General Ordinary or Extraordinary Shareholders Meeting.~~

**ARTICLE 43.** The shareholders may be represented at the Shareholders Meetings by other persons, whether shareholders or not, in accordance with the companies regulations.

**ARTICLE 44.** The discussions and resolutions of all ~~General~~ Shareholders Meetings shall be recorded in a special book of minutes maintained by the Secretary, or by the General Manager in the absence thereof. The relevant minutes shall be signed by the Chairman or his alternate, the Secretary and any three shareholders appointed by the Shareholders Meeting or, if there are less than three attendees, by all such attendees. In the event of death, denial or incapacity to sign the minutes by any of the signatories, a note shall be made at the end of the minute, indicating the cause of the impediment. The minutes shall contain a summary of the discussions held during the Meeting and shall necessarily include the following information: ~~N~~names of the attending shareholders and number of shares held or represented by each one of them, which can be omitted if enclosed with the sheet or attendance book; a brief description of any objections made; enumeration of the proposals submitted for discussion and the outcome of the vote, and the list of the shareholders that voted, either in favor or against such proposals, ~~should anyone had asked an individual vote~~. The omission in the minutes of an event related to the Company's interests which occurred during the Shareholders meeting, shall be subject to the unanimous approval of the shareholders attending.

The attendees to a ~~General~~ Shareholders Meeting shall sign an attendance list which shall indicate the number of shares held by each such attendee or, as the case may be, the name of the shareholders and the number of shares represented by them.

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**TITLE NINE:**

**Annual Report, Financial Statements and Distribution of Profits**

**ARTICLE 45.** A general Balance Sheet shall be prepared as of December 31 of each year, such Balance Sheet, together with the respective Annual Report, shall be submitted to the consideration of the ~~General~~ Ordinary Shareholders Meeting. The Balance Sheet and the Earnings Statement shall be published in accordance with the applicable laws and regulations. ~~in a newspaper of Santiago prior to the Shareholders Meeting.~~

**ARTICLE 46.** The profits reflected in the financial statements shall be used preferentially to compensate losses of previous fiscal years. The balance shall be allocated, as resolved by the ~~General~~ Shareholders Meeting, upon the recommendation of the Board of Directors, to the following purposes: (a) to increase the capital stock, to create a fund for future capitalization or dividend distributions, or to create any other special reserve funds. These allocations shall be in such amounts as the Shareholders Meeting may deem convenient, subject to the restrictions and obligations set forth in the law; and (b) to distribute dividends to the shareholders, in proportion to their stock holding. ~~The General Shareholders Meeting, by the affirmative vote of at least two-thirds of the outstanding voting shares, may resolve that the obligation to distribute dividends set forth in the law, shall not be applicable during a given fiscal year.~~

**TITLE TEN:**

**Dissolution and Liquidation**

**ARTICLE 47.** The Bank may dissolve and wind-up, provided that such decision is approved in an ~~an~~ ~~General~~ Extraordinary Shareholders Meeting with the favorable vote of, at least 2/3 of the outstanding shares with voting rights and it is approved by the Superintendent of Banks and Financial Institutions.

**ARTICLE 48.** Once the voluntary dissolution of the Bank referred to in the previous section is agreed, the Shareholders Meeting that approves it will appoint a commission of three shareholders to carry out its liquidation. The liquidating commission will act with the powers and authorities that these By-laws confer to the Board of Directors; it will keep the shareholders informed of the development of the liquidation, it will call ~~General~~ Shareholders Meetings on the date set for such purposes, being entitled to call for ~~General~~ Extraordinary Shareholders Meetings. In any other aspect it will be subject to the rules set by the Code of Commerce, the provisions of the Companies Act that may be applicable and the applicable Regulations to the Companies Act.

**ARTICLE 49.** The Shareholders Meeting that appoints the liquidating commission referred to in the previous Article will also set its remuneration.

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**ARTICLE 50.** Any difficulty arising between the Company and any of the shareholders or Directors, or between such persons, as result of the application of these By-laws, or with regard to the existence, non-existence, validity, nullity, interpretation, compliance or failure to comply, dissolution, liquidation or any other reason, shall be submitted to the resolution of two arbitrators, whose resolutions shall be final, and whom shall be appointed one by each party. Should the arbitrators fail to reach an agreement, the parties shall appoint a third arbitrator to resolve the disagreement. Should there not be an agreement to appoint the third arbitrator, the appointment shall be made by the two arbitrators already designated. If any of the parties fails to appoint the arbitrator or, if having been appointed, there is no agreement as to the outcome, and neither the parties nor the arbitrators appoint the third arbitrator to decide the impasse, the appointment of the respective arbitrator, or of the third arbitrator, as the case may be, shall be made by the ordinary courts, being in this case the appointment necessarily be of a person who is performing or has performed as an attorney at the Supreme Court.

~~**FIRST TRANSITIONAL ARTICLE**TRANSITIONAL PROVISION: Without it being deemed an essential provision, nor part of the restated By-laws, the reduction of the Board of Directors from 11 to 9 members under Article 14 of these By-laws shall become enforceable in the next Ordinary Shareholders Meeting which will be held in April 2017, at the latest, and thus the current 11 regular members and 2 alternate members will continue to hold office until such date. At the Extraordinary Shareholders' Meeting of Banco Santiago held on July 18, 2002, the merger by incorporation of Banco Santander-Chile, as the absorbed company, into Banco Santiago, as the absorbing company, was agreed upon and approved. Such Meeting agreed to materialize the merger with effect and validity as of January 1, 2002, pursuant to which Banco Santiago, now Banco Santander-Chile by virtue of the change of name, shall be deemed as the legal successor of Banco Santander-Chile for all of the effects. As a result of the merger, all of the shareholders and the equity of Banco Santander-Chile, which is dissolved upon the merger, are incorporated into Banco Santiago, now Banco Santander-Chile. Consequently, by virtue of this merger by incorporation, once materialized, Banco Santander-Chile which is absorbed by the merger is now dissolved.~~

~~**SECOND TRANSITIONAL ARTICLE:** The Bank's capital is the amount of Ch\$675,907,917,086, divided in 188,446,126,794 shares in the registered form, without nominal value and of the same and single series, which is paid as follows:~~

~~a) With the amount of Ch\$402,856,885,138 divided in 98,934,216,567 shares in the registered form, without nominal value and of the same and single series, which corresponds to the subscribed and paid capital of Banco Santiago, now Banco Santander-Chile, as of December 31, 2001, including the revaluation of the equity capital to such date; and~~

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b) With the amount of Ch\$273,051,031,948 that will be paid through the issuance of 89,511,910,227 shares in the registered form, without nominal value and of the same and single series, which will be used to pay to the shareholders of Banco Santander-Chile the equity contribution of the latter to Banco Santiago, now Banco Santander-Chile, as a result of the merger between these two banking entities. Once this merger is approved by the Superintendency of Banks and Financial Institutions, its legalization occurs and all of the remaining actions and agreements as determined by the Regulator are fulfilled, Banco Santiago, now Banco Santander-Chile, will acquire all of the assets, liabilities, capital and reserves accounts of Banco Santander-Chile which is dissolved as a result of the merger.

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The merger is made based on the backgrounds approved by the Extraordinary Shareholders Meeting of the Bank that agreed to the aforementioned merger as follows: the expert reports dated May 31, 2002 on the net assets of both banking institutions, issued by the expert witnesses Alfredo Rossi Fernández and Juan Roncagliolo Grunert, respectively; report issued by JP Morgan Securities Inc. on May 23, 2002, regarding the value of Banco Santiago and the exchange ratio of its shares with respect to those of Banco Santander Chile and the balance sheets and audited financial statements of both banks as of December 31, 2001, with their respective reports from the external auditors of both banking companies. From the aforementioned expert reports and balance sheets it can be deduced that the assets of Banco Santiago as of December 31, 2001, amounted \$538,988,981,542. For the purpose of calculating the exchange of shares of Banco Santander-Chile, for which Banco Santiago, now Banco Santander-Chile, is to issue, the assets of the merged company are allocated in 52.5% of the total shares for the current shareholders of Banco Santiago and 47.5% for the current shareholders of Banco Santander-Chile, resulting that the exchange ratio in the merger is 3.55366329 shares of Banco Santiago merged, now Banco Santander-Chile, for each share of Banco Santander-Chile, that dissolves under the merger. As a result, merged Banco Santiago, now Banco Santander-Chile will issue 89,511,910,227 shares to perform, materialize and perfect the merger and exchange. Furthermore, once Banco Santiago is merged, Banco Santander-Chile will account, for financial effects, all the assets and liabilities received from the absorbed company, at the book value that they have as of December 31, 2001, without prejudice of keeping in their accounting records, separately, the tax value of the assets of Banco Santander-Chile, which is dissolved under the merger. The shareholders of Banco Santander-Chile (dissolved by virtue of the merger), at the time on which the Board of Directors of the merged bank agrees to give effect to the exchange, will be entitled to these shares. The exceeding shares of Banco Santiago merged, now Banco Santander-Chile as a result of the fractions resulting from the calculation of the aforementioned proportionality, will be freely placed by the Board of Directors of the merged Bank on a stock exchange in the country, and the proceeds from its disposal shall be distributed, in

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cash, to the shareholders entitled to the shares that generate the remainder, in the corresponding proportion. The merger referred to in the first transitional article will have full effects, once legally perfected, starting from January 1, 2002.

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