# **Prime Collateralised Securities (PCS) Eligibility Criteria Checklist Screening Partner** Individual(s) undertaking the screening Date Submitted to Screeners/Date of Screening/Version Overview of asset backed securities seeking PCS label Securities to be screened (the "Securities") Jurisdiction Class A Notes Germany Netherlands Spain Issuer United Kingdom GREEN APPLE 2017-1 NHG B.V. Belgium Originator Other Argenta Spaarbank NV Lead Manager(s) ABN AMRO and BNP PARIBAS Eligible Asset Class Auto Dealer Floorplan Loans Auto Loans and Auto Leases Transaction Legal Counsel Auto Fleet Leases Baker & McKenzie Consumer Loans **Rating Agencies** Credit Card Fitch and Moody's ☐ Non-Auto Leases Stock Exchange Residential Luxembourg Stock Exchange SME Loans Target issue date

October 2017

# **Instructions for Completing the Checklist**

# **Transaction Legal Counsel**

- (1) On the front page, complete the section entitled "Overview of asset backed securities seeking PCS label".
- (2) Complete the column entitled "Prospectus page/ref" in each applicable section of the checklist, by inserting:
- (i) the page number of the Prospectus; or
- (ii) the paragraph number of the Originator Certificate,

on which evidence of satisfaction of the applicable criterion can be found.

# **Screening Partner**

- (1) On the front page, complete details of the name of the screening partner, the name of the individual or individuals undertaking the screening and the date of completion of the screening.
- (2) Complete the column entitled "Criterion fulfilled" in each section of the checklist submitted, by placing a "X" in the "Yes" or the "No" box.
- (3) For any criterion in respect of which a "X" has not been placed in the "Yes" box, complete the column entitled "Screener Comments" with an explanation of why a "X" has not been placed in the "Yes" box.

| PCS Elig   | gibility Criteria  |                     |                   |                     |
|------------|--|---------------------|-------------------|---------------------|
| 1. Con     | nmon Eligibility Criteria  |                     |                   |                     |
| No El      | igibility criterion  | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 1 (a) Alig | nment of Interests Standards   |                     |                   |                     |
| 1 (a) (i)  | The Prospectus confirms that the Originator undertakes to retain a material net economic interest sufficient to meet the requirements of Article 405 of the CRR (whether or not the Originator or investor is subject to the CRR). | Page 16             |                   | ☐ Yes<br>☐ No       |
| No         | Eligibility criterion  | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 1 (b) No   | iterative credit tranching   | '                   | '                 | '                   |
| 1 (b) (i)  | The Prospectus confirms that the Securities are not part of a Re-Securitisation.   | Page 21 and onwards |                   | Yes No              |

| PCS Elig  | gibility Criteria   |                     |                   |                     |
|-----------|---|---------------------|-------------------|---------------------|
| No        | Eligibility criterion   | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 1 (c) No  | embedded maturity transformation  |                     |                   | '                   |
| 1(c)(i)   | The Originator Certificate confirms Each Underlying Assets was underwritten (a) with full recourse to an Obligor that was an individual or a corporate that is not a special purpose entity and (b) on the basis that the repayment necessary to repay the Securities was not expected, in whole or in part, to be substantially reliant on the refinancing or re-sale value of the Underlying Asset or Security for that financial obligation; and | OC 1. (k)           |                   | ☐ Yes<br>☐ No       |
| No        | Eligibility criterion   | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 1 (d) Tra | nsparency Standards   |                     |                   |                     |
| 1(d)(i)   | The Prospectus discloses an undertaking from the Issuer or the Originator that, from the Issue Date until the date the last Security is redeemed in full, it will make available a cash flow model to investors, either directly or indirectly through one or more entities who provide such cash flow models to investors generally.   | Page 104-105        |                   | ☐ Yes<br>☐ No       |

| PCS Eligi | PCS Eligibility Criteria   |   |                   |                     |
|-----------|--|---|-------------------|---------------------|
| No        | Eligibility criterion  | Prospectus page/ref   | Screener Comments | Criterion fulfilled |
| 1(d)(ii)  | (A) (i) For Securities backed by a Single-Issuance Pool, the Prospectus (or, for Securities backed by a Multi-Issuance Pool, the Originator Certificate until an update of the Prospectus has been undertaken) or the Originator Certificate discloses an undertaking from the Issuer or the Originator that prior to the Issue Date it will make available (a) for Underlying Assets which are not Granular Assets Ioan-level data to enable investors or third party contractors to build a cash flow model setting out the transaction cash flows, or, (b) in relation to Underlying Assets which are Granular Assets, detailed statistics on the Underlying Assets; or, (ii) for Existing Securities, from the date the PCS label is awarded, the Originator Certificate confirms that on or after the date the PCS label is awarded it will (a) for assets which are not Granular Assets make available loan-level data to enable investors or third party contractors to build a cash flow model setting out the transaction cash flows, or, (b) in relation to underlying Assets which are Granular Assets, detailed statistics on the Underlying Assets; and  (B) (a) for Securities backed by a Single Issuance pool, the Prospectus (or, for Securities backed by a Multi-Issuance Pool, the Originator Certificate until an update of the Prospectus has been undertaken, or, for Existing Securities, the Originator Certificate) confirms that, it will on or about the Issue Date to the Final Maturity Date, make available loan level data to investors and update such information on a regular basis, (b) the Originator Certificate confirms which recognised Data Repository is anticipated to be used for this purpose; | (A) (i) (a) Page 104-105 (B) (a) and (B) (b) Page 171 (12) and (13) |                   | ☐ Yes☐ No           |

| PCS Eligi | ibility Criteria  |   |
|-----------|---|---|
| No        | Eligibility criterion   | Prospectus page/ref Screener Comments Criterion fulfilled   |
| 1(d)(iii) | The Prospectus discloses (or, in respect of Existing Securities only, either the Prospectus discloses or the Issuer or the Originator undertake in the Originator Certificate that all subsequent Investor Reports will disclose) those entities which will have an Ongoing Involvement and in respect of each such entity, either:  (A) discloses the ratings which will trigger a requirement for:  (I) the provision of collateral;  (II) the provision of a third party guarantee; or  (III) the provision of a replacement; or  (B) confirms that no such rating triggers exist. | Interest Rate Cap, Page 120+  Issuer Account Bank (including Interest Rate Cap Collateral Account, Reserve Account and Construction Deposit Account), Page 123+  Originator Collection Account, Page 113  Cash Advance Facility, Page 123 |
| 1(d)(iv)  | The Prospectus discloses (or, for Existing Securities only, either the Prospectus discloses or the Issuer or the Originator undertake in the Originator Certificate that all subsequent Investor Reports will disclose) the payment frequency of the Underlying Assets.   | 7.3 (v), Page 165   |

| No      | Eligibility criterion   | Prospectus page/ref | Screener Comments | Criterion fulfilled |
|---------|---|---------------------|-------------------|---------------------|
| 1(d)(v) | The Originator Certificate confirms that the Originator will, in the case of new Securities only, prior to the Issue Date, publicly disclose the amount of the Securities it intends will be:  (A) pre-placed privately with investors which are not in the Originator Group;  (B) retained by a member of the Originator Group unless the Securities were acquired by such member on arm's length market terms and/or on the same terms as were publicly offered to investors which are not in the Originator Group; and  (C) publicly offered to investors which are not in the Originator Group. | OC 1. (f)           |                   | ☐ Yes<br>☐ No       |

| PCS Elig  | ibility Criteria   |                           |                   |                     |
|-----------|--|---------------------------|-------------------|---------------------|
| No        | Eligibility criterion  | Prospectus page/ref       | Screener Comments | Criterion fulfilled |
| 1(d)(vi)  | The Prospectus discloses (or, for (a) Existing Securities or (b) Securities backed by a Multi-Issuance Pool prior to a Prospectus update only, the Originator undertakes in the Originator Certificate that all subsequent Investor Reports will disclose):  | Pages 104-105 and 170-173 |                   | ☐ Yes<br>☐ No       |
|           | <ul> <li>(A)</li> <li>(I) what information relating to the Securities and the Underlying Assets (such as investor reports, transaction documents, loan level data and so on) will be made available whilst the Securities are outstanding;</li> <li>(II) when such information will be made available; and</li> <li>(III) where such information will be made available and how investors will be able to access it; and</li> <li>(B) that, once made available, such information will remain available until the date the last Security is redeemed in full.</li> </ul> |                           |                   |                     |
| 1(d)(vii) | Either:  (A) the Prospectus discloses whether or not the Issuer intends to comply with any applicable Domestic Market Guidelines; or  (B) the Originator Certificate confirms that no Domestic Market Guidelines apply.  | (A) applies Page 105      |                   | ☐ Yes<br>☐ No       |

| PCS Eligi  | bility Criteria  |                       |                   |                     |
|------------|--|-----------------------|-------------------|---------------------|
| No         | Eligibility criterion  | Prospectus page/ref   | Screener Comments | Criterion fulfilled |
| 1(d)(viii) | The Originator Certificate confirms that all material Originator and Issuer undertakings, representations and warranties (including, but not limited to, corporate and asset matters) have been disclosed in the Prospectus. | OC 1. (c)             |                   | ☐ Yes<br>☐ No       |
| 1(d)(ix)   | The Prospectus contains a description of the underwriting criteria, processes and standards applied in originating the Underlying Assets.  | Pages 146-155         |                   | Yes No              |
| 1(d)(x)    | The Prospectus contains a description of processes and standards (i.e. administration, collection, recovery and back up servicing) applied in servicing the Underlying Assets.   | Pages 146-155 and 169 |                   | Yes No              |
| 1(d)(xi)   | The Prospectus confirms that each investor report for the transaction will contain a glossary of the defined terms used in such report. <sup>1</sup>   | Page 104 and 105      |                   | Yes No              |

<sup>&</sup>lt;sup>1</sup> This criterion shall not apply to securities issued prior to 31 December 2012.

| . Co Ling                                      | CS Eligibility Criteria   |                                     |                   |                     |  |
|--|---|-------------------------------------|-------------------|---------------------|--|
| No   | Eligibility criterion   | Prospectus page/ref                 | Screener Comments | Criterion fulfilled |  |
| 1(d)(xii)                                      | The Issuer or the Originator undertakes that from the Issue Date to the date the last Security is redeemed in full, Investor Reports will be made available to investors, potential investors and firms that generally provide services to investors and will be updated on a periodic basis. | Pages 104-105 and 171 (12) and (13) |                   | ☐ Yes<br>☐ No       |  |
| 1(d)(xiii)                                     | The Prospectus contains a description of the cash-flow waterfalls and how these operate in all circumstances.   | Page 114-118                        |                   | ☐ Yes<br>☐ No       |  |
| No   | Eligibility criterion   | Prospectus page/ref                 | Screener Comments | Criterion fulfilled |  |
| 1 (e) Additional Transaction Quality Standards |   |                                     |                   |                     |  |
| I (e) Addi                                     | itional Transaction Quality Standards   |                                     |                   |                     |  |
| 1(e)(i)  | The Originator Certificate confirms that the Securities form part of the most senior tranche of the issuance (which for the avoidance of doubt includes Time Subordinated Securities).  | OC 1. (a)                           |                   | ☐ Yes<br>☐ No       |  |

| PCS Elig  | ibility Criteria  |                            |                   |                     |
|-----------|---|----------------------------|-------------------|---------------------|
| No        | Eligibility criterion   | Prospectus page/ref        | Screener Comments | Criterion fulfilled |
| 1(e)(iii) | The Originator Certificate confirms that the Underlying Assets will, prior to the Issue Date, be subject to a third-party review according to agreed procedures of a random sample as follows:  (A) where the Securities are backed by a Single-Issuance Pool:  (I) a review of the Underlying Assets undertaken on or about the Issue Date; or (II) a general review undertaken in relation to the Originator's general portfolio from which the Underlying Assets were selected within the last 12 months prior to the Issue Date; or | (A) (ii) applies OC 1. (b) |                   | ☐ Yes<br>☐ No       |
|           | (B) where the Securities are backed by a Multi-Issuance Pool: (I) a review of the Underlying Assets undertaken on or about the Issue Date; or (II) a general review undertaken in relation to that Multi-Issuance Pool within the last 12 months prior to the Issue Date.   |                            |                   |                     |

| PCS Elig | PCS Eligibility Criteria   |   |                   |                     |
|----------|--|---|-------------------|---------------------|
| No       | Eligibility criterion  | Prospectus page/ref   | Screener Comments | Criterion fulfilled |
| 1(e)(iv) | <ul> <li>The prospectus confirms that the transaction contains provisions designed to ensure that</li> <li>(A) the default, insolvency or disappearance of the current servicer does not lead to a termination of the servicing on the Underlying Assets or the Securities; and</li> <li>(B) any derivative contracts entered into by the Issuer contains provisions for the replacement of the derivative counterparty upon default and specified events; and</li> <li>(C) any liquidity facility or account bank agreement entered into for the benefit of the Issuer contains provisions for the replacement of the facility provider or bank upon default and specified events.</li> </ul> | (A) Servicing, 7.5, Page 169; Issuer Administrator, Page 128  (B) Interest Rate Cap, Page 120+ and 30  (C) Issuer Account Bank (including Interest Rate Cap Collateral Account, Reserve Account and Construction Deposit Account), Page 123+  Originator Collection Account, Page 113 |                   | ☐ Yes<br>☐ No       |
| 1(e)(v)  | The Prospectus confirms that the issuer is incorporated in an Eligible Jurisdiction.   | Page 64   |                   | ☐ Yes<br>☐ No       |

| PCS Elig    | PCS Eligibility Criteria  |                         |                   |                     |  |
|-------------|---|-------------------------|-------------------|---------------------|--|
| No          | Eligibility criterion   | Prospectus page/ref     | Screener Comments | Criterion fulfilled |  |
| 1 (f) Liqui | 1 (f) Liquidity Standards   |                         |                   |                     |  |
| 1(f)(i)     | The Prospectus confirms that the initial principal amount outstanding of each tranche of the Securities will be at least:  (A) where the tranche is denominated in euros, €100,000,000;  (B) where the tranche is denominated in pounds sterling, £100,000,000;  (C) where the tranche is denominated in US dollars, US\$100,000,000; and  (D) where the tranche is denominated in another Eligible Currency, the Currency Equivalent Amount of €100,000,000. | (A) applies Front cover |                   | ☐ Yes<br>☐ No       |  |

| PCS Elig  | gibility Criteria  |                          |                   |                     |
|-----------|--|--------------------------|-------------------|---------------------|
| No        | Eligibility criterion  | Prospectus page/ref      | Screener Comments | Criterion fulfilled |
| 1(f)(ii)  | The Prospectus confirms that (except for Existing Securities which were issued more than six calendar months prior to the award of the PCS Label) the Issuer or the Originator will undertake that:  | Page 105 and 171-<br>172 |                   | Yes No              |
|           | (A) it will disclose in the first investor report that follows the award of the PCS Label, the amount of the Securities:   |                          |                   |                     |
|           | (I) privately-placed with investors which are not in the Originator Group;   |                          |                   |                     |
|           | (II) retained by a member of the Originator Group; and   |                          |                   |                     |
|           | (III) publicly-placed with investors which are not in the Originator Group; and  |                          |                   |                     |
|           | (B) in relation to any amount initially retained by a member of the Originator Group, but subsequently placed with investors which are not in the Originator Group, it will (to the extent permissible) disclose such placement in the next investor report. |                          |                   |                     |
| 1(f)(iii) | The Prospectus confirms that the Securities will be admitted to trading on a regulated market in the Eligible Jurisdictions.   | Pages 10 and 170         |                   | ☐ Yes<br>☐ No       |
|           |  |                          |                   |                     |

| PCS Elig | gibility Criteria   |                          |                   |                     |
|----------|---|--------------------------|-------------------|---------------------|
| No       | Eligibility criterion   | Prospectus page/ref      | Screener Comments | Criterion fulfilled |
| 1(f)(iv) | The Prospectus confirms that for tranches of publicly-placed Securities only, there is a minimum of one lead manager and one other manager, and the identities of those participants is disclosed in the Prospectus (or, with respect to tranches of publicly-placed Securities backed by a Multi-Issuance Pool, has been publicly announced to investors). | Pages 194<br>("Manager") |                   | ☐ Yes<br>☐ No       |
| 1(f)(v)  | The Prospectus confirms that the Securities are denominated in one or more Eligible Currencies.   | Page 10                  |                   | Yes No              |

| _         | ibility Criteria   |                     |                   |                     |
|-----------|--|---------------------|-------------------|---------------------|
| 2(h): Ass | et Jurisdiction Specific Criteria: Dutch Residential Mortgage Loa  | ans .               |                   |                     |
| No        | Eligibility criterion  | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 2(h)(i)   | The Prospectus confirms that:  | (A) 7.2 (12), Page  |                   | Yes                 |
|           | (A) at the time of origination each Underlying Asset complied with   | 163                 |                   | ☐ No                |
|           | the Dutch Code of Conduct on Mortgage Loans ( <i>Gedragscode Hypothecaire Financieringen</i> ); and                            | (B)TBC              |                   |                     |
|           |  |                     |                   |                     |
|           | (B) as at the Specified Date, the weighted average original LTV of   |                     |                   |                     |
|           | (B) as at the Specified Date, the weighted average original LTV of all the Underlying Assets is not greater than 110 per cent. |                     |                   |                     |
| 2(h)(ii)  |  | 7.2 (33), Page 164  |                   | Yes                 |
| 2(h)(ii)  | all the Underlying Assets is not greater than 110 per cent.  | 7.2 (33), Page 164  |                   | Yes No              |

### **PCS Eligibility Criteria** 2(h): Asset Jurisdiction Specific Criteria: Dutch Residential Mortgage Loans Eligibility criterion Prospectus page/ref Criterion fulfilled No **Screener Comments** Yes 2(h)(iii) As at the Specified Date, no Underlying Asset has an (A) Pages 129-130 outstanding principal balance: (B) Pages 129-130 No (A) of more than €1,000,000; and which exceeds an amount equal to 1.00 per cent. of the aggregate outstanding principal balance of all the Underlying Assets AND the sum of those Underlying Assets with an outstanding principal balance greater than 0.25 per cent. of the outstanding principal balance of the Underlying Assets shall not exceed 5 per cent. of the outstanding principal balance of the Underlying assets. 7.2 (7) and 7.3 (vii), 2(h)(iv) The Prospectus confirms that each Underlying Asset (including any Yes further advances thereunder) is secured by: Page 162 and 165 No (i) a first ranking mortgage; or (ii) a first and sequentially lower ranking mortgage; and (iii) (if applicable) a right of pledge Yes 2(h)(v) For Securities issued after the entry into force of the Dutch Page 105 Securitisation Association guidelines, the Prospectus confirms No whether or not the table of contents and the defined terms used in the Prospectus meet the guidelines for these matters set out by Dutch Securitisation Association at the time.

### **PCS Eligibility Criteria** 2(h): Asset Jurisdiction Specific Criteria: Dutch Residential Mortgage Loans No Eligibility criterion Prospectus page/ref **Screener Comments** Criterion fulfilled Yes 2(h)(vi) For Securities issued after the entry into force of the Dutch Page 105 Securitisation Association guidelines, the Prospectus confirms ☐ No whether or not each investor report will meet the guidelines for investor reporting as set out by Dutch Securitisation Association at the time. Yes 2(h)(vii) The Prospectus confirms that the Underlying Assets do not include 7.2 (29), Page 164 Self-Certified Mortgage Loans or Equity Release Mortgage Loans. No 7.3 (xiii), Page 165 Yes 2(h)(viii) The Prospectus confirms that, as at the Specified Date, each Obligor has made at least one scheduled payment under the ☐ No Underlying Asset Agreement to which it is a party.

### **PCS Eligibility Criteria** 2(i): Asset Jurisdiction Specific Criteria: Dutch Residential Mortgage Loan Representations, Warranties and Undertakings Criterion fulfilled Eligibility criterion Prospectus page/ref No **Screener Comments** The Prospectus (or, until the End of the Interim Period, the (A) Pages 162-163 Yes 2(i)(i) Originator Certificate) discloses (or, for Existing Securities only, (5), (11) and (12) No either the Prospectus discloses or the Issuer or the Originator (B) Page 163 (12), undertake in the Originator Certificate that all subsequent (15)Investor Reports will disclose) representations, warranties and undertakings given by the Originator in respect of the Underlying (C) Page 163 (12), Assets on the following matters: (15)(A) origination; (D) Page 163 (12) (B) underwriting; (E) Page 162 (7) (F) Page 165 (xi) (C) regulatory compliance; (D) compliance with Mortgage Code of Conduct; (G) Page 162 (9) (H) Page 162 (3), (10) (E) property location; (I) Page 163 (17) and (F) currency denomination; (12)(G) valid, legal and enforceable; (J) Not applicable (H) no prior liens; (K) Not applicable (I) valuation; (L) Page 164 (35) (J) originator appointed as beneficiary; (M) Page 164 (35) (K) investments for investment mortgage loans; (N) Page 164 (35) (L) Nationale Hypotheek Garantie(NHG); (M) compliance with NHG terms and conditions;

## **PCS Eligibility Criteria** 2(i): Asset Jurisdiction Specific Criteria: Dutch Residential Mortgage Loan Representations, Warranties and Undertakings No Eligibility criterion Prospectus page/ref | Screener Comments Criterion fulfilled (N) NHG claim; (O) Page 162 (3) (O) no encumbrance or third party rights; (P) Page 163 (18) (P) no default; (Q) Page 163 (22) (Q) building insurance policy; (R) Page 162 (5) (R) compliance with eligibility criteria; and (S) Page 163 (21) (S) entire loan. 2(i)(ii) The Originator Certificate confirms that representations, OC 1. (h) Yes warranties and undertakings in 2 (i) (i) in respect of the Underlying No Assets will be given by the Originator, on or prior to the Issue Date, to substantially the same effect as set out in the PCS Rule

Book.

### **PCS Eligibility Criteria** 3(b): Jurisdiction Specific Criteria: Dutch Criteria Criterion fulfilled No Eligibility criterion Prospectus page/ref **Screener Comments** Yes 3(b)(i) The Prospectus contains a description of the method of sale or Page 156+ transfer of the Underlying Assets. No Yes The Prospectus' description of the method of sale indicates that 3(b)(ii) Page 156+ the Securities are not a Synthetic Securitisation. No Yes Page 165 (xi) 3(b)(iii) The Prospectus confirms that the Underlying Assets are denominated in an Eligible Currency. ☐ No The Prospectus confirms that, as at the Specified Date, each of the Yes 3(b)(iv) Page 165 (xi) Underlying Assets (other than if disclosed by way of Originator No Certificate, Overpaid Assets) has a positive net present value or outstanding principal balance. 3(b)(v) The Prospectus confirms that the Underlying Assets have been Page 163 (12), Pages Yes originated, or originated and acquired, in an Eligible Jurisdiction in 165 (ii) and (iv) No the ordinary course of the Originator's business and in accordance with the underwriting procedures at the time of origination.

# **PCS Eligibility Criteria** 3(b): Jurisdiction Specific Criteria: Dutch Criteria Eligibility criterion Prospectus page/ref Criterion fulfilled No **Screener Comments** Yes 3(b)(vi) Each Underlying Asset and its Related Security is valid, binding and Page 162 (9) enforceable in accordance with its terms and not subject to No annulment (vernietiging). 3(b)(vii) (A) Page 163 (18) Yes (A) As at the Specified Date, and other than with respect to monthly payments falling within the scope of (B) below, to (B) (a) Page 165 (x) No the best of the Originator's knowledge, no Obligor is, or has been, since the date of the relevant Underlying Asset, in material breach of any obligation owed in respect of the relevant Underlying Asset or under the Related Security and no steps have been taken by the Originator to enforce any Related Security as a result of such breach; and (B) with respect to monthly payments, as at the Specified Date (and except for consumer loans and credit cards, which are covered by criteria 2(c)(iii) and 2(d)(ii) respectively): (a) no Underlying Asset has more than one scheduled payment outstanding due and unpaid.; or (b) no Underlying Asset is more than 30 days in arrears.

## **PCS Eligibility Criteria** 3(b): Jurisdiction Specific Criteria: Dutch Criteria Eligibility criterion Prospectus page/ref Criterion fulfilled No **Screener Comments** Yes 3(b)(viii) The Prospectus confirms that immediately prior to the sale of the Page 162 (2) and (3) Underlying Assets by the Originator, title to the Underlying Assets No was owned solely by the Originator free from any security interest (other than, in the case of vehicles, ordinary course possessory liens arising out of repair and maintenance of the vehicle in favour of the entity repairing or maintaining). (A) applies Yes 3(b)(ix) The Prospectus confirms that: (A) the Underlying Assets are not subject to any withholding tax in Page 163 (23) No the Netherlands; or (B) some or all Underlying Assets are subject to withholding tax in the Netherlands, this tax has been disclosed in the Prospectus and the transaction is structured and the cashflows calculated in such a way as to fully account for such tax. 3(b)(x)The Originator may freely transfer the Underlying Asset without Page 162 (2) Yes breaching any term or condition of the Underlying Asset □ No Agreement.

### **PCS Eligibility Criteria** 3(b): Jurisdiction Specific Criteria: Dutch Criteria Eligibility criterion Prospectus page/ref Criterion fulfilled No **Screener Comments** 3(b)(xi) The Prospectus confirms that no Underlying Asset Agreement Page 164 (24) Yes contains confidentiality provisions which restrict the purchaser's No exercise of its rights as owner of the Underlying Asset. (A) The prospectus confirms that as at the Specified Date, each 3(b)(xii) (A) (a) applies Yes Underlying Asset Agreement has been concluded in compliance Page 163 (12) □ No with either (a) all applicable consumer legislation, or, (b) specific named consumer protection legislation, in both cases to the (B) Not applicable extent that failure to comply would have a material adverse effect on the enforceability or collectability of any Underlying Asset, and (B) The Originator Certificate confirms that specific references in (A) (b) above to named legislation have the same scope as the blanket reference to "applicable consumer protection legislation" in (A) (a) above. The prospectus confirms that as at the Specified Date, no 3(b)(xiii) Page 164 (25) Yes Underlying Asset Agreement has been subject to any variation, ☐ No amendment, modification, waiver or exclusion of time of any kind which in any material way adversely affects its enforceability or collectability.

| PCS Eligi  | S Eligibility Criteria  ): Jurisdiction Specific Criteria: Dutch Criteria   |                                   |                   |                     |
|------------|---|-----------------------------------|-------------------|---------------------|
| 3(b): Juri |   |                                   |                   |                     |
| No         | Eligibility criterion   | Prospectus page/ref               | Screener Comments | Criterion fulfilled |
| 3(b)(xiv)  | The Originator Certificate confirms that no Underlying Asset Agreement has been entered into as a consequence of any conduct constituting fraud by the relevant Originator and, to the best of the relevant Originator's knowledge, no Relevant Underlying Asset Agreement has been entered into fraudulently by the relevant Obligor.  | OC 1. (i)                         |                   | Yes No              |
| 3(b)(xv)   | The Prospectus confirms that, as at the Specified Date, no Obligor which is not an individual is subject to an insolvency event.  | Individuals only<br>Page 165 (ii) |                   | Yes No              |
| 3(b)(xvi)  | <ul> <li>Each Underlying Asset and its Related Security:</li> <li>(A) has been (or will be, upon offer for registration of the relevant deed of assignment with the tax authorities) transferred; and the Originator has warranted that it will effect such registration (or offer to register) within two business days of the date of the transfer of such Underlying Asset to the issue; and</li> <li>(B) each transfer is enforceable against creditors of the Originator and is neither prohibited nor invalid save only for applicable laws affecting the rights of creditors generally.</li> </ul> | OC 1. (j)                         |                   | Yes No              |

| 3(c): Jur | (c): Jurisdiction Specific Criteria: Dutch Representations, Warranties and Undertakings   |                           |                   |                    |
|-----------|---|---------------------------|-------------------|--------------------|
| No        | Eligibility criterion   | Prospectus page/ref       | Screener Comments | Criterion fulfille |
| 3(c)(i)   | The Prospectus discloses (or, for Existing Securities only, either  | (A) Page 162 (2)          |                   | Yes                |
|           | the Prospectus discloses or the Issuer or the Originator undertake in the Originator Certificate that all subsequent Investor Reports | (B) Page 162 (2)          |                   | ☐ No               |
|           | will disclose) representations, warranties and undertakings given   | (C) Page 162 (9)          |                   |                    |
|           | by the Originator in respect of the Underlying Assets on the following matters:   | (D) Pages 162 (4) and (5) |                   |                    |
|           | (A) title and ownership;  | (E) Page 162 (9)          |                   |                    |
|           | (B) valid asset transfer;   | (F) Page 163 (18)         |                   |                    |
|           | (C) receivables constitute valid claims on the obligors;  | (G) Pages 162 (4)         |                   |                    |
|           | (D) compliance with eligibility criteria set out in the transaction documents;  | and (5)                   |                   |                    |
|           | (E) financing agreements' validity and enforceability;  |                           |                   |                    |
|           | (F) no borrower default; and  |                           |                   |                    |
|           | (G) no untrue information.  |                           |                   |                    |
|           |   |                           |                   |                    |
|           |   |                           |                   |                    |

|          | PCS Eligibility Criteria  3(c): Jurisdiction Specific Criteria: Dutch Representations, Warranties and Undertakings   |                     |                   |                     |
|----------|--|---------------------|-------------------|---------------------|
| No       | Eligibility criterion  | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 3(c)(ii) | The Originator Certificate confirms that representations, warranties and undertakings in 3 (c) (i) in respect of the Underlying Assets will be given by the Originator, on or prior to the Issue Date, to substantially the same effect as set out in the PCS Rule Book. | OC 1. (g)           |                   | Yes No              |

| PCS Elig  | PCS Eligibility Criteria   |                     |                   |                     |
|-----------|--|---------------------|-------------------|---------------------|
| 4(a): Ad  | I(a): Additional Originator Certificate requirements   |                     |                   |                     |
| No        | Eligibility criterion  | Prospectus page/ref | Screener Comments | Criterion fulfilled |
| 4(a)(i)   | The Originator Certificate confirms that the PCS Secretariat will be informed by means of a blacklined prospectus showing any differences between the final Prospectus and the version of the Prospectus which was supplied to the PCS Secretariat for the purpose of checking that the Securities meet the PCS Eligibility Criteria.  | OC 1. (d)           |                   | Yes No              |
| 4(a)(ii)  | The Originator Certificate confirms that the Originator will undertake to satisfy, from the Issue Date until the date the last Security is redeemed in full, the disclosure requirements set out in the PCS Eligibility Criteria prevailing as at the date of the Originator Certificate.  | OC 1. (e)           |                   | Yes No              |
| 4(a)(iii) | The Originator Certificate contains an undertaking from the Originator that it will deliver a compliance certificate to the PCS Secretariat on or about the earlier of (i) the first anniversary of the Issue Date and (ii) the first date on which the Originator delivers a compliance certificate in respect of any other securities and annually thereafter until the date the last Security is redeemed in full. (Originators may deliver one compliance certificate annually for all securities in respect of which they have successfully applied for the PCS label). | OC 1. (g)           |                   | Yes No              |

# **Definitions** List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term Definition Auto Dealer Floorplan Loan** means an agreement between an Originator and an Eligible Dealer pursuant to which the Eligible Dealer agrees to pay the Originator the purchase price of vehicles sold or supplied to the Eligible Dealer by the vehicle manufacturer. Means a lease for the use of a vehicle (of which at least 80% should be passenger or light commercial vehicles) which **Auto Fleet Leases** includes services surrounding the vehicle such as repair and maintenance **Auto Lease** means an agreement between an Originator and an Obligor pursuant to which the Originator leases a Vehicle to the Obligor and the Obligor agrees to pay periodic instalment payments and other sums specified therein. means a loan advanced by an Originator to an Obligor to fund the acquisition of a Vehicle. **Auto Loan** means a first ranking mortgage loan used by the Obligor to purchase residential property that is or will be let to **Buy-to-Let Residential Mortgage Loan** tenants for investment purposes.

# Definitions

List of definitions used in the PCS Eligibility Criteria Checklist

| Defined Term               | Definition  |
|----------------------------|---|
| Consumer Loan              | means a consumer loan advanced by an Originator to an Obligor who is an individual.   |
| CRA Regulation             | means Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended from time to time.  |
| Credit Card Receivable     | means the debt payable by an Obligor to an Originator pursuant to a credit card agreement between an Obligor and an Originator.   |
| CRR                        | Means Capital Requirements Regulation (Regulation 575/2013) of the European Union.  |
| Currency Equivalent Amount | means, in respect of a euro amount and another Eligible Currency, such euro amount converted into that other Eligible Currency at the rate determined and published by the PCS Secretariat at the time of the conversion. |

# **Definitions** List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term** Definition means those domestic securitisation market guidelines which aim to promote best market practice and foster **Domestic Market Guidelines** convergence of best market practice at a pan-European level, as selected and published by the PCS Secretariat as meeting this definition. **Eligible Asset Class** means (i) Auto Dealer Floorplan Loans; (ii) Auto Loans and Auto Leases; (iii) Auto Fleet Leases; (iv) Consumer Loans; (v) Credit Card Receivables; (vi) Non-Auto Leases; (vii) Residential Mortgage Loans; and (viii) SME Loans. **Eligible Currency** means (i) a currency of the European Economic Area; (ii) the US dollar; (iii) the Canadian dollar; (iv) the Japanese yen; (v) the Australian dollar; and (vi) the Swiss franc. **Eligible Dealer** means a dealer where the manufacturer or seller has direct or indirect aggregate ownership of not more than 20 per cent. of the dealer. **Eligible Jurisdiction** means (i) any jurisdiction in the European Economic Area; and (ii) Switzerland.

# **Definitions** List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term** Definition **Eligible Second Ranking Residential** Means a second ranking mortgage loan where the first ranking mortgage loan has been paid in full, there is no **Mortgage Loan** obligation to allow the debt to be re-drawn under a first ranking mortgage loan without the prior consent of the holder of the second ranking mortgage but the first ranking security has not been discharged. **End of the Interim Period** means 15 August 2013. **Equity Release Mortgage Loan** means a residential mortgage loan where borrowers have monetised their properties for either a lump sum of cash or regular periodic income (e.g. as a retirement plan). **Existing Securities** Means Securities already issued at the time a request is made to obtain a PCS Label **Final Maturity Date** means the date on which the final payment of principal of a loan or other payment obligation fails to be made in full.

# **Definitions** List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term** Definition First Ranking Residential Mortgage Loan means a first ranking residential mortgage loan where the mortgaged property which at origination was occupied by the owner and/or one or more family members and includes any subsequent lower ranking mortgage loan created for the benefit of the same lender as holds the first ranking charge where (a) they are securitised together and (b) there exists no intervening charge for the benfit of any third party. means Auto Loans and Leases, Consumer Loan and Credit Card Receivables. **Granular Assets Issue Date** means the date on which the Securities are issued. means the issuer of the Securities. Issuer

Means a report setting out information on the performance of the Underlying Data and the Securities.

**Investor Report** 

| Definitions                                |  |  |  |  |
|--|--|--|--|--|
| List of definitions used in the PCS Eligib | List of definitions used in the PCS Eligibility Criteria Checklist   |  |  |  |
| Defined Term                               | Definition   |  |  |  |
| Jurisdiction of Severe Clawback            | means either (a) a jurisdiction which the European Central Bank has determined pursuant to the rules of the Eurosystem – either explicitly or implicitly through the acceptance of asset backed securities as repo collateral – is not one which has insolvency laws that make a true sale of the Underlying Assets easily reversible (for example, because the insolvency officer of the Originator can set aside a sale merely by virtue of it having been concluded during a "suspect period" unless the Issuer can prove its lack of awareness of the Originator's insolvency) or (b) an originator jurisdiction where the Bank of England has accepted securities as collateral for its repo operations or (c) a jurisdiction which PCS has determined in its sole discretion is an acceptable jurisdiction for an Originator to be established in by virtue of its insolvency system as published in the latter case by PCS from time to time. |  |  |  |
| LTV  | means the ratio, expressed as a percentage, of the principal amount outstanding of an Underlying Asset to the market value of the asset or assets backing that Underlying Asset.   |  |  |  |
| Multi-Issuance Pool                        | means a pool of Underlying Assets that is not a Single Issuance Pool.  |  |  |  |
| Non-Auto Lease                             | means an agreement between an Originator and an Obligor pursuant to which the Originator leases a certain personal property, including machinery and furniture to the Obligor and the Obligor agrees to pay periodic instalment payments and other sums specified therein.   |  |  |  |

# Definitions

List of definitions used in the PCS Eligibility Criteria Checklist

| Defined Term           | Definition  |
|------------------------|---|
| Obligor                | means a borrower or a guarantor under an Underlying Asset Agreement.  |
| Obligor Group          | means an Obligor together with (i) its holding company; (ii) its subsidiaries; and (iii) any other affiliated company as set out in the published accounts of any such company.   |
| Ongoing Involvement    | means an entity which will provide: (i) a guarantee of the Securities; (ii) cash or cash equivalent to the Issuer in certain specified circumstances; (iii) a service to the Issuer.  |
| Originator             | means (i) an entity which, either itself or through related entities, directly or indirectly, was involved in the original agreement which created the obligations or potential obligations of the debtor or potential debtor giving rise to the Underlying Assets being securitised; or (ii) an entity which purchases a third party's Underlying Assets onto its balance sheet and then securitises them. |
| Originator Certificate | means a certificate provided by the Originator to the PCS Secretariat as part of the PCS label application process.   |

# Definitions List of definitions used in the PCS Eligibility Criteria Checklist

| Defined Term             | Definition   |
|--------------------------|--|
| Originator Group         | means an Originator together with:   |
|                          | (i) its holding company;   |
|                          | (ii) its subsidiaries; and   |
|                          | (iii) any other affiliated company as set out in the published accounts of any such company,   |
|                          | but excluding any entities that are in the business of investing in securities and whose investment decisions are taken independently of, and at arms length from, the Originator.   |
| Overpaid Asset           | is an Underlying Asset which has a negative balance solely as a result of a temporary overpayment made by the Obligor on final redemption.   |
| PCS Eligibility Criteria | means the eligibility criteria determined and published from time to time by the PCS Secretariat.  |
| PCS Secretariat          | means Prime Collateralised Securities (PCS) UK Limited.  |
| Prospectus               | means the prospectus produced in connection with the issue of the Securities (or for Securities backed by a Multi-Issuance Pool, the most recently published prospectus) and includes a base prospectus, a drawdown prospectus and any applicable final terms. |

# Definitions List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term Definition Recognised Data Repository** Means either (i) a data repository that complies with the requirements of the Bank of England or (ii) the European Data Warehouse of (III) another publicly available electronic depository that is approved and published by PCS. **Related Security** Means, in relation to an Underlying Asset, any security for the repayment of that Underlying Asset acquired as part of the portfolio sold to the relevant securitisation entity Re-Securitisation means a securitisation of a pool of underlying exposures where at least one of the underlying exposures is a securitised exposure. means the lump sum payable at the maturity of a lease contract by the lessee, where the lessee exercises its discretion **Residual Value** to obtain legal and beneficial ownership of the leased assets under the lease contract. **Responsible Lending Rules and Guidance** means those laws, regulations, rules, codes and/or procedures applicable to residential mortgage lending in a jurisdiction which seek to provide an effective overarching scheme for lenders to advance mortgage loans in that jurisdiction on the basis of sound practices as to affordability, security and borrower rights as selected and published by the PCS Secretariat as meeting this definition.

# **Definitions** List of definitions used in the PCS Eligibility Criteria Checklist **Defined Term Definition** means a First Ranking Residential Mortgage Loan, or an Eligible Second Ranking Residential Mortgage Loan or a Social **Residential Mortgage Loan** Housing Loan or a Buy-to-Let Residential Mortgage Loan. Means, in relation to an application for the PCS Label, the asset backed securities in respect of which the PCS Label is Securities being sought. **Self-Certified Mortgage Loans** means mortgage loans marketed and underwritten on the premise that the applicants and/or intermediaries representing them were made aware prior to the Originator's underwriting assessment commencing that income could be self-certified. **Single-Issuance Pool** means a pool of Underlying Assets backing a single transaction where it is not anticipated and documented that additional issuances will take place at a later date backed by the same pool when the original transaction is still outstanding. means a loan or lease advanced by an Originator to an Obligor which is a small or medium-sized enterprise for general SME Loan business purposes or another small corporate loan, where the Originator has full recourse to the Obligor.

# Definitions

List of definitions used in the PCS Eligibility Criteria Checklist

| Defined Term                 | Definition   |
|------------------------------|--|
| Social Housing Loans         | means a first ranking mortgage loan advanced by an Originator to an Obligor which is a housing association or a registered social landlord.  |
| Specified Date               | Means  |
|                              | (a) where the Securities are backed by a Single-Issuance Pool, a date, specified in the Prospectus, which (in respect of the Underlying Assets backing the Securities on the Issue Date) falls not more than three and a half calendar months prior to the Issue Date or (in respect of any Underlying Assets backing the Securities acquired at a later date) falls not more that three and a half calendar months prior to such later date; or |
|                              | (b) where the Securities are backed by a Multi-Issuance Pool, a date, which falls not more than three calendar<br>months and two weeks prior to the date of the transfer to the Multi-Issuance Pool of the Underlying Assets<br>(and for the avoidance of doubt, there may be more than one transfer date in respect of any Multi-Issuance<br>Pool),   |
|                              | and for the avoidance of doubt, there may be more than one "Specified Date" in any transaction.  |
| Synthetic Securitisation     | means securitisation of a pool of underlying assets where risk transfer is achieved through the use of credit derivatives or other similar financial instruments and there is no sale or granting of a security interest in the underlying assets.   |
| Time Subordinated Securities | means classes (or sub-classes) of securities of the same seniority with different scheduled redemption dates (or where there is no scheduled redemption date for the securities, different final maturity dates).  |

# Definitions List of definitions used in the PCS Eligibility Criteria Checklist Defined Term Definition Underlying Asset Agreement means the agreement in relation to an Underlying Asset between the Originator and an Obligor (as borrower or guarantor). Underlying Assets means the assets backing the payment on the Securities. Vehicle means a motor car (including vans and trucks, trailer, caravan, agricultural or forestry tractor, motorcycle, motor tricycle or a tracked vehicle.

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