

# Final CRR Assessment

In respect of the Transaction "**CARS ALLIANCE AUTO LOANS  
FRANCE V 2022-1**" (DIAC S.A.)

24 May 2022





### **Authorization of SVI as third party**

STS Verification International GmbH ("SVI") has been authorized by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, "BaFin"), as the competent authority pursuant to Article 29 of the Securitisation Regulation, to act in all EU countries as third party pursuant to Article 28 of the Securitisation Regulation to verify compliance with the STS Criteria pursuant to Articles 19 to 26e of the Securitisation Regulation ("STS Verification"). Moreover, SVI performs additional services including the verification of compliance of securitisations with (i) Article 243 of the Capital Requirements Regulation (Regulation (EU) 2017/2401 dated 12 December 2017, amending Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms) ("CRR Assessment"), (ii) Article 270 (senior positions in STS on-balance sheet securitisations) of the CRR ("Article 270 Assessment"), (iii) Article 13 of the Delegated Regulation (EU) 2018/1620 on liquidity coverage requirement for credit institutions dated 13 July 2018, amending Delegated Regulation (EU) 2015/61 to supplement Regulation (EU) No 575/2013 of the European Parliament and the Council with regard to liquidity coverage requirements for Credit Institutions ("LCR") ("LCR Assessment"), and (iv) the STS Criteria, in respect of existing securitisations and potential deficiencies regarding compliance with the STS Criteria ("Gap-Analysis"). These additional services are carried out after notification to and in agreement with BaFin.

### **Mandating of SVI and verification steps**

On 15 December 2021, SVI has been mandated by the Seller (DIAC S.A.) to verify compliance with the STS criteria pursuant to Article 28 of the Securitisation Regulation for the securitisation transaction "CARS ALLIANCE AUTO LOANS FRANCE V 2022-1".

As part of our verification work, we have met with representatives of DIAC and RCI Banque to conduct a virtual due diligence meeting on 25 January 2022. In addition, we have discussed selected aspects of the Transaction with DIAC, RCI Banque and legal counsel and obtained additional information on the transaction structure, the underwriting and servicing procedures of DIAC and the underlying transaction documentation.

For the purposes of this Final CRR Assessment, we have reviewed the following documents and other information related to the Transaction:

- Prospectus
- Master Receivables Transfer Agreement
- Additional information received by e-mail, such as confirmations, comments, etc.

### Verification Methodology

The fulfilment of each verification point in this Final CRR Assessment provided to the Originator is evaluated based on the three fulfilment values (traffic light status):

Criterion is fully met	
Criterion is mostly met, but with comments or requests for missing information	
Criterion not (yet) met based on available information	



## **Disclaimer of SVI**

SVI grants a registered verification label “verified – STS VERIFICATION INTERNATIONAL” if a securitisation complies with the requirements for simple, transparent and standardised securitisation as set out in Articles 19 to 26e of the Securitisation Regulation (“STS Requirements”). The same registered verification label is used by SVI in the context of a CRR Assessment, Article 270 Assessment, LCR Assessment and Gap-Analysis. The aim of the Securitisation Regulation is to restart high-quality securitisation markets, and the intention of implementing a framework for simple, transparent and standardised transactions with corresponding STS criteria shall contribute to this. However, it should be noted that the STS verification performed by SVI does not affect the liability of an originator or special purpose vehicle in respect of their legal obligations under the Securitisation Regulation. Furthermore, the use of verification services from SVI shall not affect the obligations imposed on institutional investors as set out in Article 5 of the Securitisation Regulation or set out in the CRR, LCR and other relevant regulations, respectively. Notwithstanding confirmation by SVI, which verifies compliance of a securitisation with the STS Requirements, such verification by SVI does not ensure the compliance of a securitisation with the general requirements of the Securitisation Regulation.

SVI has carried out no other investigations or surveys in respect of the issuer or the notes concerned other than as set out in this Final CRR Assessment and disclaims any responsibility for monitoring the issuer’s continuing compliance with these standards or any other aspect of the issuer’s activities or operations.

Furthermore, SVI has not provided any form of advisory, audit or equivalent service to the Originator, Issuer or Sponsor.

SVI is not a legal advisor and nothing in the Final CRR Assessment shall be regarded as legal advice in any jurisdiction.

Accordingly, the Final CRR Assessment is only an expression of opinion by SVI after application of its verification methodology and not a statement of fact. It is not a guarantee or warranty that ECB, any of the ESAs or national competent authorities, courts, investors or any other person will accept the STS status of the relevant securitisation or its status under the LCR and/or the CRR. Therefore, no person should rely on the Final CRR Assessment in determining the STS status but must perform its own analysis and reach its own conclusions.



SVI assumes due performance of the contractual obligation thereunder by each of the parties and the representations made and warranties given in each case by any persons or parties to SVI or in any of the documents are true, not misleading and complete. SVI shall have no liability for any loss of any kind suffered by any person as a result of a securitisation where the Final CRR Assessment indicated that it met, in whole or in part, the STS Requirements, certain CRR or SRT requirements being held for any reason as not so meeting the relevant requirements or not being able to have lower capital allocated against it save in the case of deliberate fraud by SVI. SVI shall also not have any liability for any action taken or action from which any person has refrained from taking as a result of the Final CRR Assessment.

## LIST OF ABBREVIATIONS/DEFINITIONS

Note: For any other term used in this Final CRR Assessment in capital spelling, please refer to the defined terms in the Annex 1 “GLOSSARY” in the Prospectus.

ACPR	Autorité de Contrôle Prudentiel et de Résolution (the French prudential supervision and resolution authority)
AMF	Autorité des Marchés Financiers (the French financial markets authority)
BaFin	Bundesanstalt für Finanzdienstleistungsaufsicht (German Federal Financial Supervisory Authority)
CAALF V 2022-1	CARS ALLIANCE AUTO LOANS FRANCE V 2022-1
Closing Date	24 May 2022
CMBS	Commercial Mortgage-Backed Securitisation
CRR	Regulation (EU) 2017/2401 dated 12 December 2017, amending Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms
Due Diligence Presentation	Due Diligence Presentation dated January 2022
EBA	European Banking Authority
EBA Guidelines	Final Report on Guidelines on the STS criteria for non-ABCP securitisation, as published by EBA on 12 December 2018
ECB	European Central Bank
ESMA	European Securities Markets Authority
FCT	Fonds commun de titrisation
Issuer	CARS ALLIANCE AUTO LOANS FRANCE V 2022-1
LCR	Delegated Regulation (EU) 2018/1620 on liquidity coverage requirement for credit institutions dated 13 July 2018, amending Delegated Regulation (EU) 2015/61 to supplement Regulation (EU) No 575/2013 of the European Parliament and the Council with regard to liquidity coverage requirements for Credit Institutions
MRTA	Master Receivables Transfer Agreement
Originator	DIAC S.A.

Preliminary Verification Report	Preliminary Verification Report prepared by SVI in respect of the Transaction
Prospectus	Prospectus dated 20 May 2022
RCI Banque	RCI Banque S.A.
RMBS	Residential Mortgage-Backed Securitisation
Securitisation Regulation	Regulation (EU) 2017/2402 of the European Parliament and of the Council of 12 December 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised securitisation, and amending Directives 2009/65/EC, 2009/138/EC and 2011/61/EU and Regulations (EC) No 1060/2009 and (EU) No 648/2012, as amended by Regulation (EU) 2021/557 of 31 March 2021
Seller	DIAC S.A.
Servicer	DIAC S.A.
SPV	Special Purpose Vehicle or Issuer
Standardised Approach	The regulatory capital requirements according to Part 3, Title II, Chapter 2 of the CRR
STS Criteria	Articles 18-26 of the Securitisation Regulation, setting out criteria for simple, transparent and standardised securitisations
Transaction	The securitisation of auto loan receivables involving CARS ALLIANCE AUTO LOANS FRANCE V 2022-1 as Issuer

#	Criterion Article 243 (2)	CRR Assessment
1	Qualification of the securitisation position as <b>STS securitisation</b>	<p><u>Verification Method:</u> Legal (Prospectus) / Regulatory (STS Notification, STS Verification Report)</p> <p>The Transaction and therefore also the Securitisation Position will be notified according to Article 27 (1) of the Securitisation Regulation by the Originator to ESMA as meeting the requirements of Articles 19 – 22 of the Securitisation Regulation in respect of non-ABCP securitisations, see Section "OVERVIEW OF THE SECURITISATION TRANSACTION", Subsection "Simple, Transparent and Standardised (STS) Securitisation" in the Prospectus. Please also refer to the Final Verification Report prepared by SVI in respect of the Transaction.</p>
#	Criterion Article 243 (2) (a)	CRR Assessment
2	<b>Granularity</b> of the securitised portfolio in terms of single obligor concentrations	<p><u>Verification Method:</u> Legal (Prospectus, Receivables Purchase Agreement)</p> <p>At the time of inclusion in the securitisation, the Single Borrower Ratio as at the relevant Cut-Off Date is less than or equal to 0.05 per cent. taking into account the Eligible Receivables to be purchased on such Transfer Date, please refer to Schedule 4 "Conditions Precedent", Part 2 "CONDITIONS PRECEDENT ON ANY TRANSFER DATE (INCLUDING THE CLOSING DATE)", Item (d) of the MRTA together with Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "Global Portfolio Criteria", Item (2) and the Definition of "Single Borrower Ratio" in Annex 1 "GLOSSARY" in the Prospectus.</p> <p>Thus, the requirement that at the time of inclusion in the securitisation, the aggregate exposure value of all exposures to a single obligor (basis: group of connected clients) does not exceed 2 % of the pool of underlying exposures is fulfilled.</p> <p>The underlying exposures represent solely the finance portion (the right to receive any and all amounts due by the relevant Borrower, in connection with any Auto Loan Agreement (excluding any Insurance Premium) together with any related Ancillary Rights relating thereto, see Definition of "Receivable" in Annex 1 "GLOSSARY" in the Prospectus) paid by the Borrower during the term of the Auto Loan Agreement. Hence, the residual values do not form part of the underlying exposures.</p>



#	Criterion Article 243 (2) (b)	CRR Assessment
3	<b>Maximum risk weight under the Standardised Approach</b>	<p><u>Verification Method</u>: Legal (Prospectus, Receivables Purchase Agreement), Due Diligence (explicit confirmation by Originator)</p> <p>None of the underlying exposures are secured by residential mortgages or commercial mortgages, therefore Article 243(2) (b) (i) and (ii) are not applicable.</p> <p>The underlying Auto Loan Agreements have been entered into exclusively with Borrowers who, if they are private legal entities, are registered in Metropolitan France, or if they are individuals, are resident in Metropolitan France, as provided for in the corresponding Auto Loan Agreement. Furthermore, none of the Borrowers is - to the best of the Seller's knowledge - a credit-impaired borrower, please refer to Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "ELIGIBILITY CRITERIA", Items (i) and (j) in the Prospectus.</p> <p>The portfolio contains Auto Loan Agreements that have been entered with Borrowers that fall into the 'retail exposure' category of Article 243(2) (b) (iii) as (i) the exposure is to a natural person or to an SME, (ii) the exposure is one of a significant number of exposures with similar characteristics, and (iii) the total amount owed by the obligor client or group of connected clients does not exceed EUR 1 million, see Article 123 of the CRR. As a result, these retail exposures would have a risk weight equal to or smaller than 75% under the Standardised Approach. Please also refer to the representations and warranties of the Seller under Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "ADDITIONAL REPRESENTATIONS AND WARRANTIES IN RELATION TO THE RECEIVABLES", Item (ee) in the Prospectus.</p> <p>Therefore, the underlying exposures meet the conditions for being assigned under the Standardised Approach and, taking into account any eligible credit risk mitigation, a risk weight equal to or smaller than 75% on an individual exposure basis for retail exposures in accordance with Article 123 of the CRR. Please also refer to the corresponding warranty of the Seller under Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "ADDITIONAL REPRESENTATIONS AND WARRANTIES IN RELATION TO THE RECEIVABLES", Item (ee) in the Prospectus.</p>

#	Criterion Article 243 (2) (c)	CRR Assessment
4	<b>Inclusion of loans secured by lower ranking security rights</b> for RMBS and CMBS	<p><u>Verification Method:</u> Legal (Prospectus, Receivables Purchase Agreement)</p> <p>The Eligibility Criteria restrict the underlying exposures to Receivables originated under an Auto Loan Agreement – therefore, residential mortgage loans do not form part of the portfolio, see Annex 1 "GLOSSARY", Definition of "Receivable" and Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "ELIGIBILITY CRITERIA", Item (a) in the Prospectus.</p>
#	Criterion Article 243 (2) (d)	CRR Assessment
5	<b>Maximum loan-to-value</b> for RMBS	<p><u>Verification Method:</u> Legal (Legal opinion, Receivable purchase agreement)</p> <p>The Eligibility Criteria restrict the underlying exposures to Receivables originated under an Auto Loan Agreement – therefore, residential mortgage loans do not form part of the portfolio, see Annex 1 "GLOSSARY", Definition of "Receivable" and Section "THE AUTO LOAN AGREEMENTS AND THE RECEIVABLES", Subsection "ELIGIBILITY CRITERIA", Item (a) in the Prospectus.</p>



As a result of the verifications documented above, we confirm to DIAC that the requirement pursuant to Article 243 (2) of Regulation (EU) 2017/2401 dated 12 December 2017, amending Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms, have been fulfilled for the transaction **"CARS ALLIANCE AUTO LOANS FRANCE V 2022-1"**.

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