



DEUTSCHER  
VERBRIEFUNGSSTANDARD

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## DEUTSCHER VERBRIEFUNGSSTANDARD and STS

High quality securitisation is a key component of well-functioning financial markets. This is and has been the credo of TSI since its foundation in early 2004.

All those years TSI has provided the market for high-quality securitisations with the quality brand CERTIFIED BY TSI – DEUTSCHER VERBRIEFUNGSSTANDARD. From the very beginning, high transparency, disclosure, detailed requirements for lending and credit processing have been the core of the TSI certificate. And not least the financial crisis of 2008 showed how important these requirements are for the securitisation market. As TSI, we therefore welcome the new European STS regulations.

On 12 December 2017, the EU adopted a new regulatory framework for simple, transparent and standardised securitisations, which will apply from 1 January 2019. The new regulations underline in the best possible way how up-to-date the TSI certification was already in 2004. In essence, almost all the new STS requirements were already included in the DEUTSCHER VERBRIEFUNGSSTANDARD, and for some criteria the TSI certification was and is even more extensive and precise than the new European regulation.

However, the approaching first-time application of the new legal requirements is a good reason to revise the DEUTSCHER VERBRIEFUNGSSTANDARD in order to ensure that all aspects of the new regulations as laid down in the Regulation and the accompanying Level 2 and Level 3 regulations are henceforth also taken into account accordingly in the TSI quality label.

## Declaration of undertaking by the mandator forming part of the TSI certification process

We, the undersigned

Mandator

Deutsche Leasing Sparkassen AG & Co. KG

undertake to comply with all details of this declaration of undertaking for the entire term of the securitisation transaction

Transaction

Limes 2019-1

The transaction for which the certificate DEUTSCHER VERBRIEFUNGSSTANDARD is applied for is a securitisation transaction within the meaning of Article 2 of the 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 – hereinafter referred to as “Securitisation Regulation”. If changes occur with regard to the fulfilment of individual criteria, we will inform True Sale International GmbH thereof without undue delay.

The “General Conditions of Certification”, including the annexes, of True Sale International GmbH, as published on the True Sale International GmbH website ([www.tsi-gmbh.de](http://www.tsi-gmbh.de)), shall apply. True Sale International GmbH will not carry out any initial or ongoing verification of the information given in this declaration of undertaking.

On the basis of TSI’s interpretation of the Securitisation Regulation as of 12 December 2017 the STS requirements are incorporated in TSI’s DEUTSCHER VERBRIEFUNGSSTANDARD requirements for EU securitisation transactions with car financing receivables as underlying. The originator confirms with this declaration of undertaking that the transaction complies with all given requirements to its best knowledge. TSI has checked and verified the originator’s statements on the basis of the offering circular and further material provided by the originator, such as the articles of association of the SSPE or a sample of the future investor reporting.

The TSI certification is **not** a third party verification according to article 28 of the Securitisation Regulation. Neither is the originator able to give a final STS notification in accordance to Article 27 of the Securitisation Regulation as far as the Regulatory Technical Standards and Guidelines of EBA and ESMA are not yet finally approved by the EU-Commission. But TSI has considered as much as possible all general requirements (Chapter 1 to 3 of the Regulation) as well as the STS requirements for ABS-transactions contained in Chapter 4 of the Securitisation Regulation and the final EBA guidelines on the STS criteria for non-ABCP securitisation of 12 December 2019.



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## Reference data

Transaction name	Limes Funding S.A. Compartment 2019-1
Name of the SPV	Limes Funding S.A.
Originator	Deutsche Leasing Sparkassen AG & Co. KG
Country of origin of asset pool	Federal Republic of Germany
Servicer	Deutsche Leasing Sparkassen AG & Co. KG
Joint Lead Manager	Société Générale S.A. / Landesbank Baden-Württemberg
Bookrunner	Société Générale S.A./LandesbankBaden-Württemberg/BayerischeLandesbank

Legal Counsel	Ashurst LLP
Corporate services provider	Intertrust (Luxembourg) S.à r.l.
Closing date	17 July 2019
Volume per tranche in EUR million	EUR [671,200,000] Class A Floating Rate Asset Backed Notes due 2029
Term	[22 September 2029]
Rating	"AAAs" by Fitch Deutschland GmbH/"AAA(sf)" by S&P Global Germany GmbH
Stock exchange	Luxembourg Stock Exchange

### Portfolio structure

- Static  
 Revolving

### Asset class

- commercial leasing /  
hire purchase

### Securitisation structure

- True Sale  
 Synthetic



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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation*	Prospectus / reference	Comments
<b>Overriding criteria</b>					
1	Assurance is given, that either the seller is the original lessor of the pool of receivables to be securitised or the original lessor is part of the respective group in which the pool of receivables was originated and the sale is part of the ordinary business procedures.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.**	Exclusion from Article 9 (3.) and Article 20 (4.)	Pages 8, 15, 54 para. 5, 116 limb (d), 184, 191 limb (o) and 199 of the Prospectus	Seller acquires the Receivables as original lessor under the Business Operation Agreement 3. With respect to page 184, see definition of Business Operation Agreements. With respect to page 199, see definition of Originators.  <input type="checkbox"/> continued on page 32
2	Assurance is given that the portfolio to be securitised contains no securitisation positions of other securitisation transactions (prohibition of re-securitisations).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 8 and Article 20 (9.)	Pages 190-192 of the Prospectus	Please refer to the Eligibility Criteria.   <input type="checkbox"/> continued on page 32
3	In connection with the SSPE involved in the transaction assurance is given that the SSPE is established in a member state of the European Union.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 4 Article 18	Pages 1, 10 and 153 the Prospectus	The Issuer (SSPE) is established in Luxembourg.   <input type="checkbox"/> continued on page 32

\*Securitisation Regulation

\*\*not applicable

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
4	Assurance is given that the originator is established in a member state of the European Union and all the credits giving rise to the underlying exposures were granted in accordance with Article 9 (1) of the Securitisation Regulation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 18 and Article 9 (1)	Pages 10, 105 first para., 116 limb (b), 120 and of the Prospectus	The Seller (originator) is established in Germany.
5	Assurance is given that the originator retains on an ongoing basis a material net economic interest in accordance with Article 6 of the Securitisation Regulation. The risk retention is disclosed to the institutional investor in accordance with Article 5 of the Securitisation Regulation including information on which of the following modalities provided for in Article 6(3) of the Securitisation Regulation has been applied:  - the retention of not less than 5 % of the nominal value of each of the tranches sold or transferred to investors;  - in the case of revolving securitisations or securitisations of revolving exposures, the retention of the originator's interest of not less than 5 % of the nominal value of each of the securitised exposures;  - the retention of randomly selected exposures, equivalent to not less than 5 % of the nominal value of the securitised exposures, where such non-securitised exposures would otherwise have been securitised in the securitisation, provided that the number of potentially securitised exposures is not less than 100 at origination;	Yes    No    n. a.  <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>	Article 6 Article 21 (1.)	Pages 1 third para., 4 third and fifth para., 35 third and fourth para. and 67 under 1. of the Prospectus	

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## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
5	continued from page 6	Yes	No	n. a.			
	- the retention of the first loss tranche and, where such retention does not amount to 5% of the nominal value of the securitised exposures, if necessary, other tranches having the same or a more severe risk profile than those transferred or sold to investors and not maturing any earlier than those transferred or sold to investors, so that the retention equals in total not less than 5% of the nominal value of the securitised exposures; or	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- the retention of a first loss exposure of not less than 5% of every securitised exposure in the securitisation.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			<input type="checkbox"/> continued on page 32
6	Assurance is given that the following criteria listed below are fulfilled:	Yes	No	n. a.	TSI criterion		
	- no active management of the assets,	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Recital 25 and Article 20 (7.)	Pages 117 second para., 79 Condition 3.3 and 155 item 12 of the Prospectus	
	- non-petition, limited recourse is ensured in the transaction structure,	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 2 (1.) and Article 2 (2.)		
	- the annual audit of the issuer will be made by a reputable audit company.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/> continued on page 32
7	Assurance is given that the securitisation positions will not be offered or transferred to retail clients.	<input checked="" type="checkbox"/>	Yes		Article 3	Pages 4 first para., 176 last para. and 177 first para. of the Prospectus	
		<input type="checkbox"/>	No				
		<input type="checkbox"/>	n. a.				<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
<b>Transparency for institutional investors</b>					
8	Assurance is given that investors will be made available prior to holding a securitisation position, all necessary information for due diligence requirements for institutional investors in accordance with Article 5.1 to Article 5.5, Article 7.1 (b) and Article 22 of the Securitisation Regulation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 5.1 to Article 5.5 and Article 7.1 (b) and Article 22	Pages 5 third para. and pages 67-71 of the Prospectus	Investors will be provided with all information to comply with their due diligence requirements under art. 5. Art. 7.1(b) and 22 put an obligation on the originator, sponsor SSPE to provide investors with certain information and the investors have to obtain such information in connection with their due diligence.  <input type="checkbox"/> continued on page 32
9	Assurance is given that the Prospectus pursuant to Directive 2003/71/EC of the European Parliament and the Council or final offering document will contain the relevant information that institutional investors are required to verify prior to holding a securitisation position: <ul style="list-style-type: none"> <li>the structural features of the securitisation that can materially impact the performance of the securitisation position, including the contractual priorities of payment and priority of payment-related triggers, credit enhancements, liquidity enhancements, market value triggers, and transaction-specific definitions of default</li> </ul> In addition, assurance is given that the following information allowing institutional investors to analyse a securitisation position prior to holding will be made available: <ul style="list-style-type: none"> <li>the risk characteristics of the individual securitisation positions and of the underlying exposures;</li> </ul> continued on page 9	Yes No n. a. <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>  <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Article 7 (1.)  Article 5 (3.)(b)  Article 5 (3.)(a)	Pages 11-22, 23-64, 83-85 (Condition 8.1/8.2), 182, 187, 192, 196, 197 and 202  Pages 23-64, 67-71 and 117-151	Page 182, definition of Account Bank Required Rating. Page 187, definition of Commingling Reserve Required Amount. Page 192, definition of Enforcement Event. Page 196, definition of Issuer Event of Default. Page 202, definition of Servicer Termination Event. Page 197, definition of Liquidity Reserve Required Amount.  The Prospectus will be made available to the investors before pricing on the website www.eurodw.eu.  <input type="checkbox"/> continued on page 32



## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
9	continued from page 8 - the underwriting and appraisal of creditworthiness standards for the underlying exposures including standards for amending, renewing and re-financing; - the detailed STS notification referred to in Article 27 and the corresponding draft RTS and ITS on STS Notification under Regulation [EU] N° 2017/2402.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/>	Article 5 (1.)(a)-(b) Article 5 (3.)(c)	Pages 157-159  Page 70 limb (f) of the Prospectus	<input type="checkbox"/> continued on page 32
10	Assurance is given that the preliminary prospectus (or "red herring" prospectus) or the preliminary documentation will be prepared and presented to the investors concerned no later than two weeks before the closing date. The preliminary prospectus or the preliminary documentation contains all essential data required for the evaluation of the transaction including historical data no shorter than five years on default and loss performance, delinquencies for substantially similar exposures.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/>	TSI criterion Article 5 (3.)  Article 22 (1.) Article 22 (5.) Article (7) (1.)	Please see under 9 above	RED Prospectus is currently scheduled for 24 June 2019.  <input type="checkbox"/> continued on page 32
11	Assurance is given that the originator will, before the pricing of the securitisation, make available to potential investors a liability cash flow model which precisely represents the contractual relationship between the underlying exposures and the payments flowing between the originator, sponsor, investors, other third parties and the SSPE, and that he has to, after pricing, make that model available to investors on an ongoing basis and to potential investors upon request.	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a. <input type="checkbox"/>	Article 22 (3.)	Page 69 limb (a) of the Prospectus	The cash flow model will be made available to investors before the pricing of the Transaction via <a href="https://www.intex.com">https://www.intex.com</a> .  <input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments	
		Yes	No	n. a.				
12	Assurance is given, that the Transparency requirements for originators and SSPE's according to Article 7 of the Securitisation Regulation will be fulfilled and at least the following information will be made available:				Article 7 and Article 22 TSI criterion	Pages 67-69 under item 2 of the Prospectus		
	- Investor report: The structure of the investor report follows the reporting standards and definitions of True Sale International GmbH for the asset class in question; these standards are published on the True Sale International GmbH website (www.tsi-gmbh.de);	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
	- anonymised Loan level Data in such a manner as may be required to comply with the Eurosystem eligibility criteria of the Guideline (EU) 2015/510 of the European Central Bank of 19 December 2014 on the implementation of the Eurosystem monetary policy framework (ECB/2014/60), subject to applicable data protection laws (insert details in the "comments" field);	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
	- final offering document or the prospectus together with the closing transaction documents (asset sale agreement, assignment, novation or transfer agreement and any relevant declaration of trust) or a transaction summary;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 1. (b) (i) and (ii)			
	- the derivatives and guarantees agreements and any relevant documents on collateralisation arrangements, where applicable;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 1. (b) (iii)			
	- the servicing, back-up servicing, administration and cash management agreements;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 1. (b) (iv)			
	- the trust deed, security deed, agency agreement, account bank agreement;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 1. (b) (v)			
	- guaranteed investment contract, incorporated terms or master trust framework or master definitions agreement or such legal documentation with equivalent legal value;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
		Yes	No	n. a.			
12	continued from page 10						
	- any relevant inter-creditor agreements, derivatives documentation, subordinated loan agreements, start-up loan agreements and liquidity facility agreements;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			The preliminary draft of the STS Notification will be made available to investors before the pricing of the Transaction, to the extent no securitisation repository is registered in accordance with Article 10 of the Securitisation Regulation, on the website of the of the European Data Warehouse.
	- the detailed STS notification referred to in Article 27 and the corresponding draft RTS and ITS on STS Notification under Regulation [EU] N° 2017/2402.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	In addition, the offering document or the prospectus (at least in draft or initial form) together with the closing transaction documents or a transaction summary as well as the detailed STS notification shall be made available before pricing.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 (1.)		
							<input type="checkbox"/> continued on page 32
13	Assurance is given that during the term of a transaction, the originator or SSPE will make available without undue delay any significant event such as						
	- any inside information relating to the securitisation that the originator, sponsor or SSPE is obliged to make public in accordance with Article 17 of Regulation [EU] No 596/2014;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 (1).(f)	Pages 67-69 under item 2 of the Prospectus	
	- name and address of the securitisation repository where the information is made available;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 7 (2.)		
	- the evolution of the ratings of the relevant transaction parties.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	TSI criterion		
							<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
		Yes	No	n. a.			
14	We give our assurance that at least the following information will be provided to True Sale International GmbH for publication on its publicly accessible website:				TSI criterion		
	- the final version of the issue prospectus;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- the investor report, which shall be published at least once a quarter, in PDF format and in write-protected xls format;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- declaration of undertaking by the Mandator as part of the TSI certification process.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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## Quality criteria in regard to the underlying

15	Assurance is given, that the originator applies to exposures to be securitised the same sound and well-defined criteria for credit-granting which they apply to non-securitised exposures. To this end the same clearly established processes for approving and, where relevant, amending, renewing and re-financing credits are applied. The Originator has effective systems in place to apply those criteria and processes in order to ensure that credit-granting is based on a thorough assessment of the obligor's creditworthiness taking appropriate account of factors relevant to verifying the prospect of the obligor to meet his obligations under the leasing agreement.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> n. a.	Article 9 Article 20 (10.)	Pages 105 first para., 116 limb (b) and (d), 120 first para. and 157-159 of the Prospectus	
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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
16	The securitised leasing receivables have all been granted in the context of standard business activities (balance-sheet transactions). Assurance is given that the servicer has expertise in servicing exposures of similar nature to those securitized and the servicer has well documented and adequate policies, procedures and risk management controls relating to the servicing of exposures.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion Article 9 Article 21 (8.)	Pages 8 first para., 15 third para., 54 fifth para., 116 limb (d), 157-159 and 191 limb (o) of the Prospectus	Further, one of the main purposes of the Seller for the last five decades has been the origination and underwriting of lease receivables of a similar nature to those securitised under this Transaction.  <input type="checkbox"/> continued on page 32
17	Assurance is given that the portfolio to be securitised does not contain leasing receivables which are granted on the basis of divergent lending standards, approval procedures and incentive measures so that they can be transferred directly to the capital market by means of securitisation (originate-to-distribute model).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion Article 9 Article 20 (10.)	Pages 105 first para., 116 limb (b) and (d), 120 first para. and 191 limb (o) of the Prospectus	<input type="checkbox"/> continued on page 32
18	Assurance is given that an appropriate and independent third party has checked the underlying asset pool by means of random sampling for conformity (confidence level of at least 95 %) with the defined selection criteria (pool audit).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 22 (2.)		The pool audit will be conducted by Deloitte Audit S.à r.l. which is an appropriate independent party.  <input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
		Yes	No	n. a.			
19	The underlying exposures, at the time of selection, do not include exposures in default within the meaning of Article 178(1) of Regulation (EU) No 575/2013 or exposures to a credit-impaired debtor or guarantor, who, to the best knowledge of the originator:				Article 20 (11.)	Page 192 limb (dd) of the Prospectus	
	- has been declared insolvent;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- had a court grant his creditors a final non-appealable right of enforcement;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- had material damages as a result of a missed payment within three years prior to the date of origination;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- has undergone a debt-restructuring process with regard to his non-performing exposures within three years prior to the date of transfer or assignment of the underlying exposures to the SSPE;	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- was, at the time of origination, where applicable, on a public credit registry of persons with adverse credit history or, where there is no such public credit registry, another credit registry that is available to the originator or	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- has a credit assessment or a credit score indicating that the risk of contractually agreed payments not be made is significantly higher than for comparable exposures held by the originator which are not securitized.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 20 (11.) (c)		
20	Assurance is given that the lessee have at the time of transfer of the exposures, made at least one payment, except in the case of revolving securitisations backed by exposures payable in a single instalment or having a maturity of less than one year, including without limitation monthly payments on revolving credits.	<input checked="" type="checkbox"/>	Yes		Article 20 (12.)	Page 192 limb (q) of the Prospectus	
		<input type="checkbox"/>	No				
		<input type="checkbox"/>	n. a.				

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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
21	Assurance is given that, in concluding and processing leasing agreements, securitised and unsecuritised leasing receivables are subject to the same supervisory standards.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion		<input type="checkbox"/> continued on page 32
22	With regarding to the conclusion of leasing agreements, assurance is given that no divergent target agreement, marketing control measures or bonus systems are applied to securitised or unsecuritised leasing receivables.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 105 first para., 116 limb (d), 120 first para. and 191 limb (o) of the Prospectus	<input type="checkbox"/> continued on page 32
23	Assurance is given that the same guidelines and competence matrices as well as the same structural integration of decision-makers in the organisational hierarchy apply to both securitised and unsecuritised leasing receivables.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 105 first para., 116 limb (d), 120 first para. and 191 limb (o) of the Prospectus	<input type="checkbox"/> continued on page 32

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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
24	Assurance is given that securitised and unsecuritised leasing receivables are not subject to divergent treatment in internal audits.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 105 first para., 116 limb (d), 120 first para. and 191 limb (o) of the Prospectus	<input type="checkbox"/> continued on page 32
25	Assurance is given that securitised and unsecuritised leasing receivables are not subject to systematic differences with regard to the business structure, the marketing channels used and the type of leasing agreement.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 105 first para., 116 limb (d), 120 first para. and 191 limb (o) of the Prospectus	<input type="checkbox"/> continued on page 32
26	Assurance is given that the servicing of the leasing receivables, including after securitisation, will remain in the originator's area of responsibility and will continue to be subject to the general servicing standards applicable within the company. Servicing covers monitoring, collection and administration. Assurance is hereby given that in the case of management by our company or outsourcing, the same servicing standards have to apply to both securitised and unsecuritised leasing receivables.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion Article 21 (8.)	Pages 10 second para., 105 first and second para., 157-159 and and 191 limb (o) of the Prospectus	The Seller is the Servicer. Bad Homburger Inkasso GmbH (BHI) will only act as agent of the Servicer.  <input type="checkbox"/> continued on page 32



## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
27	Assurance is given, that the assessment of the borrower's creditworthiness meets the requirements set out in Article 8 of Directive 2008/48/EC (Directive on credit agreements for consumers) or paragraphs 1 to 4, point (a) of paragraph 5, and paragraph 6 of Article 18 of Directive 2014/17/EU (Directive on credit agreements for consumers relating to residential immovable property or, where applicable, equivalent requirements in third countries.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 20 (10.)		Directive 2008/48/EC is not applicable because the Lessees are not consumers as defined in Article 3(a) of Directive 2008/48/EC. However, DL has implemented processes in accordance to Article 8 Directive 2008/48/EC.
					<input type="checkbox"/> continued on page 32
28	Assurance is given that the underlying exposure was granted and is serviced according to the normal business procedures of the originator which involves sound and well defined granting and underwriting criteria as well as effective dunning and internal auditing procedures.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 9 Article 20 (10.) TSI criterion	Pages 116 limb (b) and (d), 157-159 and 191 limb (o) of the Prospectus	
					<input type="checkbox"/> continued on page 32
29	Assurance is given that in intensive management and in the workout, both securitised and unsecuritised leasing receivables are subject to the same established rules, management mechanisms and internal auditing procedures.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 105 first para., 116 limb (d), 157-159 and 191 limb (o) of the Prospectus	
					<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
30	<p>Assurance is given that all material changes from prior underwriting standards are fully disclosed and the purpose of such changes is explained (Article 20.10.). Material is every change which affected the similarity of the underwriting standards in connection with:</p> <ul style="list-style-type: none"> <li>– the homogeneity requirements of the underlying exposures in accordance with Articles 20 (8) and 24 (15)</li> <li>– the overall risk or expected average performance of the underlying exposures without resulting in substantially different approaches to the assessment of the credit risk associated with the underlying exposures.</li> </ul>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	<p>Article 20 (10.) EBA Guidelines, notes 26 and 27</p>	<p>Page 116 (e) of the Prospectus</p>	<p><input type="checkbox"/> continued on page 32</p>
31	<p>In the transaction documentation are set out in clear and consistent terms definitions, remedies and actions relating to delinquency and default of debtors, debt restructuring, debt forgiveness, forbearance, payment holidays, losses, charge offs, recoveries and other asset performance remedies.</p>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	<p>Article 21 (9.)</p>	<p>Pages 157-159, 189 of the Prospectus</p>	<p>Please refer to the definitions of Delinquent Receivable (page 189), Disputed Receivable (page 189-190), Defaulted Receivable (page 189), Credit Default Risk (page 188) Deemed Collection (page 188-189), Recoveries (page 200) and Collections (page 186).</p> <p><input type="checkbox"/> continued on page 32</p>

## General quality criteria

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
32	<p>Assurance is given, that the securitisation is backed by a pool of credit facilities, including loans and leases and provided to any type of enterprise or corporation, that are homogeneous in terms of asset type.</p> <p>This is given if</p> <p>a) the underlying exposures in the pool have been underwritten according to similar underwriting standards which apply similar approaches to the assessment of credit risk associated with the underlying exposures;</p> <p>b) the underlying exposures in the pool are serviced according to similar servicing procedures with respect to monitoring, collection and administration of cash receivables from the underlying exposures on the asset side of the SSPE;</p> <p>c) the underlying exposures in the pool consist of only one type of obligor and/or all obligors are residents of only one jurisdiction.</p> <p>If under c) only one of the two factors applies please explain under comments the rationale for selecting the specific factor and excluding the other.</p>	Yes	No	n. a.	Article 20 (8.)  Article 1 and Article 2 of the EBA final RTS on the homogeneity of the underlying exposures in securitisation		
		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
		<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
							<input type="checkbox"/> continued on page 32
33	<p>In case of securitisations where the underlying exposures are residential loans or auto loans or leases, the originator will publish the available information related to the environmental performance of the assets financed by such car loans or leases, as part of the information disclosed pursuant to article 7(1)(a) of the Securitisation Regulation. According to the EBA guidelines, this requirement should only be applicable in case the information on the energy performance certificates for the assets financed by the underlying exposures is available to the originator, sponsor or the SSPE and captured in its internal database or IT systems. When the information is not available, the requirement does not apply.</p>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input checked="" type="checkbox"/> n. a.	Article 22 (4.)  EBA Guidelines, note 84		The applicable asset category of this transaction is "credit facilities, including loans and leases, provided to any type of enterprise or corporation".
							<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
34 a	Assurance is given that the repayment of the securitisation does not depend predominantly on the sale of assets in the portfolio or its sales value. In this respect, the following conditions are cumulatively met:  a) the contractually agreed outstanding principal balance, at contract maturity of the underlying exposures that depend on the sale of the assets securing those underlying exposures to repay the principal balance, corresponds to no more than 50% of the total initial exposure value of all securitisation positions of the securitisation;  b) the maturities of the underlying exposures referred to in point (a) are not subject to material concentrations and are sufficiently distributed across the life of the transaction;  c) the aggregate exposure value of all the underlying exposures referred to in point (a) to a single obligor does not exceed 2% of the aggregate exposure value of all underlying exposures in the securitisation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 20 (13.) TSI criterion  EBA Guidelines, note 48	Pages 18-19 (Available Distribution Amount), 183 and 190-192 of the Prospectus	Please refer to the Eligibility Criteria (pages 190-192), only lease installments (Receivables) will be securitised and the repayment will be made from the Available Distribution Amount (definition on page 183).
34 b	If the conditions mentioned above in criteria 34 a. are not met assurance is given that the residual values in the transaction are guaranteed by a third party or are fully mitigated by a repurchase obligation. In this respect, the seller or the third parties meet both of the following conditions:  a) they are not insolvent and  b) there is no reason to believe that the entity would not be able to meet its obligations under the guarantee or the repurchase obligation.	<input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> n. a.	Article 20 (13.)  EBA Guidelines, note 50		

continued on page 32

continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
<b>Quality criteria in regard to the transaction structure</b>					
35	<p>Assurance is given that the assets have been transferred to the special purpose vehicle in a legally valid, binding and legally enforceable manner.</p> <p>The title to the underlying exposures is acquired by the SSPE by means of a true sale or assignment or transfer with the same legal effect in a manner that is enforceable against the seller or any other third party. The transfer of the title to the SSPE is not subject to severe clawback provisions in the event of the seller's insolvency.</p>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	<p>Article 20 (1.)</p> <p>Article 20</p>	<p>Page 57 fifth para. of the Prospectus</p>	<p>The true sale of the Receivables to the Issuer will also be confirmed by the German legal opinion issued by Ashurst LLP.</p> <p style="text-align: right;"><input type="checkbox"/> continued on page 32</p>
36	<p>Assurance is given that the asset pool includes only such receivables that are legally valid, binding and legally enforceable. The process of selling and transferring the underlying assets from the Originator to the SSPE is presented and well explained in the prospectus or the final offering document. Possible risks in the relevant jurisdictional law associated with the sale and transfer of the asset pool are described in the Prospectus or the final offering document.</p>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	<p>Article 20 (1.)</p> <p>Article 20 (6.)</p> <p>Article 20 (8.)</p>	<p>Pages 116 limb (a) in connection with 191 limb (i) and (q) of the Prospectus.</p>	<p>The Seller represents and warrants that the Receivables and the Lease Agreements are legally valid, binding and enforceable.</p> <p style="text-align: right;"><input type="checkbox"/> continued on page 32</p>

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments												
37	<p>If the transfer of the underlying exposures is performed by means of an assignment and perfected at a later stage than at the closing of the transaction, the triggers to effect such perfection will, at least include the following events:</p> <ul style="list-style-type: none"> <li>- severe deterioration in the seller credit quality standing;</li> <li>- insolvency of the seller an</li> <li>- unremedied breaches of contractual obligations by the seller, including the seller's default.</li> </ul>	<table border="0"> <tr> <td>Yes</td> <td>No</td> <td>n. a.</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>	Yes	No	n. a.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Article 20 (5.)	Page 103 third para. of the Prospectus	<p>The assignment of the Receivables and the perfection of the assignment will take place at the same time.</p> <p style="text-align: right;"><input type="checkbox"/> continued on page 32</p>
Yes	No	n. a.															
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
38	<p>The seller shall provide representations and warranties that, to the best of its knowledge, the underlying exposures included in the securitisation are not encumbered or otherwise in a condition that can be foreseen to adversely affect the enforceability of the true sale or assignment or transfer with the same legal effect. Encumbrance risks that may arise as a result of the legal framework are mitigated by means of appropriate provisions (e.g. set-off risk reserve or repurchase of the leasing receivables concerned) in the transaction structure.</p>	<table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Yes</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> </tr> <tr> <td><input type="checkbox"/></td> <td>n. a.</td> </tr> </table>	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	n. a.	<p>Article 20 (1.) Article 20 (2.) Article 20 (8.)</p>	Pages 116 limb (a) in connection with 190 limb (d) and (g) of the Prospectus	<p>The Seller represents that, prior to the sale and assignment to the Issuer, the Seller solely holds full and unencumbered title to the Receivables, the Receivables are freely assignable (at least within the meaning of section 354a of the German Commercial Code) and free of third party rights and not subject to any set-off right, counterclaim or other defence.</p> <p style="text-align: right;"><input type="checkbox"/> continued on page 32</p>						
<input checked="" type="checkbox"/>	Yes																
<input type="checkbox"/>	No																
<input type="checkbox"/>	n. a.																
39	<p>The transaction documentation clearly specifies the priorities of payment, events which trigger changes in such priorities of payment as well as the obligation to report such events. Any change in the priority of payment has to be reported to investors without undue delay unless the change will not materially adversely affect the repayment of the securitisation position.</p>	<table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Yes</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> </tr> <tr> <td><input type="checkbox"/></td> <td>n. a.</td> </tr> </table>	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	n. a.	<p>Article 7 (1.)(b) Article 21 (9.)</p>	Condition 8.1 and 8.2 of the Class A Terms and Conditions on pages 83-85 of the Prospectus	<p>The Class A Terms and Conditions may only be amended with unanimous Class A Noteholder consent. As the Priorities of Payments are part of the Class A Terms and Conditions, such a change would have to be notified to/approved by the Class A Noteholders (also see clause 9.2 of the Common Terms).</p> <p style="text-align: right;"><input type="checkbox"/> continued on page 32</p>						
<input checked="" type="checkbox"/>	Yes																
<input type="checkbox"/>	No																
<input type="checkbox"/>	n. a.																

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
40	The transaction documentation includes clear provisions that facilitate the timely resolution of conflicts between different classes of investors, voting rights are clearly defined and allocated to holders of securitisation position and the responsibilities of the trustee and other entities with fiduciary duties to investors are clearly identified. Where mandatory statutory provisions exist in the applicable jurisdiction that set out how conflicts between investors have to be resolved, the transaction documentation may refer to these provisions.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 21 (10.) EBA Guidelines, note 74	Condition 16.1 on page 87 of the Prospectus	No noteholder representative under the German bond act (SchVG) has been appointed. Unanimous consent of the Class A Noteholders is required. The responsibilities of the Trustee are set out in the Trust Agreement (pages 89-102 of the Prospectus).  <input type="checkbox"/> continued on page 32
41	Assurance is given that the transaction is evaluated by at least two rating agencies which are established in the European Union, registered under the CRA Regulation (No 1060/2009) and supervised by the European Securities and Markets Association.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Pages 2 second para., 8 fifth para., 22 "Ratings" and 75 of the Prospectus	<input type="checkbox"/> continued on page 32
42	At the transaction cut-off date, the portfolio of leasing receivables to be securitised is qualitatively representative of the originator's corresponding portfolio in accordance with the established selection criteria. Assurance is given that, with regard to the marketing channels, the types of product and product features (e.g. purpose of the loan, maturity or condition structure) and the lessee unit, there are no systematic qualitative divergences from the originator's corresponding product range.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion Article 9 (1.) Article 20 (10) Article 20 (11.)		<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
43	The interest rate and currency risks arising from the securitisation are appropriately mitigated and any measures taken to that effect are disclosed. Except for the purpose of hedging currency risk or interest rate risk, the SSPE does not enter into derivative contracts and the pool of underlying exposures does not include derivatives. The hedging derivatives are underwritten and documented according to common standards in international finance.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 21 (2.)	Pages 8 fourth para., 22 "Swap Agreement", 73 third para., 114-225 and 190-192 of the Prospectus	No further hedging agreements will be entered into by the Issuer other than those described in the Prospectus. The hedging agreement follows the 2002 ISDA standard. With respect to pages 190-192, please refer to the definition of Eligibility Criteria.  <input type="checkbox"/> continued on page 32
44	Any referenced interest payments under the securitisation assets and liabilities are based on generally used market interest rates, or generally used sectoral rates reflective of the cost of funds, and do not reference complex formulae or derivatives.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 21 (3.)	Pages 80 Condition 4.2 and 174-176 definition of EURIBOR of the Prospectus	<input type="checkbox"/> continued on page 32
45	The underlying exposures transferred from, or assigned by the seller to the SSPE shall meet predetermined, clear and documented eligibility criteria which do not allow for active portfolio management of those exposures on a discretionary basis.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 20 (7.)	Pages 190-192 of the Prospectus definition of Eligibility Criteria	<input type="checkbox"/> continued on page 32



## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments																		
46	Assurance is given that the underlying exposures shall be transferred to the SSPE after the selection without undue delay.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 20 (11.)	Pages 1 last para. and 103 third para. of the Prospectus	The Receivables will be transferred to the Issuer on the Closing Date.																		
47	The transaction <ul style="list-style-type: none"> <li>- does not include a revolving period; or</li> <li>- in case that a revolving period is included; The transaction documentation shall include appropriate early amortization provisions or triggers for termination of the revolving period, including at least the following:               <ul style="list-style-type: none"> <li>• a deterioration in the credit quality of the underlying exposures to or below a predetermined threshold;</li> <li>• the occurrence of an insolvency-related event with regard to the originator or the servicer;</li> <li>• the value of the underlying exposures held by the SSPE falls below a predetermined threshold (early amortization event);</li> <li>• a failure to generate sufficient new underlying exposures that meet the predetermined credit quality (trigger for termination of the revolving period).</li> </ul> </li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; width: 33%;">Yes</td> <td style="text-align: center; width: 33%;">No</td> <td style="text-align: center; width: 33%;">n. a.</td> </tr> <tr> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Yes	No	n. a.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Article 21 (6.)	Pages 1 last para. and 103 third para. of the Prospectus	
Yes	No	n. a.																					
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																					
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					

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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments												
48	<p>The transaction has a</p> <ul style="list-style-type: none"> <li>- sequential priority of payments; or a</li> <li>- non-sequential priority of payments and includes triggers relating to the performance of the underlying exposures resulting in the priority of payments reverting to sequential payments in order of seniority if the credit quality of the underlying exposures below a pre-determined threshold.</li> <li>- The transaction is a revolving securitisation transaction and includes further provisions and triggers according to article 21.6. of the Securitisation Regulation.</li> </ul>	<table border="0"> <tr> <td>Yes</td> <td>No</td> <td>n. a.</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>	Yes	No	n. a.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<p>Article 21 (5.)</p> <p>Article 21 (6.)</p>	<p>Pages 83-85 Conditions 8.1 and 8.2 of the Prospectus</p>	<p>There is a sequential amortisation of the Notes (Class A Notes before Class B Note) both according to the Pre-Enforcement Priority of Payments and the Post-Enforcement Priority of Payments.</p>
Yes	No	n. a.															
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>															
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
49	<p>Assurance is given, that the transaction is structured in a way that in an early amortisation event and after an enforcement or an acceleration notice has been delivered no amount will be trapped in the SSPE beyond what is necessary to ensure the operational functioning of the SSPE or the orderly repayment of investors in accordance with the contractual terms of the securitisation (unless exceptional circumstances require that amount is trapped in order to be used, in the best interests of investors, for expenses that will avoid the deterioration in the credit quality of the underlying exposures). All principal receipts from the underlying exposures will be passed to investors via sequential amortisation of the securitisation positions, as determined by the seniority of the securitisation position; repayment of the securitisation positions will not be reversed with regard to their seniority and no provisions will require automatic liquidation of the underlying exposures at market value.</p>	<table border="0"> <tr> <td><input checked="" type="checkbox"/></td> <td>Yes</td> </tr> <tr> <td><input type="checkbox"/></td> <td>No</td> </tr> <tr> <td><input type="checkbox"/></td> <td>n. a.</td> </tr> </table>	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	n. a.	<p>Article 21 (4.)</p>	<p>Page 83-85 Conditions 8.1 and 8.2, and 97 (clause 16.4 of the Trust Agreement) of the Prospectus.</p>	<p>After the occurrence of an Enforcement Event, the Trustee shall apply the Available Distribution Amount in accordance with the Post-Enforcement Priority of Payments. Principal receipts from the Receivables are passed to the investors via sequential amortisation of the Notes (Class A Notes before Class B Note) without reversal both according to the Pre-Enforcement Priority of Payments and the Post-Enforcement Priority of Payments.</p>						
<input checked="" type="checkbox"/>	Yes																
<input type="checkbox"/>	No																
<input type="checkbox"/>	n. a.																

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## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
50	Assurance is given that all key transaction parties (e.g. servicer, account bank, swap provider, etc.) and their tasks, contractual obligations and responsibilities are described in the Prospectus or the final document. If specific requirements are made with regard to the rating of the relevant transaction party, these must be presented in the Prospectus or the final document and the measures to be taken if the rating falls below the defined target value must be indicated.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion and Article 21 (7.)	Pages 10-11, 89-115, 153-166, 182 and of the Prospectus	With respect to page 182, please refer to the definition of Account Bank Required Rating. With respect to page 190, please refer to the definition of Eligible Swap Counterparty.  <input type="checkbox"/> continued on page 32
51	Assurance is given that the contractual obligations, duties and responsibilities of the servicer, trustee and all other ancillary service providers are clearly specified in the transaction documentation. In the case of an insolvency or default of the servicer or any other counterparty the documentation specifies the rights and procedures regarding the replacement of the servicer.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	Article 21 (7.)	Pages 89-115 of the Prospectus	With respect to the appointment of a Back-Up Servicer, please refer to pages 106-107 of the Prospectus.  <input type="checkbox"/> continued on page 32
52	Confirmation is given that at least one lead manager or arranger is involved in the transaction and that the lead manager or arranger is also named accordingly in the listing prospectus or the final document.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion	Page 2 of the Prospectus	<input type="checkbox"/> continued on page 32

## General quality criteria

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
53	Assurance is given that no significant changes will be made to the transaction structure in the period from the announcement to the closing of the transaction. The originator confirms that changes to the transaction structure will be reported to the TSI without undue delay.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> n. a.	TSI criterion		

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## Additional quality criteria for commercial leasing/hire purchase

No	Quality criterion	Criterion fulfilled	Reference to the Regulation	Prospectus / reference	Comments
<b>Definition of commercial leasing/hire purchase</b>					
CLHP 1	<p>The definition of commercial leasing and hire purchase is based on the conclusion of a leasing agreement between the lessee and the lessor, in which it is agreed that the lessee shall be given use of a movable commercial leasing item in return for payment of a fixed monthly sum (linear leasing instalments).</p> <p>In this connection, machines and plant, office and IT equipment and all kinds of commercially used motor vehicles are understood to be commercial leasing items.</p> <p>For the purposes of this declaration, lessees may only be natural and legal persons under private law or public law which conclude a legal transaction that can be attributed to them in their commercial or independent professional capacity. Consumers within the meaning of section 13 of the German Civil Code are consequently ruled out as lessees.</p> <p>Any residual value risk in the underlying leasing agreements</p> <ul style="list-style-type: none"> <li>- and associated market value risks are not monetarised</li> <li>or</li> <li>- are pledged to the issuer by the originator so that possible structural risks in the transaction (such as commingling or VAT risks) can be cushioned as credit enhancement/overcollateralisation.</li> </ul>	<p>Yes No n. a.</p> <p><input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p><input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/></p>		<p>Pages 186, 190-192, 197 and 200.</p>	<p>The residual values of the Leased Objects are not securitised but only the Receivables (cf. Eligibility Criteria on pages 190-192). Please also refer to the definitions of Issuer's Pro Rata Share (page 197), Recoveries (page 200) and Collections (page 186) which show that the Issuer has to remit the pro rata share of the residual value of the Leased Object to the Seller in case the Issuer realises the Leased Objects.</p>

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## Additional quality criteria for commercial leasing/hire purchase

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
<b>Definition of commercial leasing/hire purchase</b>							
CLHP 2	Assurance is given that, on the cut-off date, the leasing agreements in the portfolio to be securitised fulfil the following criteria:	Yes	No	n. a.			
	- Only standardised leasing agreements of the basic types of full amortisation, partial amortisation, terminable leasing agreements and hire purchase	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Pages 195,197 and 198	With respect to page 194, please refer to the definition of Full Payout Lease Agreement. With respect to page 195, please refer to the definition of Hire Purchase Agreement. With respect to page 197, please refer to the definition of Lease Agreements and Leased Objects. With respect to page 198, please refer to the definition of Non-Full Payout Lease Agreements.
	- Only fungible objects fulfil the criteria for inclusion in the portfolio to be securitised	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Page 192 limb (z) Page 197	
	- Only leasing agreements with monthly or quarterly leasing instalments denominated in euro	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Page 191 limb (r)	
	- Only leasing agreements for which at least one leasing instalment has already been paid	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Page 191 limb (p)	
	- The leasing agreements fulfil the requirements of economic accountability on the part of the lessor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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### Additional quality criteria for commercial leasing/hire purchase

No	Quality criterion	Criterion fulfilled			Reference to the Regulation	Prospectus / reference	Comments
<b>Definition of commercial leasing/hire purchase</b>							
CLHP 3	Assurance is given that, on the cut-off date, the portfolio to be securitised complies cumulatively with the following limits:	Yes	No	n. a.			
	- Economically independent lessees or hire purchaser form one borrower unit. Individual exposures based on the lessee or borrower unit in the asset pool are less than or equal to 1.5 % of the total portfolio volume; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- the asset pool comprises loans to at least 100 different lessees or borrower units; and	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
	- with regard to the object groups and sector affiliations and the lessee or borrower unit there are no systematic differences from the total portfolio.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

continued on page 32

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## Comments

The page number references of this declaration of undertaking are based on the provisional prospectus dated 06.06.2019 and we hereby confirm that in the final prospectus dated 15.07.2019 no material facts with regard to the declaration of undertaking have been changed.



### Provision of anonymised loan-level data

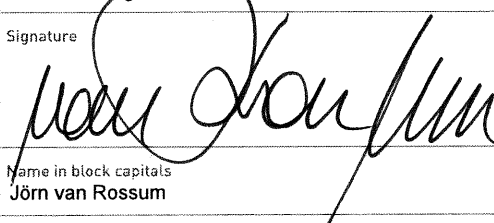
After considering data protection issues and bank secrecy, the certification applicant shall provide anonymised loan-level data over the entire term of the transaction.

Yes. The data will be provided in the form described below:

Yes, Loan level data will be provided via the CRA3 template on the European Data Warehouse on an ongoing basis and/or as required by the securitisation regulation via the ESMA template.

Place, Date  
Bad Homburg v.d. Höhe, 10.07.2019

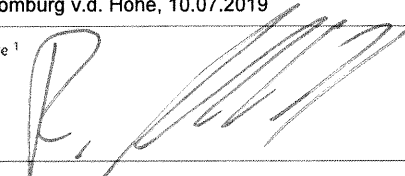
Signature



Name in block capitals  
Jörn van Rossum

Place, Date  
Bad Homburg v.d. Höhe, 10.07.2019

Signature <sup>1</sup>



Name in block capitals  
Rüdiger Moll

<sup>1</sup> Customary evidence must be provided of the signatory's representative entitlement, where appropriate by means of an attestation issued by the Originator's legal department.

*DM*