

# Preliminary LCR Assessment

In respect of the Transaction “**Noria DE 2024**”  
(BNP Paribas S.A. Niederlassung Deutschland)

8 July 2024



## **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 18-26 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 synthetic SME 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").

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

On 11 June 2024, SVI has been mandated by the Originator (BNP Paribas S.A. Niederlassung Deutschland) to verify compliance with the STS criteria pursuant to Article 28 of the Securitisation Regulation for the securitisation transaction "Noria DE 2024" (the "Transaction").

As part of our verification work, we have obtained, as part of our due diligence on the credit underwriting and credit monitoring in place at the Originator, the Due Diligence Presentation prepared by BNP Paribas S.A. Niederlassung Deutschland. In addition, we have discussed selected aspects of the Transaction with BNP Paribas and obtained additional information on the Transaction structure, the underwriting and servicing procedures of BNP Paribas S.A. Niederlassung Deutschland and the underlying Transaction documentation.

For the purposes of this Preliminary LCR Assessment, we have reviewed the following (draft) documents and other information related to the Transaction:

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

### Verification Methodology

The fulfilment of each verification point in this Preliminary LCR 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 22 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 LCR Assessment and disclaims any responsibility for monitoring the Issuer's continuing compliance with these requirements or any other aspect of the issuer's activities or operations. In particular, SVI has relied on statements made in the offering circular or other legal documentation of the Transaction and based its analysis on information provided directly or indirectly by the Originator or Sponsor of the Transaction. Investors should therefore not evaluate their investment in securitisation positions based on this LCR Assessment.

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

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 to SVI or in any of the documents are true, not misleading and complete.

## LIST OF ABBREVIATIONS/DEFINITIONS

Note: For any other term used in this Preliminary LCR Assessment in capital spelling, please refer to the defined terms in the Section “GLOSSARY OF TERMS” in the Prospectus.

BaFin	Bundesanstalt für Finanzdienstleistungsaufsicht (German Federal Financial Supervisory Authority)
BNP Paribas	BNP Paribas S.A.
BNP Paribas, German Branch	BNP Paribas S.A. Niederlassung Deutschland, a branch of BNP Paribas S.A.
Closing Date	[ ] July 2024
Due Diligence Presentation	Due Diligence Presentation dated December 2023
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
EIOPA	European Insurance an Occupational Pensions Authority
ESAs	European supervisory authorities (EBA, EIOPA and ESMA)
ESMA	European Securities and Markets Authority
Final Verification Report	Final Verification Report prepared by SVI in respect of the Transaction
Issuer	Noria DE 2024
MRSPA	Master Receivables Sale and Purchase Agreement
Originator	BNP Paribas S.A. Niederlassung Deutschland
Prospectus	Draft Prospectus dated 26 June 2024
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	BNP Paribas S.A. Niederlassung Deutschland
Servicer	BNP Paribas S.A. Niederlassung Deutschland
SSPE	Securitisation Special Purpose Entity or Issuer



STS Requirements	The requirements for simple, transparent and standardised securitisation in respect of a non-ABCP transaction as set out in Articles 19 to 22 of the Securitisation Regulation
Transaction	The securitisation of Consumer Loan Receivables involving Noria DE 2024 as Issuer

#	Criterion Article 13, Paragraph 1 of the LCR	LCR Assessment
1	Qualification of the securitisation position as <b>STS securitisation and fulfilment of additional criteria</b>	<p><u>Verification Method</u>: Legal / Regulatory</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 20 – 22 of the Securitisation Regulation in respect of non-ABCP securitisations, see Section "EU/UK SECURITISATION REGULATION COMPLIANCE", Subsection "STS statement" of the Prospectus. Please also refer to the Preliminary Verification Report prepared by SVI in respect of the Transaction.</p> <p>The additional criteria laid down in paragraph 2 and paragraphs 10 to 13 of Article 13 of the LCR are met, please refer below to #2-8.</p>
#	Criterion Article 13, Paragraph 2 (a) of the LCR	LCR Assessment
2	<b>Credit Rating</b> of the securitisation position	<p><u>Verification Method</u>: Legal / Due Diligence</p> <p>The Class A Notes to be issued by the Issuer are expected to be rated AAA(sf) by Fitch and Aaa(sf) by Moody's, see Page 1 of the Prospectus. Fitch and Moody's have the status of a nominated ECAI. Hence, the Securitisation Position will be assigned a credit assessment of credit quality step 1 (AAA or equivalent) by a nominated ECAI in accordance with Article 264 of Regulation (EU) No 575/2013.</p>

#	Criterion Article 13, Paragraph 2 (b) of the LCR	LCR Assessment
3	<b>Most senior tranche of the securitisation</b>	<p><u>Verification Method</u>: Legal</p> <p>The Securitisation Position is the most senior tranche issued by the Issuer under the Transaction and possesses the highest level of seniority at all times during the ongoing life of the Transaction, see Section "SOURCES OF FUNDS TO PAY THE NOTES, CASHFLOWS, CALCULATIONS, DISTRIBUTIONS AND PRIORITY OF PAYMENTS", Subsection "Priority of Payments" of the Prospectus.</p> <p>The Class A Notes represent the most senior tranche given that, following the occurrence of an Accelerated Redemption Event, the Class A Notes are not subordinated to other tranches (in particular the Class B Notes, Class C Notes, Class D Notes, Class E Notes, Class F Notes and Class G Notes) of the Transaction in respect of receiving principal and interest payments, see the Priority of Payments during the Accelerated Redemption Period following the fulfilment of the Accelerated Redemption Event (please refer to Section "SOURCES OF FUNDS TO PAY THE NOTES, CASHFLOWS, CALCULATIONS, DISTRIBUTIONS AND PRIORITY OF PAYMENTS", Subsection "Priority of Payments during the Accelerated Redemption Period" of the Prospectus).</p>
#	Criterion Article 13, Paragraph 2 (g) of the LCR	LCR Assessment
4	<b>Homogeneity requirements</b>	<p><u>Verification Method</u>: Legal / Data</p> <p>The Securitisation Position is backed by a pool of homogeneous underlying exposures, which all belong to only one subcategory, namely 'loans and credit facilities to individuals resident in a Member State (Germany) for personal, family or household consumption purposes', please refer to Article 13, paragraph 2 (g) (v) of the LCR.</p>
#	Criterion Article 13, Paragraph 10 of the LCR	LCR Assessment
5	<b>Securitisation position not held by the credit institution or group company that originated the underlying exposures</b>	<p><u>Verification Method</u>: Legal / Due Diligence</p> <p>The underlying exposures have been originated by BNP Paribas, German Branch, acting as Originator. For the purpose of compliance with this requirement it is assumed that the credit institution holding the Securitisation Position in its liquidity buffer is not the Originator, any of its subsidiaries, its parent undertaking, a subsidiary of its parent undertaking or any other undertaking closely linked with the Originator.</p>



#	Criterion Article 13, Paragraph 11 of the LCR	LCR Assessment
6	Requirement regarding <b>Tranche Size</b>	<p><u>Verification Method</u>: Legal</p> <p>The Nominal Amount of the Class A Notes amounts to EUR [●] million, hence the issue size of the tranche amount [will be] at least EUR 100 million (or the equivalent amount in domestic currency). [BNP Paribas confirmed that the issue size of the tranche amount will be at least EUR 100 million.]</p>
#	Criterion Article 13, Paragraph 12 of the LCR	LCR Assessment
7	Requirements regarding <b>Weighted Average Life</b> of the securitisation position	<p><u>Verification Method</u>: Legal / Data</p> <p>Under all Prepayment Rate assumptions for the Transaction (0% to 25%), the remaining weighted average life of the Class A Notes is in each case less than 5 years, see Section "ESTIMATED WEIGHTED AVERAGE LIFE OF THE NOTES AND ASSUMPTIONS" of the Prospectus.</p>
#	Criterion Article 13, Paragraph 13 of the LCR	LCR Assessment
8	Requirements regarding the <b>Originator</b>	<p><u>Verification Method</u>: Legal / Due Diligence</p> <p>BNP Paribas S.A. Niederlassung Deutschland is the German branch of BNP Paribas S.A., which is licensed as an établissement de crédit (<i>credit institution</i>) by the ACPR under the French Monetary and Financial Code and which has been notified by the ACPR to the BaFin under section 53b of the German Banking Act (<i>Kreditwesengesetz</i>) and is admitted conducting banking activities under the German Banking Act.</p> <p>Furthermore, BNP Paribas S.A. Niederlassung Deutschland is a credit institution ("Kreditinstitut") according to §1 German Banking Act (as defined in Article 4(3) of Regulation (EU) No 575/2013).</p>

#	Criterion Article 37 of the LCR	LCR Assessment
9	<b>Transitional provisions for RMBS</b>	<p data-bbox="667 403 949 432"><u>Verification Method</u>: Legal</p> <p data-bbox="667 456 2007 513">The securitised exposures consist exclusively of Consumer Loan Receivables, hence the exceptions for residential mortgages regarding loan-to-value or loan-to-income requirements do not apply.</p>



As a result of the verifications documented above, we confirm to **BNP Paribas S.A. Niederlassung Deutschland** that the requirements pursuant to 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, have been fulfilled for the transaction "**Noria DE 2024**".

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