

Presale:

# Driver UK Multi-Compartment S.A., Compartment Driver UK nine

August 29, 2024

## Preliminary ratings

Class	Preliminary rating*	Amount (mil. £)	Overcollateralization and subordination (%)	Cash reserve (%)	Available credit enhancement (%)§	Interest (%)	Legal final maturity
A	AAA (sf)	TBD	28.24	1.19	29.43	Daily compounded SONIA + margin	April 25, 2032
B	A+ (sf)	TBD	17.94	1.19	19.13	Daily compounded SONIA + margin	April 25, 2032
Subordinated loan	NR	TBD	N/A	N/A	N/A	TBD	April 25, 2032

\*This presale report is based on information as of Aug. 29, 2024. The ratings shown are preliminary. Subsequent information may result in the assignment of final ratings that differ from the preliminary ratings. Accordingly, the preliminary ratings should not be construed as evidence of final ratings. This report does not constitute a recommendation to buy, hold, or sell securities. \*Our preliminary ratings on the class A, and B notes address timely payment of interest and payment of principal no later than the legal final maturity date. §Available credit enhancement comprises overcollateralization, subordination and the initial cash reserve expressed as a percentage of the class A and B notes closing balance. NR--Not rated. N/A--Not applicable. TBD--To be determined.

## Transaction Summary

- S&P Global Ratings today assigned its preliminary 'AAA (sf)' credit rating to Driver UK Multi-Compartment S.A., Compartment Driver nine's (Driver UK nine) class A notes and its preliminary 'A+ (sf)' credit rating to the class B notes. At closing, Driver UK nine will also be granted an unrated subordinated loan.
- The issuer will use the proceeds of the notes, and a subordinated loan, to purchase a portfolio of auto loans originated by Volkswagen Financial Services (U.K.) Ltd. (VWFS UK), and to fund the cash collateral account and interest compensation ledger.
- The underlying collateral comprises loans representing either hire purchase (HP), personal contract purchase (PCP), or lease purchase (LP) agreements in the U.K. All receivables are

### PRIMARY CREDIT ANALYST

**Arnaud Checconi**  
London  
+ 44 20 7176 3410  
ChecconiA  
@spglobal.com

### RESEARCH CONTRIBUTOR

**Kayur Chheda**  
CRISIL Global Analytical Center, an  
S&P affiliate, Mumbai

**Presale: Driver UK Multi-Compartment S.A., Compartment Driver UK nine**

sterling-denominated, and all borrowers are U.K. residents.

- At closing, Driver UK nine will purchase the underlying collateral pool at a discount rate, which is 7.5% for the preliminary pool.
- The transaction is expected to revolve for six months from the expected closing date, until the payment date in April 2025. During this period, Driver UK nine can purchase further eligible receivables if no early amortization event occurs. New receivables will be purchased at a 3.454% purchase price discount.
- Collections will be distributed monthly according to a combined waterfall. During the amortization period, principal will be paid sequentially until target overcollateralization levels are achieved, post which the transaction switches to pro rata amortization, until breach of a credit enhancement increase condition (CEIC) trigger.
- Subordination, overcollateralization, and a cash collateral reserve provide credit enhancement.
- Commingling risk is fully mitigated through an advance mechanism upon the downgrade of a servicer below a certain rating level. The transaction is exposed to potential employee setoff risk, which we have considered in our analysis.
- Since the rated notes pay daily compounded Sterling Overnight Index Average (SONIA) rate plus a margin subject to a floor of zero, while the assets are purchased at a fixed discount rate, the rated notes benefit from an interest rate swap that fully mitigates any interest rate risk in the transaction.
- The preliminary ratings are not constrained by counterparty, operational, or sovereign risk. We consider the issuer to be bankruptcy remote. We expect to assign final credit ratings on the closing date, subject to a satisfactory review of the transaction documents, pool audit report, and legal opinion.

## The Credit Story

<b>Strengths</b>	<b>Concerns and mitigating factors</b>
VWFS UK is fully owned by VW Finance Europe B.V., which is fully owned by Volkswagen Financial Services AG. It is currently the Volkswagen group's second-largest retail financing subsidiary, after its German parent company.	During the six-month revolving period, the pool's credit quality may shift and the transaction's performance may deteriorate as a result of the substitution of amortizing assets. However, the transaction has a few structural mitigants, such as a cap on used personal contract plan agreement loan vehicles (which cannot comprise more than 55%) and certain performance triggers (see "Credit enhancement increase conditions"), which would stop the replenishment period if the transaction's performance were to deteriorate substantially. Furthermore, our base-case loss assumptions consider deteriorating credit quality due to changes in the portfolio's composition.
The pool is granular and well diversified geographically. As of the pool cutoff date, the largest and top 20 borrowers are 0.06% and 0.80%, respectively.	The transaction's payment structure is not fully sequential. Once certain target overcollateralization levels have been reached (and if they are maintained), the issuer pays principal pro rata on the class A and class B notes. We have factored this into our cash flow analysis.

**Strengths**

**Concerns and mitigating factors**

Under certain conditions related to deteriorating asset performance, the transaction switches from pro rata back to sequential amortization.

Balloon loans (PCP loans) do not fully amortize in regular installments, and therefore have a single large payment at the contract's end. If borrowers elect to return their financed vehicles instead of making the final balloon payments at contract maturity, the transaction would be exposed to residual value risk (if the returned vehicles' sale proceeds are lower than the balloon amount) and to borrower payment shock. Additionally, during the revolving period the exposure to balloon loans might increase as no replenishment condition exists to mitigate the exposure. The available credit enhancement is sufficient to mitigate the risk of back-loaded losses, and the potential losses on larger contract exposures at the end of the transaction's life. Moreover, we have applied additional stresses to address market value risk, the risk that the asset's value is lower than anticipated at the end of the contract term for balloon loans.

The structure benefits from an amortizing cash reserve, which the issuer will fully fund at closing through the purchase price discount. The cash reserve serves primarily as liquidity support to mitigate any cash shortfalls in the items of the combined waterfall up to payment of interest on the class A and class B notes. Ultimately, it is available to repay the notes at the end of the transaction's life.

Unlike most other European auto ABS transactions (but consistent with all other VW auto ABS transactions rated by us in EMEA), the structure does not have any excess spread. At closing, Driver UK nine will purchase the underlying collateral pool at a discount rate, which is 7.5% for the preliminary pool. Cash shortfalls could arise from prepayments, because, when borrowers prepay, they only repay the loan's nominal value. To mitigate this loss, the transaction features an interest compensation reserve, which is available to compensate the issuer for interest shortfalls it suffers as a result of early prepayments. To mitigate this risk, the structure includes a mechanism to draw on the interest compensation reserve to fund this difference. Further, if the CEIC trigger breaches, the entire balance of the interest compensation ledger become part of the issuer's available funds to be distributed as per the payment priority.

The issuer is exposed to potential gross losses from voluntary termination, as permitted by the U.K. Consumer Credit Act. Therefore, the transaction is exposed to residual value risk if the returned vehicle's sale proceeds are lower than the outstanding receivables balance at the time the borrowers elect to exercise their right of voluntary termination. We have considered this when sizing the voluntary termination gross loss base-case assumptions.

The cash reserve amortizes, subject to a floor (minimum level). This reduces protection for the noteholders as the transaction nears maturity. An early amortization event, in relation to the cash reserve, will be triggered if the specified general cash collateral account is below the required level for two consecutive payment dates.

We have incorporated an amortizing cash reserve in our cash flow analysis to account for its effect on the available credit enhancement, as well as liquidity coverage. The cash reserve is sized at 1.45% of the class A and class B notes balance.

The transaction is exposed to commingling and setoff risk if the originator becomes insolvent. A specific advance mechanism fully mitigates commingling risk. In our cash flow analysis, we stressed for the unmitigated potential setoff exposure.

**Collateral Description**

As of the cutoff date, based on the preliminary pool, the collateral pool backing the instruments comprised 23,268 loans to private and commercial obligors totaling about £500 million. All receivables are sterling-denominated, and all borrowers are U.K. residents. The overall quality of data provided is in line with our standards. The discount rate for the pool was 7.5%.

The loans represent either HP, PCP, or LP agreements. The HP agreements are fixed-rate, fully amortizing loan contracts, repayable in equal installments over the loan term. The PCP and LP agreements are also fixed-rate, fully amortizing finance contracts repayable in a series of equal installments followed by a larger final balloon installment.

**Presale: Driver UK Multi-Compartment S.A., Compartment Driver UK nine**

In the case of PCP loans, at contract maturity, when payment of the balloon installment is optional, the borrower can choose between: (i) retaining the vehicle and making the balloon payment; or (ii) returning the vehicle to the lender, thereby discharging all liability--the issuer is therefore directly exposed to market value risk. In the case of LP loans, at contract maturity, any borrower default on the final balloon installment exposes the issuer to indirect market value risk. HP loans do not have exposure to either balloon payments or market value risk.

Table 1

**Collateral key features\***

Pool characteristics	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK
	Multi-Compartment S.A., Compartment Driver UK nine	Multi-Compartment S.A., Compartment Driver UK eight	Multi-Compartment S.A., Compartment Private Driver UK 2018-1	Multi-Compartment S.A., Compartment Driver UK six	Master Compartment 7	Master Compartment 6	Master Compartment 2	Master Compartment 3
Pool cutoff date	June 30, 2024	Feb. 29, 2024	Nov. 30, 2017	Aug. 31, 2017	Oct. 31, 2023	Feb. 28, 2023	Oct. 31, 2022	Aug. 31, 2022
Closing date	Oct. 25, 2024	March 25, 2024	March 26, 2018	Sept. 25, 2017	Nov. 27, 2023	March 27, 2023	Nov. 25, 2022	Sept. 27, 2022
Aggregate discounted principal balance outstanding (£)	500,009,011.81	625,007,501.50	1,250,011,203.3	450,001,234.6	5,155,199,103	1,107,304,422	6,644,976,782	609,920,643
Discount rate (%)	7.5154	7.2293	4.2390	4.2390	8.6	8.00	8.25	6.3718
Average remaining discounted loan principal balance (£)	21,489.13	20,811.38	18,918.64	18,395.18	18,524	18,483	15,924	24,055
Weighted-average life (months)	30	30	30	30	27	24	23	20
Weighted-average original term (months)	47.30	47.36	46.17	45.88	48.0	47.7	48.0	45.8
Weighted-average remaining term (months)	38.80	37.86	41.38	40.99	34.2	30.0	30.3	24.7
Weighted-average seasoning (months)	8.59	9.58	4.74	4.84	13.8	17.8	17.7	21.1
Payment by direct debit (%)	99.90	99.85	99.89	99.84	99.91	99.94	99.85	99.79
Top 3 geographic concentration (%)	South East & London (23.61); Scotland (14.92); North West (12.69)	South East & London (24.31); Scotland (15.27); North West (12.08)	South East(21.15); North West (11.93); West Midlands(9.57)	South East(22.36); North West (12.25); West Midlands(10.02)	South East & London (24.61); Scotland (13.76); North West (12.19)	South East & London (26.88); North West (11.39); Scotland (10.82)	South East & London (27.0); North West (12.4); Scotland (11.4)	South East & London (28.2); Northern Ireland (20.9); North West (7.9)
<b>Vehicle type (%)</b>								
New cars	50.65	50.11	71.31	69.85	54.27	69.97	59.24	52.4
Used cars	49.35	49.89	28.69	30.15	45.73	30.03	40.76	47.6
<b>Loan type (%)</b>								
Share of PCP	92.86	92.48	93.67	93.38	92.0	94.3	91.9	80.9

Presale: Driver UK Multi-Compartment S.A., Compartment Driver UK nine

Table 1

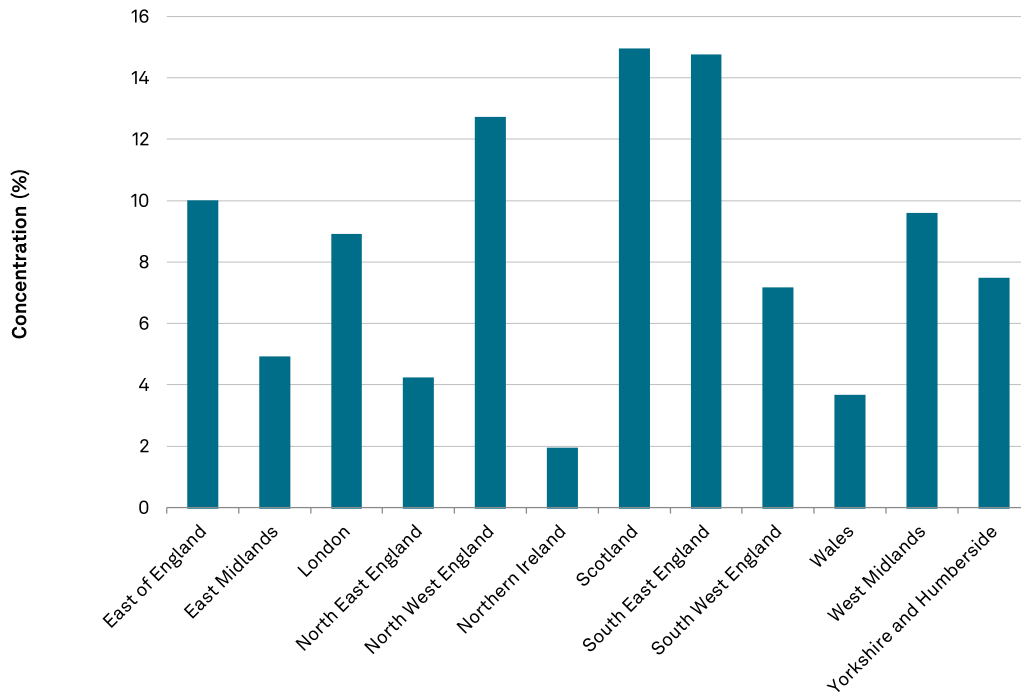
Collateral key features\* (cont.)

Pool characteristics	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK	Driver UK
	Multi-Compartment S.A., Compartment Driver UK nine	Multi-Compartment S.A., Compartment Driver UK eight	Multi-Compartment S.A., Compartment Private Driver UK 2018-1	Multi-Compartment S.A., Compartment Driver UK six	Driver UK Master Compartment 7	Driver UK Master Compartment 6	Driver UK Master Compartment 2	Driver UK Master Compartment 3	
Share of HP	6.73	7.04	6.33	6.62	7.6	4.5	8.1	4.1	
Share of LP	0.41	0.48	N/A	N/A	0.3	1.2	-	15.0	
Balloon/residual value component	N/A	N/A	47.57	47.20	N/A	N/A	N/A	69.9	
<b>Engine type (%)</b>									
Gasoline	74.04	71.6	55.23	52.80	72.0	68.5	68.8	71.4	
Diesel	14.97	17.41	44.77	47.20	18.8	19.7	24.7	27.5	
BEV	7.00	7.61	N/A	N/A	6.3	7.7	4.5	0.8	
Hybrid	3.98	3.38	N/A	N/A	2.9	4.1	2.0	0.3	
<b>Borrower type (%)</b>									
Private obligor	99.2	99.1	97.06	97.02	99.3	98.6	95.7	84.3	
Commercial obligor	0.8	0.9	2.94	2.98	0.7	1.4	4.3	15.7	
<b>Brand (%)</b>									
Audi	35.41	36.78	51.23	49.94	38.4	36.0	44.2	8.8	
Volkswagen	30.22	29.89	31.35	31.60	31.3	30.5	34.9	23.9	
Skoda	9.91	9.29	9.11	9.54	9.6	9.2	10.6	2.5	
Seat	4.81	4.38	5.57	5.52	5.0	5.2	6.5	1.5	
Porsche	8.8	8.26	-	-	6.9	15.1	0.6	61.8	
Other	10.85	11.4	2.74	3.41	5.7	4.0	3.1	1.5	
<b>Borrower concentration (%)</b>									
Largest borrower	0.06	0.06	0.02	0.05	0.01	0.03	0.05	0.06	
Top 20 borrowers	0.8	0.71	0.35	0.76	0.11	0.34	0.15	0.69	

\*Calculations are according to S&P Global Ratings' methodology and based on the outstanding discounted principal balance. LTV--Loan-to-value. PCP--Personal contract purchase. HP--Hire purchase. LP--Lease purchase. N/A--Not applicable.

Chart 1

### Geographic distribution

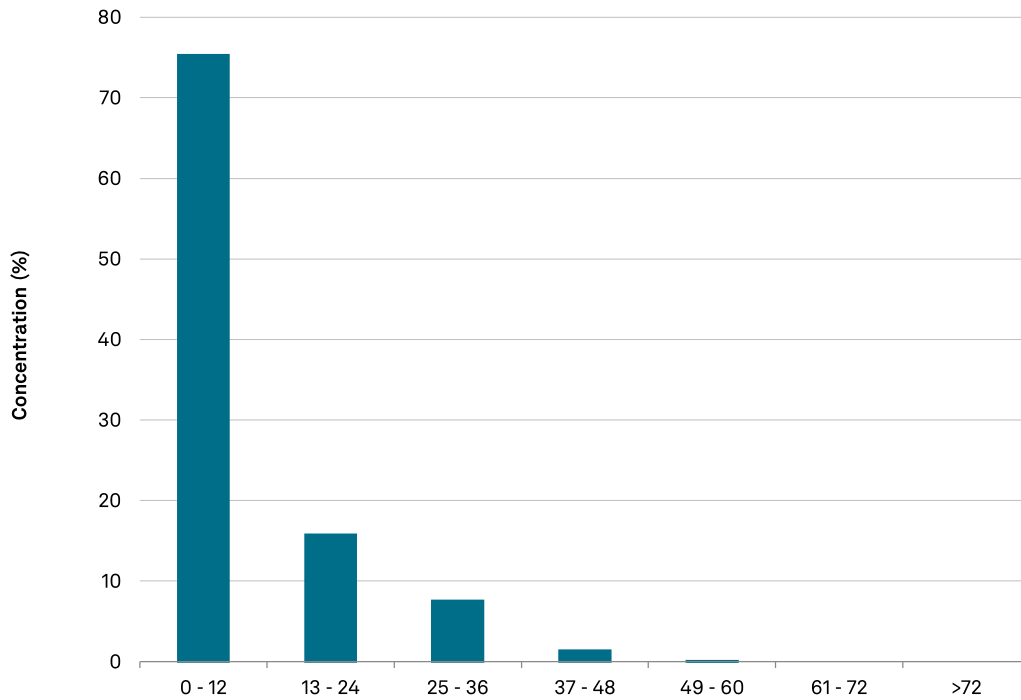


Source: S&P Global Ratings.

Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

Chart 2

### Seasoning distribution



Source: S&P Global Ratings.  
Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

### Eligibility criteria and concentration limits

The transaction documents set out certain eligibility criteria for the receivables and client accounts, some of which are highlighted below:

- The obligor is a resident of/has a registered office in England, Wales, Scotland, or Northern Ireland.
- The obligor is not insolvent or credit-impaired.
- The receivable is denominated and payable in sterling and not overdue.
- At least one installment has already been paid and all the payments need to be made within 72 months of originating the receivable, including any final balloon payment.
- The relevant financing contracts constitute legal valid, binding, and enforceable agreements with full recourse to the obligor.
- No obligor is an affiliate of the seller and no obligor maintains deposits on accounts with VWFS.

VWFS UK is the legal and beneficial owner of the receivables and they were originated during the normal course of VWFS UK's activities and comply with the Consumer Credit Act.

During the six-month revolving period, new purchases must comply with the eligibility criteria as well as the replenishment criteria limits. We have used these to size the worst-case pool composition at the start of the amortization period.

Table 2

### **Preliminary pool compared with replenishment criteria limits**

<b>Collateral characteristics</b>	<b>Preliminary pool</b>	<b>Limit</b>
Maximum share of non-VW group branded vehicles (%)	7.37	10
Maximum share of PCP used contracts (%)	43.23	55
Maximum share of used vehicles (%)	49.35	60

## **Originator And Servicer**

VWFS UK is fully owned by VW Finance Europe B.V., which is fully owned by Volkswagen Financial Services AG. VWFS UK is currently the second largest finance subsidiary within the Volkswagen Group AG (VW Group) after the German parent company. VWFS UK provides financial services to support all the VW Group automotive brands (e.g., Volkswagen, Audi, Bentley, SEAT, Skoda, and Porsche). The originator cooperates closely with approximately 800 VW Group dealerships.

## **Underwriting policy**

VWFS UK checks the customer's credit profile prior to it accepting an application. During the application process, it utilizes an automated scoring system. Following this stage of the underwriting process, it then assesses information from the credit reference agencies and assesses the customer profile data.

## **Servicing policy**

We have considered VWFS UK's ability to service the portfolio under our operational risk criteria and we are satisfied in its ability to perform its functions in the transaction. The transaction has no back-up servicer. We rely on the general availability of servicing in the U.K. to mitigate the risk of servicing disruption and have applied a stressed servicing fee in our cash flow analysis, in line with market standards. Consequently, our operational risk criteria do not constrain the maximum potential rating assignable to the transaction.

## **Credit Analysis And Assumptions**

Our analysis includes an assessment of the credit risk inherent in the transaction under various stress scenarios. We based our credit analysis on our global auto ABS criteria. We received historical quarterly performance data from September 2002 to March 2024.

## **Macroeconomic and sector outlook**

The information in this section reflects our most recent published economic forecasts. The current U.K. macroeconomic outlook remains uncertain and has recently been subject to significant changes within short timeframes. In addition to the increased overall cost of living, monetary



policy remains fluid against a backdrop of a weak macroeconomic environment. The ratings assigned reflect this market uncertainty and our overall analysis considers the implications of a further deterioration in credit conditions.

Table 3

**Economic factors**

	Actual		Forecast		
	2023	2024	2025	2026	2027
Real GDP (y/y growth, %)	0.1	0.6	1.2	1.7	1.7
Unemployment rate (annual average, %)	4	4.4	4.6	4.4	4.4
CPI inflation (%)	7.3	2.8	2.4	2.1	2

CPI--Consumer Price Index. Source: S&P Global Ratings.

**Defaults**

Charts 6-17 in the Appendix show gross losses after loans were classified by the servicer as hostile terminations (HTs) or voluntary terminations (VTs) for each of the 12 subpools.

We set our gross loss base-case assumptions for a total of 12 subpools split between loan type (HP, PCP, or LP), vehicle type (new or used), and gross loss type (HT or VT). When sizing our base-case gross loss assumptions we considered our latest U.K. economic outlook and the outstanding Driver U.K. transactions' performance.

We analyzed both HT and VT gross loss types separately. Losses incurred through VT are borne through the obligor's option, arising under the U.K. Consumer Credit Act, to hand the car back once the obligor has paid 50% of the total cost of credit. The risk of VT generally arises when obligors are in negative equity.

In our view, the pool's performance is comparable to our March 25, 2024, assessment of the preceding transaction, DRIVER UK Multi-Compartment S.A., Compartment Driver UK eight. As such, we left our gross loss base-case assumptions unchanged.

We set our gross loss multiples considering the originator's experience and the quality of the data provided. We assigned the same gross loss multiple for HT receivables of 4.5x at the 'AAA' rating level and 3.0x at the 'A+' rating level as in Driver UK eight. Similarly, we maintained the same multiple for voluntarily terminated receivables to 2.1x at the 'AAA' rating level and 1.73x at the 'A+' rating level as in the preceding transaction. Table 5 summarizes our credit assumptions.

We stressed PCP residual value risk as an additional loss to the figures in table 5.

**Recoveries and recovery timings**

Recoveries combine vehicle sale proceeds and ancillary payments (invoices, guarantees, etc.) received from the borrowers. The originator provided monthly static cumulative recoveries data from October 2002 to March 2024. In a similar manner to gross losses, we assigned base-case recoveries to 12 subpools split between loan, vehicle, and gross loss type as shown in table 4.

Under our global auto ABS criteria, we establish a recovery rate base-case assumption and increasingly stressful recovery rate haircuts at higher ratings (tiered recoveries). We also establish recovery rate assumptions (base-case recovery rate and recovery rate haircuts) based primarily on

**Presale: Driver UK Multi-Compartment S.A., Compartment Driver UK nine**

our analysis of historical recovery rates for the issuer and the market, the volatility of past performance, as well as credit, operational, or other factors that might affect the timing, amount, and sustainability of recovery rates. We apply haircuts to the base-case recoveries to derive stressed recovery rates at each rating. Typical haircuts applied to our base-case assumption at the 'AAA' rating range from 15% to 50%. We apply the same stressed recovery assumptions for both HTs and VTs.

In assigning a recovery rate base-case assumption of 60% and a 'AAA' haircut of 32.5%, we considered the observed historical performance, overall recovery process, collateral features such as loan-to-value ratios, concentration of luxury and electric vehicles, etc. This is consistent with the recovery rate we assumed during our March 2024 analysis of the DRIVER UK Multi-Compartment S.A., Compartment Driver UK eight. For HTs, we assume that recovery proceeds are available to the transaction 12 months after the borrowers default. For VTs, we assume no recovery delay, which is unchanged from predecessor transactions.

**Worst-case pool composition**

To incorporate the risk of portfolio deterioration through adverse replenishment during the revolving period, we have constructed a worst-case pool based on the portfolio concentration limits dictated by the eligibility criteria, and calculated the weighted-average gross loss base case for the total pool based on this, rather than on the final pool composition. In the absence of any limit on the concentration of PCP loans in the portfolio, we consider on a worst-case basis a complete migration of the pool to PCP loans.

Table 4

**Cumulative gross loss and recovery assumptions (%)**

Segment	Closing pool (%)	Worst-case pool	Base-case gross losses		Base-case recovery assumption
			Hostile terminations	Voluntary terminations	
New vehicle PCP contracts	49.63	45	1.3	4.25	60.0
Used vehicle PCP contracts	43.23	55	2.4	3.25	60.0
New vehicle HP contracts	0.81	0	1.3	1	60.0
Used vehicle HP contracts	5.93	0	1.9	1.7	60.0
New vehicle LP contracts	0.21	0	3.6	4	60.0
Used vehicle LP contracts	0.2	0	4.5	5	60.0
Total	100	100	1.91	3.7	60.0

PCP--Personal contract purchase. HP--Hire purchase. LP--Lease purchase

Table 5

**Credit assumptions summary**

Rating level	Cumulative hostile termination		Stressed cumulative hostile terminations	Cumulative voluntary termination		Stressed cumulative voluntary terminations	Recovery rate base-case	Recovery rate haircut	Stressed recovery rate	Stressed cumulative net losses
	base-case (%)	Stress multiple	(%)	base case (%)	Stress multiple	(%)	(%)	(%)	(%)	(%)
AAA	1.91	4.5	8.57	3.7	2.1	7.77	60	32.5	40.5	9.72
AA	1.91	3.5	6.67	3.7	1.85	6.85	60	31.0	41.4	7.92
A+	1.91	3.0	5.72	3.7	1.73	6.4	60	28.7	42.8	6.93
BBB	1.91	1.75	3.33	3.7	1.35	5.0	60	21.3	47.2	4.40
BB	1.91	1.5	2.86	3.7	1.19	4.4	60	16.3	50.2	3.61

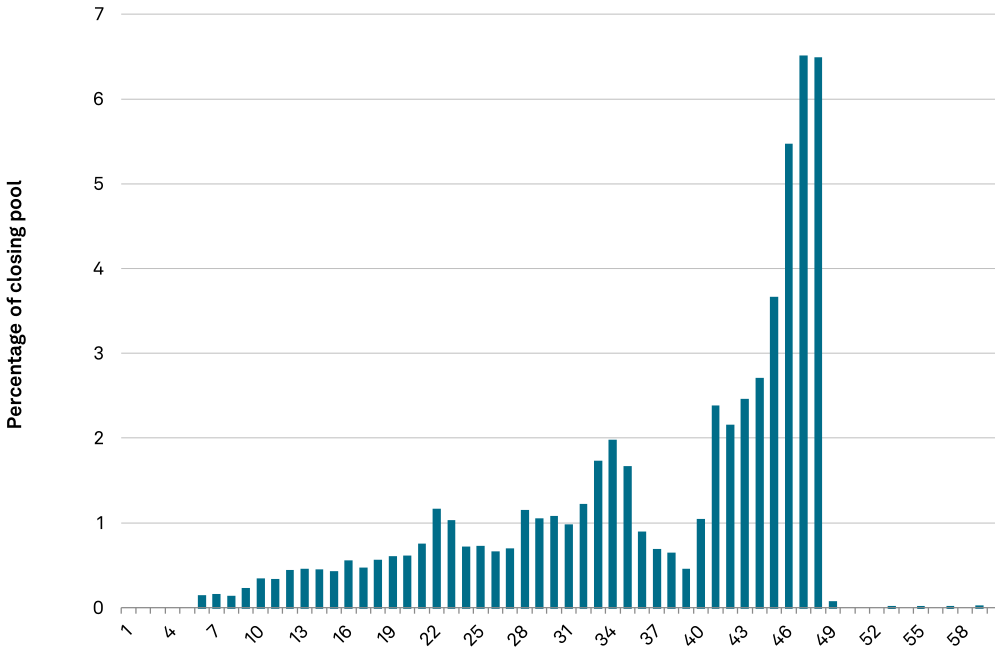
**Residual value analysis**

In addition to the HT and VT losses applied as outlined in table 5 above, we applied separate residual value losses to the balloon installments of the PCP loans that remain after considering prepayments and the other losses. If VWFS UK does not meet its obligation under the redelivery repurchase agreement, the transaction would be fully exposed to residual value risk.

We assumed a base residual value haircut of 34% in our 'AAA' rating scenario and adjusted it for excess concentrations loans with residual values maturing in each period and for electric vehicles along with lack of concentration limits on electric and luxury vehicles. We also incorporated necessary adjustments to reflect our assessment of the country characteristics and the originator residual value setting policy. We assumed a return rate of 90% in our 'AAA' rating scenario. Accordingly, we determined our 'AAA' residual value losses at 35%.

Chart 3

**Securitized portfolio**  
Contract balloon maturity profile



Source: S&P Global Ratings.  
Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

Table 6

**Residual value loss assumptions**

Rating level	Turn-in rate (%)	Stressed residual value loss (%)
AAA	90	35
AA	85	25.3
A+	82.5	22.5
BBB	75	14.6
BB	65	8.9

**Balloon risk**

Balloon contracts may introduce additional obligor default risk to the transaction, if we assume that obligors expect to be able to finance the final balloon payment through the sale of the vehicle at contract maturity. In a stressed economic environment, such obligors may default on the balloon payment because the market value of the vehicle could have declined to below the amount needed to pay the final balloon payment. If an obligor defaults on the balloon payment, Driver UK nine will incur an additional loss equal to the difference between the balloon installment and the

**Presale: Driver UK Multi-Compartment S.A., Compartment Driver UK nine**

vehicle's sale proceeds.

For lease purchase contracts, we have set our balloon loan gross loss assumption at a 'AAA' level at 7.5%, based on the vehicle type diversification, VW's balloon setting policy, and the overall size and concentration of maturing balloon payments.

Table 7

**Peer comparison**

Rating level	Driver UK Multi-Compartment S.A., Compartment Driver UK nine	Driver UK Multi-Compartment S.A., Compartment Driver UK eight	Driver UK Multi-Compartment S.A., Compartment Private Driver UK 2018-1	Driver UK Multi-Compartment S.A., Compartment Driver UK six	Driver UK Master Compartment 7	Driver UK Master Compartment 6	Driver UK Master Compartment 2	Driver UK Master Compartment 3
Weighted-average base case (%)	1.91	1.91	1.85	1.67	1.91	1.91	1.85	1.85
Gross loss multiple ('AAA')	4.50	4.50	4.50	4.50	4.60	4.60	4.50	4.60
Weighted-average voluntary termination base case (%)	3.70	3.70	4.50	4.17	3.70	3.70	3.75	3.75
Voluntary termination multiple ('AAA')	2.1	2.1	2.0	2.0	2.2	2.2	2.0	2.20
Stressed combined cumulative gross loss (%)	16.34	16.34	17.3	15.85	16.90	16.90	15.83	16.76
Recovery rate base case (%)	60.00	60.00	38.4	37.91	60.00	60.00	60.00	56.00
Stressed recovery rate ('AAA') (%)	40.50	40.50	38.4	37.91	40.50	40.50	40.50	37.80
Stressed combined cumulative net loss (%)	9.7	9.7	10.8	9.9	10.06	10.06	9.42	10.42
Residual value loss ('AAA') (%)	35.0	35.2	37.4	35.7	35.2	35.1	35.1	38.7
Balloon loss ('AAA') (%)	7.5	7.5	-	-	7.5	7.5	7.5	7.5

**No title over the vehicles**

The issuer does not have any rights over the vehicles itself, but only in connection with the sale proceeds of the assets. Accordingly, if the seller becomes insolvent, the issuer relies on any insolvency official taking appropriate steps to sell the assets. Because the sale proceeds have been assigned to the issuer, the insolvency official does not have any financial incentive to take such steps as it does not benefit the bankruptcy estate's creditors.

This risk is mitigated by the inclusion, at a senior level in the priority of payments, of an insolvency administrator's incentive fee.

In our analysis, to account for this risk, we considered that 5.0% of recovery proceeds would have to be paid to the insolvency administrator. We consider this level is sufficient to incentivize the insolvency official.

## **Environmental, Social, And Governance**

Our rating analysis considers a transaction's potential exposure to environmental, social, and governance (ESG) credit factors. For auto loan ABS, we view the exposure to environmental credit factors as above average, social credit factors as average, and governance credit factors as below average (see "ESG Industry Report Card: Auto Asset-Backed Securities," published on March 31, 2021). On this basis, we have applied similar assessments for this transaction.

In our view, the transaction's exposure to environmental credit factors is above average, to social factors is average and to governance credit factors is below average, in line with the sector benchmarks.

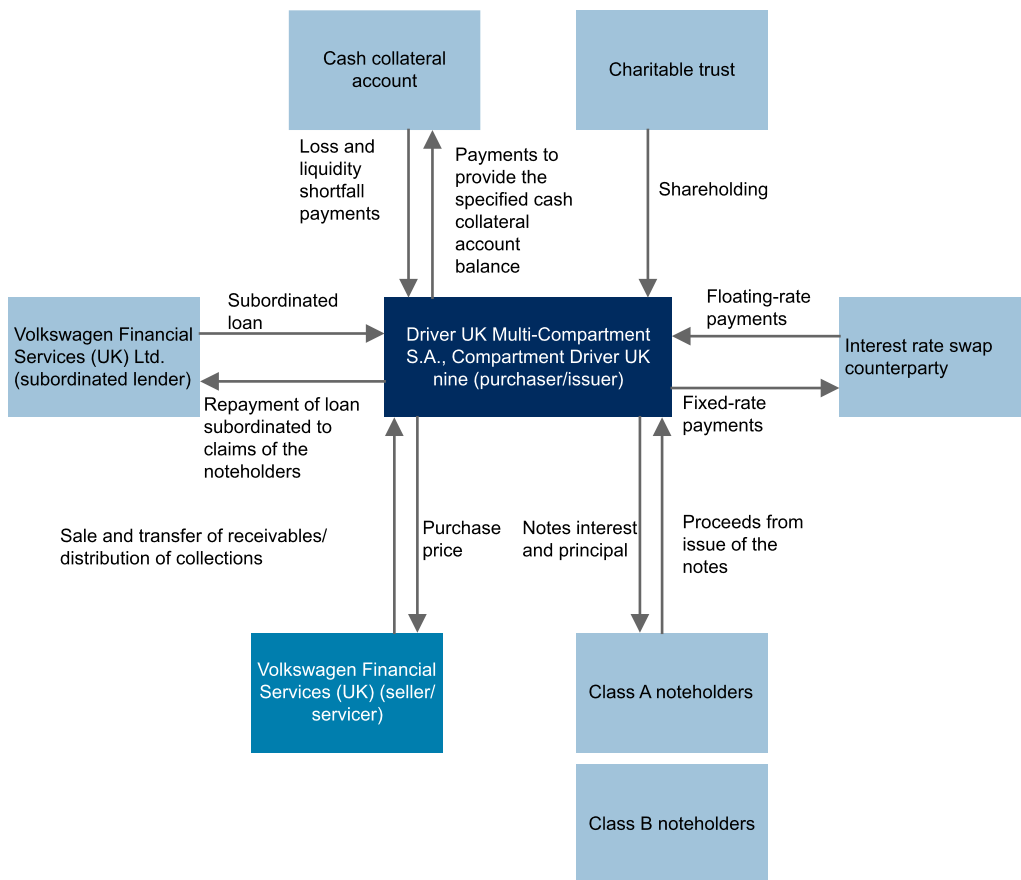
## **Transaction Structure**

At closing, the issuer will purchase a pool of auto loan receivables (see chart 4). The loan receivables are discounted at a fixed rate of interest (expected to be 7.5% at closing), so the interest available to the issuer is reduced, leaving no excess spread in the transaction. Therefore, the discount rate is equal to the sum of:

- The weighted-average fixed rate due to the swap counterparty under the terms of the swaps on the class A and class notes;
- The fixed interest rate on the subordinated loan;
- The amount due to the interest compensation rate; and
- Administrative expenses and a servicing fee.

Chart 4

**Transaction structure**



Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

The issuer is a Luxembourg special-purpose entity (SPE), which we assume to be bankruptcy remote under our legal criteria. We expect to receive final transaction's legal opinions confirming that the sale of the assets would survive the seller's insolvency.

**Cash Flow Mechanics**

The transaction features a combined interest and principal waterfall. Interest on the class A and class B notes is payable monthly in accordance with the interest waterfall.

The class A and B notes and subordinated loan are denominated in British pounds sterling. The class A and class B notes pay interest at a floating rate, while the subordinated loan pays a fixed interest rate. The legal final maturity date is in April 2032.

If the security trustee delivers an enforcement notice to the issuer following an event of default, all funds from the enforced security are distributed according to post-enforcement priority of payments. We reviewed the issuer events of defaults and concluded they are remote in our ratings scenarios. As a result, our analysis solely focuses on the pre-enforcement payment priority.

## Early amortization events

The transaction will revolve for six months ending in April 2025, if none of the early amortization events listed below occur, or a credit enhancement increase condition comes into effect. The key asset performance triggers listed below guard against significant credit performance deterioration of the receivables and provide some comfort as to the performance of the transaction during the revolving period:

- Servicer replacement event.
- On two consecutive payment dates, the balance in the issuer accumulation account exceeds 15% of the non-defaulted asset balance.
- On any payment date that falls after three consecutive payment dates following the initial issue date, the class A notes' actual overcollateralization percentage, under the transaction documents, is lower than 28%.
- The seller fails to perform its obligations under the receivables purchase agreement.
- The issuer fails to enter into a replacement swap agreement within 30 calendar days following swap termination or if the swap counterparty fails to post collateral within 10 business days.
- VWFS UK is no longer an affiliate of Volkswagen Financial Services AG, or any of its successors.
- A foreclosure event occurs.
- A CEIC is in effect.
- The cash reserve falls below its required amount for two consecutive payment dates.

## Credit enhancement increase conditions

- For three consecutive payment dates, the dynamic net loss ratio exceeds: (i) 0.30%, if the weighted-average seasoning is less than 12 months (inclusive); (ii) 0.75%, if the weighted-average seasoning is between 12 (exclusive) and 22 months (inclusive); (iii) 2%, if the weighted-average seasoning is between 22 months (exclusive) and 34 months (inclusive); or (iv) if the weighted-average seasoning is greater than 34 months, the condition does not apply.
- The cumulative net loss ratio exceeds: (i) 0.8%, during the first five months (inclusive) from the closing date; (ii) 1.8% between the sixth (inclusive) and 11th (inclusive) months from closing; or (iii) 4% after the 12th month from closing.
- If the late delinquency ratio exceeds 1.30% on any payment date on or before October 2025.

Considering that the transaction could continue to revolve for an additional two payment dates, from the time when the cash reserve falls below the required level, we have assessed the potential impact of a cash reserve below the required level, at the start of amortization in our cash flow analysis. We also observed a reduction in the overall liquidity coverage from the cash reserve due to an overall rise in costs and embedded this consideration in our overall assessment.

## Priority of payments

The class A and B notes pay interest on a designated date each month, at a rate of SONIA plus a margin. The first interest payment date (IPD) is on Nov. 25, 2024.



On each monthly IPD, the issuer applies to the priority of payments any asset collections, net swap receipts, and amounts from the cash reserve over the previous month, in the order outlined in table 8.

Table 8

**Priority of payments (simplified)**

1	Taxes.
2	Payments to the trustee.
3	Servicer fees.
4	Senior fees, including payments to the corporate services provider, and data protection trustee.
5	Payments to the swap counterparty (except termination payments if the swap counterparty is the defaulting party or downgraded below threshold).
6	Interest on the class A notes.
7	Interest on the class B notes.
8	Top-up cash reserve up to required level.
9	Class A notes' principal up to the principal payment amount (sequential or pro rata).
10	Class B notes' principal up to the principal payment amount (sequential or pro rata).
11	Payments to the swap counterparty not paid above.
12	Interest and principal on the subordinated loan.
13	All remaining amounts back to VWFS UK through a final success fee.

During the revolving period, once the target overcollateralization levels for the class A and B notes are reached, the issuer uses the excess proceeds to pay the subordinated loan.

During the amortization period, the issuer redeems the notes sequentially until they reach the target overcollateralization levels. After that, the transaction switches to pro rata amortization from sequential. Moreover, the transaction switches back to sequential amortization if a CEIC trigger occurs.

**Overcollateralization**

Table 9 describes the initial overcollateralization levels and target overcollateralization levels, both during and after amortization, and after a trigger breach. A target overcollateralization level of 100% implies a permanent switch to sequential amortization from pro rata, which could happen any time after a CEIC trigger occurs. The overcollateralization levels for the class A and class B notes will be set at closing.

Table 9

**Overcollateralization levels**

	Expected overcollateralization at closing (%)	Documented floor overcollateralization (%)	Target overcollateralization levels (%)		
			Revolving period	Amortization period	Breach of a credit enhancement increase event
Class A	28.24	28	31.10	33.10	100

Table 9

**Overcollateralization levels (cont.)**

	Expected overcollateralization at closing (%)	Documented floor overcollateralization (%)	Target overcollateralization levels (%)		
			Revolving period	Amortization period	Breach of a credit enhancement increase event
Class B	18.72	N/A	20.30	22.30	100

N/A--Not applicable.

**Cash reserve**

The issuer will deposit 1.45% of the class A and B notes' nominal amount as a general cash reserve at closing. Amounts deposited in the general cash reserve account are available to mitigate any liquidity shortfalls in the payment of senior costs and expenses, and interest on the class A and B notes. On the scheduled maturity date, the issuer can also use the cash reserve to redeem the class A and B notes. The cash reserve amortizes at the greater of: (i) 1.45% of the nominal amount of the class A and B notes, and (ii) the lesser of (a) 1.0% of the initial nominal amount of class A and B notes and (b) the class A and B notes' outstanding amount.

An early amortization event will be triggered if the balance of the reserve is below the required level for two consecutive payment dates.

If no CEIC trigger is breached, any amounts released from the reserve are paid directly to the subordinated loan.

**Purchase at the discounted cash flow valuation**

The SPE purchases the assets at a discounted cash flow valuation. Due to this revaluation, cash shortfalls could arise from prepayments, because when borrowers prepay, they only repay the loan's nominal value.

In this case, the SPE suffers a loss, which is the difference between the nominal value and the outstanding discounted balance. The earlier the loan prepays, the higher the prepayment loss.

As the issuer will purchase the receivables at a discounted cash flow value, prepayments typically result in a prepayment loss for the SPE, as the prepayments are at a nominal value. To mitigate this loss, the transaction has an interest compensation reserve.

At closing, this ledger in relation to this reserve will be funded at £4 million. Thereafter, each month, the reserve works by taking the product of the interest compensation rate (currently 0.9%) divided by 12, and the future discounted receivables balance, from the collections. The issuer then uses this amount to credit an interest compensation ledger up to a maximum limit. When a prepayment loss is recorded, then an amount equal to that loss (subject to the balance available in the interest compensation ledger) is released from the ledger into the priority of payments. If prepayment losses exceed what is available in the interest compensation reserve, then a debit is recorded in the ledger, which is to be cleared on subsequent payment dates.

If the interest compensation reserve is at target and the prepayment loss in any period is less than

the 0.9% multiplied by the future discounted receivables balance, the excess up to this 0.9% can cover any buffer top-up shortfall. The buffer top-up shortfall is the excess of the following over the discount rate:

- The weighted-average fixed rate due to the swap counterparty under the terms of the swaps on the class A and class B notes;
- The fixed interest rate due under the subordinated loan;
- The amount due to the interest compensation rate; and
- Administrative expenses and a servicing fee.

At closing, the transaction will not have any buffer top-up shortfall. After compensating for prepayment losses, the interest compensation ledger being at target level, and compensating the buffer top-up shortfall, provided no CEIC trigger has breached, the seller directly receives any remaining excess. On any payment date, if the CEIC trigger has breached, the balance in the interest compensation ledger will become fully available as part of the issuer available funds.

## **Hedging**

To hedge the interest rate mismatch between the fixed-rate interest on the collateral and the floating-rate interest on the class A and the class B notes, the issuer will enter into separate interest rate swap agreements for class A and class B notes. The issuer will pay a fixed interest rate and receives daily compounded SONIA under the swap agreement plus spread. We anticipate that the swap agreements at closing will likely be in line with our current counterparty criteria.

The notional for each swap agreement will be equal to the relevant class of notes' outstanding principal balance.

## **Mitigation Of Seller Risks**

### **Commingling risk**

VWFS UK as the servicer receives borrower collections. These collections are not heavily concentrated on any specific monthly day and most collections are received via direct debit.

VWFS UK does not provide a declaration of trust for the issuer or security trustee's benefit connected with these collections sitting in the servicer collection bank account.

Collections from the purchased receivables will be deposited in the servicer collection account. The servicer will transfer received collections into the SPE's transaction account bank opened with an eligible bank in the issuer's name. Collections will be swept monthly.

An advance mechanism will be applied to address the commingling risk if:

- Our short-term rating on the parent of Volkswagen Finance Overseas B.V. falls below 'A-2';
- Our long-term rating on the parent of Volkswagen Finance Overseas B.V. falls below 'BBB+' if there is no short-term rating; or
- We consider that the servicer is no longer deemed eligible.

If the conditions above are not met, the servicer advances collections expected for the following

two weeks, two weeks in advance.

Therefore, the issuer always receives two weeks of expected collections in advance. Twice a month, the servicer nets collections advanced in the previous two weeks against the collections that it has received for the relevant two-week period. We consider that the updated mechanism fully mitigates commingling risk.

## Setoff risk

VWFS UK is not a deposit taking institution, so there is no deposit setoff risk in the transaction. However, there is setoff risk from borrowers who are also the seller's employees and we have sized for this potential loss when running our cash flow stresses.

## Cash Flow Analysis

In our cash flow modeling, we did not consider the revolving period, and so we analyzed the transaction's cash flows only during the amortization stage.

Table 10

### Cash flow assumptions

Recession start	Closing
Length of recession	WAL (30 months)
Cumulative gross loss (HT and VT)	Evenly distributed over weighted average life and back loaded; VT start in month 11
Recovery lag (months)	HT: 12 months; VT: immediate
Delinquency	Two-thirds of credit losses recovered six months later
Initial WAC (%)	7.515 (same as discount rate)
Relative WAC compression (%)	N/A
Servicing fee (%)	1.03
Fixed fees (£)	100,000
Other fees (insolvency administrator incentive fee, %)	5.0 (as a % of recovery proceeds); subject to 1% cap of initial pool balance §
Prepayments (high/low) (%)	30/0.5
Interest rates	Stressed interest rate curves
Commingling stress (%)	N/A
Setoff loss (%)	0.10

§Calculations are according to S&P Global Ratings' methodology. WAL--Weighted-average life. WAC--Weighted-average coupon. HT--Hostile termination. VT--Voluntary termination.

Currently, our analysis calculates the losses from prepayments due to asset price revaluations at 0.

We assumed asset yield to be equal to the discount rate set out in the transaction documents and have not sized any further coupon compression. The model incorporates the payment structure including the sequential/pro rata amortization feature of the notes and the cash reserve's amortizing nature.

We tested the notes' ability to pay timely interest and ultimate principal on the class A and class B notes under the above stress assumption in our cash flow model. Based on the assumptions discussed above, the low prepayment scenarios have proved more stressful, mostly because they lead to higher residual value losses on the PCP balloon payments.

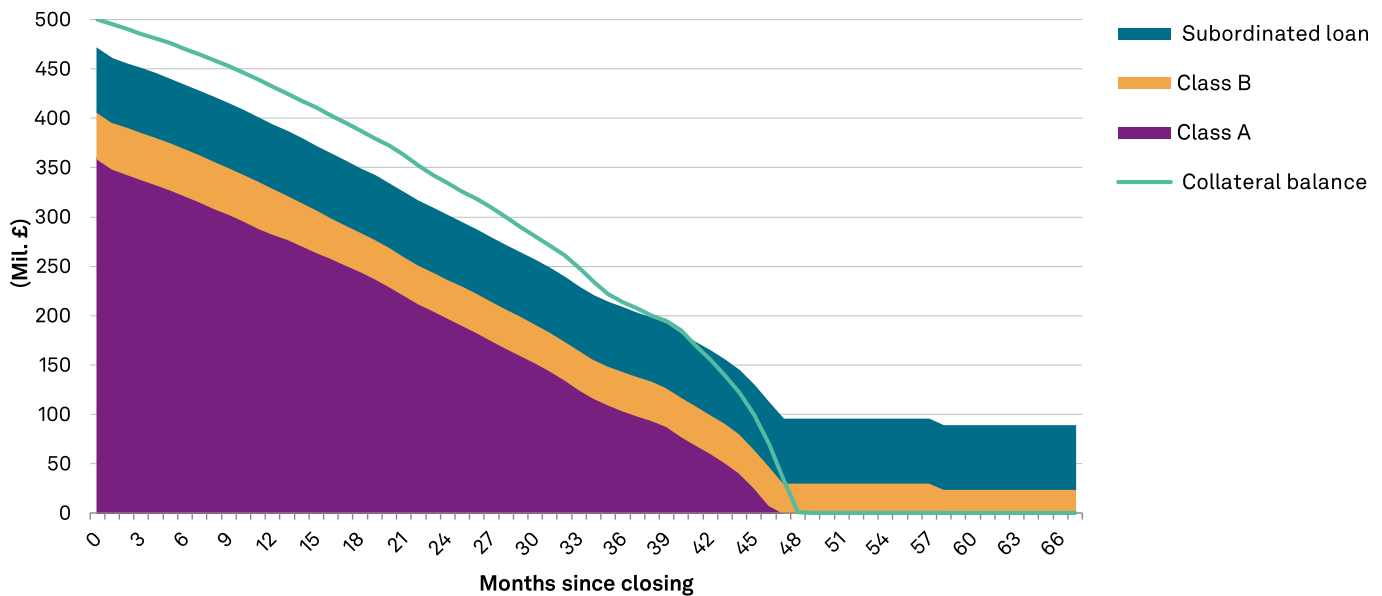
Our preliminary ratings address the availability of funds for the full payment of interest and principal, and the timeliness of these payments in accordance with the terms of the rated securities.

Chart 5 shows the collateral and the note amortization profile under our most stressful scenario.

Chart 5

### Collateral and note balances (End of period)

In the 'AAA' most stressful scenario



Source: S&P Global Ratings.

Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

Our analysis indicates the available credit enhancement for the class A notes is sufficient to withstand the credit and cash flow stresses we apply at the 'AAA' rating level. Our cash flow analysis indicates the available credit enhancement for the class B notes is commensurate with higher ratings than that currently assigned. However, we have assigned an 'A+ (sf)' preliminary rating on the class B notes on account of the transaction's sensitivity to backloaded defaults in our scenario runs.

### Counterparty Risk

We have analyzed counterparty risk by applying our counterparty criteria (see "Counterparty Risk Framework Methodology And Assumptions," published on June 25, 2013). We expect the

replacement mechanisms in the transaction documents to mitigate these risks in line with our current counterparty criteria. We anticipate that the swap agreements at closing will likely be in line with our counterparty criteria.

Table 11

### Supporting ratings

Institution/role	Rating	Collateral Framework	Replacement trigger	Collateral posting trigger
Citibank N.A., London Branch as transaction bank account provider*	ICR: A+/Stable/A-1	N/A	A/A-1	N/A
TBD, as interest rate swap counterparty	RCR: TBD			

\*Based on the rating on the parent company, Citibank N.A., in line with our bank-branch criteria (see "Related Criteria". ICR--Issuer credit rating. RCR--Resolution counterparty rating. N/A--Not applicable. TBD--To be determined.

### Sovereign Risk

Under our structured finance sovereign risk criteria, the maximum differential between the rating on the security and the rating on the sovereign depends on the asset sensitivity to country risk and the sovereign rating. We view the asset sensitivity to country risk as low, and our long-term unsolicited sovereign credit rating on the U.K. is 'AA'. Consequently, our sovereign risk criteria do not cap our preliminary ratings on the rated notes.

### Sensitivity Analysis

As part of our analysis we also conducted additional sensitivity analysis to assess the effect of, all else being equal, an increased gross default base case for HT and VT, residual value loss and a haircut to the recovery rate base case. For this purpose, we ran eight sensitivity runs by either increasing stressed defaults and/or reducing expected recoveries along with higher residual value losses, as below.

Table 12

### Scenario Stresses

Gross HT and VT default rate base case (%)	Recovery rate base case and residual value loss (%)		
	0.0	Recovery rate: -10.0; market value decline +5.0	Recovery rate: -30.0; market value decline: +15.0
0.0	Base case	Scenario 3	Scenario 4
10.0	Scenario 1	Scenario 5	Scenario 7
30.0	Scenario 2	Scenario 6	Scenario 8

Table 13

### Scenarios

Class	Base case	1	2	3	4	5	6	7	8
Gross default rate HT (%)	1.91	2.10	2.48	1.91	1.91	2.10	2.48	2.10	2.48
Gross default rate VT (%)	3.70	4.07	4.81	3.70	3.70	4.07	4.81	4.07	4.81

Table 13

**Scenarios (cont.)**

Class	Base case	1	2	3	4	5	6	7	8
Recovery rate (%)	60.00	60.00	60.00	54.00	42.00	54.00	54.00	42.00	42.00
'AAA' residual value loss (%)	35.00	35.00	35.00	36.80	39.3	36.8	36.8	39.3	39.3
Class A notes	AAA	AAA	AAA	AAA	AA+	AAA	AA+	AA+	AA
Class B notes	A+	A+	A	A+	A	A	A	A	A-
Subordinated loan	NR	NR	NR	NR	NR	NR	NR	NR	NR

NR--Not rated.

**Monitoring And Surveillance**

We assess quarterly the underlying portfolio's performance, including defaults and delinquencies.

Additionally, we also assess annually:

- The supporting ratings;
- The servicer's operations and its ability to maintain minimum servicing standards; and
- Whether the then-available credit enhancement for the senior notes is sufficient to withstand losses that are commensurate with the current ratings assigned.

**Appendix**

**Participants**

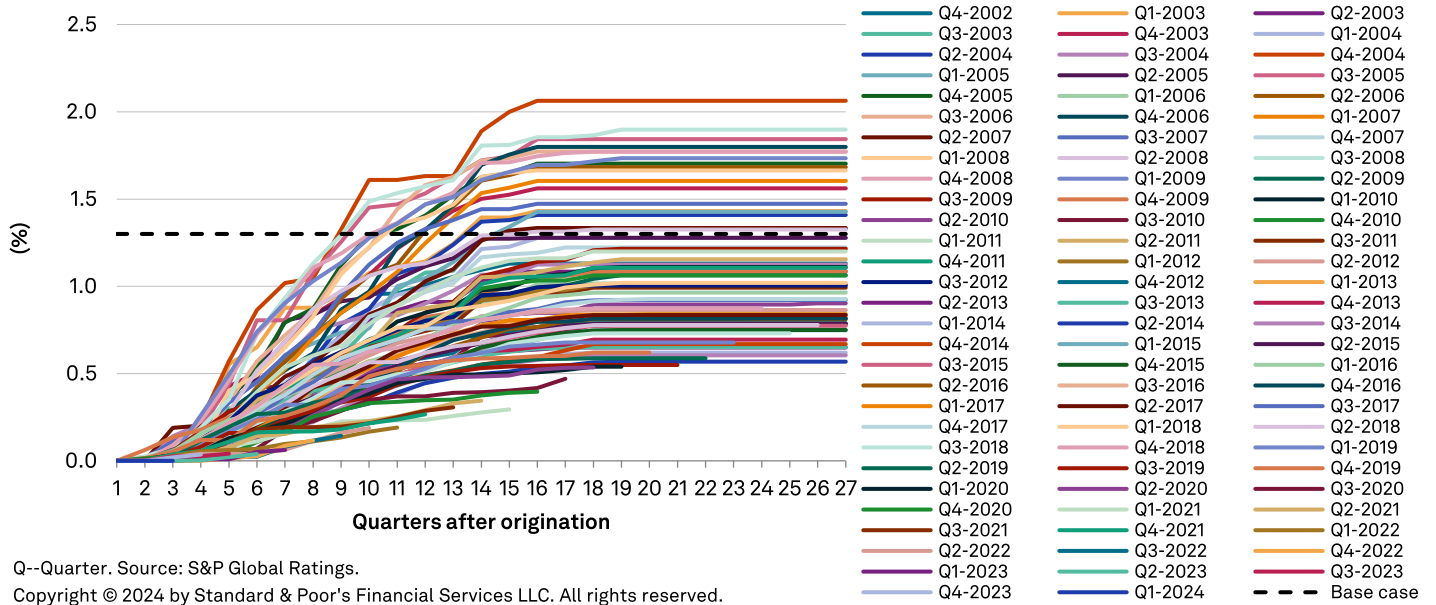
**Transaction participants**

Originator, seller, and servicer	Volkswagen Financial Services (UK) Ltd.
Arranger and lead manager	Merrill Lynch International
Security trustee	Intertrust Trustees GmbH
Corporate services provider	Circumference FS Services (Luxembourg) S.A.
Cash administrator	Citibank N.A., London branch
Principal paying agent, calculation agent, interest determination agent, and custodian	Citibank N.A., London branch
Subordinated lender	Volkswagen Financial Services (UK) Ltd.
Data protection trustee	Data Custody Agent Services B.V.

**Gross loss curves**

Chart 6

Cumulative gross loss: PCP new HT



Q--Quarter. Source: S&P Global Ratings.  
 Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.



Chart 7

Cumulative gross loss: PCP used HT

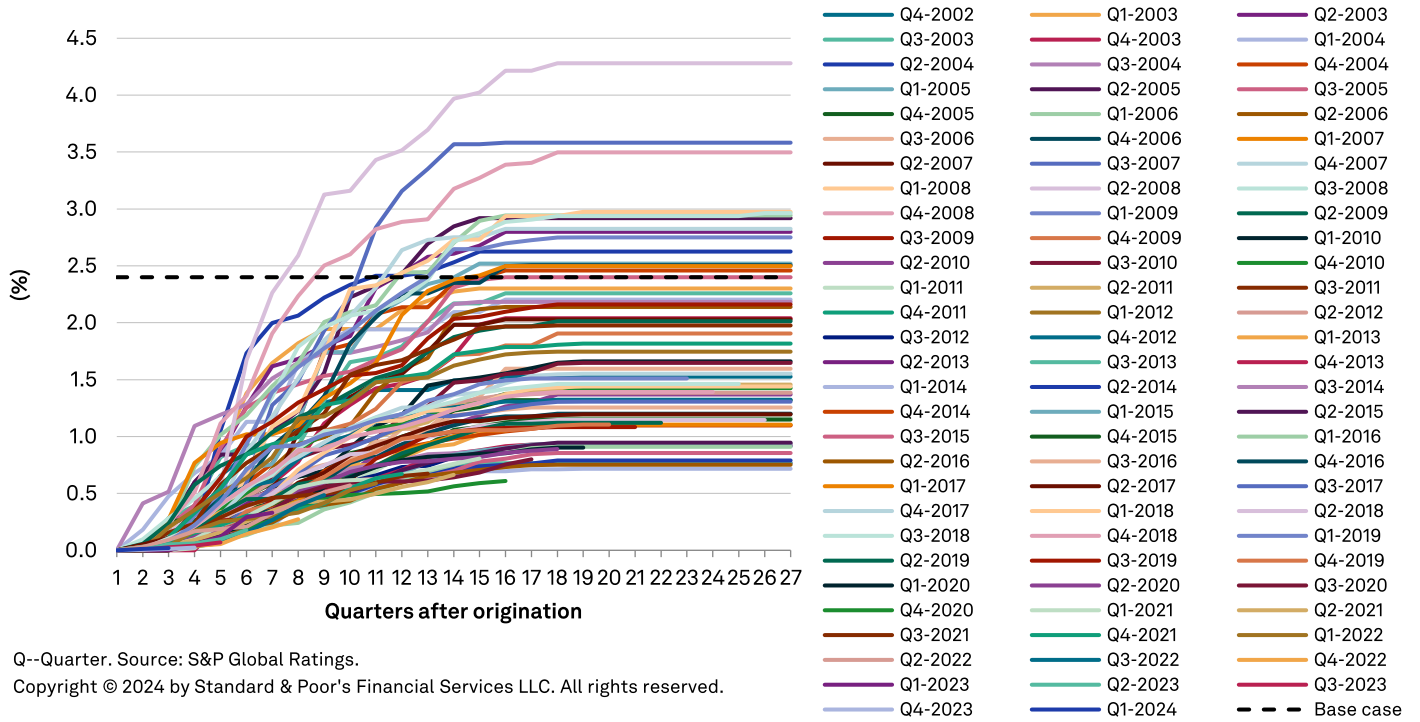
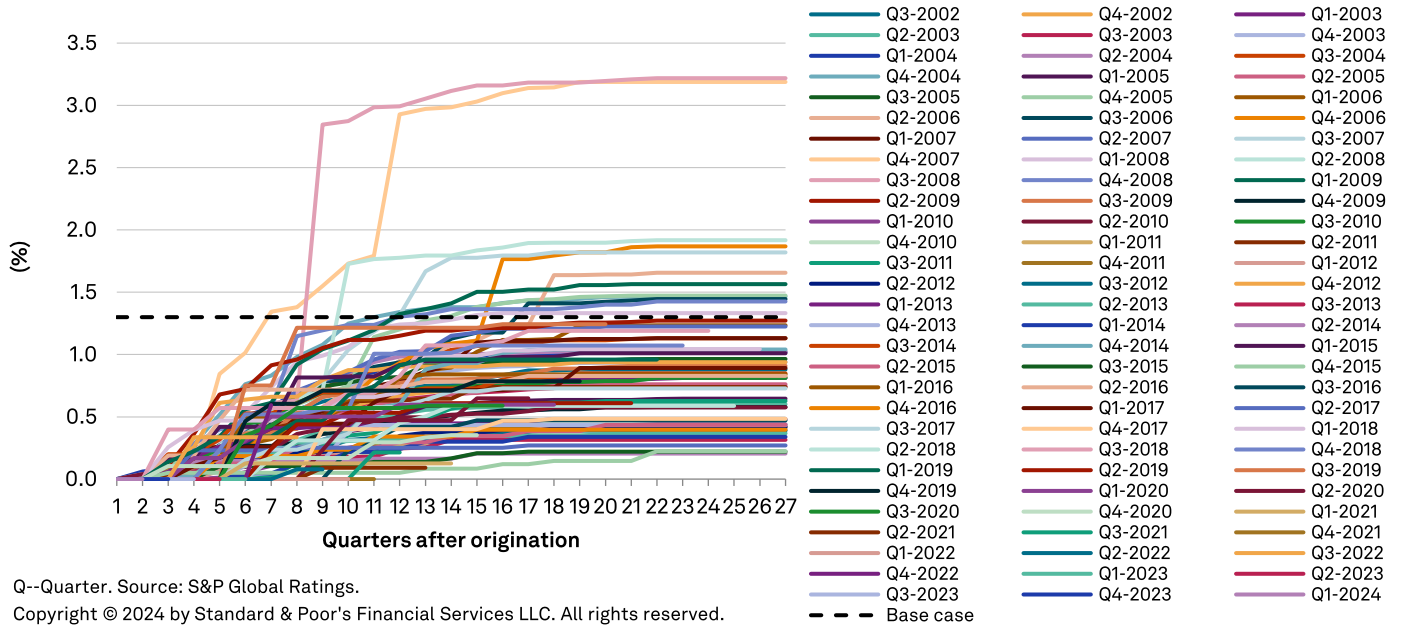


Chart 8

Cumulative gross loss: HP new HT



Q--Quarter. Source: S&P Global Ratings.  
 Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

Chart 9

Cumulative gross loss: HP used HT

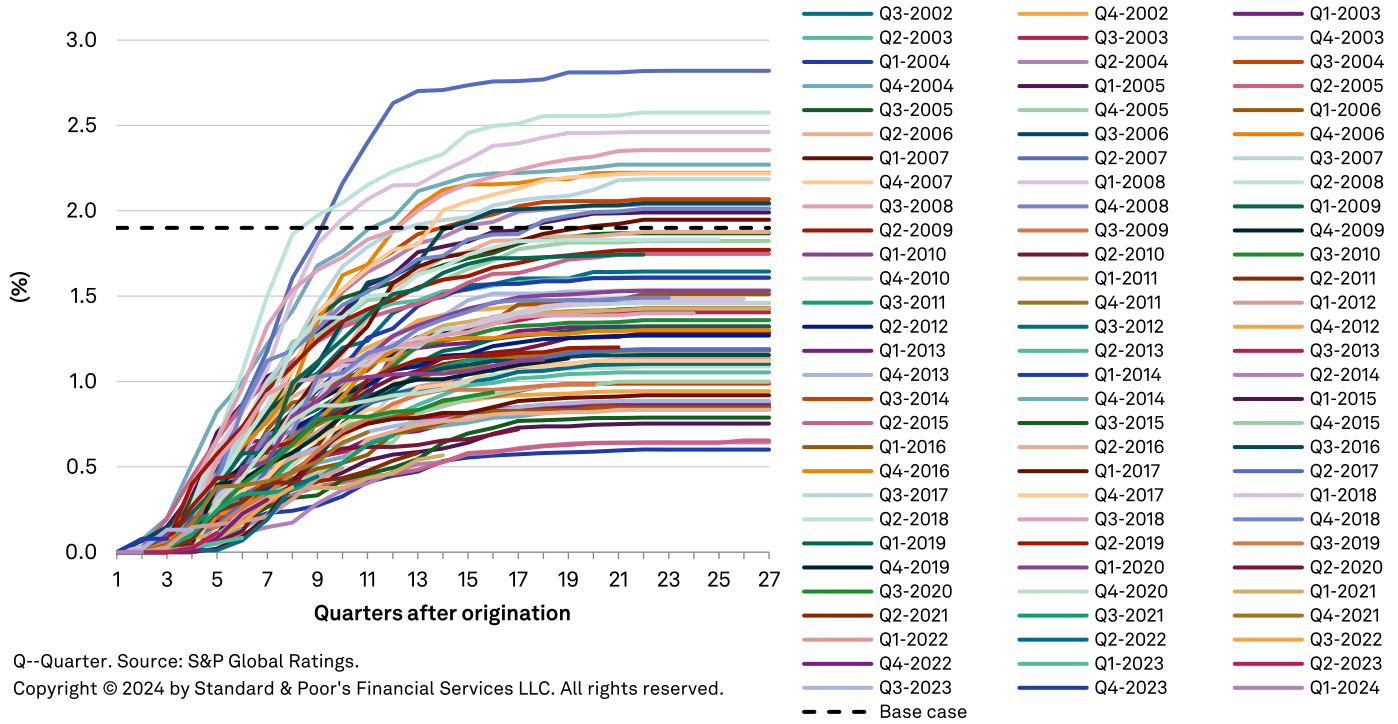


Chart 10

Cumulative gross loss: LP new HT

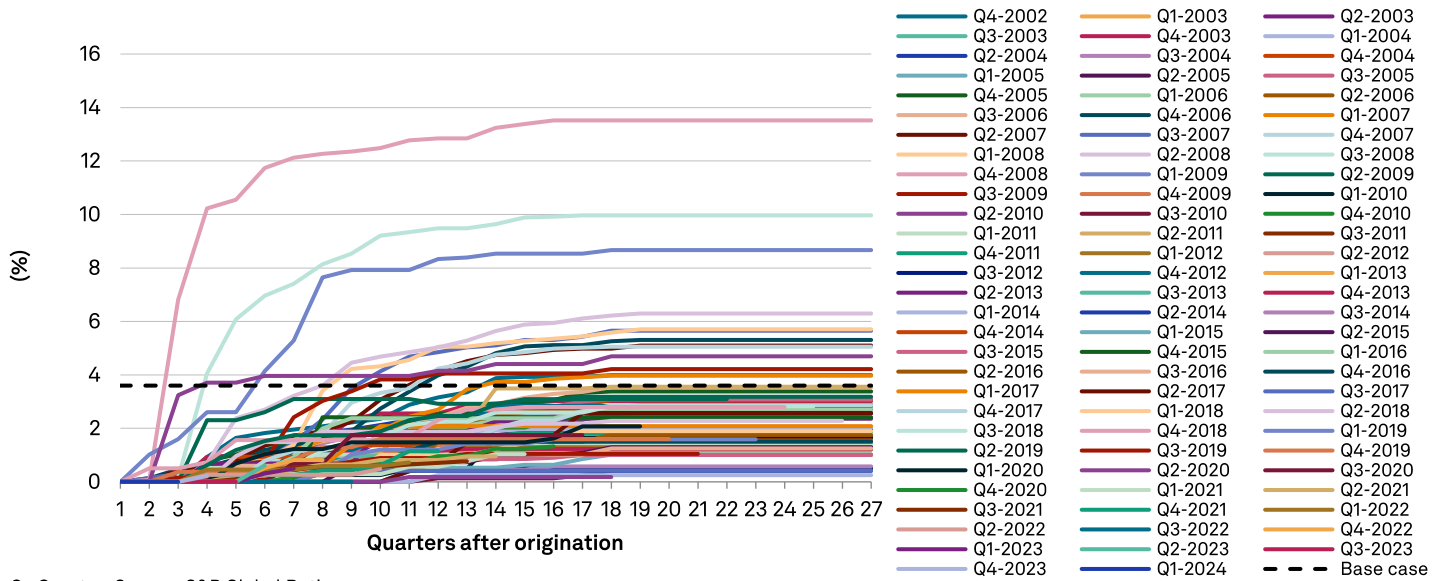


Chart 11

Cumulative gross loss: LP used HT

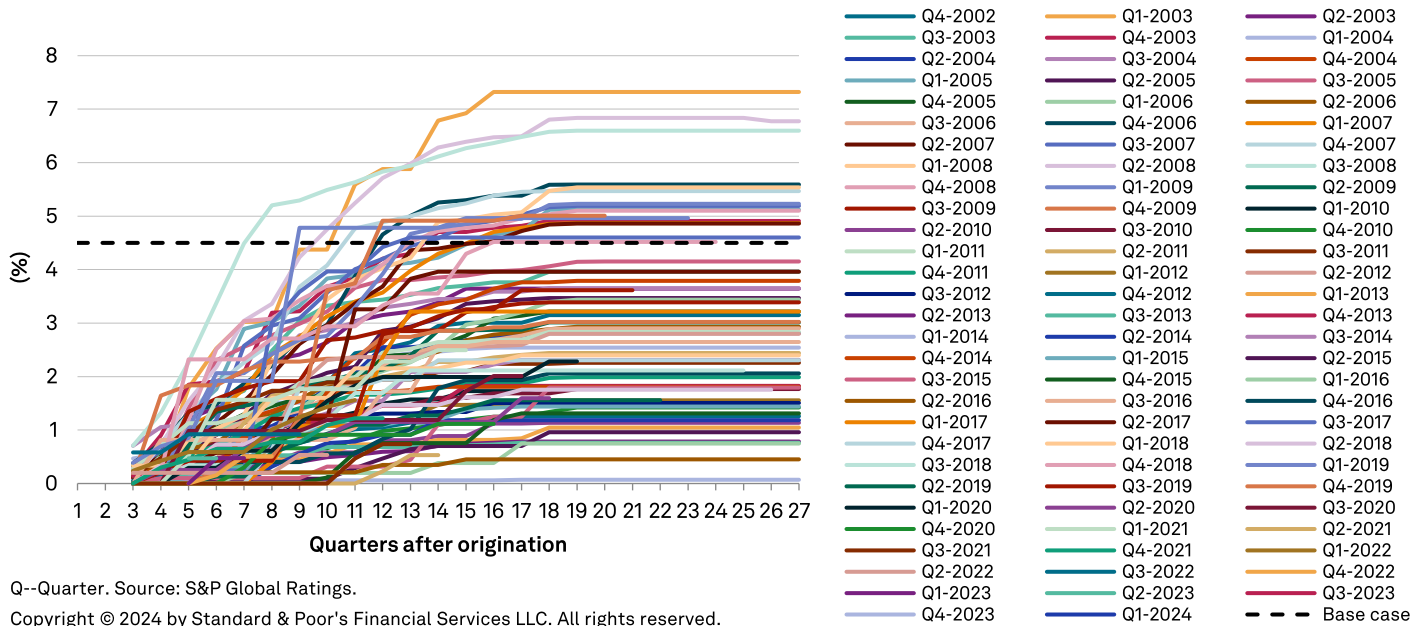


Chart 12

Cumulative gross loss: PCP new VT

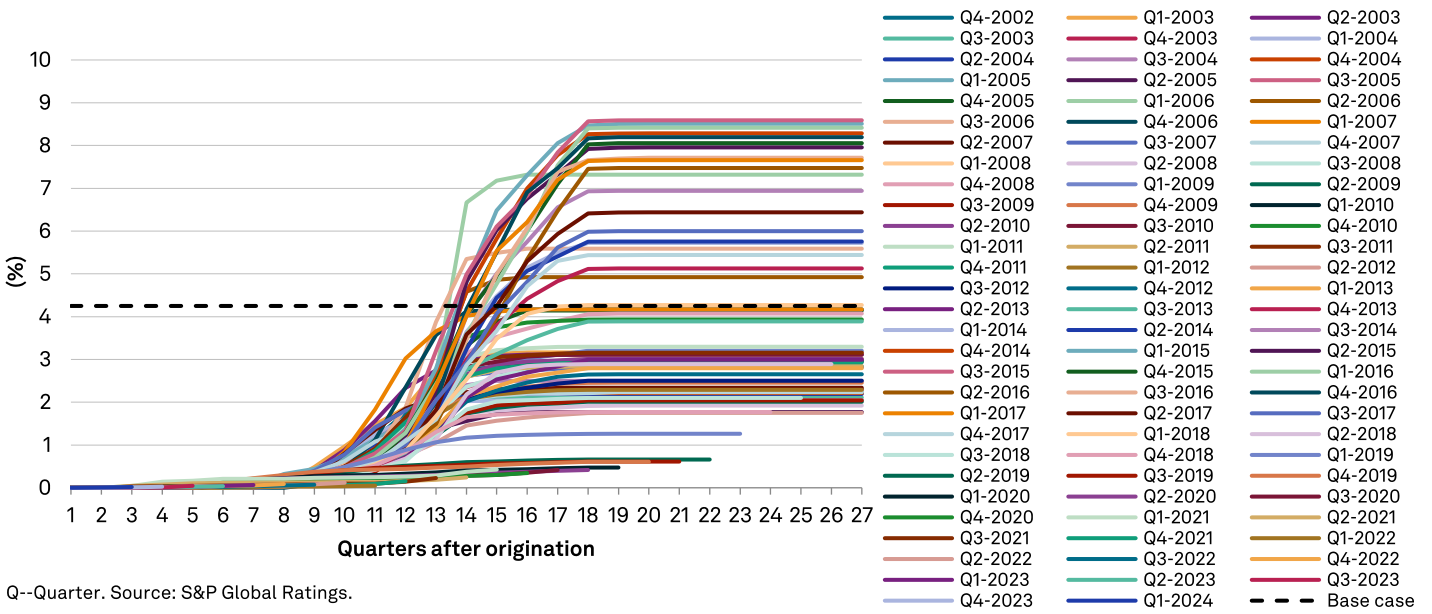


Chart 13

Cumulative gross loss: PCP used VT

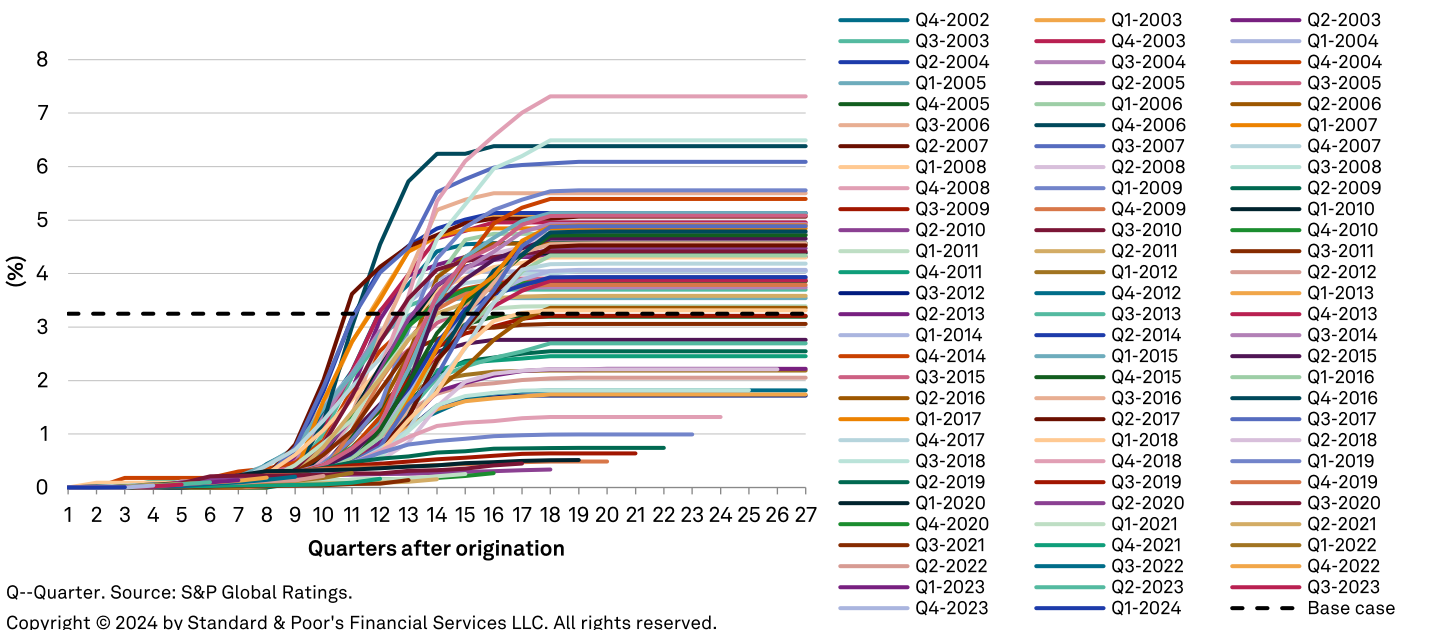


Chart 14

Cumulative gross loss: HP new VT

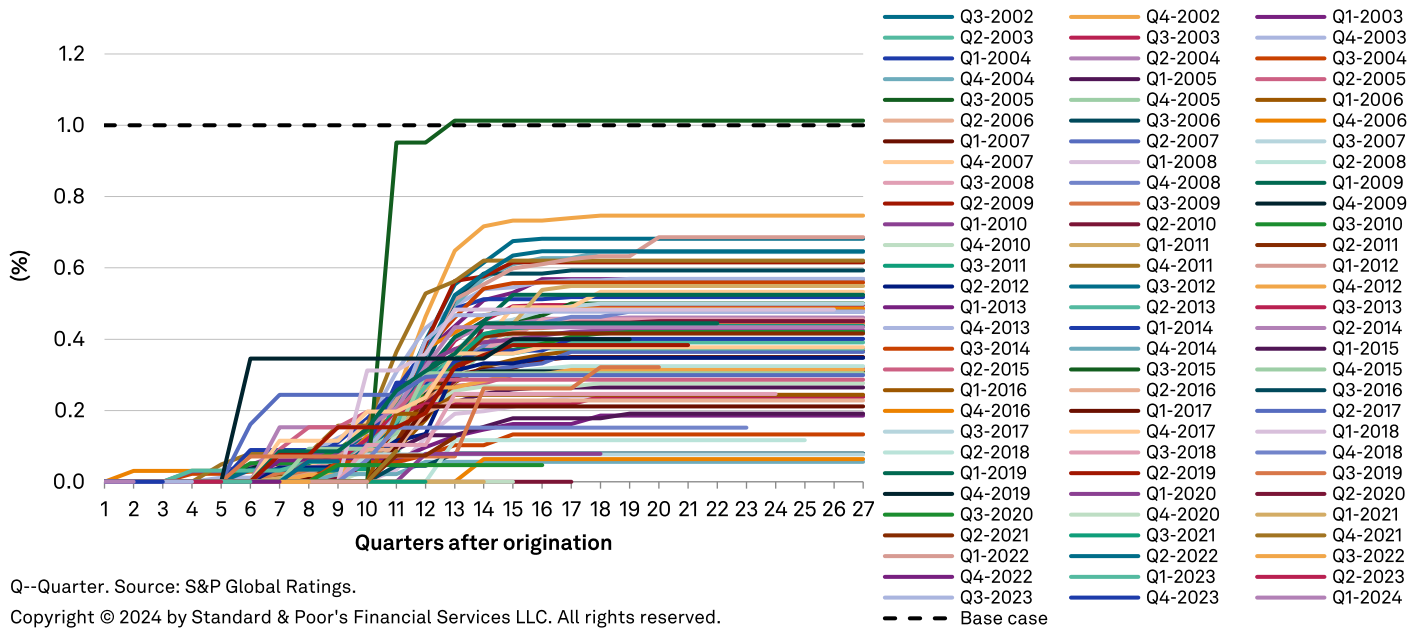


Chart 15

Cumulative gross loss: HP used VT

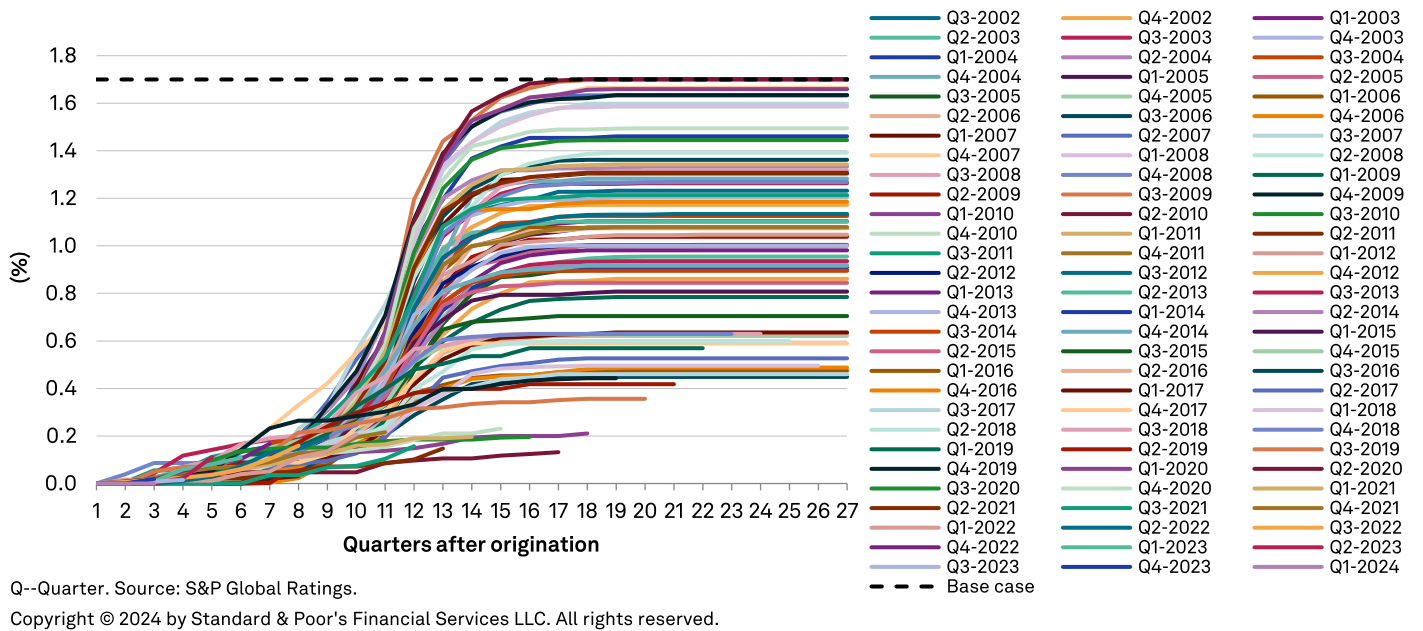


Chart 16

Cumulative gross loss: LP new VT

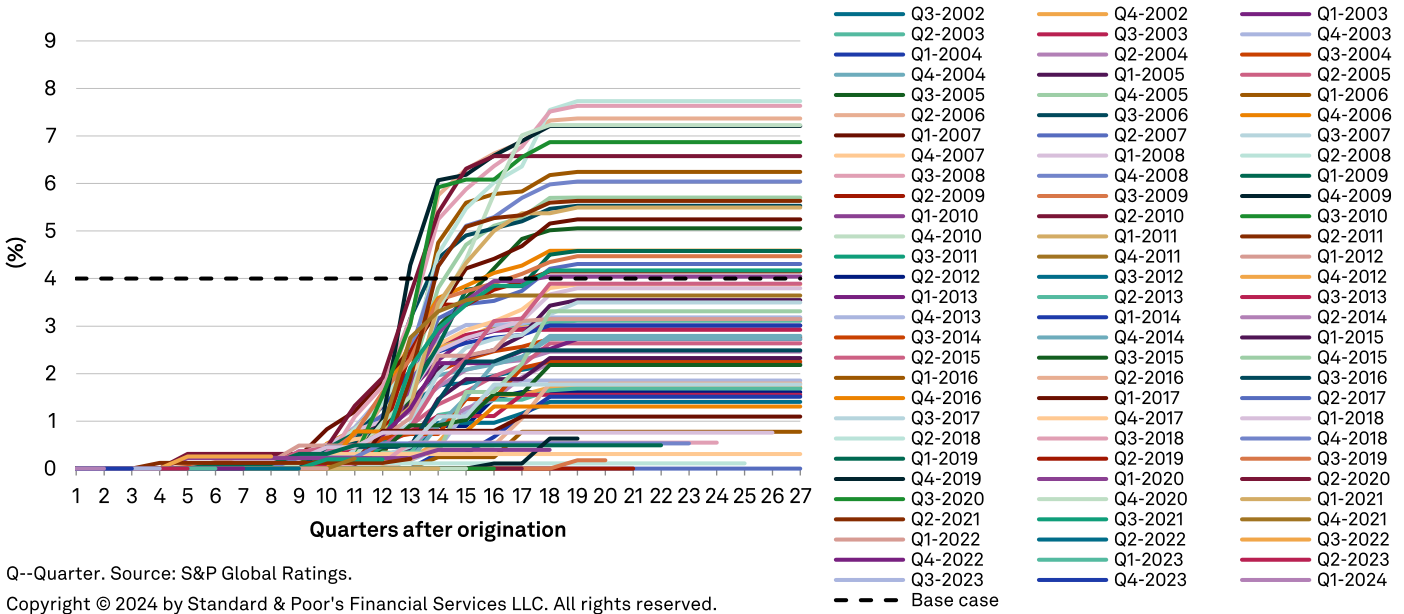
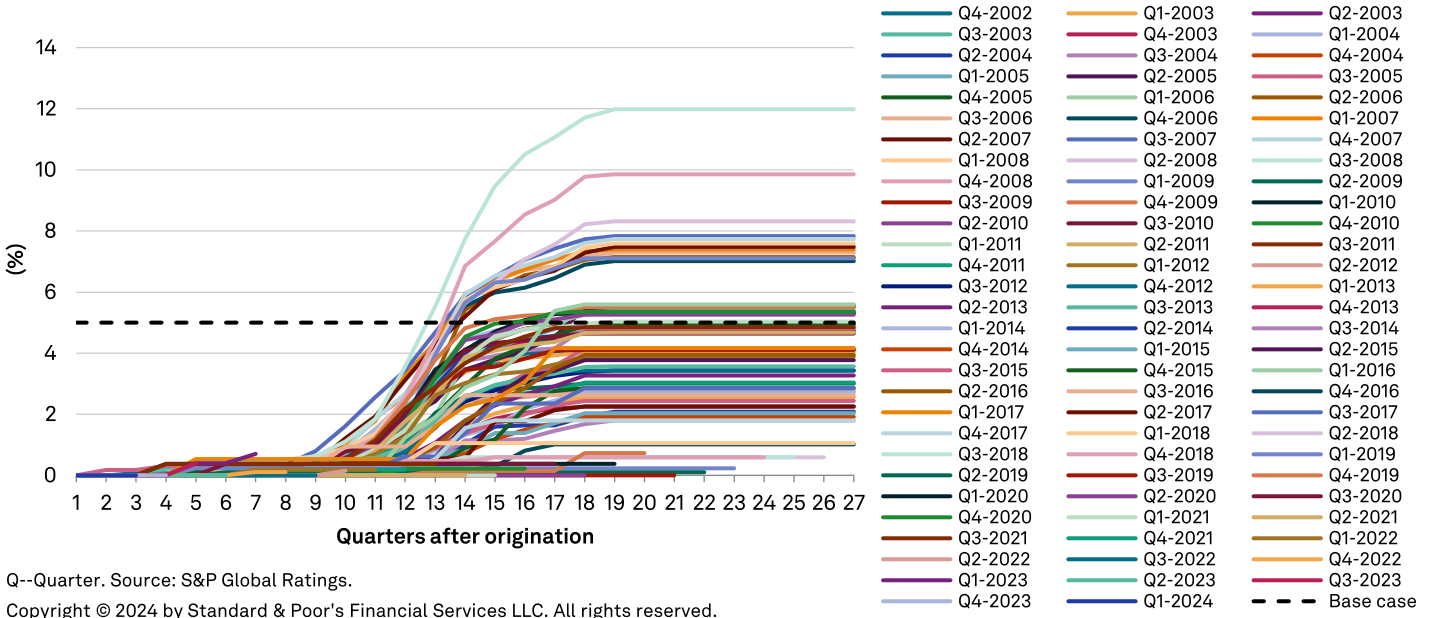


Chart 17

Cumulative gross loss: LP used VT



## Related Criteria

- Criteria | Structured Finance | ABS: Global Auto ABS Methodology And Assumptions, July 26, 2024
- General Criteria: Environmental, Social, And Governance Principles In Credit Ratings, Oct. 10, 2021
- Criteria | Structured Finance | General: Global Framework For Payment Structure And Cash Flow Analysis Of Structured Finance Securities, Dec. 22, 2020
- Criteria | Structured Finance | General: Methodology To Derive Stressed Interest Rates In Structured Finance, Oct. 18, 2019
- Criteria | Structured Finance | General: Counterparty Risk Framework: Methodology And Assumptions, March 8, 2019
- Criteria | Structured Finance | General: Incorporating Sovereign Risk In Rating Structured Finance Securities: Methodology And Assumptions, Jan. 30, 2019
- Legal Criteria: Structured Finance: Asset Isolation And Special-Purpose Entity Methodology, March 29, 2017
- Criteria | Structured Finance | General: Global Framework For Assessing Operational Risk In Structured Finance Transactions, Oct. 9, 2014
- Criteria | Structured Finance | General: Global Derivative Agreement Criteria, June 24, 2013
- General Criteria: Principles Of Credit Ratings, Feb. 16, 2011
- Criteria | Structured Finance | General: Methodology For Servicer Risk Assessment, May 28, 2009

## Related Research

- New Issue: DRIVER UK Multi-Compartment S.A., Compartment Driver UK eight, March 25, 2024
- New Issue: Driver UK Master S.A., Compartment 7, Nov. 27, 2023
- U.K. Economic Outlook 2024: More Stagflation Ahead, Nov. 27, 2023
- 2017 EMEA ABS Scenario And Sensitivity Analysis, July 6, 2017
- Global Structured Finance Scenario And Sensitivity Analysis 2016: The Effects Of The Top Five Macroeconomic Factors, Dec. 16, 2016
- European Structured Finance Scenario And Sensitivity Analysis 2016: The Effects Of The Top Five Macroeconomic Factors, Dec. 16, 2016



Copyright © 2024 by Standard & Poor's Financial Services LLC. All rights reserved.

No content (including ratings, credit-related analyses and data, valuations, model, software or other application or output therefrom) or any part thereof (Content) may be modified, reverse engineered, reproduced or distributed in any form by any means, or stored in a database or retrieval system, without the prior written permission of Standard & Poor's Financial Services LLC or its affiliates (collectively, S&P). The Content shall not be used for any unlawful or unauthorized purposes. S&P and any third-party providers, as well as their directors, officers, shareholders, employees or agents (collectively S&P Parties) do not guarantee the accuracy, completeness, timeliness or availability of the Content. S&P Parties are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, for the results obtained from the use of the Content, or for the security or maintenance of any data input by the user. The Content is provided on an "as is" basis. S&P PARTIES DISCLAIM ANY AND ALL EXPRESS OR IMPLIED WARRANTIES, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, FREEDOM FROM BUGS, SOFTWARE ERRORS OR DEFECTS, THAT THE CONTENT'S FUNCTIONING WILL BE UNINTERRUPTED OR THAT THE CONTENT WILL OPERATE WITH ANY SOFTWARE OR HARDWARE CONFIGURATION. In no event shall S&P Parties be liable to any party for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees, or losses (including, without limitation, lost income or lost profits and opportunity costs or losses caused by negligence) in connection with any use of the Content even if advised of the possibility of such damages.

Credit-related and other analyses, including ratings, and statements in the Content are statements of opinion as of the date they are expressed and not statements of fact. S&P's opinions, analyses and rating acknowledgment decisions (described below) are not recommendations to purchase, hold, or sell any securities or to make any investment decisions, and do not address the suitability of any security. S&P assumes no obligation to update the Content following publication in any form or format. The Content should not be relied on and is not a substitute for the skill, judgment and experience of the user, its management, employees, advisors and/or clients when making investment and other business decisions. S&P does not act as a fiduciary or an investment advisor except where registered as such. While S&P has obtained information from sources it believes to be reliable, S&P does not perform an audit and undertakes no duty of due diligence or independent verification of any information it receives. Rating-related publications may be published for a variety of reasons that are not necessarily dependent on action by rating committees, including, but not limited to, the publication of a periodic update on a credit rating and related analyses.

To the extent that regulatory authorities allow a rating agency to acknowledge in one jurisdiction a rating issued in another jurisdiction for certain regulatory purposes, S&P reserves the right to assign, withdraw or suspend such acknowledgment at any time and in its sole discretion. S&P Parties disclaim any duty whatsoever arising out of the assignment, withdrawal or suspension of an acknowledgment as well as any liability for any damage alleged to have been suffered on account thereof.

S&P keeps certain activities of its business units separate from each other in order to preserve the independence and objectivity of their respective activities. As a result, certain business units of S&P may have information that is not available to other S&P business units. S&P has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with each analytical process.

S&P may receive compensation for its ratings and certain analyses, normally from issuers or underwriters of securities or from obligors. S&P reserves the right to disseminate its opinions and analyses. S&P's public ratings and analyses are made available on its Web sites, [www.spglobal.com/ratings](http://www.spglobal.com/ratings) (free of charge), and [www.ratingsdirect.com](http://www.ratingsdirect.com) (subscription), and may be distributed through other means, including via S&P publications and third-party redistributors. Additional information about our ratings fees is available at [www.spglobal.com/usratingsfees](http://www.spglobal.com/usratingsfees).

STANDARD & POOR'S, S&P and RATINGSDIRECT are registered trademarks of Standard & Poor's Financial Services LLC.