

REPORTING FOR PRIVATE ABS TRANSACTIONS UNDER THE SECURITISATION REGULATION



ON TODAY'S CALL



MARCO ANGHEBEN, EUROPEAN DATAWAREHOUSE

+49 160 415 9944

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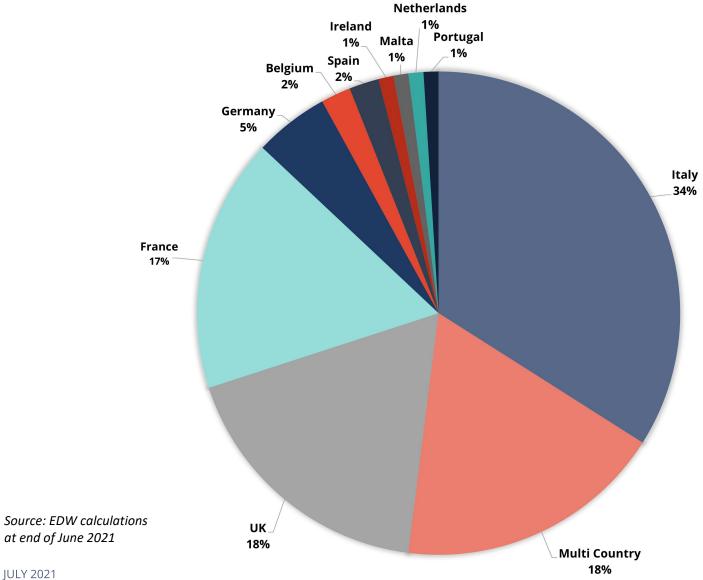


United Kingdom

A UNIQUE ORGANISATION – OVERVIEW OF EDW ACTIVITIES

Regulated activities	Continental Europe (GmbH)	(Limited) / Subsidiary
Securitisation Repository (SR)	ESMA SR nominated and operational since 30 June 2021	FCA designation in progress
Public transactions (such as Auto ABS, RMBS, SME, etc.)	EDITOR	EDITOR UK
Private transactions (such as CLOs, synthetic ABS, tranche covered, NPEs et.)	Dedicated website solution based on EDITOR	Dedicated website solution based on EDITOR
Ancillary / unregulated activities	Continental Europe (GmbH)	United Kingdom (Limited) / Subsidiary
Eurosystem ABS eligibility	With the ESMA template from 1st Oct. 2021 for deals issued after 1st Jan. 2019. 31st Sept. 2024 for all other deals issued before 2019	Bank of England has access to EDITOR UK
Eurosystem pool of Additional Credit Claims eligibility	France, Greece, Ireland, Italy and Portugal using dedicated ECB ACC templates	British Business Bank for SME only
Covered bond reporting to rating agencies	Using the ECB RMBS template	FCA dedicated template
Whole loan NPLs	EBA template under revision	Documentation repository solution via EDITOR UK
Proxy data for STS and non STS transactions	Extraction based on client specifications	Extraction based on client specifications
Energy Performance Certificate enrichment for mortgages	Giuditta solution for France, Netherlands and Italy	Giuditta solution for the UK Ministry of Housing

CURRENT DISTRIBUTION OF PRIVATE ABS DEALS ACROSS COUNTRIES





SECURITISATION REGULATION (EU) 2017/2402

SECURITISATION REGULATION EU (2017/2402)

The Securitisation Regulation (EU) 2017/2402 was published on 28 December 2017 in the European Union Official Journal. It entered into force in January 2018 and is applicable as of 1 January 2019.

Subject matter

The regulation consists of **two parts**:

- The first part of the regulation provides a **general framework for securitisation** with common set of rules that apply to all securitisations. It establishes due-diligence, risk-retention, transparency requirements for parties involved in securitisations, criteria for credit granting, requirements for selling securitisations to retail clients, a ban on re-securitisation, requirements for SSPEs as well as conditions and procedures for securitisation repositories.
- The second part of the regulation creates a **specific framework for simple, transparent and standardised ('STS') securitisation**. It defines the criteria that qualify for Simple Transparent and Standardised (STS) securitisation regulatory treatment

Scope

This Regulation applies to institutional investors and to originators, sponsors, original lenders and securitisation special purpose entities (SSPEs)

Source: EU website at https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32017R2402&from=EN

DISCLOSURE REQUIREMENTS AND TEMPLATES

- On 3 September 2020, the pending Regulatory and Implementing Technical Standards (RTS/ITS) of the Securitisation Regulation (EU) 2017/2402 were published in the Official Journal (OJ)
- The date of entry into force for the published RTS/ITS under the Securitisation Regulation is 23 September 2020
- These include, among others, the RTS/ITS on disclosure requirements under the Securitisation Regulation
- For information on disclosure requirements, please refer to the following publications:
 - RTS on disclosure requirements: specifying the information and the details for the information to be made available by the originator, sponsor and SSPE
 - <u>ITS on disclosure requirements</u>: specifying the format and the templates for the information to be made available by the originator, sponsor and SSPE
- The templates along with the XML schemas, validation rules and the technical reporting instructions are available on the ESMA website at the following link: https://www.esma.europa.eu/policy-activities/securitisation



SECURITISATION REPOSITORIES

- Other RTS/ITS that were also published in the OJ on the 3rd of September and entered into force on 23rd of September are those relevant for the securitisation repositories. For information on securitisation repository requirements, please refer to the following publications:
 - <u>RTS on operational standards for securitisation repositories</u>: specifying the operational standards for data collection, aggregation, comparison, access and verification of completeness and consistency
 - RTS on securitisation repository registration: specifying the details of the application for registration as a securitisation repository
 - <u>ITS on securitisation repositories registration</u>: specifying the format of the application for registration as a securitisation repository

EDW DESIGNATED AS A SECURITISATION REPOSITORY BY ESMA IN JUNE 2021

Frankfurt, Germany- 25 June 2021

European DataWarehouse (EDW) today announced it has been designated as a Securitisation Repository by the European Securities and Markets Authority (ESMA).

More than three years after the Securitisation Regulation (EU)2017/2402 came into force, and following an extensive application process, the registration of the first Securitisation Repositories closes the final gap in the disclosure framework.

In January 2018, European DataWarehouse announced its intention to become a Securitisation Repository under ESMA, and in September 2020 submitted its application.

The designation is another milestone in EDW's almost 10 years of operation as the only Eurosystem designated Securitisation Repository. It is also in line with EDW's mission to enhance transparency in the securitisation market and demonstrates the company's strong commitment to delivering market-leading regulatory reporting solutions.

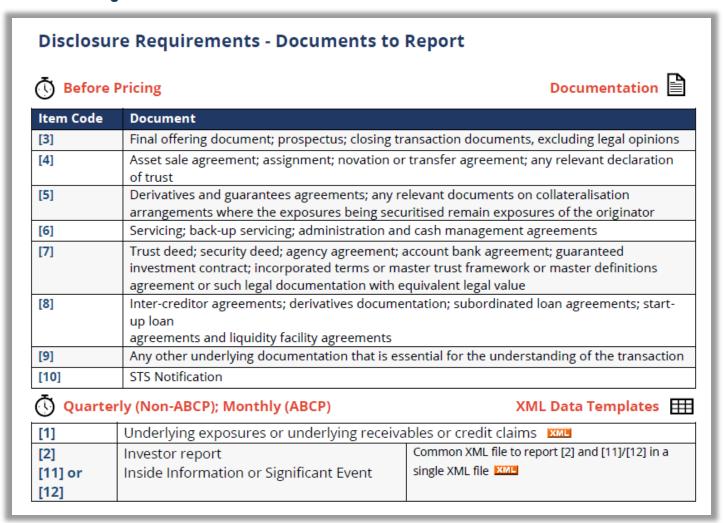
In the course of 2021, EDW has worked closely with the reporting entities and provided them with access to a fully RTS-compliant EDITOR platform in a sandbox environment to assist them in meeting the Securitisation Repository requirements and ensure a smooth transition into the new disclosure era.



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DISCLOSURE REQUIREMENTS

Everything you need to know about public securitisation reporting to a Securitisation Repository under the EU Securitisation Regulation





RTS DISCLOSURE REQUIREMENTS

Everything you need to know about the reporting requirements under the EU Securitisation Regulation

The scope of Article 7(3) of Regulation (EU) 2017/2402 refers to all securitisations, including securitisations where a prospectus has to be drawn up pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council (commonly referred to as 'public' securitisations) and securitisations where a prospectus does not have to be drawn up (commonly referred to as 'private' securitisations).

Article 17(2) (a) of Regulation (EU) 2017/2402 refers to **securitisations making information available via a securitisation repository, <u>which does not include private securitisations.</u> To reflect this distinction, this Regulation has been organised into separate sections specifying the information concerning all securitisations and the information concerning public securitisations only.**



DISCLOSURE REQUIREMENTS

Differences between public and private securitisations in EDITOR – EDW's Securitisation Repository solution

ESMA Reporting Templates	Public	Private
Underlying exposures	✓	✓
Investor Report	✓	✓
Inside information/ Significant Event	✓	X

Disclosure requirements based on the RTS/ITS on operational standards for SR	Public Securitisation Repositories (SR)	Private (exempted from reporting to SR)
XML format	✓	✓
XML Schema checks	✓	X
ESMA Scoring	✓	X
Content checks (validation rules)	✓	X
ND Thresholds	✓	X

NCA DIGITAL FORM FOR THE REPORTING OF PRIVATE SECURITISATIONS

On a separate note, some NCAs, such as the Dutch Authority for the Financial Markets (AFM) has developed a form for the reporting of the private securitisations to the NCA.

Transparency requirements for private securitisations

The AFM has provided a digital form that <u>can be</u> <u>downloaded here</u>. Please fill in this form and send it by email to the AFM at <u>securitisaties@afm.nl</u>.

The AFM may decide at any time to request additional information, so please keep all information required under the regulation readily available.

Submission deadline

Send the form prior to pricing. Some private securitisations may not have a clear pricing point. In that case the form must be submitted no later than the day of 'signing'. Signing is defined as the point at which all parties are legally committed to the securitisation.



AFM - PRIVATE SECURITISATIONS NOTIFICATION TEMPLATE

15 ianuari 2020

Annex A - Main notification form for private securitisations that are non-ABCP securitisations

FIELD NUMBER	COMPLETE FOR PRIVATE NON- ABCP- SECURITISATIO N	REQUIRED INFORMATION	FIELD FORMAT	FIELD DESCRIPTION
SECPR1		Full legal name of originator	{ALPHANUM-250}	Name of the originator of the private securitisation. Where there is no originator, this field may be left blank. In the case of securitisations with multiple originators the reporting entity shall provide the name of each originator involved in the transaction, separated with a semicolon (;).
SECPR2		Legal Entity Identifier (LEI) of originator	(LEI)	The LEI of the originator. In the case of securitisations with multiple originators the reporting entity shall provide the LEI of each originator involved in the transaction, separated with a semicolon (.). If no LEI is available this field may be left blank
SECPR3		Originator established in the Netherlands?	{Y/N}	Fill in """ if any originator listed in SECPR1 is established in the Netherlands. For the purposes of this field, "established in the Netherlands" has the same meaning as in The Securiisation Regulations 2018.
SECPR4		Full legal name of sponsor	(ALPHANUM-250)	Name of the sponsor of the private securitisation. Where there is no sponsor this field may be left blank. In the case of securitisations with multiple sponsors the reporting entity shall provide the name of each sponsor involved in the transaction, separated with a semicolon ().
SECPR5		Legal Entity Identifier (LEI) of sponsor	(LEI)	The LEI of the sponsor. In the case of securitisations with multiple sponsors the reporting entity shall provide the LEI of each sponsor involved in the transaction, separated with a semicolon (.). If no LEI is available this field may be left blank
SECPR6		Sponsor established in the Netherlands?	{Y/N}	Fill in "Y" if any of the sponsors listed in SECPR4 is established in the Netherlands. For the purposes of this field, "established in the Netherlands" has the same meaning as in The Securitisation Regulations 2018.
SECPR7		Full legal name of the SSPE	(ALPHANUM-250)	Name of the SSPE in the private securitisation. Where there is no SSPE, this field may be left blank. In the case of securitisations with multiple SSPEs the reporting entity shall provide the name of each SSPE involved in the transaction, separated with a semicolon (.).
SECPR8		Legal Entity Identifier (LEI) of the SSPE	(LEI)	The LEI of the SSPE. In the case of securitisations with multiple SSPEs the reporting entity shall provide the LEI of each SSPE involved in the transaction, separated with a semicolon (;). If no LEI is available this field may be left blank.

Source: AFM website at Securitisation Regulation transparency requirements | Topics AFM | AFM Professionals

THE EUROPEAN SUPERVISORY AUTHORITIES JOINT COMMITTEE REPORT

The European Supervisory Authorities published on 17 May 2021 a Joint Committee Report pursuant to Article 44 of the Securitisation Regulation (SECR) (EU) 2017/2402 as part of its revision.

This report aims to identify the status of the application SECR as well as some initial inconsistencies and challenges that occurred in the first years of implementation of the SECR.

In accordance with the mandate provided in Article 44 of the SECR, the analysis focuses on the implementation of the general requirements applicable to all securitisations, including:

- risk retention,
- due-diligence and transparency requirements as well as
- on the specific requirements related to simple, transparent and standardised (STS) securitisations.





THE EUROPEAN SUPERVISORY AUTHORITIES JOINT COMMITTEE REPORT

The Report includes a number of recommendations for consideration from the European Commission (EC).

Specifically, there are two recommendations that are noteworthy for private ABS transactions:

- <u>"The definition of private securitisations.</u> The current definition of private securitisations is considered too far reaching on its associated disclosure requirements. A more precise legal definition for private securitisations should be specified in the level 1 text of the Securitisation Regulation to clearly identify those private securitisations that should comply with the disclosure requirements;
- Reporting to a securitisation repository for private securitisations. The EC should specify in the level 1 text that, in the case of private securitisations that are required to comply with the disclosure requirements, reporting entities should also make this information available by means of a securitisation repository. Given the trend in increasing issuances of private securitisations and from a data quality perspective, this approach will ensure that the data submission to a securitisation repository for private securitisations is complete, consistent and subject to validation rules. From a supervisory perspective, this will also facilitate the supervision of the information for competent authorities."

ESTIMATED TIMELINE* FOR THE REVISION OF THE SECURITISATION REGULATION (SECR)



*The timeline is based on EDW estimates with the information publicly available found in the regulatory text and recent publication of the ESAs JC Report on SECR



SPECIAL OFFER FOR PRIVATE DEALS UNDER THE SECURITISATION REGULATION

FEES FOR PRIVATE ABS TRANSACTIONS

Special offer for private ABS under the Securitisation Regulation

- Private non-ABCP securitisations are defined as those securitisations where no prospectus has to be drawn up in compliance with Directive 2003/71/EC of the European Parliament and the European Council
- The disclosure requirements in Article 7 of the Securitisation Regulation extend to all securitisations

The special offer is limited in time until 31 December 2021:

- Based on this offer, for any private ABS created in EDW, the one-off deal registration fee and the surveillance fee will be waived for the first year
- There are no limitations in terms of the number of private ABS deals created in EDITOR



Full flexibility is granted in managing private deals in EDITOR:

It is possible to deactivate private deals similarly to public ABS transactions via a notification in EDITOR



LIMITED TIME OFFER FOR PRIVATE ABS TRANSACTIONS IN EDITOR

Special offer for private ABS

Example of special offer schema in the case of a private ABS transaction created on 31 March 2021

Deal Creation : 2021/03/31

	Fee – Deal registration	Fee - surveillance	Total amount	Invoice - Period of supply	Invoice – Issue date
1st Year	€0	€0	€0	No invoice*	No invoice*
2nd Year	n/a	€7000	€7000	2022/03/31 - 2023/03/30	2022/03/31
3rd Year	n/a	€7000	€7000	2023/03/31 - 2024/03/30	2023/03/31

^{*} EDW may issue a EUR 0 invoice upon request if necessary.



XML CONVERTER

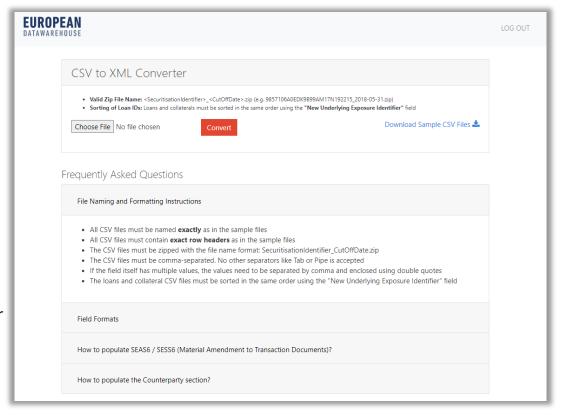
XML CONVERTER SOLUTION

EDW offers an online portal (https://csv2xml.eurodw.eu) to convert ESMA Templates from EDW defined CSV to the ESMA XML Format.

Following the publication of the latest XML schema (v 1.2.0) by ESMA on 19 August 2020, EDW has released an updated version of the XML Converter.

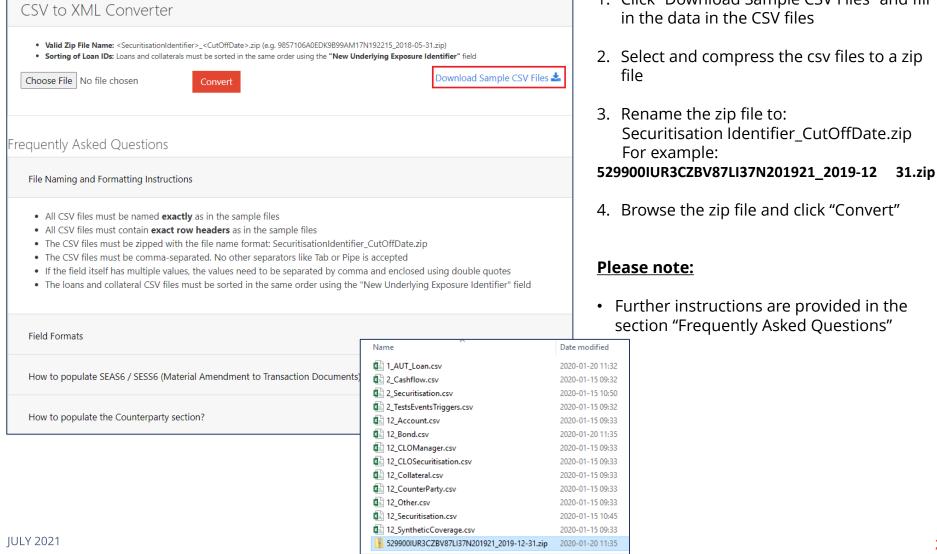
The main improvements include the following enhancements:

- Generation and validation of XMLs based on the latest ESMA XML schemas (v 1.2.0)
- Optional collaterals (performing exposures) for Corporate and Esoteric templates
- Optional collaterals (non-performing exposures) for Credit Cards, Consumer, Corporate and Esoteric templates



Note: ESMA XML is the mandatory format. EDITOR supports the upload of different formats such as CSV and Excel.

XML CONVERSION PROCESS (1)



- 1. Click "Download Sample CSV Files" and fill in the data in the CSV files.
- 2. Select and compress the csv files to a zip file
- 3. Rename the zip file to: Securitisation Identifier_CutOffDate.zip For example:

4. Browse the zip file and click "Convert"

Please note:

• Further instructions are provided in the section "Frequently Asked Questions"

XML CONVERSION PROCESS (2)

✓ ZIP / CSV input validation succeeded	
✓ Conversion succeeded	
✓ XML output validation succeeded (as per ESMA's latest XSD	schema published on 20 December 2019)
Conversion Result	
PASSED_529900IUR3CZBV87LI37N201921_2019-12-31_202001	21165536791.zip 📥
	Name
« Convert another file	1_AUT_2019-12-31.xml
	2_12_2019-12-31.xml
	§ 529900IUR3CZBV87LI37N201921_2019-12-31.zip
✓ ZIP / CSV input validation succeeded	
✓ Conversion succeeded	
XXML output validation failed (as per ESMA's latest XSD schema published on 20	December 2019). Please check the log for details.
Conversion Result	
FAILED_529900IUR3CZBV87LI37N202002_2018-05-01_20200120130732695.zip	
How to correct your errors?	Name
Please check your error log for the incorrect values.	1_LES_2018-05-01.xml
You can refer to ESMA's explanatory Excel Files on details of how these fields need to be reported.	2_12_2018-05-01.xml
For further assistance, please email your error log to our ESMA template experts at csv2xml@eurodw.eu	098_SchemaError.log
ULY 2021	§ 529900IUR3CZBV87LI37N202002_2018-05-01.zip

- 5. The conversion result will be displayed
- 6. Click the link displayed as conversion result to access the XML files or error log files generated
- 7. The XML files are generated and prepared to be uploaded. See section 3.11 for the next steps

(end of process)

Please note:

- In case the conversion of the CSV files fails the XML validation, the schema error can be downloaded.
- The XML files will be generated with the correct naming, for example: 1_AUT_2019-12-31.xml



DATA REPORTING CHALLENGES

ONGOING DATA CHALLENGES

Thanks to EDW's launch of a testing environment and the intensified efforts of our data quality analysts ahead of the introduction of the new Securitisation Repository (SR) regime, the transition has been smooth overall. There are, however, still some common reporting data challenges.

These can be summarised in the following broad categories:

- Reporting of the Legal Entity Identifiers (LEI)
- Date inconsistencies (Pool addition, Default, Redemption etc.)
- NACE code classification
- Geographic region code
- Negative values (Arrears Balance etc.)
- Format errors (percentage fields)



IT SPECIFICATIONS FOR PRIVATE DEALS IN EDITOR

IT SPECIFICATIONS FOR THE PRIVATE AREA IN EDITOR (1)

Security / authentication

- Encryption methods: HTTPS / SSH
- Authentication methods: Website HTTPS Username/password; SFTP -> Keypair
- Source code security analysis: Yes
- Vulnerability scan: Performed yearly. Last test in Feb 2021 with all open issues fixed

Technical / data management

- Retention duration: 10 years (as per requirements of Securitisation Regulation). For private transactions, can be safely deleted upon the data owner's request.
- Backup methods : Online
- Archive duration: 30 daily, 12 monthly, 1 yearly
- Deletion mechanisms : Automatic purge of old backups

IT SPECIFICATIONS FOR THE PRIVATE AREA IN EDITOR (2)

Cloud model:

Cloud Types	1 Private Internal Cloud	2 Managed Private internal Cloud	3 Managed Private Cloud	4 Virtual Private Cloud	5 Public Cloud	6 Community Cloud
Cloud Model					X	

Service model:

XaaS	laaS	CaaS	PaaS	SaaS
Service Model				х

Infrastructure:

Tenant	Single-tenant	Multi-tenant
Tenant Model		X



OTHER DEVELOPMENTS

ECB PRESS RELEASE ON CHANGES TO THE EUROSYSTEM'S LOAN-LEVEL DATA REQUIREMENTS (1)

- ESMA reporting templates to be used as of 1 October 2021, replacing the current ECB templates
- All asset-backed securities (ABSs) seeking collateral eligibility are subject to the same Eurosystem loan-level data requirements, regardless of any disclosure exemption under the Securitisation Regulation
- New reporting template for non-marketable debt instruments backed by eligible credit claims (DECCs)

In March 2019, the ECB decided^[1] that the loan-level data reporting requirements of the Eurosystem collateral framework will converge towards the disclosure requirements specified in the Securitisation Regulation (Regulation (EU) No 2017/2402). Today, the ECB announces that the "ESMA reporting activation date"^[2] occurred on 25 June 2021, when all related conditions were fulfilled.

Consequently, the new loan-level data rules will enter into effect after a transitional period of three months from the ESMA reporting activation date. **As of 1 October 2021**, ABSs under the scope of the Securitisation Regulation will only be assessed for compliance against Eurosystem collateral eligibility criteria if loan-level data is submitted to an ESMA-registered securitisation repository and according to the templates developed by ESMA.[3]

All ABSs seeking eligibility as Eurosystem collateral are subject to the same loan-level data requirements, regardless of any exemption from the disclosure requirements under the Securitisation Regulation. Therefore, eligible ABS issuers are required to provide information to the Eurosystem according to the procedures established in Sections 1 and 2 of the Commission Delegated Regulation (EU) 2020/1224 of 16 October 2019, which entails the submission of investor reports, as well as templates on underlying exposures, inside information and significant events.

Source: ECB press release

ECB PRESS RELEASE ON CHANGES TO THE EUROSYSTEM'S LOAN-LEVEL DATA REQUIREMENTS (2)

For eligible ABS transactions issued prior to 1 January 2019 that are not subject to the Securitisation Regulation, the Eurosystem's current loan-level data reporting requirements will be maintained for a period of three years until 31 September 2024. After that date, ECB ABS loan-level data templates are phased out and those ABSs will equally be subject to the procedures established in Sections 1 and 2 of the Commission Delegated Regulation (EU) 2020/1224 of 16 October 2019, as a Eurosystem eligibility requirement.

Lastly, to ensure that non-marketable debt instruments backed by eligible credit claims (DECCs) can comply with their respective loan-level data requirements, the ECB has created a specific ECB SME DECC template. ^[5] This decision takes into consideration that DECCs do not fall under the scope of the Securitisation Regulation.

Source: ECB press release

OTHER REGULATORY DEVELOPMENTS

EDW is closely monitoring the regulatory developments in the areas of Securitisation, NPL, and Sustainable Finance.

- On the NPL side, the following publications are available
 - <u>EBA Discussion Paper on NPL data templates</u> which aims at collecting stakeholders' feedback on the review of the standardised NPL data templates. The deadline for the responses is on the 31 August 2021
 - <u>EC Targeted Consultation on improving transparency and efficiency in secondary markets for non-performing loans (NPLs)</u> which aims at collecting stakeholders' view on the remaining obstacles to the proper functioning of secondary markets for NPL s as well as possible enable actions that it could take to foster these markets by improving the quantity, quality and comparability of NPL data
- On the ESG front, a package of measure were adopted by the EC on 6th July 2021:
 - The EC's <u>Strategy for Financing the Transition to a Sustainable Economy</u> which is the EC's revised Renewed Sustainable Finance Strategy and outlines the ambitious and comprehensive package of measures to help improve the flow of money towards financing the transition to a sustainable economy
 - The <u>EU Green Bond Standard</u> which is a proposal for a regulation on European green bonds

THANK YOU//CONTACT US

EUROPEAN DATAWAREHOUSE GMBH

Walther-von-Cronberg-Platz 2 60594 Frankfurt am Main

- www.eurodw.eu
- enquiries@eurodw.eu
- +49 (0) 69 50986 9017

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