

## DBRS Morningstar Upgrades and Confirms Ratings on VCL Master S.A., acting with respect to its Compartment 1

### AUTO

DBRS Ratings GmbH (DBRS Morningstar) took the following rating actions on the notes issued by VCL Master S.A., acting with respect to its Compartment 1 (the Issuer):

- Series 2010-2, Class A Notes confirmed at AAA (sf)
- Series 2011-2, Class A Notes confirmed at AAA (sf)
- Series 2012-2, Class A Notes confirmed at AAA (sf)
- Series 2012-3, Class A Notes confirmed at AAA (sf)
- Series 2012-4, Class A Notes confirmed at AAA (sf)
- Series 2013-1, Class A Notes confirmed at AAA (sf)
- Series 2015-1, Class A Notes confirmed at AAA (sf)
- Series 2017-1, Class A Notes confirmed at AAA (sf)
- Series 2017-3, Class A Notes confirmed at AAA (sf)
- Series 2018-1, Class A Notes confirmed at AAA (sf)
- Series 2020-1, Class A Notes confirmed at AAA (sf)
- Series 2014-1, Class B Notes upgraded to AA (high) (sf) from AA (sf)
- Series 2014-3, Class B Notes upgraded to AA (high) (sf) from AA (sf)
- Series 2018-1, Class B Notes upgraded to AA (high) (sf) from AA (sf)

The ratings address the timely payment of interest and the ultimate payment of principal on or before the legal final maturity date of the notes in September 2029.

The rating actions follow a review of the transaction upon the execution of an amendment agreement that includes:

- Tap issuances on all series of notes;
- Updated margins on all series of notes;
- New swap counterparty and updated swap agreements for all series of notes;
- Change of the cash collateral account required amount from an amortising to a fixed target;
- Change in the definition of the Available Distribution Amount to exclude the release of the Buffer Release Amount upon the occurrence of a Credit Enhancement Increase Condition;
- A 12-month extension of the revolving period for the notes through to September 2023; and
- A 12-month extension of the legal maturity date for all series of notes through to September 2029.

The transaction is a master securitisation of lease receivables related to motor vehicle lease contracts originated by Volkswagen Leasing GmbH (VWL) in Germany, with a maximum notes issuance amount of EUR 4.0 billion. The residual values are not securitised in this transaction. As of the September 2022 payment date, the receivables portfolio had an outstanding discounted balance of EUR 1.8 billion.

The ratings are based on DBRS Morningstar's review of the following analytical considerations:

- Portfolio performance, in terms of delinquencies and defaults;
- The programme's capital structure, including form and sufficiency of available credit enhancement;
- Relevant credit enhancement in the form of subordination, overcollateralisation, and a fully funded liquidity reserve, which, DBRS Morningstar notes, provides reduced liquidity support compared with the previous mechanism, prior to the amortisation of the notes at which point the coverage increases;
- Credit enhancement levels that are sufficient to support DBRS Morningstar's projected cumulative net losses under various stressed cash flow assumptions for the notes;
- The ability of the transaction to withstand stressed cash flow assumptions and repay investors according to the terms in which they have invested;
- VWL's capabilities with regard to origination, underwriting, servicing, and its financial strength;
- The transaction parties' financial strength with regard to their respective roles;
- The credit quality of the collateral and historical and projected performance of the seller's portfolio;
- DBRS Morningstar's sovereign rating on Germany, currently rated AAA with a Stable trend;
- The consistency of the transaction's legal structure with DBRS Morningstar's "Legal Criteria for European Structured Finance Transactions" methodology and the presence of legal opinions addressing the assignment of the assets to the Issuer; and
- The consistency of the transaction's hedging agreements with DBRS Morningstar's "Derivative Criteria for European Structured Finance Transactions" methodology.

#### ENVIRONMENTAL, SOCIAL, GOVERNANCE CONSIDERATIONS

There were no Environmental/Social/Governance factors that had a significant or relevant effect on the credit analysis.

A description of how DBRS Morningstar considers ESG factors within the DBRS Morningstar analytical framework can be found in the DBRS Morningstar Criteria: Approach to Environmental, Social, and Governance Risk Factors in Credit Ratings at: <https://www.dbrsmorningstar.com/research/396929/dbrs-morningstar-criteria-approach-to-environmental-social-and-governance-risk-factors-in-credit-ratings> (17 May 2022).

DBRS Morningstar analysed the transaction structure in Intex DealMaker.

#### Notes:

All figures are in euros unless otherwise noted.

The principal methodology applicable to the ratings is "Rating European Consumer and Commercial Asset-Backed Securitizations" (29 October 2021).

Other methodologies referenced in this transaction are listed at the end of this press release. These may be found at: <https://www.dbrsmorningstar.com/about/methodologies>.

DBRS Morningstar has applied the principal methodology consistently and conducted a review of the transaction in accordance with the principal methodology.

An asset and a cash flow analysis were both conducted. Due to the inclusion of a revolving period in the transaction, the analysis considers potential portfolio migration based on replenishment criteria set forth in the transaction legal documents.

For a more detailed discussion of the sovereign risk impact on Structured Finance ratings, please refer to "Appendix C: The Impact of Sovereign Ratings on Other DBRS Morningstar Credit Ratings" of the "Global Methodology for Rating Sovereign Governments" at: <https://www.dbrsmorningstar.com/research/401817/global-methodology-for-rating-sovereign-governments>.

The DBRS Morningstar Sovereign group releases baseline macroeconomic scenarios for rated sovereigns. DBRS Morningstar analysis considered impacts consistent with the baseline scenarios as set forth in the following report: <https://www.dbrsmorningstar.com/research/384482/baseline-macroeconomic-scenarios-application-to-credit-ratings>.

The sources of data and information used for these ratings include historical performance data relating to receivables provided by VWL directly or through its agent, Credit Agricole Corporate and Investment Bank; monthly investor reports provided by VWL; and legal documentation provided by the Issuer's legal counsel.

DBRS Morningstar did not rely upon third-party due diligence in order to conduct its analysis.

DBRS Morningstar was supplied with third-party assessments. However, this did not impact the rating analysis.

DBRS Morningstar considers the data and information available to it for the purposes of providing these ratings to be of satisfactory quality.

DBRS Morningstar does not audit or independently verify the data or information it receives in connection with the rating process.

The last rating action on this transaction took place on 27 September 2021, when DBRS Morningstar confirmed the ratings on the outstanding Class A Notes at AAA (sf) and confirmed the ratings on the outstanding Class B Notes at AA (sf).

Information regarding DBRS Morningstar ratings, including definitions, policies, and methodologies, is available on [www.dbrsmorningstar.com](http://www.dbrsmorningstar.com).

Sensitivity Analysis: to assess the impact of changing the transaction parameters on the ratings, DBRS Morningstar considered the following stress scenarios, as compared to the parameters used to determine the ratings (the base case):

- Probability of default (PD) rate used: Base Case PD of 1.40%, a 25% and 50% increase on the base case PD was tested.
- Losses given default (LGD) rates used: LGD of 61.6% at the AAA (sf) stress level and 60.2% at the AA (high) (sf) stress level, a 25% and 50% decrease in the base case LGD was tested.
- The risk sensitivity overview below illustrates the ratings expected if the PD and LGD increase by a certain percentage over the base case assumption. For example, if the LGD increases by 50%, the rating of the Class A Notes would be expected to remain at AAA (sf), ceteris paribus. If the PD increases by 50%, the rating of the Class A Notes would be expected to remain at AAA (sf), ceteris paribus. Furthermore, if both the PD and LGD increase by 50%, the rating of the Class A notes would be expected to decrease to AA (sf), ceteris paribus.

Class A Notes Risk Sensitivity: -- 25% increase in LGD, expected rating of AAA (sf) -- 50% increase in LGD, expected rating of AAA (sf) -- 25% increase in PD, expected rating of AAA (sf) -- 50% increase in PD, expected rating of AAA (sf) -- 25% increase in PD and 25% increase in LGD, expected rating of AAA (sf) -- 25% increase in PD and 50% increase in LGD, expected rating of AA (high) (sf) -- 50% increase in PD and 25% increase in LGD, expected rating of AA (high) (sf) -- 50% increase in PD and 50% increase in LGD, expected rating of AA (sf)

Class B Notes Risk Sensitivity: -- 25% increase in LGD, expected rating of AA (high) (sf) -- 50% increase in LGD, expected rating of AA (high) (sf) -- 25% increase in PD, expected rating of AA (high) (sf) -- 50% increase in PD, expected rating of AA (high) (sf) -- 25% increase in PD and 25% increase in LGD, expected rating of AA (high) (sf) -- 25% increase in PD and 50% increase in LGD, expected rating of AA (sf) -- 50% increase in PD and 25% increase in LGD, expected rating of AA (sf) -- 50% increase in PD and 50% increase in LGD, expected rating of AA (low) (sf)

For further information on DBRS Morningstar historical default rates published by the European Securities and Markets Authority (ESMA) in a central repository, see: <https://cerep.esma.europa.eu/cerep-web/statistics/defaultts.xhtml>. DBRS Morningstar understands further information on DBRS Morningstar historical default rates may be published by the Financial Conduct Authority (FCA) on its webpage: <https://www.fca.org.uk/firms/credit-rating-agencies>.

These ratings are endorsed by DBRS Ratings Limited for use in the United Kingdom.

Lead Analyst: Daniel Rakhamimov, Assistant Vice President

Rating Committee Chair: Alfonso Candelas, Senior Vice President

Initial Rating Date: 26 September 2016

DBRS Ratings GmbH

Neue Mainzer Straße 75

60311 Frankfurt am Main Deutschland

Tel. +49 (69) 8088 3500

Geschäftsführer: Detlef Scholz

Amtsgericht Frankfurt am Main, HRB 110259

The rating methodologies used in the analysis of this transaction can be found at:

<https://www.dbrsmorningstar.com/about/methodologies>.

- Rating European Consumer and Commercial Asset-Backed Securitisations (29 October 2021), <https://www.dbrsmorningstar.com/research/387042/rating-european-consumer-and-commercial-asset-backed-securitisations>.
- Master European Structured Finance Surveillance Methodology (19 May 2022), <https://www.dbrsmorningstar.com/research/397033/master-european-structured-finance-surveillance-methodology>.
- Rating European Structured Finance Transactions Methodology (15 July 2022), <https://www.dbrsmorningstar.com/research/399899/rating-european-structured-finance-transactions-methodology>.
- Legal Criteria for European Structured Finance Transactions (22 July 2022), <https://www.dbrsmorningstar.com/research/400166/legal-criteria-for-european-structured-finance-transactions>.
- Derivative Criteria for European Structured Finance Transactions (20 September 2021), <https://www.dbrsmorningstar.com/research/384624/derivative-criteria-for-european-structured-finance-transactions>.
- Operational Risk Assessment for European Structured Finance Servicers (15 September 2022), <https://www.dbrsmorningstar.com/research/402774/operational-risk-assessment-for-european-structured-finance-servicers>.
- Operational Risk Assessment for European Structured Finance Originators (15 September 2022), <https://www.dbrsmorningstar.com/research/402773/operational-risk-assessment-for-european-structured-finance-originators>.
- Interest Rate Stresses for European Structured Finance Transactions (22 September 2022), <https://www.dbrsmorningstar.com/research/402943/interest-rate-stresses-for-european-structured-finance-transactions>.
- DBRS Morningstar Criteria: Approach to Environmental, Social, and Governance Risk Factors in Credit Ratings (17 May 2022), <https://www.dbrsmorningstar.com/research/396929/dbrs-morningstar-criteria-approach-to-environmental-social-and-governance-risk-factors-in-credit-ratings>.

A description of how DBRS Morningstar analyses structured finance transactions and how the methodologies are collectively applied can be found at: <https://www.dbrsmorningstar.com/research/278375>.

For more information on this credit or on this industry, visit [www.dbrsmorningstar.com](http://www.dbrsmorningstar.com) or contact us at [info@dbrsmorningstar.com](mailto:info@dbrsmorningstar.com).

## Ratings

### VCL Master S.A., acting with respect to its Compartment 1

Date Issued	Debt Rated	Action	Rating	Trend	Attributes
26-Sep-22	Series 2010-2, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2011-2, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2012-2, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2012-3, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2012-4, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2013-1, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2015-1, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2017-1, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2017-3, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2018-1, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2020-1, Class A Notes	Confirmed	AAA (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2014-1, Class B Notes	Upgraded	AA (high) (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2014-3, Class B Notes	Upgraded	AA (high) (sf)	--	<b>EU</b> <b>U</b>
26-Sep-22	Series 2018-1, Class B Notes	Upgraded	AA (high) (sf)	--	<b>EU</b> <b>U</b>

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## Contacts

### Daniel Rakhimov

*Assistant Vice President - Global Structured Finance*

+49 69 8088 3509

[daniel.rakhimov@dbrsmorningstar.com](mailto:daniel.rakhimov@dbrsmorningstar.com)

### Alex Garrod

*Senior Vice President, European ABS - Global Structured Finance*

+44 20 7855 6606

[alex.garrod@dbrsmorningstar.com](mailto:alex.garrod@dbrsmorningstar.com)

**Paolo Conti**

*Senior Vice President, Head of European ABS - Global Structured Finance*

+44 20 7855 6627

[paolo.conti@dbrsmorningstar.com](mailto:paolo.conti@dbrsmorningstar.com)

**Alfonso Candelas**

*Senior Vice President, Head of European Surveillance*

+49 69 8088 3512

[alfonso.candelas@dbrsmorningstar.com](mailto:alfonso.candelas@dbrsmorningstar.com)

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