

Cairo, August 8, 2017

Press Release: **Sarwa Securitization Company S.A.E. – 19<sup>th</sup> Issue 2016-2021**

**MERIS (MIDDLE EAST RATING & INVESTORS SERVICE) ASSIGNS NATIONAL SCALE RATINGS (NSR) TO THE 19<sup>th</sup> MULTIPLE-TRANCHE ASSET-BACKED SECURITIZATION BOND ISSUED BY SARWA SECURITIZATION COMPANY AND BACKED BY A PORTFOLIO OF REAL ESTATE RECEIVABLES ORIGINATED BY AMER AND PORTO GROUP COMPANIES**

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MERIS (Middle East Rating & Investors Service) has reviewed and affirmed as of 30/04/2017 the following ratings on the national scale to the 19<sup>th</sup> multiple-tranche asset backed securitization bond issued by Sarwa Securitization Company S.A.E. and backed by a single pool of real estate receivables originated by Amer and Porto Group companies:

Tranche A: “**AA+ (sf)**” to the EGP 40 million Senior Fixed-Rate Notes due in May 2017, representing 19% of the aggregate issue size, with a coupon of 12.13% p.a. payable quarterly;

Tranche B: “**A+ (sf)**” to the EGP 140 million Subordinated Fixed-Rate Notes due in May 2019, representing 66% of the aggregate issue size, with a coupon of 13.03% p.a. payable quarterly during the lifetime of Tranche A and monthly thereafter.

Tranche C: “**A (sf)**” to the EGP 31 million Junior Subordinated Fixed-Rate Notes due in February 2021, representing 15% of the aggregate issue size, with a coupon of 13.73% p.a. payable quarterly during the lifetime of Tranche A and monthly thereafter.

The notes are redeemed sequentially in order of seniority. Tranche A follows a pre-determined quarterly amortization schedule, whereas Tranche B and C will pay according to a pass-through monthly amortization schedule.

All of the above ratings are considered investment grade on the National Rating Scale. An “**AA**” grade represents **Very Strong** Creditworthiness relative to other domestic issuers. “**A**” rated issuers or issues are considered **Above Average** in Creditworthiness relative to other domestic issuers or issues. The (+/-) signs denote relative status within each rating category and the (sf) insertion stands for structured finance.

The ratings are a relative ranking of risk and address the expected loss posed to investors by the bond maturity. In **MERIS**'s opinion, the transaction structure allows for timely payment of interest and ultimate repayment of principal with respect to the bond maturity.

Sarwa Securitization Company S.A.E. – a special purpose entity – was incorporated in November 2005. The current notes are backed by a static pool of real estate receivables arising from installment sale contracts related to 482 residential (111 first home units and 371 holiday home units) and 7 commercial units located in six of AMER Holding Company's projects (Porto Soukhna, Golf Sokhna, Porto Marina, Golf Marina, Porto Matrouh, Porto Sharm) and two of Porto Holding Company's projects (Porto October and Porto Cairo Mall). The contracts have been co-originated by five companies belonging to Amer and Porto Groups.

The ratings of the notes are based on: (1) the level of protection provided to investors by the credit enhancements in the form of (i) over-collateralization in the amount of 7.0% net of expenses; (ii) subordination of tranche B and C to the more senior tranches; (iii) availability of a default reserve account (Letter of Guarantee issued by Al Baraka Bank) in the amount of EGP 36 million representing 17.1% of the outstanding notes' balance; (2) the additional credit supported provided through credit insurance for 90% coverage on the individual sale by installment contracts provided by the government-

owned Misr Insurance Company (AM Best Financial Strength Rating: B++ (Good) and Long Term Issuer Credit Rating: bbb with Stable Outlook, Dec. 2016); (3) the liquidity support in the form of a cash reserve account in the size of 5.5% of the outstanding balance of Tranches B and C that is to be funded from the first 13 months' cash inflows until it reaches the target level and adjusted on a monthly basis in accordance with the notes' amortization; (4) the relatively low weighted average loan-to-value (LTV) ratio (39% of the original purchase price) of the portfolio, which accelerates the build-up of owner's equity into the properties and hence minimizes the buyers' propensity to default, while at the same time increasing the recovery potential in case of default; (5) the additional level of protection stemming from the fact that all of the receivables are backed by post-dated cheques, which is considered an incentive for timely payment of the installments as a bounced cheque constitutes a criminal offence under the Egyptian law; (6) the reasonable geographic diversification of the portfolio including units across 8 projects, set in 6 different geographic locations across Egypt, and (7) the availability of a contractually appointed back-up servicer.

The assigned ratings also take into consideration the following weaknesses of the transaction: (1) the small size of the pool, with notably high individual obligor concentrations, with the top 20 obligors accounting for 20% of the portfolio ; (2) no security interest in the underlying properties for the benefit of the note holders, and hence no direct recourse over the properties; (3) unlike class A notes, the ratings of class B and more so class C notes are highly dependent on the creditworthiness of the external credit support provider (L/G issuing bank). A material deterioration of the creditworthiness of the credit support provider will inevitably result in a downgrade of these notes; (4) the credit insurance is a relatively new product in the Egyptian market, which has not been tested extensively in practice; (5) the existence of legal uncertainties, given that the key legal concepts underpinning securitization remain largely untested in judicial proceedings or in practice in Egypt, mitigated by the legal opinions provided by the transaction's legal advisor on issues such as true sale, separateness of accounts, commingling and consolidation risk.

**MERIS** will monitor the transaction on an on-going basis and will issue regular performance reports.

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