

Cairo, July 2019

Press Release: **Sarwa Securitization Company S.A.E. – 27th Issue 2018-2023**

MERIS (MIDDLE EAST RATING & INVESTORS SERVICE) AFFIRMS THE NATIONAL SCALE RATINGS (NSR) TO THE 27th MULTIPLE-TRANCHE ASSET-BACKED SECURITIZATION BOND ISSUED BY SARWA SECURITIZATION COMPANY

MERIS (Middle East Rating & Investors Service) has reviewed the performance of the 27th multiple-tranche asset backed securitization bond issued by Sarwa Securitization Company S.A.E. and has affirmed the following national scale ratings:

Tranche A: “**AA+(sf)**” to the EGP 58,333,333 Senior Fixed-Rate Notes due in May 2019, representing 5.25% of the aggregate issue size, with a coupon of 14.01% p.a. payable monthly;

Tranche B: “**AA (sf)**” to the EGP 748,514,175 Subordinated Fixed-Rate Notes due in May 2021, representing 67.32% of the aggregate issue size, with a coupon of 14.81% p.a. payable monthly;

Tranche C: “**A (sf)**” to the EGP 305,000,000 Junior Subordinated Fixed-Rate Notes due in March 2023, representing 27.43% of the aggregate issue size, with a coupon of 15.31% p.a. payable monthly.

The notes are redeemed sequentially in order of seniority and follow a pass-through monthly amortization schedule, with the exception of the 1st tranche, which follows a pre-determined 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 Egypt in November 2005. The current notes are backed by fixed rate receivables arising from car sales contracts to customers domiciled in Egypt. The contracts have been initially co-originated by Contact Auto Credit (CAC) (74% of the principal outstanding balance), Star Auto Credit (14%), Bavarian – Contact Car Trading (BCCT) (6%), Contact Egyptian International Motor Auto Credit (CEIM) (4%), Ezz El Arab-Contact Financial LLC (ECF) (1%) and Modern (0.3%), at the date of issuance.

As of April 30th 2019, the coupon and principal of the bond have been paid on time. As of the same date the principal outstanding of the bond stood at EGP 1,111,847,509, which translates into 45.2% amortization of the original balance. Furthermore, 51.6% of the asset pool backing the issue has been amortized. Delinquencies above 30 days stood at 0.34% of the original pool balance. As of April 2019, cumulative defaults measure 0.56% of the initial principal pool balance. It is worth noting that there have been 24 cases of credit default as of April 2019, which have resulted in full recovery of the amounts due.

The ratings of the notes are based on: (1) a credit assessment of the initial portfolio of underlying auto receivables, which reflects the Originators' strict underwriting, collection and monitoring guidelines and procedures; (2) the level of protection provided to investors by the credit enhancements in the form of (i) over-collateralization in the amount of 0.6% net of expenses; (ii) subordinated administration fees in the amount of 2.5% p.a. of the principal outstanding balance of the portfolio that will be available on a monthly basis in addition to EGP 15 million that will be paid out during the lifetime of Tranche B; and (iii) structural subordination of tranches B and C to the more senior tranches; (3) the liquidity support in the form of a cash reserve account in the size of 3.5% of the outstanding aggregate notes balance (currently 3.8%), which was

funded up front from the first month of collections and is adjusted on a monthly basis thereafter in accordance with the notes' amortization; (4) the availability of a default reserve account that is funded from the overcollateral by setting aside 0.6% p.a. (0.05% monthly) from the previous month's beginning principal portfolio balance on a monthly basis; (5) the granularity of the pool (concentrations per client less than 0.13% of the total principal outstanding) as well as the pool's relative diversification in terms of car make and geographic distribution; (6) the relatively low weighted average loan-to-value ratio at origination (68.3%) and reasonable seasoning, which accelerates the build-up of owner's equity into the assets and hence increase the recovery potential in case of defaults; (7) the significant experience of the Servicer and efficiency of its operating systems as reflected in the low-default historical performance of the auto receivables originated by Contact Auto Credit; and (8) the availability of a contractually appointed back-up servicer.

The assigned ratings also take into consideration the following weaknesses of the transaction: (1) the generally greater uncertainty associated with unrated Originators, and the use of securitization proceeds to fund the Originator's growing phase, mitigated, however, by the Originator's experienced management team and strict adherence to its underwriting policies and procedures, which assure a high quality receivables pool; (2) no independent calculation agent for the subordinated administration fees, partially mitigated by the performance reports to be issued by the Custodian and verified by the Auditors within a month after the actual cash disbursement date; (3) 25% of the securitized receivables are related to the sale of used cars, which are associated with a greater probability of default, due to the relatively riskier credit profile of the buyers; nevertheless, the majority of the used cars included in the securitization portfolio are premium brands, which indicate high creditworthiness of the buyers; (4) the administration fee subordination provides limited support to Class B and C notes, and is most useful during the life of class A notes due to the predetermined amortization schedule of the notes, in addition to the more sizeable amount of the subordinated fees during the first 13 months; (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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