Registre de Commerce et des Sociétés

Numéro RCS : B197583 Référence de dépôt : L190162838 Déposé et enregistré le 06/08/2019

HWSPVJP20190626T16513301_001				
Matricule: 2015 2	207 612			
eCDF entry date :	31/07/2019			
	Matricule : 2015 2			

BALANCE SHEET

Financial year from $_{01}$ <u>01/01/2018</u> to $_{02}$ <u>31/12/2018</u> (in $_{03}$ <u>EUR</u>)

Driver Master S.A. 22-24, Boulevard Royal

L-2449 Luxembourg

ASSETS

				Reference(s)		Current year		Previous year
A.	Sul	oscri	bed capital unpaid	1101	101		102	
	I.	Sub	oscribed capital not called	1103	103		104	
	II.		oscribed capital called but paid	1105	105		106	
В.	For	rmat	ion expenses	1107	107		108	
C.	Fix	ed a	ssets	1109	109	12.256.396.673,00	110	13.162.665.874,00
	I.	Inta	angible assets	1111	111		112	
		1.	Costs of development	1113	113		114	
			Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	115		116	
			 acquired for valuable consideration and need not be shown under C.I.3 	1117	117		118	
			 b) created by the undertaking itself 	1119	119		120	
			Goodwill, to the extent that it was acquired for valuable consideration	1121	121		122	
			Payments on account and intangible assets under development	1123	123		124	
	II.	Tan	gible assets	1125			126	
		1.	Land and buildings	1127			128	
		2.	Plant and machinery	1129				

							HWSPVJP20190626T16	5513301_00	1
					RCSL Nr.: B197583 Matricule: 2015		15 2207 612		
		_			Reference(s)		Current year		Previous year
		3.	Other fixtures and fittings, tools and equipment	1131		131		132	
		4.	Payments on account and tangible assets in the course of construction	1122		122		124	
	Ш.	Fir	nancial assets				12.256.396.673,00		13.162.665.874,00
			Shares in affiliated undertakings						
			-						
			Loans to affiliated undertakings	1139 _		139		140	
		4.	Participating interests Loans to undertakings with which the undertaking is linked by virtue of participating interests						
		5.	Investments held as fixed						
		_	assets			145			
		6.	Other loans	1147 _	3	147	12.256.396.673,00	148	13.162.665.874,00
D.	Cui	rren	nt assets	1151		151	524.927.792,00	152	574.455.139,00
	I.	Sto	ocks	1153		153		154	
		1.	Raw materials and consumables	1155		155		156	
		2.	Work in progress	1157		157		158	
		3.	Finished goods and goods						
			for resale	1159 _		159		160	
			Payments on account	1161 _					
	II.	De	btors	1163		163	395.282.577,00	164	370.966.968,00
		1.	Trade debtors	1165		165		166	
			 a) becoming due and payable within one year 	1167		167		168	
			 b) becoming due and payable after more than one year 	1169		169		170	
		2.	Amounts owed by affiliated undertakings	1171		171		172	
			a) becoming due and payable						
			within one year	1173 _		173		174	
			 becoming due and payable after more than one year 	1175		175		176	
		3.	Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177		177		178	
			a) becoming due and payable within one year	1179		179		180	
			 becoming due and payable after more than one year 	1181		181		182	
		4.	Other debtors			183		184	
			a) becoming due and payable within one year	-	4		395.282.577,00	186	
			b) becoming due and payable						
			after more than one year	1187		187		188	

The notes in the annex form an integral part of the annual accounts

				HWSPVJP20190626T16	513301_001
		RCSL Nr.: B197	583	Matricule: 201	5 2207 612
		Reference(s)		Current year	Previous year
	III. Investments	1189	189		190
	1. Shares in affiliated undertakings	1191	191		192
	2. Own shares	1209	209		210
	3. Other investments	1195	195		196
	IV. Cash at bank and in hand	11975	197	129.645.215,00	198 203.488.171,00
E.	Prepayments	1199	199		200
	TOTAL (A	ASSETS)	201	12.781.324.465,00	13.737.121.013,00

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves	1301	301 31.000,	00 302 31.000,00
I. Subscribed capital	13036	303 31.000,	00 304 31.000,00
II. Share premium account	1305	305	306
III. Revaluation reserve	1307	307	308
IV. Reserves	1309	309	310
1. Legal reserve	1311	311	312
2. Reserve for own shares	1313	313	314
 Reserves provided for by the articles of association 	1315	315	316
 Other reserves, including the fair value reserve 	1429	429	430
a) other available reserves	1431	431	432
b) other non available reserves	1433	433	434
V. Profit or loss brought forward	1319	319	320
VI. Profit or loss for the financial year	1321	321	322
VII. Interim dividends	1323	323	324
VIII. Capital investment subsidies	1325	325	326
B. Provisions	1331	³³¹ 52.045 ,	00 332 74.965,00
 Provisions for pensions and similar obligations 	1333	333	334
2. Provisions for taxation	1335	335	336
3. Other provisions	13378	337 52.045	00 338 74.965,00
C. Creditors	1435	435 12.781.241.420	00 436 13.737.015.048,00
1. Debenture loans	1437	437 11.428.585.093	00 438 12.267.300.000,00
a) Convertible loans	1439	439	440
i) becoming due and payable within one year	1441	441	442
ii) becoming due and payable after more than one year	1443	443	444
b) Non convertible loans	14459	445 11.428.585.093	00 446 12.267.300.000,00
i) becoming due and payable within one year	1447	447 2.468.466.438	00 448 2.446.684.591,00
ii) becoming due and payable after more than one year	1449	449 8.960.118.655,	00 450 9.820.615.409,00
2. Amounts owed to credit institutions	1355	355	356
a) becoming due and payable within one year	1357	357	358
b) becoming due and payable after more than one year	1359	359	360

The notes in the annex form an integral part of the annual accounts

						HWSPVJP20190626T1	6513301_00)1
				RCSL Nr.: B197583 Matricule: 2015		5 2207 612		
				Reference(s)		Current year		Previous year
3.	of ord not sh	ents received on account ers in so far as they are lown separately as tions from stocks	1361 _		361		362	
	a)	becoming due and payable within one year	1363 _		363		364	
	b)	becoming due and payable after more than one year	1365 _		365		366	
4.	Trade	creditors	1367		367		368	
	a)	becoming due and payable within one year	1369 _		369		370	
	b)	becoming due and payable after more than one year	1371 _		371		372	
5.	Bills of	f exchange payable	1373 _		373		374	
	a)	becoming due and payable within one year	1375 _		375		376	
	b)	becoming due and payable after more than one year	1377 _		377		378	
6.		nts owed to affiliated takings	1379 _	10	379	1.352.299.369,00	380	1.469.362.758,00
	a)	becoming due and payable within one year	1381 _		381	793.435.656,00	382	932.427.502,00
		becoming due and payable after more than one year	1383 _		383	558.863.713,00	384	536.935.256,00
7.	with v	nts owed to undertakings vhich the undertaking is by virtue of participating sts	1385		385		386	
	a)	becoming due and payable						
	-	within one year	1387		387		388	
	b)	becoming due and payable after more than one year	1389 _		389		390	
8.	Other	creditors	1451 _		451	356.958,00	452	352.290,00
	a)	Tax authorities	1393	16	393	31.745,00	394	44.650,00
	b)	Social security authorities	1395		395		396	
	c)	Other creditors	1397		397	325.213,00	398	307.640,00
		i) becoming due and payable within one year	1399 _		399	325.213,00	400	307.640,00
		ii) becoming due and payable after more than one year	1401 _		401		402	
D. Defer	red inco	ome	1403		403		404	
тот/	AL (CAP	ITAL, RESERVES AND LIAB	ILITIE	S)	405	12.781.324.465,00	406	13.737.121.013,00

Registre de Commerce et des Sociétés

Numéro RCS : B197583 Référence de dépôt : L190162838 Déposé le 06/08/2019

HWSPVJP20190626T17034901_001						
RCSL Nr.: B197583	Matricule : 2015 2207 612					
	eCDF entry date :	31/07/2019				

PROFIT AND LOSS ACCOUNT

Financial year from 01/01/2018 to 02 31/12/2018 (in 03 EUR)

Driver Master S.A. 22-24, Boulevard Royal

L-2449 Luxembourg

PROFIT AND LOSS ACCOUNT

		Reference(s)	Current year	Previous year
1.	Net turnover	1701	701	702
2.	Variation in stocks of finished goods and in work in progress	1703	703	704
3.	Work performed by the undertaking for its own purposes and capitalised	1705	705	706
4.	Other operating income	1713	713	714
5.	Raw materials and consumables and other external expenses	1671	- 124.754.029,00	-113.132.471,00
	a) Raw materials and consumablesb) Other external expenses	1601 160312	601 603 -124.754.029,00	602 604113.132.471,00
6.	Staff costs	1605	605	606
	a) Wages and salaries	1607	607	608
	b) Social security costs	1609	609	610
	i) relating to pensions	1653	653	654
	ii) other social security costs	1655	655	656
	c) Other staff costs	1613	613	614
7.	Value adjustments	1657	657	658
	 a) in respect of formation expenses and of tangible and intangible fixed assets 	1659	659	660
	b) in respect of current assets	1661	661	662
8.	Other operating expenses	162113	-269.452.584,00	-244.599.071,00

			HWSPVJP20190626T17	7034901_0	01
	RCSL Nr.: B197	583	Matricule : 201	5 2207	612
	Reference(s)		Current year		Previous year
9. Income from participating interests	1715	715		716	
a) derived from affiliated undertakings	1717			718	
b) other income from participating					
interests	1719	719		720	
10. Income from other investments and					
loans forming part of the fixed assets	1721		422.574.367,00		386.040.094,00
a) derived from affiliated undertakings	1723 15	723	422.574.367,00	724	386.040.094,00
b) other income not included under a)	1725	725		726	
11. Other interest receivable and similar					
income	1727	727	5.160,00	728	0,00
a) derived from affiliated undertakings	1729			730	
b) other interest and similar income	1731	731	5.160,00	732	0,00
12. Share of profit or loss of undertakings accounted for under the equity method	1663	663		664	
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	665		666	
14. Interest payable and similar expenses	1627	627	-28.360.304,00	628	-28.303.736,00
a) concerning affiliated undertakings	162914	629	-9.587.016,00	630	-10.039.257,00
b) other interest and similar expenses	1631		-18.773.288,00		-18.264.479,00
15. Tax on profit or loss	1635	635		636	
16. Profit or loss after taxation	1667	667	12.610,00	668	4.816,00
17. Other taxes not shown under items 1 to 16	1637	637	-12.610,00	638	-4.816,00
18. Profit or loss for the financial year	1669	669	0,00	670	0,00

Numéro RCS : B197583 Référence de dépôt : L190162838 Déposé le 06/08/2019

Driver Master S.A.

1. DIRECTORS' REPORT

The Board of Directors of Driver Master S.A. (the "Company") herewith submits its report for the period ending 31 December 2018.

General

The Company is a securitisation company within the meaning of the Luxembourg Law of 22 March 2004 on securitisation (the "Securitisation Law") and has as its corporate purpose the securitisation of car Permitted Assets.

The Company may, in accordance with the terms of the Securitisation Law, and in particular its article 5, create one or more compartments. Each compartment shall, unless otherwise provided for in the resolution of the Board of Directors creating such compartment, correspond to a distinct part of the assets and liabilities in respect of the corresponding funding.

Summary of activities

During the period ended 31 December 2015, the Company has purchased seven pools of monthly paid car Permitted Assets (the "Permitted Assets") for its Compartments: Compartment 1, Compartment 2, Compartment 3, Compartment 4, Compartment 5, Compartment 6 and Compartment 7 with a total discounted nominal value of EUR 7,050,068,594 for a total price of EUR 6,927,906,194 whereby the underlying car lease contracts are mainly for the Bank of vehicles originated by Volkswagen Bank GmbH via the Volkswagen group dealership network (which, inter alia, comprises of Volkwagen, Audi, SEAT, Skoda and Volkswagen Nutzfahrzeuge) throughout Germany and are entered into with both private and business customers.

Value at initial

Durchase

The Permitted Assets have been purchased as follows:

	value at initial	Fulchase
	purchase	price
Portfolio	(in EUR)	(in EUR)
Compartment 1	750,026,299	737,030,299
Compartment 2	1,050,004,687	1,031,810,287
Compartment 3	1,050,005,518	1,031,811,118
Compartment 4	1,050,002,450	1,031,808,050
Compartment 5	1,050,005,093	1,031,810,693
Compartment 6	1,050,014,359	1,031,819,959
Compartment 7	1,050,010,188	1,031,815,788
Total	7,050,068,594	6,927,906,194

The purchase of the Permitted Assets has been financed by issuances of in total EUR 6,702,700,000 Class A Asset Backed Rate Notes (the "Class A Notes") and EUR 312,100,000 Class B Asset Backed Rate Notes (the "Class B Notes" and collectively the "Notes") and Subordinated Loans for a total amount of EUR 373,851,988.

The Notes are backed by substantially all of the assets of the Company consisting primarily of the Company's right, title and interest in the Permitted Assets and in the title ownership of the leased vehicles which have been transferred to the Company.

The Subordinated Loans have been granted to the Company for the purpose of credit enhancement and they rank junior to the Notes.

The Company has entered into swap agreements for Compartment 1 for each class of Notes to hedge the interest rate risk deriving from the scheduled periodic payments payable by the Lessees of the vehicles to the Company and the floating rate interest payments owed by the company under the Notes.

Both the Notes and the Subordinated Loans are limited recourse obligations of the Company, whereby the Company pays only those amounts which are actually available to it, being essentially the amounts received from the Lease Receivables and the amounts received or paid under the interest rate swap agreements less costs.

Portfolio of Permitted Assets

As at 31 December 2018, the total Permitted Assets principal of all compartments was decreased by EUR 5,725,210,162 (EUR 10,148,769,529 in 2017) by way of term take out to Driver Multi-Compartment and payments collected from Volkswagen Bank GmbH and was increased by EUR 4,818,940,961 (EUR 14,022,278,169 in 2017) by way of reinvestment of funds collected (Top-Up). Total interest income for all compartments for the period ended 31 December 2018 amounted to EUR 422,574,367 (EUR 386,040,094 in 2017) (see also note 14).

1. DIRECTORS' REPORT

On 27 March 2017, the Company has executed a Clean-up Call for Compartment 5, Compartment 6 and Compartment 7 whereby Volkswagen Bank GmbH acquired all outstanding Lease Receivables (together with any related Lease Collateral) against payment of the Clean-up Call Settlement Amount.

On 25 April 2017, the Company has executed a Clean-up Call for Compartment 3 and Compartment 4 whereby Volkswagen Bank GmbH acquired all outstanding Lease Receivables (together with any related Lease Collateral) against payment of the Clean-up Call Settlement Amount.

During the month of March 2018, the company has proceed to a "term take out" on its assets in order to transfer them to the compartment 14 of Driver Multi-Compartment for an amount of EUR 900,007,143.

Notes and Subordinated Loans

As at 31 December 2018, the Company has issued the following amounts on the outstanding principal of each Class A and/or Class B Note and the Subordinated Loan:

	P Class A Note	Class B Note	Subordinated Loan
Compartment 1	218,285,093	10.600.000	10.306.251
Compartment 2	10,702,600,000	497,100,000	548,557,462
Total	10,920,885,093	507,700,000	558,863,713

The Notes are listed in Luxembourg Stock Exchange.

Corporate Governance

The Board duly notes that, based on Article 52 of the law of 23 July 2016 concerning the audit profession (the "Audit Law"), the Company is classified as a public-interest entity and is required to establish an audit committee.

However, the Company's sole business is to act as issuer of asset-backed securities as defined in point (5) of Article 2 of Commission regulation (EC) N° 809/2004. Therefore, it is exempted from the audit committee obligation based on Article 52 (5) c).

The Company has concluded that the establishment of a dedicated audit committee or an administrative or supervisory body entrusted to carry out the function of an audit committee is not appropriate for the nature and extent of the Company's business which consists merely of an interest in assets to which the limited recourse Notes issued are linked. Furthermore, the Company operates in a strictly defined regulatory environment (e.g. Securitisation Law, CSSF supervision, listing on EU-regulated market) and is subject to respective governance mechanisms.

Voting rights

Each issued share holds one vote in a Meeting of Shareholders. No special voting rights exist, nor does the sole Shareholder have any special right of control.

The Company may, to the extent and under the terms permitted by law, purchase its own shares. During the period ended 31 December 2018 the Company has not purchased any of its own shares.

Research and development activities

The Company was neither involved nor participated in any kind of research or development activities in the period ended 31 December 2018.

Branches and participations of the Company

The Company does not have any branches or participations.

1. DIRECTORS' REPORT

Board of Directors

The Company is managed by a Board of Directors comprising at least three members. The Directors, whether shareholders or not, are appointed for a period not exceeding six years by the sole Shareholder, who may at any time remove them.

The Board of Directors is vested with the powers to perform all acts of administration and disposition in compliance with the corporate objects of the Company. The Company will be bound in any circumstances by the joint signatures of two members of the Board of Directors unless special decisions have been reached concerning the authorised signature in case of delegation of powers or proxies.

On 7 June 2018, Mr A. Nelke has resigned from the position as Director of the Company and has been replaced by Mrs C. Lampis with effective date 12 June 2018. On 19 July 2018, Mrs C. Lampis has resigned from the position as Director of the Company and has been replaced by Mrs M.D. Mussai-Ramassur with effective date 25 July 2018. On 30 August 2018, Mrs C. Pirrie has resigned from the position as Director of the Company and has been replaced by Mr I. Valikoff with effective date 14 September 2018. On 4th February 2019, M. I. Valikoff has resigned from his position of Director of the Company and has been replaced by Mrs Sheena E. Gill.

Internal control and risk management procedures

The Board of Directors is responsible for managing the Company and carefully managing the Company's system of internal control and risk management. Its members are jointly accountable for the management of the Company and ensure that the statutory and legal requirements and obligations of the Company are met and complied with.

The Board has the overall responsibility for the Company's system of internal control and for achieving its effectiveness. This system of internal control is designed to manage, rather than eliminate, risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company operates a management structure with clear delegated authority levels and clear functional reporting lines and accountability. All relevant decisions are subject to appropriate authorisation procedures. The Board monitors financial and operational performance and compliance controls on a continuing basis and identifies and responds to business risks as they arise.

Related business risks

Credit risk:

The Company may be exposed to a credit risk with third parties with whom it trades and may also bear the risk of settlement default.

Counterparty risk:

Some of the assets and derivatives will expose the Company to the risk of Counterparty default.

Interest rate risk:

For Compartment 1, the Receivables bear interest at fixed rates while the Notes and the Subordinated loan bears interest at floating rates based on 1-month EURIBOR. The Company will hedge afore-described interest rate risk related to the Notes and will use payments made by the swap counterparties to make payments on the Notes on each Payment date. The Subordinated loan is not covered by such swap transactions. The Board of Directors considers however that the Excess spread of the Structure would cover any movements in the 1-month EURIBOR.

The liquidity risk, market risk, currency risk and the price risk are not defined as the Directors of the Company believe that these risks are not applicable for the Company or are not deemed as principal risks to the Company as a whole.

1. DIRECTORS' REPORT

Subsequent events

No event has occurred subsequent to the year-end which would have a material impact on the annual accounts as at 31 December 2018.

Future outlook

No material changes in activities are contemplated for the year 2019.

Luxembourg, 31 July 2019

Mrs Z.H. Ca Director

Mrs M.D. Mussai-Ramassur Director

Mrs S.E. GA Director



Audit report

To the Board of Directors of **Driver Master S.A.**

Report on the audit of the annual accounts

Our opinion

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of Driver Master S.A. (the "Company") as at 31 December 2018, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

What we have audited

The Company's annual accounts comprise:

- the balance sheet as at 31 December 2018;
- the profit and loss account for the year then ended; and
- the notes to the annual accounts, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period, and include the most significant assessed risks of material misstatement (whether or not due to fraud). These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Cabinet de révision agréé. Expert-comptable (autorisation gouvernementale n°10028256) R.C.S. Luxembourg B 65 477 - TVA LU25482518

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Key audit matter

How our audit addressed the Key audit matter

The lease receivables purchased by the Company are part of Existence and Valuation of lease the full lease portfolio of the originator. Our audit procedures receivables to cover the existence of the lease receivables included: The purpose of the Company is to · We performed detailed procedures to gain an purchase a portfolio of car lease understanding of the controls in respect of the existence of receivables of customers from the lease receivables adopted by the asset servicer; Volkswagen Financial Services AG We performed reconciliation of the information of lease ("the originator" and the "asset . receivables in the annual accounts from the source servicer"). The acquisition of the systems: lease receivables is financed by the In order to check reliance of the asset servicer's issuances of granted listed notes. information, we performed a sample testing of lease The leasing portfolio is purchased receivables and obtained supporting loan contracts. from the originator at a discounted value to cover potential losses of As the audit of the valuation of each individual lease these receivables. There is a risk of receivables is not appropriate, we have reviewed and tested non-payment if the customers fail to the internal control system of the originator with regards to meet payment instalments. Refer to the valuation of the lease receivables in which no issues were Note 2.2.2 for the accounting policy. noted. The selection and collection process In order to test the Company's assessment on the valuation of the lease receivables purchased of the lease receivables, we performed detailed procedures in from the originator is not conducted order to assess the recoverability of the lease receivables and by the Company itself but by a third we concluded that as at 31 December 2018 the Company's party, the asset servicer. Thus, leasing receivables valuation disclosed in the annual accounts reconciliation processes over lease are in line with the accounting policies. receivables and accounting records

As at 31 December 2018, the existence and the valuation of the Company's lease receivables are properly reviewed with no exceptions noted.

receivable balances are complete and accurate. Taking into account that the total financial fixed assets as at 31 December 2018 amounted to EUR 12,256,396,673 (See Note 3), we have identified this as a key audit

implemented by the asset servicer

are critical to ensure lease

matter of our audit.

_h

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the Corporate Governance Statement but does not include the annual accounts and our audit report thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud
 or error, design and perform audit procedures responsive to those risks, and obtain audit evidence
 that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material
 misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve
 collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;



- conclude on the appropriateness of the Board of Directors' use of the going concern basis of
 accounting and, based on the audit evidence obtained, whether a material uncertainty exists related
 to events or conditions that may cast significant doubt on the Company's ability to continue as a
 going concern. If we conclude that a material uncertainty exists, we are required to draw attention in
 our audit report to the related disclosures in the annual accounts or, if such disclosures are
 inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to
 the date of our audit report. However, future events or conditions may cause the Company to cease
 to continue as a going concern;
- evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

The Corporate Governance Statement is included in the directors' report. The information required by Article 68ter Paragraph (1) Letters c) and d) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We have been appointed as "Réviseur d'Entreprises Agréé" of the Company by the Board of Directors on 15 June 2018 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 4 years.

Other matter

The Corporate Governance Statement includes, when applicable, the information required by Article 68ter Paragraph (1) Letters a), b), e), f) and g) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended.

PricewaterhouseCoopers, Société coopérative Represented by Luxembourg, 31 July 2019

Günfer Simor

5. NOTES TO THE ANNUAL ACCOUNTS

Note 1 - General information

The Company is a Luxembourg public limited liability company incorporated in Luxembourg on 5 June 2015 for an unlimited period of time under the legal form of "Société Anonyme" having its corporate office at 22-24 Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg. The Company is registered at the Registre du Commerce et Sociétés of Luxembourg City under number B 197.583.

The accounting period of the Company begins 1st January and terminates on 31st December.

The purpose of the Company is the securitisation, within the meaning of the Luxembourg Law of 22 March 2004 on Securitisations (hereinafter the "Securitisation Law"), of receivables (the "Permitted Assets"). The Company may enter into any agreement and perform any action necessary or useful for the purposes of securitising Permitted Assets, including, without limitation, disposing of its assets in accordance with the relevant agreements.

The Company may only carry out the above activities if and to the extent that they are compatible with the Securitisation Law.

The Company may, in accordance with the terms of the Securitisation Law, and in particular its article 5, create one or more compartments. Each compartment shall, unless otherwise provided for in the resolution of the Board of Directors creating such compartment, correspond to a distinct part of the assets and liabilities in respect of the corresponding funding.

The Company is included in the consolidated accounts of Volkswagen AG, forming the largest body of undertakings of which the Company forms a part as a subsidiary undertaking. The registered office of that company is located at Berliner Ring 2, 38440 Wolfsburg, (HRB Nr. 100484) and the consolidated accounts are available at the same address.

In addition, the Company is included in the consolidated accounts of Volkswagen Financial Services AG, forming the smallest body of undertakings included in the body of undertakings referred to in the above-mentioned paragraph of which the Company forms a part as a subsidiary undertaking. The registered office of that company is located at Gifhorner Str. 57, 38112 Braunschweig, (HRB Nr. 1858) and the consolidated accounts are available at the same address.

Capitalised terms not defined within these audited annual accounts are defined in the respective Transaction Documents of each compartment of the Company.

Note 2 - Summary of significant accounting principles

2.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Accounting policies and valuation rules are, besides the ones laid down by the law of 19 December 2002, as amended (the "Amended Law") determined and applied by the Board of Directors.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Board of Directors believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

5. NOTES TO THE ANNUAL ACCOUNTS

Note 2 - Summary of significant accounting principles (continued)

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1 Formation expenses

The formation expenses of the Company are directly charged to the profit and loss account of the year in which they are incurred.

2.2.2 Financial fixed assets

Permitted Assets included in financial fixed assets are recorded at their discounted nominal value. In case of a durable depreciation in value according to the opinion of the Board of Directors, value adjustments are made in respect of financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.3 Debtors

Other debtors are recorded at their nominal value. They are subject to value adjustments where their recovery is either uncertain or compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.4 Derivative financial instruments

The Company may enter into derivative financial instruments such as swaps in order to reduce its exposure coming from the floating rate of the Notes against the fixed rate of the Permitted Assets. In case of hedging on asset or liability which is not recorded at fair value, unrealised gains or losses are deferred until the realised gains or losses on the hedged item are realised. The interests linked to derivatives instruments are recorded on an accrual basis at the closing date. Commitments relating to swap transactions are recorded in the off-balance sheet accounts (see note 20).

2.2.5 Foreign currency translation

The Company maintains its books and records in EUR.

Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. Cash, short-term debtors and creditors are translated on the basis of the exchange rates effective at balance sheet date. The exchange gains and losses are recorded in the profit and loss account. Other assets and liabilities are translated separately at the lower or the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at balance sheet date. Solely the exchange losses are recorded in the profit and loss account. Exchange gains and losses are recorded in the profit and loss account.

Where there is an economic link between an asset and liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account whereas the net unrealised exchange gains are not recognised.

2.2.6 Accruals and deferred income

This liability item includes income received during the financial year but relating to a subsequent financial year.

2.2.7 Notes issued

Notes issued are stated at par value less any repayments made to their principal.

5. NOTES TO THE ANNUAL ACCOUNTS

Note 2 - Summary of significant accounting principles (continued)

2.2.8 Debts

Where the amount repayable on account is greater than the amount received, the difference may be accounted for in the profit and loss account when the debt is issued.

2.2.9 Interest receivable and payable

Interest receivable and payable are recorded on an accrual basis.

2.2.10 Provisions

Provisions are intended to cover charges which at the balance sheet date are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

2.2.11 Equalisation provision

Losses during the period as a result from sales, default, lower market values or cost may cause a partial reduction on the assets. Such shortfalls will first be borne by the originator in inverse order of the priority of payments.

Consequently, a provision for decrease in value will be made and deducted from the amount repayable of the Subordinated Loan and booked in the profit and loss account as "Other operating income".

Similarly, in case of profit made during the period, the Equalisation provision booked in the profit and loss as "Other operating expense" would result into an additional liability towards the Originator.

Note 3 - Financial assets

	2018	2017
Permitted Assets	EUR	EUR
Opening balance	13,162,665,874	9,289,157,234
Additions during the year	4,818,940,961	14,022,278,169
Disposals for the year	(4,825,203,019)	(6,323,399,396)
Reimbursements during the year	(900,007,143)	(3,825,370,133)
Closing balance	12,256,396,673	13,162,665,874

As at 31 December 2018, the total Permitted Assets principal of all compartments was decreased by EUR 4,825,203,019 (EUR 6,323,399,396 in 2017) by way of term take out to Driver Multi-Compartment and by EUR 900,007,143 (EUR 3,825,370,133) by payments collected from Volkswagen Bank GmbH and was increased by EUR 4,818,940,961 (EUR 14,022,278,169 in 2017) by way of reinvestment of funds collected (Top-Up). Total interest income for all compartments for the period ended 31 December 2018 amounted to EUR 422,574,367 (EUR 386,040,094 in 2017) (see also note 14).

Acquisition of the Permitted Assets was financed by the issue of Class A and Class B Floating Rate Asset Backed Notes and through receipt of a Subordinated Loan (see also notes 9 and 10).

As at 31 December 2018, no value adjustment is recorded in the annual accounts in respect of financial fixed assets given the absence of durable depreciation.

5. NOTES TO THE ANNUAL ACCOUNTS

Note 4 - Other receivables becoming due and payable within one year

This amount mainly stands for the receivable due from Volkswagen Bank GmbH for the December 2018 collection of the Permitted Assets, which is paid in January 2019.

Note 5 - Cash at bank and in hand

	2018	2017
<u>Cash at bank</u>	EUR	EUR
Current account	29,681	30,156
Disbursement account	5,319,243	15,378,548
Cash collateral account	118,953,740	122,673,000
Accumulation account	-	42,496,173
Monthly collateral account	5,342,551	17,240,157
Counterparty dowgrade collateral account	-	5,670,137
Total	129,645,215	203,488,171

Note 6 - Subscribed capital

As at 31 December 2018, the subscribed capital amounts to EUR 31,000 and is divided into 3,100 shares fully paid-up with a par value of EUR 10 each. The authorised capital amounts to EUR 31,000.

Note 7 - Legal reserve

Note 8 - Provision

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

	2018	2017
Other provisions	EUR	EUR
Audit fees	50,000	73,597
Tax advisory fees	2,045	1,368
Total	52,045	74,965
Note 9 - Non Convertible Loans		
	2018	2017
Notes issued and becoming due and payable within one year	EUR	EUR
Class A Asset Backed Floating Rate Notes	2,467,366,438	2,446,684,591
Class B Asset Backed Floating Rate Notes	1,100,000	-
Balance as at 31 December	2,468,466,438	2,446,684,591
	2018	2017
Notes issued and becoming due and payable after more than one year	EUR	EUR
Class A Asset Backed Floating Rate Notes	8,453,518,655	9,726,015,409
Class B Asset Backed Floating Rate Notes	506,600,000	544,600,000
Balance as at 31 December	8,960,118,655	9,810,615,409

5. NOTES TO THE ANNUAL ACCOUNTS

Note 9 - Non Convertible Loans (continued)

	2018	2017
Class A Asset Backed Floating Rate Notes	EUR	EUR
Opening balance Additions during the year Reimbursements during the year	11,722,700,000 - (801,814,907)	8,520,200,000 9,598,400,000 (6,395,900,000)
Closing balance Thereof scheduled for redemption within	10,920,885,093	11,722,700,000
one year	2,467,366,438	2,446,684,591
Amount due and payable after more than one year	8,453,518,655	9,276,015,409

As at 31 December 2018, Compartment 1 has issued 10,201 Class A Notes. As from 26 June 2017, Class A Notes issued by Compartment 1 bear a floating rate interest of one month Euribor + 0.25% (previously one month Euribor +0.55%). Payments on the Class A Notes are made monthly in arrears on the 25th of each month. The Notes will mature in 2026. The floating rate interest on the Class A Notes has been swapped to a fixed interest rate of 0.14% (previously 0.2535%).

As at 31 December 2018, Compartment 2 has issued 107,206 Class A Notes. As from 26 June 2017, Class A Notes issued by Compartment 1 bear a fix rate interest of 0.14% (previously was 0.16%). Payments on the Class A Notes are made monthly in arrears on the 25th of each month. The Notes will mature in 2026.

In 2017, all Class A Notes of Compartment 3, Compartment 4, Compartment 5, Compartment 6 and Compartment 7 have been redeemed.

Class A Notes have a nominal value of EUR 100,000 each.

Following the received payments from the Permitted assets, the Company intends to make further repayments on the outstanding principal of the Class A Notes during the year of 2019. The Board of Directors has been able to estimate reliablity that the amount of EUR 2,467,366,438.00 will be repaid in the course of 2019 and has thus classified this amount as becoming due and payable within one year.

Class B Asset Backed Floating Rate Notes	2018	2017
	EUR	EUR
Opening balance	544,600,000	396,200,000
Additions during the year	-	438,900,000
Reimbursements during the year	(36,900,000)	(290,500,000)
Closing balance	507,700,000	544,600,000
Thereof scheduled for redemption within one year Amount due and payable after more than	1,100,000	-
one year	506,600,000	544,600,000

As at 31 December 2018, Compartment 1 has issued 475 Class B Notes. As from 26 June 2017, Class B Notes issued by Compartment 1 bear a floating rate interest of one month Euribor + 0.60% (previously one month Euribor +1.35%). Payments on the Class B Notes are made monthly in arrears on the 25th of each month. The Notes will mature in 2026. The floating rate interest on the Class B Notes has been swapped to a fixed interest rate of 0.4% (previously 0.9559%).

5. NOTES TO THE ANNUAL ACCOUNTS

Note 9 - Non Convertible Loans (continued)

As at 31 December 2018, Compartment 2 has issued 4,971 Class B Notes. As from 26 June 2017, Class B Notes issued by Compartment 1 bear a fix rate interest of 0.40% (previously was 0.97%). Payments on the Class B Notes are made monthly in arrears on the 25th of each month. The Notes will mature in 2026.

In 2017, all Class B Notes of Compartment 3, Compartment 4, Compartment 5, Compartment 6 and Compartment 7 have been redeemed.

Class B Notes have a nominal value of EUR 100,000 each.

Following the received payments from the Permitted assets, the Company intends to make further repayments on the outstanding principal of the Class B Notes during the year of 2019. The Board of Directors has been able to estimate reliability that the amount of EUR 1,100,000.00 will be repaid in the course of 2019 and has thus classified this amount as becoming due and payable within one year.

The Notes are backed by substantially all of the assets of the Company consisting primarily of the Company's right, title and interest in the Permitted Assets which have been transferred to the Company. All series of Notes are listed on the regulated market of the Luxembourg Stock Exchange. B series rank junior to A series.

Note 10 - Amounts owed to affiliated undertakings

	2018	2017
	EUR	EUR
Overcollateralisation payable	389,169,404	327,570,820
Servicer fees	10,209,096	10,846,969
Advance payments	5,379,226	17,245,713
Accrued interest on Subordinated Loan	185,428	135,808
Other amounts payable	388,493,085	511,524,265
Subordinated loan	558,863,713	596,369,628
Santander guarantee payable	(583)	5,669,555
	1,352,299,369	1,469,362,758

Overcollateralisation payable represents an excess of the Permitted Assets' nominal value over the nominal value of the Notes, the equalisation provision and year-end payable towards Volkswagen Bank GmbH.

The advanced payments relate to the amounts paid in advance by Volkswagen Bank GmbH to cover the future purchase of Permitted Assets.

The Subordinated loan has been granted for the purpose of credit enhancement and it ranks junior to the Notes.

Becoming due and payable after one year

	2018	2017
	EUR	EUR
Subordinated Loan		
Opening balance	596,369,628	459,328,365
Additions during the year	-	465,522,566
Capitalised interest during the year	9,471,675	9,349,599
Reimbursements during the year	(46,977,590)	(337,830,902)
Closing balance	558,863,713	596,369,628

5. NOTES TO THE ANNUAL ACCOUNTS

Note 10 - Amounts owed to affiliated undertakings (continued)

On 23 July 2015, Compartment 1 has been granted a Subordinated Loan from Volkswagen International Luxemburg S.A. bearing a rate of 1m Euribor + 1.85%. On 26 June 2017, the Subordinated Loan rate has been amended to 1m Euribor + 1.60% (previously 2.97%).

On 23 July 2015, Compartment 2 has been granted a Subordinated Loan from Volkswagen Bank GmbH bearing a rate of 1m Euribor + 2.01%. On 26 June 2017, the Subordinated Loan rate has been amended to 1m Euribor + 1.402% (previously 2.614%).

In 2017, all subordinated loans from Volkswagen Bank GmbH of Compartment 3, Compartment 4, Compartment 5, Compartment 6 and Compartment 7 have been fully reimbursed.

	EUR	EUR
Interest on Class A Notes	285,403	282,867
Interest on Class B Notes	34,180	1,524
Swap on Class A Notes	5,006	20,519
Swap on Class B Notes	624	2,730
	325,213	307,640
Note 12 - Other external expenses	2018	2017
	EUR	EUR
Audit fees	63,631	76,797
Tax advisory fees	2,593	360
Bank charges	812,119	1,761,348
Servicer fees	123,633,897	110,726,799
Rating agency fees	106,562	177,558
Trustee services	46,530	51,071
Legal fees	14,497	130,533
Maintenance fees	51,700	159,288
Other operating charges	22,500	48,717
Total	124,754,029	113,132,471
Note 13 - Other operating expenses	2018	2017
	EUR	EUR
Equalisation provision	269,452,584	244,599,071
Total	269,452,584	244,599,071

5. NOTES TO THE ANNUAL ACCOUNTS

Note 14 - Income from other investments and loans forming part of the fixed assets

Note 14 - Income from other investments and loans forming part of the fixed assets	2018	2017
	EUR	EUR
Derived from affiliated undertakings Interest income from Permitted Assets	422,574,367	386,040,094
Total	422,574,367	386,040,094
Note 15 - Interest payable and similar expenses	2018	2017
	EUR	EUR
Concerning affiliated undertakings Interest expense on Subordinated Ioan	9,587,016	10,039,257
Total	9,587,016	10,039,257
	2018	2017
Other interest and similar expenses	EUR	EUR
Interest charges on Class A Notes Interest charges on Class B Notes	16,099,328 2,043,894	14,119,875 3,030,763
Net interest expense Class A Notes swap	593,273	1,083,591
Net interest expense Class B Notes swap	36,793	30,250
Total	18,773,288	18,264,479

Note 16 - Taxes

The Company is subject to the tax regulation applicable to securitisation companies in Luxembourg.

Note 17 - Staff

The Company did not employ any staff during the period under review.

Note 18 - Emoluments granted to the Members of the Board of Directors

No emoluments have been granted to any member of the Board of Directors, nor have any obligations arisen or been entered into by the Company in respect of retirement pensions for former members of the Board of Directors.

Note 19 - Loans or advances granted to the Members of the Board of Directors

No loans or advances have been granted to any member of the Board of Directors.

5. NOTES TO THE ANNUAL ACCOUNTS

Note 20 - Off balance sheet commitments

As from 27 July 2015, the Compartment 1 entered into Class A and Class B Swap Agreements (the "Swaps"). Each swap agreement hedges the Company's interest rate risk derived from floating interest rate on the Notes issued (see also note 9).

On 26 June 2017, all swap contracts for Compartment 1 have been renewed. Settlement of the Swaps is performed on the 25th day of each month. The termination date of the Swap contracts is May 2026.

The interest rate swaps can be detailed as

Swaps on Note A series		Nominal amount	Spread interest rate received	Interest rate Paid
Compartment 1 - Class A swap - Banco Santander Compartment 1 - Class A swap - Crédit agricole Compartment 1 - Class A swap - Crédit agricole Compartment 1 - Class A swap - Crédit agricole Compartment 1 - Class A swap - Banco Santander Compartment 1 - Class A swap - Banco Santander Compartment 1 - Class A swap - SEB Compartment 1 - Class A swap - Crédit agricole	EUR EUR EUR EUR EUR EUR EUR	201,400,000 26,500,000 75,000,000 200,000 91,800,000 91,800,000 91,800,000 91,800,000	0.25% 0.25% 0.25% 0.25% 0.25% 0.25% 0.25%	0.14% 0.14% 0.14% 0.14% 0.14% 0.14% 0.14% 0.14%
Compartment 1 - Class A swap - Credit agricole	EUR	150,000,000	0.25%	0.14%
Swaps on Note B series				
Compartment 1 - Class B swap - Banco Santander Compartment 1 - Class B swap - Banco Santander Compartment 1 - Class B swap - Banco Santander	EUR EUR EUR	5,000,000 8,500,000 34,000,000 47,500,000	0.60% 0.60% 0.60%	0.40% 0.40% 0.40%
Total		1,067,600,000		

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 21 - Balance sheet as at 31 December 2018 per compartment

	Compartment 1 2018 2	tment 1 2017	Compartment 2 2018	ment 2 2017	Compartment 3 2018 20	nent 3 2017	Compartment 4 2018 20	nent 4 2017
ASSETS	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
A. Fixed assets Financial assets	252,104,180	1,159,456,589	12.004.292.493	12.003.209.285				
Investment held as fixed assets	252,104,180	1,159,456,589	12,004,292,493	12,003,209,285		-	.	-
B. Current assets	21,812,858	117,229,025	503,071,982	457,146,984	4,785	12,408	7,929	14,360
Debtors Other debtors - becoming due and pavable within one vear	4 207 580	25.811.231	391.074.946	345,149,948	,	5.739		1
Cash at bank and in hand	17,605,278	91,417,794	111,997,036	111,997,036	4,785	6,669	7,929	14,360
TOTAL (ASSETS)	273,917,038	1,276,685,614	12,507,364,475	12,460,356,269	4,785	12,408	7,929	14,360
LIABILITIES								
A. Capital and reserves	31,000	31,000	•			•	•	
Subscribed capital	31,000	31,000		1	1	1	1	•
B. Provisions	26,080	22,153	25,965	22,153		7,324		7,180
Other provisions	26,080	22,153	25,965	22,153	•	7,324	•	7,180
C. Creditors	273,859,958	1,276,632,431	12,507,338,509	12,460,334,116	4,785	5,084	7,929	7,180
Debenture loans Non convertible loans								
- becoming due and payable within one year	57,847,476		2,410,618,962	2,180,752,034		•	ı	•
 becoming due and payable after more than one year Amounts owed to affiliated undertakings 	171,037,617	801,667,443	8,789,081,038	9,018,947,966	ı	ı	ı	1
- becoming due and payable within one year	34,656,754	204,814,531	758,746,721	727,583,693	3,214	1,061	6,612	3,355
 becoming due and payable after more than one year Other creditore 	10,306,251	4181,889	548,557,462	32,753,367	•	•		•
Tax debts	6020	11,268	14,955	14,189	1,571	4,023	1,317	3,825
Other creditors - becoming due and payable within one year	5842	24,773	319,371	282,867	,			
TOTAL (LABILITIES)	373 017 038	1 776 696 614	10 ENT 264 47E	17 460 366 760	1 795	10 400	7 020	11 360
	21 3,3 11,000	1,2/0,000,014	12,301,304,413	12,400,330,203	4,103	12,400	1,343	000141

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 21 - Balance sheet as at 31 December 2018 per compartment (continued)

	Compartment 5 2018 20	nent 5 2017	Compartment 6 2018 2	ient 6 2017	Compartment 7 2018 20	1ent 7 2017
ASSETS	FUR	ELR	FLIR	FLIR	FLIR	FLIR
A. Fixed assets Financial assets		-	•	•		•
Investment held as fixed assets		 	1		.	Sa ()
B. Current assets	11,936	16,238	7,872	21,496	10,429	14,628
Debtors Other debtors - becoming due and payable within one year		,	L L L L L L L L L L L L L L L L L L L	I	20	50
Cash at bank and in hand	11,936	16,238	7,872	21,496	10,379	14,578
TOTAL (ASSETS)	11,936	16,238	7,872	21,496	10,429	14,628
LIABILITIES						
A. Capital and reserves						
Subscribed capital	•	1	1	·		•
B. Provisions	•	5,385	•	5,385		5,385
Other provisions	•	5,385	I	5,385		5,385
C. Creditors	11,936	10,853	7,872	16,111	10,429	9,243
Depenture loans Non convertible loans						
- becoming due and payable within one year	•		•	ı	,	
 becoming due and payable after more than one year Amounts owed to affiliated undertakings 				•	1	·
- becoming due and payable within one year	6,794	6,476	6,502	12,913	9,059	5,473
 becoming due and payable after more than one year Other creditors 		r	•	ı	•	,
Tax debts	5,142	4,377	1,370	3,198	1,370	3,770
Other creditors - becoming due and payable within one year						
					1	
TOTAL (LIABILITIES)	11,936	16,238	7,872	21,496	10,429	14,628

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	Compartment 1	nent 1	Compartment 2	ient 2	Compartment 3	ent 3	Compartment 4	ent 4
1	2018	2017	2018	2017	2018	2017	2018	2017
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Other external expenses	(4,374,457)	(12,059,417)	(120,346,235)	(86,974,543)	(7,109)	(3,490,778)	(6,743)	(3,529,703)
Other operating expenses	(7,634,298)	(23,364,570)	(261,851,623)	(194,252,615)	7,109	(6,746,205)	6,743	(7,061,622)
Income from other investments and loans forming part of the fixed assets - derived from affiliated undertakings	12,927,272	38,795,576	409,647,095	300,371,875	r	11,607,597		11,985,208
Other interests and similar income			5,160	,	,	,		
Interest payable and similar expenses - concerning affiliated undertakings - other interest and similar expenses	((242,583) (669,629)	(1,082,046) (2,287,468)	(9,344,433) (18,103,659)	(6,597,757) (12,544,889)		(558,733) (811,747)		(567,761) (825,988)
Tax on profit or loss	(6,305)	(2,075)	(6,305)	(2,071)	î	(134)	,	(134)
Profit or loss for the financial year			•		I			

5. NOTES TO THE ANNUAL ACCOUNTS

Note 22 - Profit and loss account for the year from 1 January to 31 December 2018 per compartment

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 22 - Profit and loss account for the year from 1 January to 31 December 2018 per compartment (continued)

	EUR	EUR	EUR	EUR	EUR	EUR
Other external charges	(6,408)	(2,429,069)	(6,410)	(2,318,315)	(6,667)	(2,330,646)
Other operating charges	6,408	(4,573,231)	6,410	(4,331,659)	6,667	(4,269,169)
Income from other investments and loans forming part of the fixed assets - derived from affiliated undertakings		8,011,086		7,659,469		7,609,283
Interest payable and similar expenses - concerning affiliated undertakings - other interest and similar expenses	r i	(410,523) (598,129)		(411,232) (598,129)		(411,205) (598,129)
Tax on profit or loss	£	(134)		(134)	ĩ	(134)
Profit or loss for the financial year			.			•

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment

Financial assets	Compartment 1 2018	ment 1 2017	Compartment 2 2018	tment 2 2017	Compar 2018	Compartment 3 8 2017	Compar 2018	Compartment 4
Investment held as fixed assets	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Movements during the period Initial purchases			,					
Balance as at 1 January	1,159,456,589	1,142,363,098	12,003,209,285	1,355,920,525	•	1,355,960,887	•	1,396,031,429
Additions for the year/period	191,601,010	490,571,023	4,627,339,951	13,531,707,146		•		
Disposals for the year/period	(198,946,276)	•	(4,626,256,743)	•	•	(1,230,070,969)	•	(1,272,207,881)
Reimbursements for the year/period	(900,007,143)	(473,477,532)	•	(2,884,418,386)	ı	(125,889,918)	ı	(123,823,548)
Closing balance	252,104,180	1,159,456,589	12,004,292,493	12,003,209,285				•
	Compartment 5	ment 5	Compartment 6	tment 6	Compar	Compartment 7		
	2018	2017	2018	2017	2018	2017		
Investment held as fixed assets	EUR	EUR	EUR	EUR	EUR	EUR		
Movements during the year Initial purchases			·		,			
Balance as at 1 January		1,395,988,489		1.322,635,818	•	1,320,256,988		
Additions for the year/period		. 1	•	. '	J	. 1		
Disposals for the year/period		(1,316,565,815)	•	(1,253,182,208)		(1,251,372,523)		
Reimbursements for the year/period	ł	(79,422,674)		(69,453,610)	ı	(68,884,465)		
Closing balance		•	3	•		-		

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S.A.	
Master	
Driver	

5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

Cash at bank and in hand	Compartment 1 2018	nent 1 2017	Compartment 2	ent 2 2017	Compartment 3 2018	nent 3 2017	Compartment 4 2018 20	ent 4 2017
<u>Cash at bank</u>	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Current account Disbursement account Cash collateral account Accumulation account Monthly collateral account	29,681 5,276,306 6,956,740 5,342,551	30,156 15,305,171 10,676,000 42,496,173 17,240,157	- 36 111,997,000 -	- 36 111,997,000 -	4,785 - -	 9999	- 7,929 - -	- 14,360 - -
Counterparty dowgrade Coll Acct	1	5,670,137			-			
Total	17,605,278	91,417,794	111,997,036	111,997,036	4,785	6,669	7,929	14,360
	Compartment 5 2018 20	nent 5 2017	Compartment 6 2018 2	ient 6 2017	Compartment 7 2018 2	nent 7 2017		
Cash at bank	EUR	EUR	EUR	EUR	EUR	EUR		
Current account Disbursement account	- 11,936	- 16,238	- 7,872	- 21,496	- 10,379	- 14,578		
Cash collateral account Accumulation account					, ,			
Monthly collateral account Counterparty doworade Coll Acct				÷ 1	• •	1 1		
Total	11,936	16,238	7,872	21,496	10,379	14,578		
Provision	Compartment 1	nent 1 2017	Compartment 2 2018	ient 2 2017	Compartment 3	nent 3 2017	Compartment 4 2018 20	ent 4 2017
Other provisions	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Audit fees Tax advisory fees	25,000 1,080	21,541 612	25,000 965	21,541 612		7,180 144		7,180
Total	26.080	22 153	25 965	22 152		768 2		7.180

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

Compartment 5 Compartment 6 Compartment 7 s 2017 2018 2017 2018 2017	EUR EUR EUR	5,385 - 5,385 - 5,385 - 5,385 5,385	5,385 - 5,385 - 5,385	Compartment 1 Compartment 2 Compartment 3 Compartment 4 8 2017 2018 2017 2018 2017 2018 2017	EUR EUR EUR EUR EUR EUR EUR	1,020,100,000 10,702,600,000 1,250,600,000 - 1,249,900,000 - 1,249,900,000 - 1,249,900,000 - 1,249,900,000 - 1,249,900,000	(146,400,000) -	1,020,100,000 10,702,600,000 10,702,600,000	265,932,557 2,410,618,962 2,180,752,034	754,167,443 8,291,981,038 8,521,847,966
Compart 2018	EUR		•	Compart 2018	EUR	- 1,020,100,000 -	(801,814,907)	218,285,093	56,747,476	161,537,617
	Other provisions	Audit fees Tax advisory fees	Total	Non convertible loans	Class A Asset Backed Floating Rate Notes	Initial issuance Balance as at 1 January Additions for the vear/period	Reimbursements for the year/period	Closing balance Thereof scheduled for redemotion within		Arribuin due and payable aner more man one year

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

				Compartment 4 2018 2017	EUR EUR .	- 58,100,000 -	- (58,100,000)			
1ent 7 2017	EUR 1,249,900,000	(1,249,900,000)	1 1	nent 3 2017	EUR -	58,100,000 -	(58,100,000)			
Compartment 7 2018	RUE RUE		1 1	Compartment 3 2018 20	EUR .	• •	ı	T		
ent 6 2017	EUR 1,249,900,000	(1,249,900,000)		int 2 2017	EUR .	58,200,000 438,900,000		497,100,000	 	497,100,000
Compartment 6 2018	EUR			Compartment 2 2018 20	EUR .	497,100,000 -	,	497,100,000		497,100,000
ent 5 2017	EUR 1,249,900,000	(1,249,900,000)		ent 1 2017	EUR .	47,500,000 -		47,500,000		47,500,000
Compartment 5 2018	EUR			Compartment 1 2018 2	EUR -	47,500,000 -	(36,900,000)	10,600,000	1,100,000	9,500,000
	Class A Asset Backed Floating Rate Notes Initial issuance Balance as at 1 January Additions for the vear/period	Reimbursements for the year/period Closing balance Thereof scheduled for redemption within	one year Amount due and payable after more than one year	Non convertible loans - continued	Class B Asset Backed Floating Rate Notes Initial issuance	Balance as at 1 January Additions for the year/period	Reimbursements for the year/period	Closing balance Thereof scheduled for redemption within	one year	Amount due and payable after more than one year

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

					Compartment 4 2018 2017 EUR EUR	- 3,35 6,612
int 7 2017	EUR	- - (58,100,000)		•	nt 3 2017 EUR	
Compartment 7 2018 20	EUR		1 1		Compartment 3 2018 20 EUR E	3,214 3,214
ient 6 2017	EUR	58,100,000) - (58,100,000)	, ,		ent 2 2017 EUR	290,102,261 9,924,154 - 126,046 420,913,410 539,271,189
Compartment 6 2018 20	EUR				Compartment 2 2018 20 EUR E	369,089,578 9,998,913 - 184,206 379,474,025 548,557,462 -
lent 5 2017	EUR	58,100,000 - (58,100,000)		· ·	ent 1 2017 EUR	37,440,342 922,815 17,244,652 9,762 90,610,855 57,098,439 5,669,555
Compartment 5 2018 20	EUR -			•	Compartment 1 2018 20 EUR E	20,079,826 210,183 5,347,046 1,222 9,019,059 10,306,251 (583)
Compartment 5 2018 2011	Class B Asset Backed Floating Rate Notes Initial issuance	balance as at 1 January Additions for the year/period Reimbursements for the year/period	Closing balance Thereof scheduled for redemption within one year Amount due and payable after more than	one year	undertakings	Overcollateralisation payable Servicer fees Advance payments Accrued interest Subordinated Loan Other amounts payable Subordinated Ioan Santander guarantee payable

3,355

355

ī 6,61

ı. . ,061

1,260,337,060

1,307,304,184

208,996,420

44,963,004

Total

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

								lent 4	EUR	67,169,150 67,169,150 67,609,125)	
								Compartment 4	EUR		
hent 7	2017 EUR	5,473				·	5,473	nent 3	EUR	67,256,876 67,256,876 440,549 (67,697,425)	
Compartment 7	2018 EUR		- 9,059		•	•	9,059	Compartment 3	EUR	· . ·	
ent 6	2017 EUR	12,913				•	12,913	ent 2 2017	EUR	67,247,609 465,522,566 6,501,014 539,271,189	
Compartment 6	2018 EUR	•	- 6,502			1	6,502	Compartment 2	EUR	539,271,189 9,286,273 548,557,462	
ient 5	2017 EUR	6,476				ł	6,476	lent 1	EUR	56,009,969 1,088,470 57,098,439	
Compartment 5	2018 EUR		- 6,794				6,794	Compartment 1	EUR	57,098,439 57,098,439 185,402 (46,497,590) 10,306,251	
	1	Overcollateralisation payable	Servicer rees Advance payments	Accrued interest Subordinated Loan Other amounts pavable	Subordinated loan	Santander guarantee payable	Total		Subordinated Loan	Initial issuance Balance as at 1 January Additions for the year/period Capitalised interest for the year/period Reimbursements for the year/period Closing balance	

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

							Compartment 4 2018 2017	:	
int 7	2017 EUR	- 67,250,686 -	293,353 (67,544,039)		•		nt 3 2017	EUR	
Compartment 7	2018 EUR		, ,	•	·		Compartment 3 2018 20	EUR	
ent 6	2017 EUR	- 67,254,992 -	293,372 (67,548,364)		•		ent 2 2017	EUR	282,867 - -
Compartment 6	2018 EUR		, ,				Compartment 2 2018 20	EUR	285,403 33,968 -
ent 5	2017 EUR	- 67,139,083 -	292,866 (67,431,949)		•	-	ent 1 2017	EUR	- 1,524 20,519 2,730
Compartment 5	2018 EUR		۰.	•		•	Compartment 1 2018 20	EUR	- 213 5,006 623
	Subordinated Loan	Initial issuance Balance as at 1 January Additions for the vear/oeriod	Capitalised interest for the year/period Reimbursements for the year/period	Closing balance	Trefeor scheduled for redemption within one year Amount due and bavable after more than	one year		Other creditors	Interest on Class A Notes Interest on Class B Notes Swap on Class A Notes Swap on Class B Notes

Total

• 319,371

282,867 ,

24,773

5,842

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

	Compartment 5 2018 20	nent 5 2017	Compartment 6 2018 20	ient 6 2017	Compartment / 2018	nent 7 2017		
	EUR	EUR	EUR	EUR	EUR	EUR		
Interest on Class A Notes								
Interest on Class B Notes		•		•	•	•		
Swap on Class A Notes	•	,	•	,	•	•		
Swap on Class B Notes	ı		ı	ı	ı	ı		
Total	8	•				1		
	Compartment 1	nent 1	Compartment 2	ient 2	Compartment 3	nent 3	Compartment 4	ient 4
Other external expenses	2018 EUR	2017 EUR	2018 EUR	2017 EUR	2018 EUR	2017 EUR	2018 EUR	2017 EUR
Audit fees	28,990	44,536	28,990	18,241	1,330	3,881	1,330	3,881
Servicer fees	3,989,991	11,299,492	119,643,906	86,103,163	•	3,290,302	•	3,393,006
Lax advisory fees	1,193	468	813	468	e		146	(144)
Rating agency fees	64,752	79,153	41,811	43,357		18,544		12,824
Trustee services	10,109	9,103	10,090	9,964	5,265	4,973	5,265	6,742
Legal fees	3,000	74,375	11,497	57,858	•	•	•	
Maintenance fees	30,200	29,750	21,500	20,063		21,911		21,915
Other operating charges	11,657	15,040	10,075	11,790	511	1,813	2	657
Bank charges	234,566	507,500	577,553	709,639	·	149,354		90,822
Total	4.374.458	12,059,417	120,346,235	86,974,543	7.109	3,490,778	6,743	3,529,703

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	Compartment 5	ment 5	Compartment 6	ent 6	Compartment 7	nent 7		
	2018	2017	2018	2017	2018	2017		
Other external expenses	EUR	EUR	EUR	EUR	EUR	EUR		
Audit fees	266	2,086	266	2,086	266	2,086		
Servicer fees	•	2,293,604	•	2,175,387		2,171,845		
Tax advisory fees	146	(144)	146	(144)	ж 146	(144)		
Rating agency fees		14,254		2,700	ı	6,726		
Trustee services	5,265	6,825	5,268	6,728	5,268	6,736		
Legal fees	a		•	(1,700)				
Maintenance fees	•	21,865	•	21,915	•	21,869		
Other operating charges	ı	45	(1)	9,665	256	9,707		
Bank charges		90,534		101,678		111,821		
Total	6,408	2,429,069	6,410	2,318,315	6,667	2,330,646		
				c				
	Compartment 1 2018 20	nent 1 2017	2018 2018 20	ent 2 2017	Compartment 3 2018 20	1611 3 2017	2018 2018 20	1eru 4 2017
Other operating expenses	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Equalisation provision	7,634,298	23,364,570	261,851,623	194,252,615	(2,109)	6,746,205	(6,743)	7,061,622
	Compartment 5 2018 20	nent 5 2017	Compartment 6 2018 2	ent 6 2017	Compartment 7 2018 2	1ent 7 2017		
	EUR	EUR	EUR	EUR	EUR	EUR		

5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

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4,269,169

(6,667)

4,331,659

(6,410)

4,573,231

(6,408)

Equalisation provision

5. NOTES TO THE ANNUAL ACCOUNTS

Note 23 - Notes to the annual accounts per compartment (continued)

Interest payable and similar expenses	Compartment 1	nent 1	Compartment 2	ent 2	Compartment 3	nent 3	Compartment 4	nent 4
Concerning affiliated undertakings	2018 EUR	2017 EUR	2018 EUR	2017 EUR	2018 EUR	2017 EUR	2018 EUR	2017 EUR
Interest expense on Subordinated loan	242,583	1,082,046	9,344,433	6,597,757	1	558,733	-	567,761
I	Compartment 5	nent 5	Compartment 6	ent 6	Compartment 7	nent 7		
I	2018 EUR	2017 EUR	2018 EUR	2017 EUR	2018 EUR	2017 EUR		
Interest expense on Subordinated loan	1	410,523		411,232		411,205		
	Compartment 1 2018 2	nent 1 2017	Compartment 2 2018	ent 2 2017	Compartment 3 2018 20	nent 3 2017	Compartment 4 2018 20	nent 4 2017
Other interest and similar expenses	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
Interest charges on Class A Notes Interest charges on Class B Notes	9,753 29,810	888,847 284,780	16,089,575 2,014,084	10,553,465 1,991,424		633,283 178,464	, ,)	644,393 181,595
Net interest expense Class A Notes swap	593,273	1,083,591	•		ı	·	·	
Net interest expense Class B Notes swap	36,793	30,250	•	ı	·	r		
Total	669,629	2,287,468	18,103,659	12,544,889	E.	811,747	1	825,988

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5. NOTES TO THE ANNUAL ACCOUNTS.

Note 23 - Notes to the annual accounts per compartment (continued)

6 Compartment 7 2017 2018 2017	EUR EUR EUR	466,629 - 466,629 131 EDD - 131 EDD	131,200			598,129 - 598,129		2 Compartment 3 Compartment 4 2017 2018 2017 2018 2017	EUR EUR EUR	300,371,875 - 11,607,597 - 11,985,208		6 Compartment 7	201
Compartment 6 2018 20		•	•	ı	•	•		Compartment 2 2018 201		409,647,095 300,		Compartment 6	2018 201
ent 5 2017	EUR	466,629	131,5UU	ı		598,129		ent 1 2017	EUR	38,795,576		ent 5	2017
Compartment 5 2018 20	EUR	•	•			-		Compartment 1 2018 2	EUR	12,927,272		Compartment 5	2018
	I	Interest charges on Class A Notes	Interest charges on Class B Notes	Net interest expense Class A Notes swap	Net interest expense Class B Notes swap	Total	Income from other investments and	loans forming part of the fixed assets	Derived from affiliated undertakings	Interest income from Permitted Assets	I		

8,011,086 1 Interest income from Permitted Assets

7,609,283

7,659,469

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5. NOTES TO THE ANNUAL ACCOUNTS

Note 24 - Related parties

There are no other related parties transactions other than the ones disclosed in Notes 3, 4, 10, 12, 13, 14 and 15 of these annual accounts.

Note 25 - Subsequent events

On 4 February 2019, Mr I. Valikoff has resigned from the position as Director of the Company and has been replaced by Mrs S.E. Gill (previously called Mrs. S. E. Schmidt) with effective date 4th of February 2019.

No other event has occurred subsequent to the year-end which would have a material impact on the annual accounts as at 31 December 2018.

Luxembourg, 31 July 2019 Mrs Z me Direct

Mrs M Mussai-Ramassur Director

Mrs S.E. Gill Director