

**Matsuba 2016 B.V.**

**PCS Originator Certificate**

Prime Collateralised Securities (PCS) UK Limited  
40 Gracechurch Street  
London EC3V 0BT

29-09- 2016

1. We, Albert Jan Bijsterbosch and Robert Bastien Doornbos being authorised signatories of each of Crediet Maatschappij De IJssel B.V., Eurofintus Financieringen B.V., Findio B.V., Voordeelbank B.V., Ribank N.V., Finata Bank N.V., IDM Financieringen B.V., De Nederlandse Voorschotbank B.V., InterBank N.V., Intermediaire Voorschotbank B.V. and Mahuko Financieringen B.V. (the "**Originators**"), hereby certify as at the date of this certificate that:

- (i) the Securities form part of the most senior tranche of the issuance;
- (ii) the Underlying Assets have been subject to a third-party review according to agreed procedures of a random sample which was completed on or about the Issue Date;
- (iii) all material, Originator and Issuer undertakings, representations and warranties (including but not limited to corporate and asset matters) have been disclosed in the Prospectus;
- (iv) the PCS Secretariat will be informed by means of a blacklined prospectus showing any differences between the final Prospectus and the version of the Prospectus which was supplied to the PCS Secretariat for the purpose of checking that the Securities meet the PCS Eligibility Criteria;
- (v) we will undertake to satisfy, from the Issue Date until redemption in full of the Securities, the disclosure requirements set out in the PCS Eligibility Criteria as at the date of this Originator Certificate;
- (vi) we will, prior to the Issue Date, publicly disclose the amount of the Securities we intend will be:
  - A. pre-placed privately with investors which are not in the Originator Group;
  - B. retained by a member of the Originator Group; and
  - C. publicly offered to investors which are not in the Originator Group;
- (vii) we undertake to deliver a compliance certificate to the PCS Secretariat on or about the earlier of (i) the first anniversary of the Issue Date and (ii) the first date on which the Originator delivers a compliance certificate in respect of any other securities and annually thereafter until redemption in full of the Securities;
- (viii) representations and warranties in respect of the Underlying Assets as referred to in the PCS Checklist under 3(c)(i) will be given by the Originator, on or prior to the Issue Date, to substantially the same effect as set out in the PCS Rule Book;

- (ix) no Underlying Asset Agreement has been entered into as a consequence of any conduct constituting fraud by the Originator and, to the best of the Originator's knowledge, no Underlying Asset Agreement has been entered into fraudulently by the relevant Obligor;
  - (x) each Underlying Asset was underwritten (a) with full recourse to an Obligor that was an individual or a corporate that is not a special purpose entity and (b) on the basis that the repayment necessary to repay the Securities was not expected, in whole or in part, to be substantially reliant on the refinancing or re-sale value of the underlying Asset or security for that financial obligation;
  - (xi) we will, prior to the Issue Date, make available upon request detailed statistics on the Underlying Assets; and
  - (xii) Each Underlying Asset and its Related Security (a) will be, upon offer for registration of the relevant deed of assignment with the tax authorities, transferred and the Originators will warrant that it will effect such registration (or offer to register) within two business days of the date of the transfer of such Underlying Asset to the Issuer; and (b) each transfer will be enforceable against creditors of the relevant Originator and is neither prohibited nor invalid save only for applicable laws affecting the rights of creditors generally.
2. Capitalised terms used in this Certificate have the meaning given to them in the PCS Eligibility Criteria or in the Prospectus relating to the Securities unless defined otherwise below:

**"PCS Eligibility Criteria"** means the criteria published by the PCS Secretariat;

**"PCS Rule Book"** means the rule book of the PCS Secretariat (version 10 dated January 2016);

**"Prospectus"** means the prospectus produced in connection with the issue of the Securities;

**"Securities"** means the class A asset-backed notes 2016 due 2035;

3. This certificate shall be governed by and construed in accordance with English law.

Signed for and on behalf of the Originators:

**By: Crédit Agricole Consumer Finance Nederland B.V.**

Albert Jan Bijsterbosch

Authorised Signatory

Robert Bastien Doornbos

Authorised Signatory