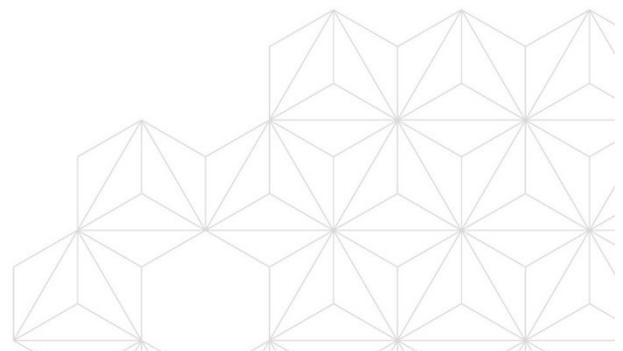


**PRIME  
COLLATERALISED  
SECURITIES**

**PROCEDURES  
MANUAL**



**PCS**



## **PCS PROCEDURES MANUAL**

This document sets out the procedures laid down by Prime Collateralised Securities (PCS) UK Limited (the “PCS Secretariat”) for the award of a PCS Label and which an entity applying for the label (the “Applicant”) will be required to follow.

The PCS Secretariat shall use all reasonable efforts to follow these procedures but reserves the right to depart from them as it deems reasonable. These procedures are not binding on the PCS Secretariat.

The PCS Label is not a recommendation to buy, sell or hold securities. It is not investment advice whether generally or as defined under Markets in Financial Instruments Directive (2004/39/EC) and it is not a credit rating whether generally or as defined under the Credit Rating Agency Regulation (1060/2009/EC).

The activity of providing the PCS Label or the PCS Label itself is not endorsed or regulated by any regulatory and/or supervisory authority nor is the PCS Secretariat regulated by any regulator and/or supervisory authority including the United Kingdom Financial Services Authority.

You should read the detailed disclaimer language that appears on the PCS website at [www.pcsmarket.org](http://www.pcsmarket.org) (the “PCS website”).

### ***Intention to make an application to seek a label***

1. A potential Applicant (or an arranger or law firm on its behalf) may, should it so wish to do so, advise the PCS Secretariat in writing, of an intention to make an application.
2. As it is helpful to understand the flows of business, a place in the screening queue will be determined by the timing of the notice of intention to make an application with earlier notices getting priority over later notices in the unlikely event that resources to award the label become constrained. The email advising such intention should be sent to “[admin@pcsmarket.org](mailto:admin@pcsmarket.org)”.
3. Upon receipt of an intention to make an application, the PCS Secretariat will send an acknowledgement of receipt within one London business day.
4. In cases where
  - the Applicant is a new applicant;
  - the assets securitised are in a jurisdiction where labeled transactions have not been previously issued;

- the assets securitised are assets which have not previously been the subject of a PCS label;
- the Applicant believes that the transaction contains novel elements that may raise issues with the PCS Eligibility Criteria;

The PCS Secretariat strongly encourages an Applicant to send a notice of intention to make an application and draw the attention of the PCS Secretariat to any issue it believes could raise issue with the Eligibility Criteria.

### *Application*

5. The Applicant must download an application form from the PCS website. The application form is shown as Appendix 1. The application form sets out:

- (a) The names and contact details of the relevant parties including (i) the Applicant (ii) the Issuer, (iii) the Arranger, and, (iv) the Nominated Law Firm, and other key parties to the transaction.

In relation to any transaction, the PCS Secretariat will only communicate with the entities named in the relevant application unless it has received a written request from the Applicant giving the names of third parties the PCS Secretariat may contact.

- (a) Transaction details.
- (b) The expected timetable.
- (c) The fees to be paid.
- (d) Any other terms or issues to note.

The application form contains an agreement by the Applicant to the PCS terms and conditions. The PCS terms and conditions are binding and non-negotiable in nature and can be found on the PCS website. The Applicant should send a signed, completed application to the PCS Secretariat in pdf format to [admin@pcsmarket.org](mailto:admin@pcsmarket.org). A hard copy should be sent by post to the PCS Secretariat at 40, Gracechurch Street EC3V 0BT. The application must be signed by the Applicant and the Arranger.

### *Price*

6. The price for the application will be set automatically, initially being either £9,000 or Euro 12,000 plus, respectively, VAT, if applicable. In addition to the initial fees, Applicants whose securities receive the PCS label on or after April 30th 2013 will, from January 1st 2015 pay an annual label maintenance fee of £5,000 or Euro 6,000 plus, respectively, VAT, if applicable, until the securities redeem or lose the label. For the avoidance of doubt, the fees are charged on a transaction basis notwithstanding how many separate tranches of securities

are awarded a label.

7. The currency of the contract price will be either Euro or £ and will be determined by the following criteria:

- (a) If the securities receiving the label are denominated in sterling or in Euros, the contract will be in that currency.
- (b) If the securities receiving the label are denominated in a currency other than sterling or Euros, the contract will be in Euros.
- (c) If the securities receiving the label are denominated both in sterling and Euros, the contract will be in the currency of the largest tranche to receive the label or, if the tranches are of equal size, in Euros.
- (d) if the securities receiving the label are denominated in either sterling or Euros, on the one hand, and third currency, on the other, the contract will be in sterling or Euros – as the case may be.

8. The label fee becomes payable upon the checklist being received by the Screening Partner and/or the PCS Secretariat, irrespective of whether a label is ultimately awarded. Label fees are payable within 30 days of the Applicant receiving an invoice and label maintenance fees are payable annually on the anniversary of the label award each year. Once paid, the label fees and label maintenance fees cannot be reimbursed.

#### *Application Review*

9. Following receipt of the Application, the PCS Secretariat will contact the Applicant with a response within one London business day of receipt of the application. A positive response by the PCS Secretariat will be in the form shown by appendix 2 or other form satisfactory to the PCS Secretariat.

10. Any issues arising from the application, be handled the PCS Secretariat. Minor technical issues such as lack of signature, conflicting information, application form incorrectly filled in, may be handled by any member of staff. This type of issue will, normally, be managed within one London business day.

11. In cases of:

- material issues arising from an application;
- a new Applicant;
- a new Arranger;
- a new jurisdiction ; or

- a new asset class;

the application will be reviewed by the Head of the PCS Secretariat or the Managing Director, Head of PCS Operations.

12. In the event of a dispute over the rejection of an application, please refer to the appeals' procedures section of this manual as set out in appendix 5.

#### *Screening Partners*

13. On receipt of an application, the PCS Secretariat will within the same London business day determine the Screening Partner for the relevant transaction and notify the Applicant by email.

14. The choice of Screening Partner is entirely at the discretion of the PCS Secretariat.

Please note though that the PCS Secretariat has agreed that a transaction with originators or assets in Germany or Austria will be allocated to the TSI, if the TSI confirms it has the resources to deal with such transaction. (For transactions with assets in a number of jurisdictions, those with more than 35% by value in Germany and/or Austria will be allocated to TSI.)

15. The proposed Screening Partner has 24 hours to check if they have a conflict of interest that would prevent them from undertaking the review.

#### *PCS Label identifier*

16. Each tranche of securities for which the label is sought will be allocated a PCS identifier. The identifier will be allocated on receipt of the transaction application and will be the unique PCS Label identifier for each tranche of securities throughout the labeling process and for so long as the relevant securities have a PCS label.

#### *Eligibility Criteria and checklists*

17. The PCS Secretariat will ensure that the Screening Partners are kept with an up to date list of Eligibility Criteria, checklist, other documentation and procedural requirements. The current Eligibility Criteria can be found on the PCS web-site.

18. The Applicant will download from the PCS web-site the checklist that is relevant to its jurisdiction and the assets in its transaction. If there is any issue regarding which checklist is appropriate, the Applicant should contact the PCS Secretariat by mail to: [admin@pcsmarket.org](mailto:admin@pcsmarket.org).

19. The Applicant, arranger or a Nominated Law Firm on its behalf, will send to the PCS Secretariat a completed checklist together with a draft or

final prospectus (which, if not final, must be in a “red” or acceptably advanced status) and a draft originator certificate with a copy to: [admin@pcsmarket.org](mailto:admin@pcsmarket.org).

20. The PCS Secretariat will then review the checklist, the relevant sections in the prospectus and the draft originator certificate. Assuming no issues arise in respect of the checklist, the PCS Secretariat will complete its review of the checklist within two business days.

21. If a possible problem with the checklist or relevant sections of the prospectus or the draft originator certificate is identified, the PCS Secretariat will immediately contact the Applicant, arranger or a Nominated Law Firm as applicable and discuss the matter.

22. Problems which cannot be immediately resolved will be dealt with by the Head of the PCS Secretariat. The Head of the PCS Secretariat may elect to instruct external lawyers to deal with such matters – although the cost of such lawyer are to be borne by the PCS Secretariat. If the problems can be resolved, the Applicant, arranger or a Nominated Law Firm, as applicable, will send to the PCS Secretariat revised clean and black-lined versions of the checklist, prospectus and Originator Certificate, as appropriate.

23. As and when the PCS Secretariat is satisfied with the checklist, relevant sections of the prospectus and the draft Originator Certificate, it will forward the documents for review and checking to the relevant Screening Partner. The Screening Partner will review the documents sent to it by the PCS Secretariat.

24. Subsequent to the review anticipated in point 23, if no consequent amendments to a prospectus, originator certificate and/or checklist are required, the Screening Partner will confirm by email and hard copy in the form set out in appendix 3 to the PCS Secretariat that the prospectus, originator certificate and checklist do indeed indicate that the Eligibility Criteria are fully met. The Screening Partner will also tick the checklist to indicate each of the questions is answered positively and send a dated and signed copy by email and hard copy to the PCS Secretariat in accordance with the requirements of point 36 below.

25. Subsequent to the review anticipated in 23, if amendments to a prospectus, originator certificate and/or checklist are required to demonstrate that the Eligibility Criteria are met, no confirmation that the label will be granted will be made unless consequent amendments are made. In these cases, the Screening Partner will liaise with the PCS Secretariat who in turn will liaise with Applicant, arranger or a Nominated Law Firm as applicable.

26. If an issue is resolved but leads to a change in the prospectus, the checklist or the draft originator certificate, a clean and black lined version of the modified document will need to be sent by the Applicant, arranger or a Nominated Law Firm as applicable to the PCS Secretariat for review and approval who will then send onwards to the Screening Partner for checking and approval. The process in points 19- 25 above will begin again although the amount of work for the Screening Partner will be reviewed in light of the changes. If the changes are small, immaterial and immediately put in place, there should be no extra charge. The PCS Secretariat reserves the right to charge an incremental amount to the Applicant to compensate the Screening Partner for the extra work. The decision on whether to charge this additional amount will be the responsibility of the Head of the PCS Secretariat who shall decide this in its sole discretion.

27. Any extra-charge will be subject to a cap equal to 2/3rds of the original

label fee for each new checklist and offering circular or originator certificate that requires review.

28. If there is an issue that cannot be resolved or the Applicant, arranger or a Nominated Law Firm states that it will not be resolved or the Applicant, arranger or a Nominated Law Firm does not agree that the documentation fails to demonstrate the Eligibility Criteria are met, the Screening Partner and the PCS Secretariat will discuss the issue/s at hand. If the issue cannot be resolved, the Screening Partner will send to the PCS Secretariat a letter, as shown in appendix 3, confirming the nature of the problem.

29. The Applicant and Nominated Law Firm must be sent a copy of the appendix 3 letter in the case of an issue noted in point 28 above.

#### *Eligibility Criteria Interpretation*

30. If, in the opinion of the Screening Partner or the Applicant, arranger or a Nominated Law Firm, there is a question of an interpretation of one or more Eligibility Criteria, the Screening Partner or the Applicant, arranger or a Nominated Law Firm will contact the PCS Secretariat immediately and request a determination. Upon its review of the documentation, the PCS Secretariat may also consider an issue to be subject to an interpretation question.

31. The Head of the PCS Secretariat must make a decision on an interpretation issue within two London business days. If at all feasible, the Head of the PCS Secretariat shall consult with the PCS Managing Director on the matter prior to making a determination. If the interpretation is such that the PCS Secretariat believes the relevant Eligibility Criteria is met, PCS Secretariat will confirm this to the Screening Partner, the Applicant, arranger or a Nominated Law Firm, the process moves back to 19-25 above, as the case may require. The Head of the PCS Secretariat may also refer the interpretation question to the PCS Market Committee for advice or to the PCS Board for approval depending on the nature of the question.

32. If the interpretation results in a “change in interpretation” this needs to be announced publicly and should be done within five London business days. The new interpretation should be posted on the PCS website as well as communicated to all the Screening Partners, the members of the PCS Association and the Board of the PCS Association.

33. If a negative determination is made as per 28 or, following an issue of interpretation, a determination is made that an Eligibility Criteria is not met, the issue will be considered at the PCS Secretariat by the Head of the PCS Secretariat and a call or series of calls will be organised by the PCS Secretariat between the PCS Secretariat, the relevant Screening Partner (the latter, if appropriate), the Applicant and, if appropriate, the Arranger and the Nominated Law Firm or other combination as determined by the Head of the PCS Secretariat. The Head of the PCS Secretariat reserves the right to delegate, if appropriate, this role to the Managing Director, Head of PCS Operations.

34. If the issue/s can be resolved, a new completed clean/black lined checklist, prospectus and/or originator certificate, as the case may be, will be sent by the Applicant, arranger or a Nominated Law Firm to the PCS Secretariat with a copy to "[admin@pcsmarket.org](mailto:admin@pcsmarket.org)" as per 19 above and the procedure will recommence from that point.

35. PCS Secretariat will to its utmost to be sensitive to and take pay due attention to timing issues when dealing with issues involved in paragraph 33.

#### *Awarding the Label*

36. If the Screening Partner confirms that the checklist is completely and positively checked and ticked, the Screening Partner will send the scanned, signed ticked checklist to "[admin@pcsmarket.org](mailto:admin@pcsmarket.org)" together with an email and hard copy confirmation that the list is positively and fully completed, as shown in appendix 3. Only the PCS Secretariat will receive the final checklist as completed by the Screening Partner.

37. The PCS Secretariat has one business day following receipt of the Screening Partner's confirmation that the checklist is positively completed to confirm the award of the label by notifying the Applicant, arranger or a Nominated Law Firm, as appropriate.

38. The PCS Secretariat shall, send to the Applicant, arranger or a Nominated Law Firm, as appropriate, a signed, email and hard copy confirmation in the form set out in appendix 4. This confirmation is also the permission for the Applicant and issuer to use the PCS label in its marketing materials in accordance with the terms and conditions of the PCS Label.

39. The confirmation letter will contain a statement that the award of the label will be subject to final closing, no changes in the offering circular and/or in the transaction that relate to any item referred to in the checklist.

40. The PCS Label is formally awarded at closing. Prior to closing but after the issue of the PCS Confirmation letter, the PCS Secretariat may send the PCS Label Certificate to the Applicant, arranger or Nominated Law Firm, as appropriate and to be held in escrow pending completion of all conditions precedent to the award of the PCS Label. The conditions precedent will include sending to the PCS Secretariat ahead of closing (a) the final prospectus (clean and black-line to any previous versions) (b) confirmation that nothing has changed which will adversely impact the full completion of the checklist and (c) the signed Originator Certificate. The PCS Secretariat will check the documentation in (a), (b) and (c) above to confirm that the PCS requirements remain met. If this proves not to be the case, the PCS Label will not be awarded and the process in points 19-25 above will begin again. If the PCS requirements remain met, the PCS Secretariat will confirm this to the Applicant, arranger or Nominated Law Firm and the PCS Label may be released from escrow at closing.

### *Refusal to award the Label*

41. If the PCS Secretariat determines that it cannot conclude the transaction meets the Eligibility Criteria, the Head of the PCS Secretariat must inform the Applicant by email as soon as possible.

42. Nothing in the terms and conditions, or in any dealings between the PCS Secretariat and any other person shall prevent the PCS Secretariat from refusing, at any stage, to award the label or shall prevent the PCS Secretariat at any time after the award of the label from withdrawing the label if, in the PCS Secretariat's sole discretion: (i) the award of the label was in error or (ii) the issue is not complying with its ongoing obligations as per the label Eligibility Criteria or (iii) award or maintenance of the label would, for reasons not connected to the Eligibility Criteria or the securities, substantially endanger the reputation, standing or credibility of the PCS Label.

43. If the Applicant disputes any aspect of the outcome or is dissatisfied with any procedural aspect of the PCS labeling process, a complaint may be made in accordance with the PCS dispute process. The PCS dispute process is set out in appendix 6 of this manual.

### *Subsequent Changes*

44. Following a confirmation as per point 36 above, the Applicant must immediately make the PCS Secretariat aware of any changes to the transaction, offering circular or PCS checklist that affect the correctness of or change the details of the application. Any changes to the checklist, the originator certificate or changes to parts of the prospectus mentioned in the relevant checklist will require checking by the PCS Secretariat and the relevant Screening Partner. This will lead to a re-iteration of the process set out above. Changes to the price of the labeling service may still be relevant at this stage. Negative outcomes may result in a retraction of the confirmation letter.

### *Billing*

45. The PCS Secretariat will send to the Applicant an invoice for the checklist work. For transactions which receive the label, this should be at the same time as the transaction closes; for transactions which do not receive the label but where the checklist has been received, this should be within ten days of final notification that the label cannot be awarded.

46. Within no more than one London business day from the closing of a labeled transaction, the PCS website should be updated to include the new transaction details including the following:

(a) basic transaction details.

(b) final checklist as provided by the Applicant, arranger or a Nominated Law Firm,

as appropriate (but without the input of the Screening Partner).

(c) final prospectus (the Applicant, arranger or a Nominated Law Firm, as appropriate is required to provide this document within one business of closing in the terms and conditions of the application).

(d) Signed Originator Certificate.

(e) PCS Label Certificate.

*Annual certification and redemption of the labeled Securities*

47. Each tranche of securities which still maintains a PCS label must be the subject of a compliance certificate to be provided by the Applicant each year in the anniversary month of the award of the label in the form set out in appendix 5.

The issuer is requested to advise the PCS Secretariat upon redemption of the labeled Securities so that the PCS Secretariat may keep track of labeled transaction progress and for record keeping.

*Audit*

48. The PCS Secretariat reserves the right to conduct some checks on securities which have received the label at any time. Such checks will be conducted solely to ascertain whether the securities did, at the time the label was issued, conform with the Eligibility Criteria. The Applicants will be required to co-operate with the PCS Secretariat in such checks but the cost of such checks will be covered by the PCS Secretariat.

## **Appendix 1**

### Application form

To: [admin@pcsmarket.org](mailto:admin@pcsmarket.org)

### Application for the PCS Label

We hereby apply to Prime Collateralised Securities (PCS) UK Limited (“PCS”) for the award of the PCS Label to securities of the type described below.

By signing this application we agree to the terms and conditions “PCS Terms and Conditions 2012-1” as set out on [www.pcsmarket.org](http://www.pcsmarket.org).

The details of the transaction for which we seek the PCS Label are as follows:

1. Details of Applicant
  - a. Name of company
  - b. Contact person/s
  - c. Address
  - d. Tel office/mobile
  - e. Fax
  - f. Email
  - g. Invoice address
  - h. VAT number
  
2. Details of Applicant partners [Arranger, Nominated Law Firm, other partners with details requested as below]
  - a. Name of company
  - b. Contact person/s
  - c. Address
  - d. Tel office/mobile
  - e. Fax
  - f. Email

- g. Confirmation of primary contact point/s

3. The transaction

- a. Transaction name
- b. Asset class/es
- c. Country of asset origin
- d. Originator
- e. Servicer
- f. Arranger
- g. Book Runner/s
- h. Stock Exchange
- j. Auditor of Issuer

4. Timing

- a. Expected date for delivery of Checklist
- b. Expected date for delivery of draft offering circular
- c. Expected closing date

For the purposes of this application and the PCS Terms and Conditions 2012-1, the Applicant acknowledges that the PCS Terms and Conditions 2012-1 will apply to all the work done in relation to this application irrespective of any changes to any of the parties, dates or any other information provided in this application and that all such work will be treated as the subject matter of one contract governed by the PCS Terms and Conditions 2012-1.

The PCS Terms and Conditions 2012-1 shall be incorporated in this application as if set out herein in full.

This application is governed by the laws of England and Wales and the Applicant submits to the jurisdiction of the English courts.

Signed

Date

## **Appendix 2**

### **Response by the PCS Secretariat to an Initial application**

Dear Sir/Madam,

Further to your application dated [ ] in respect of [TRANSACTION NAME], we are pleased to confirm that we will review the relevant securities with a view to awarding a PCS Label.

The PCS-ID number(s) for this transaction [is/are]: [PCS-ID].

Please be notified that your Screening Partner for this review is [NAME OF THE SCREENING PARTNER].

All information required to be sent to us should be sent to: [admin@pcsmarket.org](mailto:admin@pcsmarket.org).

All information required to be sent to the Screening Partner should be sent to: [SCREENING PARTNER ADDRESS].

We look forward to receiving your Application Documentation and, immediately upon its availability, the final Prospectus.

We remind you that any changes to the initial checklist and/or the draft prospectus will require additional review and we reserve the right to make additional charges for the additional work

Yours sincerely,

For and on behalf of Prime Collateralised Securities (PCS) UK Limited,

Signed

Dated

### **Appendix 3**

#### **Screening Partner Response to PCS Secretariat**

Dear Sir,

We can confirm that the PCS Checklist as sent by [ ] on [ ] and relating to the following securities:

<b>Name of Security</b>	<b>Tranche</b>	<b>PCS ID</b>
Asset-Backed 6-20123	A2	XXIDS - 1

was completely and fully checked and positively ticked. We attach the completed, checked and ticked checklist.

Or,

We can confirm that the PCS Checklist as sent by [ ] from [ ] on [ ] and relating to the following securities:

<b>Name of Security</b>	<b>Tranche</b>	<b>PCS ID</b>
Asset-Backed 6-20123	A2	XXIDS - 1

was completely and fully checked but could not be entirely positively ticked. This was because of the following issues and/or reasons:

- 1.
- 2.
3. etc

We attach a copy of our worked checked list together with comments.

Yours sincerely

For and behalf of [ ]

dated

## Appendix 4

PCS Secretariat Confirmation letter

Dear Sir or Madam

Following the review by the Screening Partner, we are pleased to confirm that the securities the details of which are set out below (the "Securities") appear to have met all the PCS Eligibility Criteria and are accordingly expected to be awarded a PCS Label. Pursuant to the PCS Terms and Conditions 2012-1, this confirmation allows you to make use of the PCS name and logo as set out in those terms and conditions.

Please note that the award of the PCS Label will take place upon the issuance of the Securities and is conditional upon no changes occurring that could affect the Eligibility Criteria for the PCS Label or our becoming aware of any circumstance that would change the basis on which we agreed to grant the PCS Label. We remind you of our rights to withhold award of the PCS Label as set out in the PCS Terms and Conditions 2012-1.

The Securities:

<b>Name of Security</b>	<b>Tranche</b>	<b>PCS ID</b>
Asset-Backed 6-20123	A2	XXIDS - 1

Best regards

For and on behalf of

Prime Collateralised Securities (PCS) UK Limited

## Appendix 5

### Compliance Certificate

Dear Sir or Madam

We are writing to you in respect of the following securities which received and, as of the date hereof, continue to maintain a PCS Label (the "Securities").

<b>Name of Security</b>	<b>Tranche</b>	<b>PCS ID</b>
Asset-Backed 6-20123	A2	XXIDS - 1

We acknowledge that, under criteria [ ], [ ], [ ] and [ ] of the Eligibility Criteria for the PCS Label (as they appear on the PCS web-site: [www.pcsmarket.org](http://www.pcsmarket.org)), information is required to be provided in respect of the Securities on an ongoing basis.

We hereby confirm that all the information that your Eligibility Criteria require is provided under the above referred to criteria was duly provided in accordance with the terms of the criteria at the time or times provided for in the criteria in respect of each and every Security.

We also confirm that we are aware that this disclosure is a condition of the maintenance of the PCS Label for the Securities and you are relying on this letter for your decision to maintain the PCS Label for the Securities.

Best regards

## Appendix 6

### Appeal procedures

1. In accordance with the PCS Procedures Manual, matters relating to the interpretation of the labeling criteria will be determined by the Head of the PCS Secretariat.
2. If the determination of the Head of the PCS Secretariat is such that the label should not be granted to a given issuance (the “Disputed Issuance”), then the Disputed Issuance shall not be granted the PCS Label on issue.
3. If the Applicant does not accept the determination of the Head of the PCS Secretariat, it shall be entitled to lodge an appeal with the PCS Market Committee. This appeal shall be lodged by sending a letter of appeal setting out the securities which were denied the label together where relevant with their PCS IDs. The appeal form shall be sent to [admin@pcsmarket.org](mailto:admin@pcsmarket.org).
4. Any appeal lodged in accordance with 3. above, shall be considered at the next quarterly meeting of the Market Committee. The dates of the Market Committee meetings shall be set out on the PCS website.
5. At least one week prior to the Market Committee meeting (or as soon as possible, if the next meeting falls in less than a week from the appeal being lodged), the Applicant may file the papers it wishes the Market Committee to consider. The PCS Secretariat shall receive these papers at the same time. Such papers will be filed with [admin@pcsmarket.org](mailto:admin@pcsmarket.org).
6. If it so wishes, the PCS Secretariat may also file papers for consideration by the Market Committee in respect of an appeal. The PCS Secretariat must provide the Applicant a copy of such papers. Such filings by the PCS Secretariat shall also be made at least a week from the Market Committee meeting (unless the next Market Committee meeting takes place less than a week from the appeal being lodged).
7. The Applicant and the PCS Secretariat shall be entitled to attend in person the Market Committee meeting and shall be given the opportunity to present their case to the Market Committee. The Market Committee will determine in its own discretion the time available to each of the Applicant and the PCS Secretariat to present their case.
8. The Market Committee will deliberate on the appeal. The Market Committee’s deliberations shall be private, although it may allow, at its discretion the Applicant and the PCS Secretariat to attend such deliberations.

9. If the Market Committee finds in favour of the Applicant and determines that the label should have been awarded to the Disputed Issuance, the Applicant shall be entitled to ask for the label to be so awarded. In this case, the PCS Secretariat shall award the label to the Disputed Issuance with retroactive effect.
10. If the Market Committee finds against the Applicant and determines that the label should not have been awarded to the Disputed Issuance, the Applicant may then appeal to the Arbitration Committee. Appeals to the Arbitration Committee shall be lodged by sending a letter of appeal addressed to the Board of PCS Europe, setting out the securities the subject of the appeal. The letter shall clearly set out the procedural or natural justice grounds on which the appellant believed the Market Committee erred. The appeal shall be sent to [admin@pcsmarket.org](mailto:admin@pcsmarket.org).
11. The decisions of the Market Committee shall be in writing and reported on the PCS website. The report shall not refer by name to the Applicant or the Disputed Issuance and shall only report the substance of the decision, unless the Applicant consents otherwise.
12. If the decision of the Market Committee so requires, any necessary changes to the eligibility criteria for the label shall be made within three business days of the decision and any additional instructions to Screening Partners shall be given within one business day.
13. The Arbitration Committee shall meet within two weeks of the filing of any appeal under 10 above. The Applicant and the PCS Secretariat shall be given at least a week's notice of the date and place of the Arbitration Committee meeting.
14. The Arbitration Committee shall not review the substance of the decision of the Market Committee. The Arbitration Committee is a procedural and natural justice committee. Its remit is to determine whether, in reaching its decision, the Market Committee followed the procedures laid down in the PCS rules, reached its decision in an appropriate fashion and free from conflicts of interest.
15. The Applicant shall file any papers it wishes the Arbitration Committee to consider at least a week prior to the meeting of the committee.
16. The Applicant, the PCS Secretariat and one nominated member of the Market Committee shall be entitled to attend the Arbitration Committee meeting. The Arbitration Committee shall give an opportunity to all three of them to present their case. The Arbitration Committee will determine in its own discretion the time available to each of the Applicant, the PCS Secretariat and the Market Committee representative to present their case.

17. The decisions of Arbitration Committee shall be final. Its decision shall be in writing.
18. If the Arbitration Committee determines for the Applicant, the Market Committee shall reconvene and determine once more the original appeal, having remedied the cause that led the Arbitration Committee to find in favour of the Applicant. In reconsidering the original appeal, the Market Committee shall follow the same procedures as applied to the appeal *mutatis mutandis* to reflect the Arbitration Committee decision.
19. Following a finding of the Arbitration Committee in favour of the Applicant, a Market Committee meeting to consider the appeal shall be convened within two weeks of the Arbitration Committee finding.