

PCS Seller Certificate

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

27 July 2017

CMF 2017-1 Securities

1. We refer to the application for a PCS Label in respect of the Securities submitted to you by us in our capacity as seller in respect of Charter Mortgage Funding 2017-1 plc, including the Checklist and the base prospectus dated 26 July 2017 (the "Prospectus"), which sets out, *inter alia*, details of the Securities for which the PCS label is sought (i.e. the CMF 2017-1 Securities) and information in respect of the Underlying Assets backing the Securities.
2. We, being authorised signatories of Charter Court Financial Services Limited (the "Seller"), hereby certify as at the date of this certificate that:
 - (i) the Securities form part of the most senior tranche of the issuance;
 - (ii) all material Seller and Issuer undertakings, representations and warranties (including, but not limited to, corporate and asset matters) have been disclosed in the Prospectus;
 - (iii) 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;
 - (iv) we will undertake to satisfy, from the Issue Date to the Final Maturity Date, the disclosure requirements set out in the PCS Eligibility Criteria as at the date of this Seller Certificate;
 - (v) we will, prior to the Issue Date, make available for the Underlying Assets loan-level data to enable investors or third party contractors to build a cash flow model setting out the transaction cash flows, and from the Issue Date to the Final Maturity Date, make available updates to such information on a periodic basis;
 - (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 Seller Group;
 - B. retained by a member of the Seller Group; and
 - C. publicly offered to investors which are not in the Seller Group;

- (vii) no Domestic Market Guidelines apply;
- (viii) we undertake to deliver a compliance certificate to the PCS Secretariat on or about the first anniversary of the Issue Date and annually thereafter until the Final Maturity Date;
- (ix) the Underlying Assets are not subject to any withholding tax in the jurisdiction of each of the Underlying Asset;
- (x) we confirm that the consumer legislation references at paragraph (s) and (t) on page 150 and paragraph (ee) on page 151 of the Prospectus provided in our answer to Checklist criterion 2(n)(xi) (namely the Consumer Credit Act 1974, as amended (CCA), the Unfair Terms in Consumer Contracts Regulations 1994 (UTCCR) and the Unfair Terms in Consumer Contracts Regulations 1999 (the 1999 Regulations)) constitutes all relevant consumer protection legislation applicable to the Underlying Assets, to the extent that failure to comply with such legislation would have a material adverse effect on the enforceability or collectability of any Underlying Asset;
- (xi) each transfer of an Underlying Asset and its Related Security is enforceable against creditors of the Seller, and is neither prohibited nor invalid save only for applicable laws affecting the rights of creditors generally;
- (xii) the representations, warranties and undertakings in criterion 2(o)(i) of the Checklist in respect of the Underlying Assets will be given by the Seller, and any conditions that are required to be complied with, on or prior to the Issue Date, to substantially the same effect as set out in the PCS Rulebook;
- (xiii) no relevant Mortgage Loan has been entered into as a consequence of any conduct constituting fraud of the Seller and, to the best of the Seller's knowledge, no relevant Mortgage Loan has been entered into fraudulently by the relevant borrower;
- (xiv) a general review of the Seller's general portfolio from which the Underlying Assets were selected has been conducted by an independent accounting firm on or about 30 June 2017;
- (xv) we will disclose in the first investor report that follows the award of the PCS label, the amount of Securities:
 - A. privately-placed with investors which are not in the Seller Group;
 - B. retained by a member of the Seller Group; and
 - C. publicly-placed with investors which are not in the Seller Group;

and in relation to any amount initially retained by a member of the Seller Group, but subsequently placed with investors which are not in the Seller Group, we will (to the extent permissible) disclose such placement in the next investor report;
- (xvi) the Underlying Assets were underwritten:

A. with full recourse to an Seller that is 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; and

(xvii) we will use the EuroABS and usbank.com/abs as Data Repositories.

3. Capitalised terms used in this Certificate have the meaning given to them below:

"Domestic Market Guidelines" means those domestic securitisation market guidelines which aim to promote best market practice and foster convergence of best market practice at a pan-European level, as selected and published by the PCS Secretariat as meeting this definition;

"Final Maturity Date" means the date on which the Securities are redeemed in full;

"Issue Date" means the date on which the Securities are issued;

"Issuer" means the issuer of the Securities

"Mortgage Loan" means such mortgage loans as defined in the Checklist;

"Originator Group" means the Originator together with (i) its holding company; (ii) its subsidiaries; and (iii) any other affiliated company as set out in the published accounts of any such company;

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

"PCS Rule Book" means the rule book of the PCS Secretariat (draft 11 dated June 2017);

"PCS Secretariat" means Prime Collateralised Securities (PCS) UK Limited;

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

"Related Security" means, in relation to an Underlying Asset, any security for the repayment of that Underlying Asset acquired as part of the portfolio sold to the relevant securitisation entity;

"Securities" means the CMF 2017-1 Securities, which are as follows: Class A Notes,

"Underlying Assets" means the assets backing the payment on the Securities.

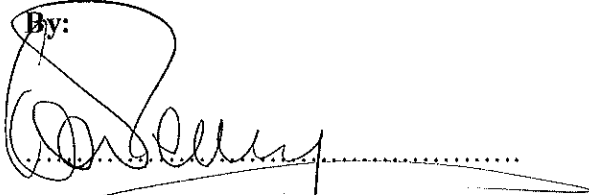
"Underlying Asset Agreement" means the agreement in relation to an Underlying Asset between the Seller and an Obligor (as borrower or guarantor)

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

Signed for and on behalf of:

Charter Court Financial Services Limited, in its capacity as Seller under the Charter Mortgage Funding 2017-1.

By:



A handwritten signature in black ink, appearing to be 'R. Kelly', is written over a horizontal dotted line. The signature is enclosed within a large, hand-drawn loop that extends downwards and to the right.

Authorised Signatory