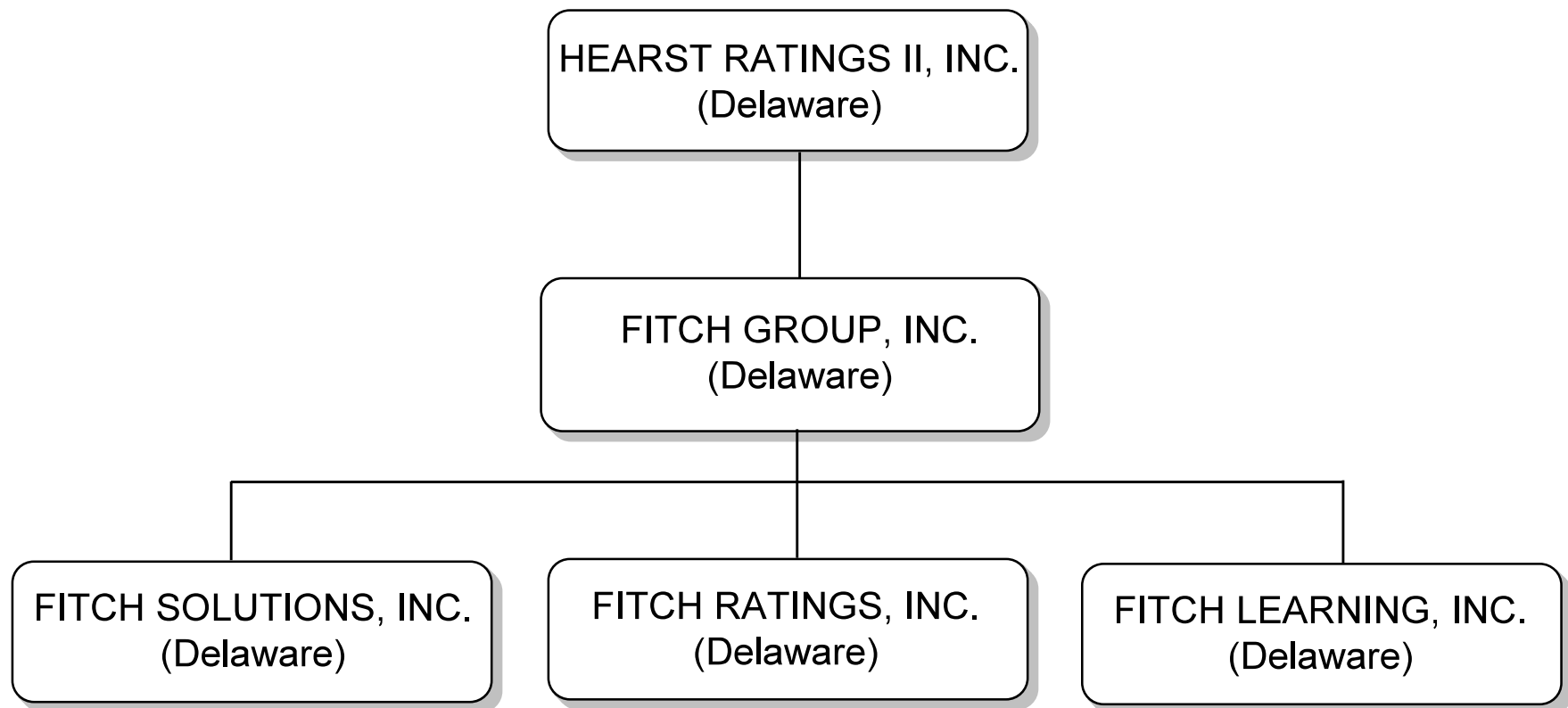
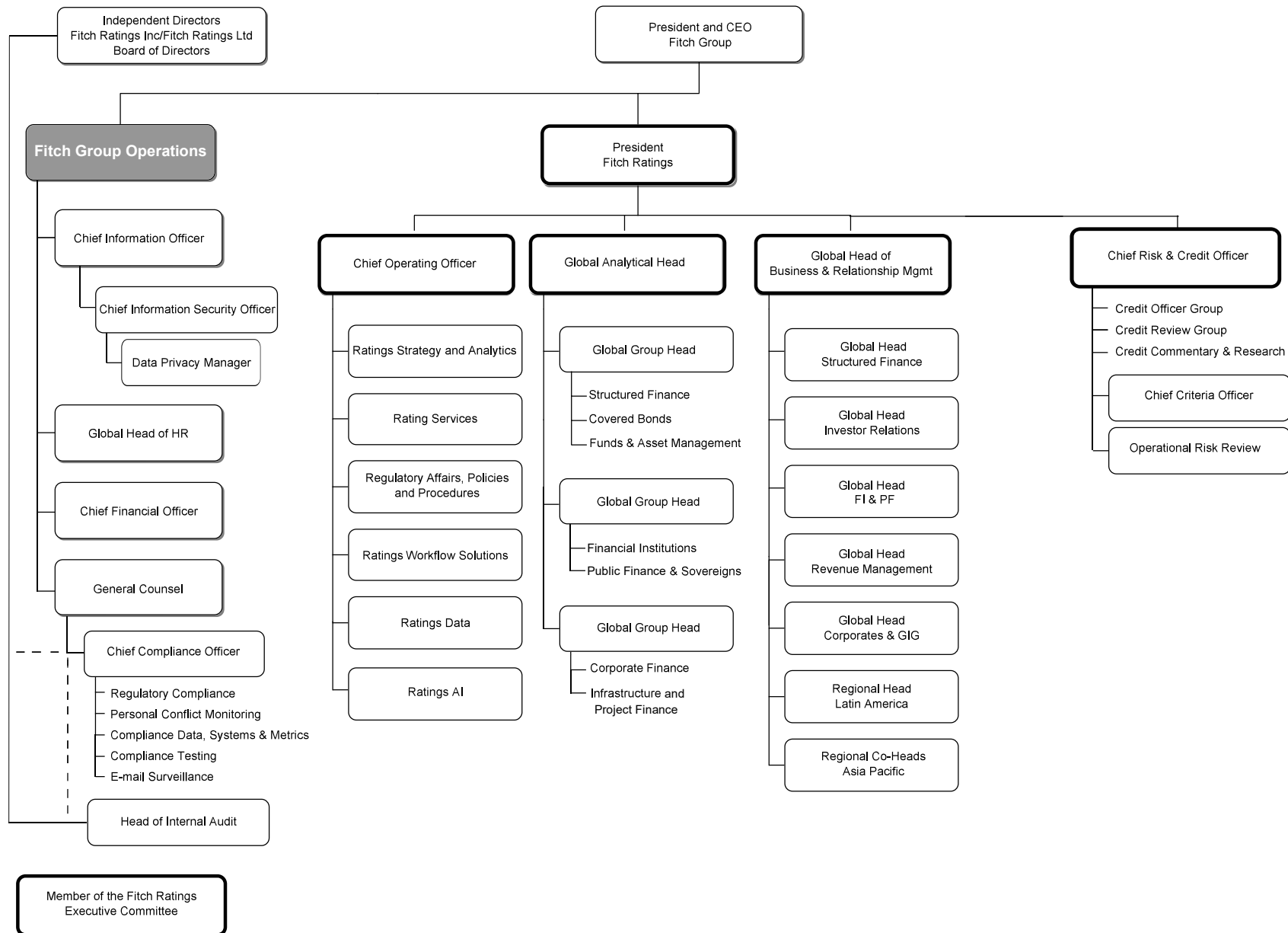


Name of Applicant

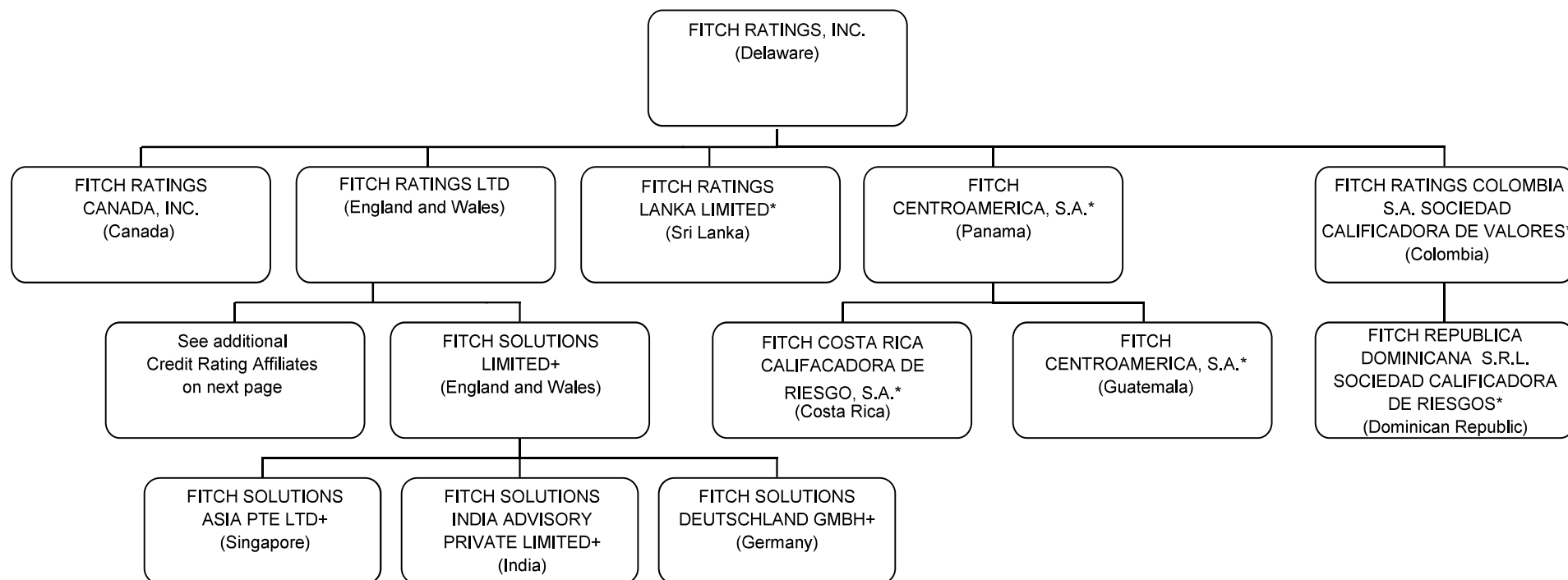
Fitch Ratings Canada, Inc.

Corporate Organizational Structure





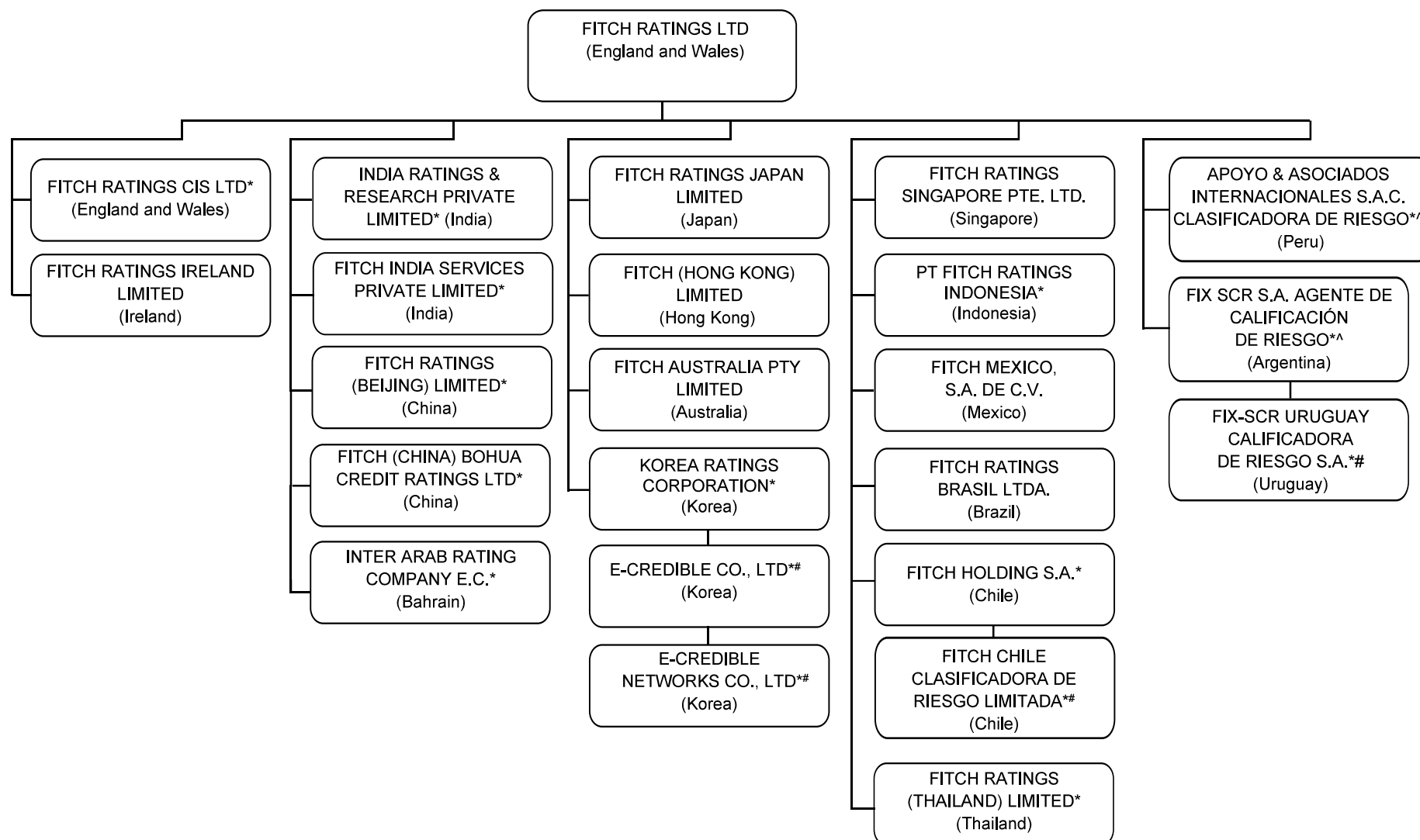
Fitch Ratings, Inc. Organizational Structure



*Not included in Item 3 of Form 25-101F1.

+Not engaged in the provision of credit rating services and not included in Item 3 of the Form NRSRO.

Fitch Ratings Ltd Organizational Structure



*Not included in Item 3 of Form 25-101F1.

^Minority owned by Fitch Ratings Ltd.

#Fitch Ratings Ltd does not own any equity directly in these entities.

Designated Rating Organization Affiliates

Fitch Australia PTY Limited ¹ Suite 15.01, Level 15 135 King Street Sydney NSW 2000, Australia	Fitch Ratings Brasil Ltda. Av. Barão de Tefé, 27 – Sala 601 Saúde - Rio de Janeiro – Brasil - CEP: 20.220-460
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Fitch (Hong Kong) Limited 19/F Man Yee Building 68 Des Voeux Road Central Hong Kong	Fitch Ratings Japan Limited 9F, Suites 904 and 905, Yaesu Daibiru 1-1-1 Kyobashi, Chuo-ku Tokyo Japan
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Fitch Ratings Singapore Pte. Ltd. 1 Wallich Street #19-01 Guoco Tower Singapore 078881	

¹ Fitch Australia PTY, Limited is organized under the laws of Australia, and includes the branch offices of this affiliate in Taiwan, Saudi Arabia and Korea.

² Fitch Ratings Ireland Limited is organized under the laws of Ireland, and includes the branch offices of this affiliate in France, Germany, Italy, Spain, Sweden and Poland.

³ Fitch Ratings Ltd is organized under the laws of the United Kingdom, and includes the branch office of this affiliate in Dubai.

Rating Distribution Model

Fitch publishes all public ratings and related ratings actions and opinions, free of charge on a non-selective basis on its website, www.fitchratings.com.

Procedures and Methodologies for Determining Credit Ratings

Fitch's procedures and methodologies for assigning ratings are consistent with the Fitch Ratings Code of Conduct, and are documented in detail in published criteria and methodologies and internal policies and procedures. A description of the key procedures and methodologies is contained in the attached documents:

1. A summary of Fitch's qualitative and quantitative metrics described by sector.
2. "The Ratings Process" summarizes Fitch's processes for assigning credit ratings, including a) initiating and monitoring ratings; ii) initiating ratings on new or complex transactions; and iii) developing, amending and evaluating criteria.¹
3. Fitch uses credit ratings of other credit rating agencies in assigning ratings to CLOs and CDOs, and, in rare instances, in its analysis of the credit quality of the assets in ABCP conduits. Fitch's methodology as it relates to the use of other credit rating agency ratings is described in the "CLOs and Corporate CDOs Rating Criteria," published July 21, 2023, and in the "Structured Finance CDOs Rating Criteria," published April 15, 2025.

¹ Note that Fitch views models as part of our criteria. Thus, where a model forms a key part of our rating process, the model and its applications are described within the relevant criteria report.

Corporates

Qualitative Metrics

The fundamental characteristics of each sector lead to varying typical rating ranges depending notably on their inherent exposure to volatility and business risk, either past or prospective.

The qualitative factors differ per industrial sector but typically include considerations related to sector characteristics (competition, barrier to entry/exit, growth potential, , volatility of demand, threat of substitution), market and competitive positioning (market positioning, brand strength, power within the value chain), diversification (product, end-market and geographic) and asset quality, and operational characteristics (operating efficiency, innovation).

The analysis also factors in the operating environment in which a corporate issuer operates and includes the location of its revenues, income and assets, and an assessment of the challenges of operating in the respective location. Since companies can succeed and fail in various environments, it is neutral to the rating in most cases. However, a higher-risk environment can present an additive risk factor that colours the overall credit profile of the issuer. Foreign-currency ratings may also be constrained by the Country Ceiling, which is Fitch's view on the transfer and convertibility risk. Overlaying quantitative approaches to credit analysis, a qualitative assessment of management quality, strategy, and idiosyncratic corporate governance factors may influence ratings.

Quantitative Metrics

The quantitative metrics measure cash flow, earnings, leverage and coverage to assess credit risk. Metrics include earnings before interest, taxes, depreciation or amortization (EBITDA)- or cash flow based profitability, leverage, and coverage ratios to assess a rated entity's cash flow generation relative to its debt service requirements. Liquidity analysis focusses primarily on the ability to generate sustainable internal cash flows from operations and financial access rather than a year-end cash position.

Specific quantitative metrics can be used, and often are more appropriate in relation to different risk profiles derived from Fitch's qualitative assessment of the rated entity.

Banks

Qualitative Metrics

The qualitative metrics are used to assess the entity's intrinsic creditworthiness and, in certain cases, the likelihood of receiving external support. The intrinsic creditworthiness assessment considers the business profile, risk profile, and financial profile in the context of a bank's operating environment. Support considerations evaluate the likelihood that the entity will receive extraordinary support - typically from either the owner(s) or sovereign. Sovereign support is often a rating factor for banks.

Quantitative Metrics

The quantitative metrics for banks are used to assess the operating environment and business profile as well as the four financial profile factors: asset quality, earnings and profitability, capitalization and leverage and funding and liquidity. The operating environment assessment considers GDP per capita and a ranking using the BMI Operational Risk Index. The business profile assessment considers the assigned

operating environment score and operating income. Each financial profile factor assessment starts with an implied score based on the assigned operating environment score and a factorspecific metric. The core metrics for each factor are as follows: impaired loans to gross loans ratio for asset quality, operating profit to risk-weighted assets for earnings and profitability, core capital ratio for capitalization and leverage, and loans-to-customer deposits for funding and liquidity. All core bank metrics are reviewed in coordination with complementary metrics where appropriate, in conjunction with analytical judgement, to inform the final assessment for each financial profile factor.

Non-Bank Financial Institutions, including Funds

Qualitative Metrics

The qualitative metrics are used to assess the entity's intrinsic creditworthiness and, in certain cases, the likelihood of receiving external support. The intrinsic creditworthiness assessment considers the business profile, management and strategy, risk profile, and financial profile in the context of a non-bank financial institution's sector risk operating environment. Support considerations evaluate the likelihood that the entity will receive extraordinary support - typically from either the owner(s) or sovereign. Sovereign Support is sporadic for non-bank financial institutions.

Quantitative Metrics

The quantitative metrics for non-bank financial institutions are used to assess the sector risk operating environment and business profile as well as the four financial profile factors: asset quality, earnings and profitability, capitalization and leverage and funding and liquidity. The sector risk operating environment assessment builds on GDP per capita and a ranking using the BMI Operational Risk Index. The business profile assessment considers the assigned sector risk operating environment and a metric that measures relative size in that sector (e.g. operating income, assets, assets under management, collateral required).

For each non-bank financial institution subsector - which includes securities firms, investment managers, business development companies, finance and leasing companies and financial market infrastructure firms – Fitch uses a set of core and complementary metrics to assess asset quality, earnings and profitability, capitalization and leverage, funding, liquidity and coverage. The key metrics used differentiate between high-balance sheet and low-balance sheet usage where relevant. As an example, for finance and leasing companies they consist of: impaired loans/gross loans, impairments on leased assets/total leased assets, pre-tax income/average assets, debt/tangible equity, unsecured debt/total debt, liquid assets + undrawn committed facilities/short-term funding, net spread, EBITDA/total revenues, debt/EBITDA, EBITDA/Interest expense. The final assessment for each financial profile factor is derived in conjunction with analytical judgement.

Within the broader NBFIs universe, Fitch also applies quantitative and qualitative frameworks to assess investment funds' obligations, reflecting each obligation's collateral characteristics, liquidity, governance, structure and subordination.

Insurance

Qualitative Metrics

The primary qualitative factors for insurance ratings are an assessment of industry profile and operating environment and company profile. The company profile combines an insurer's business profile and its corporate governance. Important aspects in the evaluation of the operating environment are regulatory oversight, technical sophistication of insurance markets, competitive profile, financial market development and sovereign risk. The business profile takes into account competitive positioning, diversification, time in business and key business risks that help assess the sustainability of an entity's creditworthiness. Ownership, the relative credit quality of various members inside the organization as well as various components of the capital structure are also qualitative considerations.

Quantitative Metrics

The industry profile and operating environment assessment builds on GDP per capita and a ranking using the BMI Operational Risk Index. The key quantitative factors for insurance entities are capitalization and leverage, debt service capabilities and financial flexibility, financial performance and earnings, investment and asset risk, asset/liability and liquidity management, reserve adequacy, reinsurance and risk mitigation, and catastrophe risk. As part of the company profile assessment, operating scale is assessed based on size metrics including assets, equity and premiums written.

Core metrics include net premiums-to-capital, total liabilities-to-capital, capital adequacy ratios (both regulatory and per Fitch models), and financial leverage. Operating performance is considered through the combined ratio for non-life insurers and pretax return on assets for life insurers. Asset quality is reviewed by risky assets-to-equity, non-investment grade bonds-to-equity and unaffiliated common stock assets-to-equity. Liquidity is measured by liquid assets relative to liabilities. Reserve quality (for property/casualty) is considered by net leverage, reserve development-to-equity, reserves-to-earned premium, and calendar year paid losses-to-calendar year incurred losses. All core metrics are reviewed in coordination with complementary metrics where appropriate.

Public Finance / Sovereigns

Qualitative Metrics

The qualitative metrics for public finance ratings are the institutional framework and issuer/sector risk profile, economy, revenues, expenditures, and debt. The institutional framework and sector risk profile consider the legal, structural, and regulatory environment as well as the macroeconomic factors that provide the backdrop against which the other key rating factors are evaluated. The issuer risk profile is indicated by its exposure to revenue, expenditure, liability and liquidity risks. Revenues are considered, and the demand and pricing characteristics that influence revenue volatility, and the tools available to the issuer to respond to fluctuation in demand. The issuer's expenditure framework, including predictability and volatility of costs are considered. Operating/financial performance considers the level of financial flexibility an issuer can sustain as it encounters stresses expected to occur over the relevant forecast period. Other risks, such as debt structure, management and governance, and legal and regulatory risks

are also considered when assigning a rating. These risk factors are not scaled, and only weaker characteristics affect the rating.

Sovereign credit analysis emphasizes the structural features of the economy that render it more or less vulnerable to shocks, including the risks posed by the financial sector, political risk and governance factors; and macroeconomic performance, policies and prospects, including growth prospects, economic stability and the coherence and credibility of policy. Sovereign ratings consider an issuer's finances, including budget balances, the structure and sustainability of public debt and fiscal financing; the sustainability of current account balances and capital flows, and the level and structure of external debt.

Quantitative Metrics

The quantitative long-term liability burden metrics for U.S. tax-supported credits consider direct liabilities, personal income, governmental revenues, carrying costs, and governmental expenditures. For revenue-supported credits, leverage is considered by net debt plus other liabilities to Cash Flow Available for Debt Service (CFADS) or EBITDA, which provides an indication of the cash flow from core operations which is available for the payment of debt service. Days cash on hand measures the number of days that an organization could continue to pay its average daily cash obligations from its current cash position. For non-US revenue supported credits, net adjusted debt to EBITDA is used to assess leverage, in addition to supplementary balance-sheet-based metrics such as loan-to-value and coverage metrics. The coverage metrics used in the analysis of non-US revenue supported credits are the debt service coverage ratio, the gross interest coverage ratio and the liquidity coverage ratio. Only weaker coverage metrics affect the assessment. Sovereign ratings use a model that considers several metrics, such as GDP per capita, inflation, government debt levels and reserve currency flexibility. The rating model output is supplemented by additional qualitative analysis which can adjust the model output up or down three notches to reach a final rating conclusion.

Infrastructure and Project Finance

Qualitative Metrics

The qualitative metrics address the issuer's ability to generate a stable cash flow based on its legal framework and fundamental economics. Where material to the rating, risks that may cause the facility not to be completed on time, on budget, and/or up to the performance standards assumed for the operating period credit profile (completion risk) are evaluated. Operating cost, demand, revenue, and infrastructure renewal risks that affect the ability to make debt service payments (operation and revenue) are considered. Financial profile analysis considers the financial flexibility as a facility encounters stresses expected to occur over the forecast period. The Debt Structure analysis assesses protections in the transaction structure to ensure timely payment of debt service. This encompasses an assessment of payment waterfall ranking, refinance risk, financial profile, covenant package, structural features, hedging financial risk, liquidity and reserves. The level of financial flexibility that a facility demonstrates is considered as it encounters stresses expected to occur over the relevant forecast period. Counterparty risk (off-takers, concession grantors, warranty providers) is assessed for each risk factor. Country risk factors, industry specific risks, and the facility's exposure to event risks and mitigating factors to such risks are accounted for in the final rating.

The quantitative metrics considered are the Debt Service Coverage Ratio (DSCR); leverage ratio, which is the ratio of net debt to CFADS or net debt to EBITDA; project life coverage ratio, which is the net present value (NPV) of CFADS over the remaining project life, divided by the principal outstanding on the rated debt instrument (plus all equal-ranking and senior debt) at the calculation date; and loan life coverage ratio, which is the NPV of the cash flow available for debt service, from the calculation date to the maturity of the rated debt instrument. Other metrics such as Interest Coverage Ratio (ICR), Maximum Annual Debt Service (MADS) and Net Debt to Regulated Asset Base are also used.

Structured Finance

Qualitative Metrics

The qualitative metrics consider qualitative components of asset quality – such as measures of physical quality and opinions on potential volatility; strength of transaction participants, including originators, servicers, and other counterparties, as well as a legal analysis analyzing the isolation of the collateral pool from the originator which forms the assumption that the credit analysis is based on the collateral itself, rather than the originator.

Quantitative Metrics

The quantitative metrics for structured finance are an estimate of expected losses, which typically consists of two sub-components: a probability of default and loss severity/expected recovery. Both of these sub-components are typically related to the collateral of the transaction. Expected losses at the asset level are also influenced by collateral characteristics and historical performance, and transaction-wide metrics, such as portfolio concentration.

Other important quantitative factors are cash flow related, including timing of the cash flows of both the transaction's assets (collateral) and liabilities (bond structure) and interest rate assumptions.



FitchRatings

The Rating Process

How Fitch Assigns Credit Ratings

The Rating Process

How Fitch Assigns Credit Ratings

Fitch Ratings' credit ratings provide opinions on relative vulnerability to default or loss.

This report replaces the report of the same title dated 15 December 2023.

To arrive at a rating opinion, Fitch follows standardized procedures, as described in this report, to ensure a globally consistent approach to its rating processes.

For the purposes of this report, a "credit rating" refers only to an international scale credit rating and the rating process described relates solely to Fitch's international credit ratings. References to an "issuer" may mean an issuer, entity or transaction.

Initiating the Ratings Process

The rating process usually begins when an issuer, sponsor, arranger or underwriter – or, in any of these cases, its agent – contacts a member of Fitch's Business and Relationship Management (BRM) group with a request to engage Fitch to provide a credit rating.

Alternatively, Fitch may initiate rating coverage on an unsolicited basis, where sufficient public information is available, to broaden industry coverage or provide insight to market participants.

Assignment of the Analytical Team

Manager Role: Managers leading the relevant credit rating group will assign a primary and secondary analyst to lead the analysis, formulate a rating recommendation and bring the recommendation to a rating committee. These analysts are usually responsible for the monitoring or surveillance of the credit rating after it is assigned.

Structured Finance Ratings: For structured finance, once an initial credit rating is assigned, surveillance is typically transferred from the primary analyst to a dedicated surveillance analyst, although day-to-day surveillance activities may remain with the primary analyst for some structured finance asset types.

US Public Finance Ratings: For US public finance, the primary analyst is responsible for leading the analysis and formulating a rating recommendation, but surveillance responsibilities vary by sector.

Analyst Role: Fitch analysts conduct their reviews in a manner consistent with published criteria applicable to the issuer and asset class, which may vary by region. Analysts and committee members are required to consider relevant qualitative and quantitative factors as defined in applicable criteria and methodologies.

Analyst coverage may be rotated over time as deemed appropriate by analytical group managers and in accordance with Fitch's policies and procedures, reflecting applicable laws and regulations.



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Information Used to Determine a Credit Rating

Analysts base their rating analysis on a thorough review of information known to them and believed to be relevant to the analysis and the rating decision in accordance with the applicable criteria.

The rating process incorporates information provided directly to Fitch by the issuer, arranger, sponsor or other third party. This may include background data, management forecasts, risk reports, performance information or other proprietary information.

In most cases the issuer's management or transaction sponsor participates in the ratings process through in-person management and treasury meetings, on-site visits, teleconferences and other correspondence.

Analysts also consider macroeconomic data, market events and any other information deemed relevant for rating analysis, such as data regarding an issuer's peers, data provided by other analytical groups within Fitch or publicly available information.

The analytical team conducting the analysis will determine if sufficient information is available to form a view on the creditworthiness of the issuer. The rating committee will also consider whether there is sufficient information to assign a credit rating.

If Fitch believes that the information available, both public and private, is insufficient to form a rating opinion, no credit rating will be assigned or maintained. Fitch will withdraw that credit rating if sufficient information ceases to be available in relation to an existing credit rating.

Fitch relies on information in its analysis from sources it believes to be credible. The agency conducts a reasonable investigation of information relied upon in its analysis by obtaining reasonable verification of that information from independent sources to the extent such sources are available. Issuers, arrangers or sponsors may choose not to share certain information with external parties, including rating agencies, at any time.

While Fitch expects that each participating issuer in the rating process, or its agents, will supply promptly all information relevant for evaluating both the credit ratings of the issuer and all relevant securities, Fitch neither has, nor would it seek, the right to compel the disclosure of information by any issuer or any agents of the issuer.

Pre-Committee Process

Where a debt issue or financial structure is deemed to have unique or complex features or does not appear to have a fundamental economic purpose, a screening committee (SC) may be held to determine whether and how a rating process may proceed.

An SC is not a rating committee but is rather a cross-sector committee that provides an initial layer of review to consider such rating proposals early in the rating process.

The primary purpose of the SC is to determine the feasibility of assigning a credit rating to such proposals, which may need a cross-sector review to assess how certain credit risks should be considered and which rating criteria may be applied.

The Committee Process

Credit ratings are assigned and reviewed through a committee process. Once information has been collected and the issuer and/or securities are analyzed in accordance with Fitch's criteria and methodologies, the primary and secondary analyst will form a rating recommendation and document their analysis and rationale in a committee package.

Committees consider the information and rating recommendation presented in the committee package and discuss the recommendation. The committee package must contain sufficient content, consistent with the methodology and criteria that apply to the analysis, to provide a solid basis for the recommended credit rating.

The package must include a summary of key rating drivers, sensitivity analysis, criteria variations, if any, and details of reasonable investigation, among certain other minimum content.

Voting members are chosen based on relevant experience, with seniority and experience thresholds reflected in Fitch's committee quorum requirements.

The minimum committee voting quorum for credit rating decisions is five, subject to limited exceptions, and a maximum of nine, although committees often include non-voting observers.

The committee's voting quorum must include:

- A chair that moderates the committee and ensures it is conducted in accordance with Fitch's policies and procedures; and
- At least one independent member from outside the immediate asset class, sub-sector or geographic area of the entity under review, subject to limited exceptions.

The rating committee considers relevant quantitative and qualitative factors, as defined in Fitch's established criteria and methodologies, to arrive at the credit rating that most appropriately reflects both current and prospective performance.

A rating committee may adjust, or vary, the application of the criteria to reflect the risks of a specific transaction or entity. All such criteria variations are disclosed in the respective rating action commentaries, including their impact on the credit rating, if any.

A variation can be approved by a rating committee where the variation is in relation to a risk, feature or other factor that is relevant to the assignment of a credit rating and where this and the methodology applied to it are both already included within the scope of the criteria.

Where the analysis described in the criteria would require modification to address the risk, feature or factor specific to the particular transaction or entity, approval would then be sought for new or amended criteria.

Analysts maintain a dialogue with the participating issuer during the rating process to resolve any outstanding questions and to request additional information. A credit rating is assigned if the committee agrees on a rating level and that the information supporting that rating decision is sufficient and robust.

Committee decisions are reached by consensus. Individual committee member votes and individual views expressed are not recorded, except in the case when a member of the quorum appeals against a credit rating.

If a committee member is not able to accept the consensus opinion, they must initiate an internal appeal. In addition, an internal appeal must be launched by the chair if a consensus view cannot be reached.

An internal appeal involves a new committee being held typically within two business days of the original committee and with at least two new committee members in the quorum to consider the original committee package, the consensus recommendation and a summary of the appeal.

A further internal appeal is possible if one is launched by a new committee member, such a second internal appeal committee will be decided by majority if no consensus is reached.

If the chair determines that further analysis or information is required before the committee can move to a vote, the committee will be suspended to allow this material to be gathered. Committee members and the chair must also make certain attestations with respect to the independence and objectivity of the rating process that was followed.

In limited circumstances, credit ratings that have been determined by a rating committee may be applied to new debt issues without holding a further rating committee, provided that the class of debt concerned was considered by the previous committee and the credit rating is applicable to that class of debt or is *pari passu* with the class of debt.

In all such cases, Fitch identifies the date of the relevant prior rating committee in the new debt issue rating announcement. By contrast, if the class of debt has not previously been considered in a rating committee, then a rating committee must be held to assign the credit rating to the new issue.

There are also other limited circumstances where rating committees may not be required, for example, converting an expected credit rating to final, provided nothing substantial has changed.

Issuer Notification and Rating Dissemination

Once the committee concludes, the outcome is communicated in writing to the issuer or, where applicable, its arranger, sponsor or agent. The issuer notification requirement is subject to certain exceptions (except where the lead analyst is based in an EU-registered entity or a branch of an EU-registered entity).

Such exceptions include:

- i. to address time-sensitive, event-driven rating actions, for example, in response to the announcement of a merger or acquisition. In such cases, issuer notification is given as soon as practical after publication of the credit rating;
- ii. to address bulk rating action reviews in US structured finance;
- iii. to address cases where Fitch does not have an appropriate contact, e.g. certain non-participating issuers; and
- iv. to address rating actions taken on certain dependent credit ratings.

In communicating the credit rating to the issuer, arranger, sponsor or agent, the rating action and the principal grounds on which the

credit rating is based must be explained. Typically, analysts use a draft Rating Action Commentary or a draft presale report, which includes the committee's ratings decisions, to convey this information.

The primary analyst provides the issuer, arranger, sponsor or agent, with the opportunity to review Fitch's draft Rating Action Commentary, or presale report, to allow the issuer, arranger, sponsor or agent, to check for factual accuracy and the presence of non-public information.

Fitch evaluates this feedback from issuers while retaining full editorial control over its commentaries. The primary analyst records the issuer's response in Fitch's publishing application before a Rating Action Commentary is released.

However, if the issuer provides verbal feedback, the primary analyst will contact the issuer representative in writing to confirm the nature of their feedback and that the credit rating will be published.

Fitch typically aims to publish rating actions on existing public credit ratings by the end of the next business day following the conclusion of the committee, unless the credit rating is subject to external appeal or subject to other conditions, such as regulations governing the notification period.

The notification period must be at least 24 hours before publication of the rating decision or outlook.

If the issuer provides feedback within the notification period that it has no outstanding comments, the credit rating may be published before waiting for the specific notification period to elapse. Fitch aims to publish new public credit ratings shortly after the rating committee and subject to the same considerations as outlined above.

However, the exact timing of new credit rating announcements can be affected by other factors. For example, if the credit rating relates to a new debt issue, Fitch's procedures require it to delay its rating announcement until materials with respect to the debt issue are in the public domain.

All rating actions for new or existing publicly rated issuers/securities are published on Fitch's website and released to major newswire services.

These Rating Action Commentaries provide a rationale for the rating decision based on key rating drivers and sensitivities, identify the criteria applied in the rating process, detail any material sources of information used to prepare the credit rating (other than those described in criteria), indicate if an issuer did not participate in the credit rating and describe any criteria variations that were applied, among certain other disclosures.

The timing of publication reflects the important balance between allowing sufficient time for the issuer to review the rating rationale for factual accuracy, the presence of confidential information and providing users of credit ratings with timely and objective opinions.

In addition to Fitch's Rating Action Commentaries, a research report may be published about issuers and made available to subscribers to Fitch's website.

External Appeals

An issuer may request an appeal of a rating decision, referred to as an external appeal, but there is no specific right to an appeal. Appeals will only be granted when an issuer provides new or additional information in a timely manner that Fitch believes is relevant to the credit rating.

When such an external appeal request is received, an appeal review panel will be convened to review any additional information provided and determine whether it warrants granting an external appeal of the rating decision.

When an external appeal is granted, a new committee is convened to reconsider the rating decision. This committee is composed of the chair of the original committee, senior-level analysts who did not attend the previous committee and certain members of the original committee.

Fitch endeavors to complete the appeal review of new credit ratings as quickly as possible, preferably within two business days. In cases when the review of an existing credit rating is not finalized during the two-day timeframe, the credit rating may be placed on Rating Watch.

If an external appeal committee results in a rating decision that is different from the original committee decision, this will be disclosed in the Rating Action Commentary. The commentary will note the original rating outcome was subject to appeal and that, following the appeal, the rating outcome is different from the original decision.

The original rating committee decision will not be included in the published commentary.

Rating Surveillance

Fitch's credit ratings are typically monitored on an ongoing basis and the review process is a continuous one. Monitored credit ratings are also subject to a review by a rating committee, at least once annually.

Certain sovereign and international public finance credit ratings are reviewed at least every six months, according to a calendar of scheduled review dates. Point-in-time credit ratings are not monitored on a continuous basis. Such credit ratings are usually private, but where they are published, they are clearly disclosed as point-in-time in the accompanying Rating Action Commentary.

Analysts will convene a committee to review the credit rating instead of waiting for the next scheduled review if a business, financial, economic, operational or other development can reasonably be expected to result in a rating action. For example, operational or fiscal deterioration, an acquisition, a divestiture or the announcement of a major share repurchase may be events that trigger an immediate rating review.

Peer analysis is a surveillance method that may be primarily used to assess the relative performance of comparable entities and transactions over time. Peer groups are created based on similar fundamentals and rating levels, among other factors.

The results of Fitch's peer analysis are included in research, such as a Ratings Navigator, a peer comparison tool used with respect to certain sectors that provides a graphical representation of key rating drivers against peer expectations for a given rating category. Fitch may choose to conduct portfolio reviews for peer entities whereby all the entities are subject to a rating review at the same time.

Scenarios for structured finance are generally based on quantitative metrics. In addition, ratings performance may be monitored with surveillance tools to evaluate the effect of stress scenarios on transactions.

Such tools will typically track data from surveillance reports provided by the trustee and compare the information against original and stressed expectations to flag transactions where performance has diverged from established parameters.

Forward-Looking Ratings

Credit ratings reflect Fitch's views of future performance based on historical performance through various economic cycles, and Fitch's opinion as to how future performance may evolve. Event risk is not considered in most credit ratings and, as a result, credit ratings may change due to events, such as a merger, an acquisition, fraud, litigation, sudden weather events or political events that alter expected financial performance in the near term.

Rating Process Timeframe

The time required to assign a new credit rating varies and will partly depend on the time required by the issuer, arranger or sponsor, to respond to information requests from Fitch, along with the time it takes the issuer to review Fitch's draft research for factual errors and the presence of non-public information.

Depending on the sector and type of credit analysis involved, Fitch typically assumes a timeframe of four to eight weeks to provide a full corporate, financial institution, sovereign or structured finance credit rating.

Rating Withdrawals

Fitch's credit ratings always remain its property. As such, Fitch has full discretion to determine if and when to withdraw a credit rating. Fitch can withdraw a credit rating at any time and for any reason and does not withdraw credit ratings simply in response to a request from an issuer.

However, it may be appropriate for Fitch to withdraw the credit rating following such a request if there are other reasons for withdrawal, such as a lack of information, a lack of market interest or regulatory constraints. Some rating withdrawals may be initiated by Fitch's BRM group for commercial reasons. Proposals to withdraw credit ratings are generally subject to review by a rating committee in accordance with Fitch's established procedures, subject to certain exceptions.

It is Fitch's policy in such cases to publish a Rating Action Commentary that includes the credit rating(s) at the point of withdrawal and states that the credit rating(s) has been withdrawn and the rationale for the withdrawal. However, announcements are not issued for credit ratings that relate to obligations that have matured, been redeemed or paid in full.

Criteria Reports

All credit ratings must be assigned according to the applicable criteria. Criteria describe Fitch's assessment of the rating drivers affecting a given sector and the analytical approach and assumptions used to analyze those drivers to assign and maintain credit ratings.

Criteria can be classified as:

- Master criteria that describe the basic foundation for our credit ratings within an asset group;
- Cross-sector criteria that explain Fitch's approach to discrete topics that relate to multiple areas; and
- Sector-specific criteria that describe the rating drivers and assumptions applicable to a particular sector or asset class.

Bespoke criteria may be developed for analysis of individual, or small groups of, transactions or entities. The consistent application of criteria facilitates the comparability of Fitch's credit ratings across regions and sectors.

Each criteria report scope specifies the category of obligor, security or instrument to which the criteria can be applied and its geographical reach.

Criteria identify key rating drivers relevant to each rating sector and describe their relative importance to analysis. Criteria reports also include a description of the expected sensitivity of credit ratings to key rating drivers, whether qualitative or quantitative.

Where part of the analysis described in a criteria report is implemented using a rating model, the criteria report describes the use of the rating model and all the credit-related assumptions and their value ranges, how the assumptions are applied and the significance of the model outputs.

Criteria reports include an explanation of differences between new ratings analysis and surveillance analysis, if any. Alternatively, when surveillance analysis differs from new issue rating criteria, Fitch may publish surveillance criteria as a standalone report.

Such criteria are subject to the same procedures as all other criteria.

Criteria may contain a description of the type and source of the data used to derive the key rating assumptions detailed in the report. For structured finance, this includes those assumptions applied in the portfolio default analysis, portfolio loss analysis and cash flow analysis.

For non-structured finance, this includes data used to assign credit ratings, such as accounting statements, data provided by issuers or industry data.

Criteria reports describe limitations in the criteria used to assign a credit rating, where applicable, supplementing the limitations included in the [Ratings Definitions](#) section on Fitch's website at www.fitchratings.com.

Fitch's criteria are designed to be used in conjunction with analytical judgment exercised through individual analysts and the committee process.

The combination of transparent criteria, analytical judgment applied on a transaction-by-transaction or issuer-by-issuer basis and full disclosure through rating commentary underpins Fitch's rating process and assists market participants in understanding the analysis behind our credit ratings.

Criteria Assumptions

The rating analysis applies both qualitative and quantitative assumptions.

Criteria reports specify the quantitative assumptions, or describe the assumption setting process to derive them, applied in credit analysis, including credit-risk-related assumptions contained within models used in the rating process.

Where Fitch's rating analysis applies different quantitative values in the analysis of different credit ratings, criteria may provide a description of the rating-specific assumption-setting process.

Criteria also describe how macroeconomic or other financial data relate to assumptions made in criteria or influence credit ratings, where appropriate. Derivations of specific assumptions by geographical area are provided, where appropriate. Where default and loss assumptions or routine adjustments to externally sourced data – such as financial accounting ratios – are used, these are specified in the criteria report.

Quantitative ratios used in the rating analysis are included in the criteria, along with a description of how these ratios relate to each other, such as correlation. Any averages, medians, ranges or measures of dispersion used for key assumptions are described where relevant. Qualitative assumptions are also specified, including the extent to which such assumptions influence rating outcomes.

Developing and Maintaining Criteria

All criteria, including models and assumptions, are reviewed and approved by a criteria review committee (CRC) at least annually and proposals to amend criteria between annual reviews are required to be approved by a CRC, led by the criteria review and approval group (CRAG), which is independent of analytical groups.

The CRC evaluates the sufficiency, transparency and rigor of criteria for credit ratings, and any related models used in the rating process. Models are subject to full independent validation once every three years by a model validation group (MVG), with any changes in the interim also subject to review by the MVG. All new and material changes to rating criteria and models must be reviewed and approved by Fitch's board of directors following the CRC's review and approval.

Criteria are developed and maintained by analytical groups and submitted to CRAG for review and approval by CRC. The analytical group will propose amendments to existing criteria where new and significant rating drivers emerge or previous rating drivers or assumptions change. Rationale and rating effect analysis for any proposed changes to criteria are prepared and presented in a CRC.

Criteria are subject to back-testing, which consists of a review of the appropriateness of the criteria considering the historical performance of credit ratings under the criteria, and historical quantitative and qualitative observations relative to criteria assumptions.

Analytical groups are responsible for the rigorous justification of proposals to change (or continue the use of) their criteria. CRCs review the adequacy of the justification, evaluate the proposals considering the analytical group's ratings performance and other factors, and determine whether the data presented to support the justification is appropriate and sufficiently robust.

Criteria Change Communication and Application

Exposure drafts must be published for approved proposals that materially change existing rating criteria, including assumptions and models, and for approved proposals for new criteria, models or key rating assumptions, which could have an effect on one or more credit ratings. Exposure drafts for proposed new criteria and any proposed changes to existing criteria, models or key rating assumptions are published on Fitch's website with an invitation to third parties to submit comments.

The exposure draft includes an explanation of the reasons for, and the implications of, the proposed changes, including the anticipated effect on existing credit ratings. During the exposure period, existing criteria continue to be applied to outstanding and new credit ratings. Approval of final criteria occurs only after Fitch has assessed the responses, when it will also publish the results of the consultation and a summary of the content of written responses unless the respondent has requested confidentiality.

Rating criteria will be published on Fitch's website at www.fitchratings.com. Publication of new or revised criteria will be accompanied by a press release describing the changes made, including any effect of the criteria change on outstanding credit ratings.

Following the publication of the new or revised criteria report after an exposure draft, all credit ratings that could incur rating changes because of the application of the new or revised criteria will be indicated as Under Criteria Observation (UCO).

However, credit ratings may be placed on Rating Watch where rating implications for credit ratings can be clearly anticipated. The decision to apply Rating Watch instead of UCO is determined by the analytical group. UCO or Rating Watch status will be resolved no later than six months from the publication of the criteria.

Quality Standards for Credit Ratings

To ensure the quality of its product, a common process for assigning international credit ratings to entities/securities applies globally within all Fitch Ratings offices, irrespective of size or location. Equally, a global approach applies for ensuring quality standards.

Fitch's chief risk and credit officer (CRCO) is an executive committee member, reporting direct to the president of Fitch Ratings and independent from the analytical and BRM groups. The CRCO manages multiple second lines of defense, including Fitch's credit officer group, credit review group, and operational risk review team, as well as the criteria review function, CRAG, noted above.

The credit officer group and credit review groups are global, centralized functions with a cross-sector mandate to strengthen Fitch's credit analysis, ratings and research by identifying credit risks that require additional focus and ensuring those risks are considered by analytical teams in the ratings process.

Fitch's compliance group identifies and provides advice on compliance risks facing Fitch, conducts testing to ensure management's internal controls achieve compliance with laws, regulations, guidelines and specifications relevant to Fitch's business, and monitors employee activity to ensure effectiveness of

controls, including those to mitigate conflicts of interest. Within Fitch's compliance group, the compliance testing team assesses Fitch's compliance with Fitch's Code of Conduct and other established policies, procedures and controls with respect to Fitch's credit ratings and related activities.

Together, these groups act to ensure that Fitch's ratings criteria, policies and procedures are consistently executed, that credit ratings are consistent across the company, and that Fitch complies with applicable laws and regulations.

Unsolicited Credit Ratings

Fitch believes that investors benefit from increased rating coverage by Fitch, whether such credit ratings are solicited by issuers or investors or are unsolicited. The criteria, committee procedures and minimum information standards are no different for unsolicited and solicited credit ratings. Therefore, credit ratings assigned to issuers with similar credit characteristics are comparable. The solicitation status has no effect on the level of the credit ratings assigned.

Other Credit Products

In addition to published credit ratings, Fitch offers several additional services within the core rating business.

Fitch prepares a limited number of private credit ratings, i.e. unpublished credit ratings, for entities if a credit rating is requested. Private credit ratings undergo the same analysis, committee process, surveillance and procedural standards as published credit ratings, unless otherwise disclosed as point-in-time in nature (see the [Rating Surveillance](#) section).

Fitch also provides a rating assessment service (RAS) under certain circumstances. A RAS indicates the rating level that an issuer and its obligations would likely receive given a set of hypothetical circumstances provided by the assessed entity. This assessment is conducted under the same procedural standards as credit ratings and is performed by the analytical group responsible for that entity.

Feedback is provided in writing, including a list of the circumstances and limitations applied in the assessment. Outcomes from a RAS are not made public as they are based on hypothetical, rather than actual, circumstances.

However, in accordance with EU regulatory requirements, Fitch will disclose cases where it has provided such a service to a rated entity or related third parties, where the primary analyst is based in an EU-registered entity or a branch of an EU-registered entity.

Fitch also provides credit opinions on entities and transactions where characteristics of a credit rating are omitted or meet a different standard. This opinion may be based on more limited information and is subject to a less extensive committee process.

Credit opinions are delineated by lower-case characters and either an asterisk, e.g. 'bbb+', or the suffix (cat), indicating that the opinion is conditional and not comparable in all regards to credit ratings at that level.

Credit opinions are not credit ratings and should not be employed by rating users without consideration of any limitations that they may have or any conditions attached to their use. Further details can be found in the report [Credit Opinions](#).

In addition to credit ratings on the international scale, Fitch offers credit ratings on national scales that offer an opinion of creditworthiness, relative to the universe of issuers and issues within a single country or monetary union.

Unlike international scale credit ratings, national scale credit ratings are not intended to be comparable across jurisdictions and can only be compared with other national credit ratings on the relevant country national scale.

The procedures and process for national scale credit ratings differ in certain aspects to those for international scale credit ratings and are not described in this report. Fitch offers several non-credit products, including non-credit ratings. The procedures and process for non-credit products differ to those for international scale credit ratings and are not described in this report.

Errors

Fitch has established procedures to address instances where an error is suspected in a methodology or model or where a

methodology or model is suspected of being misapplied to credit ratings during the rating process. Procedures describe the escalation, review, remediation and notification requirements for errors.

Fitch's procedures describe the process for reviewing the affected methodology, model or credit ratings, including error correction, model revalidation and subsequent rating committee review. Depending on the nature and magnitude of the error, affected credit ratings may be placed on Rating Watch until the issues are resolved.

Fees

Fitch has a dedicated BRM group that is responsible for managing the commercial aspects of issuer relationships. All discussions with issuers and intermediaries concerning rating fees and commercial matters are handled exclusively by Fitch's BRM team. In addition, references to any commercial aspect of Fitch's relationship with issuers are similarly not permitted during any analytical discussion.

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In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology and obtains reasonable verification of that information from independent sources to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed. Fitch Ratings makes routine, commonly accepted adjustments to reported financial data in accordance with the relevant criteria and/or industry standards to provide financial metric consistency for entities in the same sector or asset class.

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CLOs and Corporate CDOs Rating Criteria

Sector-Specific

Scope

This Criteria report details Fitch Ratings' methodology for analysing portfolios of corporate credit for rating collateralised loan obligations (CLOs) and other collateralised debt obligations (CDOs). The report outlines the qualitative and quantitative factors considered in Fitch's analysis of portfolios of corporate credit.

These criteria apply to the rating of combination notes where the underlying tranches are CLOs or corporate CDOs and provide the framework for rating project finance CDOs. The criteria are applicable for new issue ratings and surveillance of existing ratings.

The Fitch Portfolio Credit Model (PCM) is the main tool for analysing the credit risk of project finance credit portfolios. The default probability assumptions and recovery rates are based on asset-specific Credit Opinions and Recovery Ratings (RRs) provided by Fitch's global infrastructure group. Portfolio default rates are based on bespoke correlation assumptions.

Key Rating Drivers

The order of the following Key Rating Drivers for these criteria reflects their relative importance for CLOs and CDOs, for which asset credit quality is the most important.

Asset Credit Quality: Asset quality is a primary driver of the default probability of the underlying corporate assets. Asset quality is based on the corporate Issuer Default Rating (IDR) and term.

Asset Security: Asset security is determined by the seniority of the corporate obligation and includes the jurisdiction of the issuer. Asset security is the main driver of recovery rate assumptions. Average recovery rates, based on historical market data, may be applied in the absence of explicit asset RRs or recovery estimates provided by Fitch's corporate group.

Portfolio Composition: Portfolio performance, in terms of portfolio default rates, depends on the level of diversity by industry and obligor, and geographic concentrations, which determine the expected volatility in portfolio default rates. The key volatility parameter for credit portfolio performance is correlation.

Portfolio Management: Portfolio management and trading may result in an evolving portfolio credit profile, extension risk and other portfolio changes not represented by the closing portfolio. The investment guidelines and permitted management terms are analysed to evaluate the risk factors of a managed portfolio.

Cash Flow Analysis: CLO and CDO structural features and hedging strategies, and the timing of defaults and recoveries, are important considerations in cash flow modelling and have a meaningful impact on their performance.

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This report updates and replaces *CLOs and Corporate CDOs Rating Criteria*, dated 30 March 2023.

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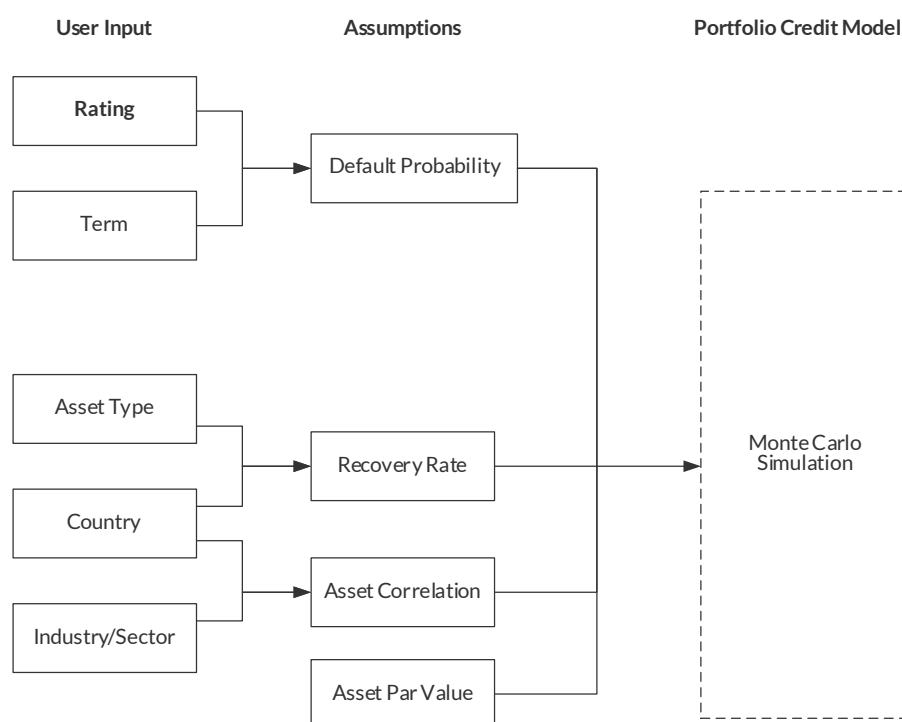
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Quantitative Models and Data

Fitch's main tool in assessing the primary rating factors of corporate CLOs and CDOs is the Fitch PCM, which is available for [download on Fitch's website](#). The model is updated from time to time, and a release log is maintained on the site to indicate the updated features and assumptions. A description of the source data used to derive the assumptions is detailed in each section of this report. Additionally, numbers shown throughout this report may be rounded to the decimal displayed.

Overview of the Portfolio Credit Model Process



Source: Fitch Ratings

The PCM is used for analysing the joint default behaviour within credit portfolios. The model is based on the Gaussian copula function, which is based on the multivariate normal distribution. An important benefit of the Gaussian copula is its analytical tractability. The dependence structure is fully described by the pair-wise linear correlation assumption. For example, zero correlation in the Gaussian copula means all default events are independent.

The two main functions of the model are: mapping generic issuer and asset attributes to corresponding default probability and recovery rate assumptions; and generating portfolio default rate and loss rates for each rating scenario as multiples of the base default rate and loss rate. The key output of the model is the distribution of possible portfolio default rates and loss rates. The distribution mean is equal to average default probability weighted by asset notional amount.

The portfolio performance is uncertain and can deviate significantly from expectations. The volatility of possible portfolio default rates depends on the portfolio composition. Diversified portfolios, in terms of number of obligors, industry or region would be expected to show lower volatility and hence default rates that are closer to the expected case. In contrast, more concentrated portfolios would be expected to exhibit more volatile default rates.

The Gaussian copula only has one volatility parameter, which is correlation. Higher correlation corresponds to more volatile portfolio default rates, which is reflected in a model distribution with fatter tails. In other words, portfolio default rates that are significantly higher than the expected default rate are more likely.

Related Criteria

[Corporates Recovery Ratings and Instrument Ratings Criteria \(April 2021\)](#)

[Global Structured Finance Rating Criteria \(March 2023\)](#)

[Single- and Multi-Name Credit-Linked Notes Rating Criteria \(January 2023\)](#)

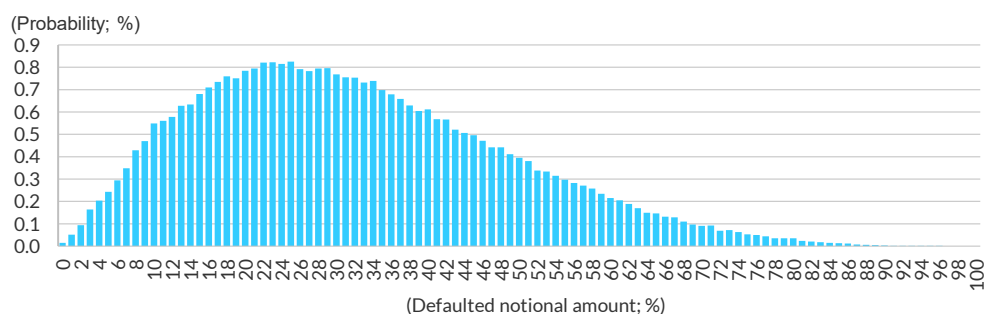
[Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria \(December 2022\)](#)

[Structured Finance and Covered Bonds Counterparty Rating Criteria \(March 2023\)](#)

Related Research

[Fitch CLO Criteria Assumptions Update Explained \(September 2021\)](#)

Default Distribution – Probability Mass Function



Source: Fitch Ratings

The portfolio default rate, or rating default rate (RDR), and loss rate, or rating loss rate (RLR), assumptions for each rating level are determined as percentiles of the default and loss distribution. The percentile levels are based on CDO target default rates, as explained below.

Rating Determination

CLO ratings are determined by a rating committee that considers the model-implied rating (MIR) in its determination process.

For newly assigned ratings and upgrades of notes of CLOs continuing to reinvest, MIRs are based on analysis described in the section *Fitch Stressed Portfolio*. The reinvestment status of a CLO is not based solely on whether a CLO has formally reached the end of its reinvestment period; the rating committee considers whether the CLO is likely to continue reinvesting post the end of its reinvestment period, based on the CLO's performance against relevant tests.

Fitch reviews the provisions of transaction governing documents when assigning initial ratings. Additional stress in the rating analysis may be applied when credit committee determines that documents include features that present material additional credit risk. In such instances, Fitch will publish any additional stress in transaction research.

For existing ratings not considered for an upgrade, the analysis is based on the actual portfolio.

For static CLOs, and CLOs that are post their reinvestment period and are unlikely to continue reinvesting, the basis for deriving MIRs is described in the section *Static Portfolio Considerations*.

The MIR is a key input to the rating committee determination, although assigned ratings may differ from the MIR in the following situations.

- Note ratings are subject to a rating cap, as defined in the related criteria, and this rating cap is not factored into the MIR. In this case, the note rating will be the lower of the rating cap and the MIR.
- For new ratings and upgrades of existing ratings above the MIR, Fitch can assign a rating higher than the MIR provided that all of the following conditions are met:
 - i. The assigned rating is no more than one notch higher than the MIR;
 - ii. Any excluded cash flow scenarios do not reflect Fitch's immediate expectations; and
 - iii. In the case of replenishing structures, the current portfolio is passing at the assigned rating of the CLO notes.

The foregoing applies to existing CLO transactions subject to refinancing with any material credit negative covenant changes and is applicable to both new and existing ratings, in the case of partial refinancing of the transaction.

- Fitch may assign or maintain a rating on a note at a rating level as much as three notches below the MIR. The occurrence and basis of such decisions may include consideration of the magnitude of the difference between the break-even default rate (BDR) and the hurdle rate at the assigned rating, and the frequency of scenarios in which the BDR exceeds the hurdle rate.

Model-Implied Rating

Represents the highest rating at which the note is passing all stress scenarios in the modelling.

- The rating committee may determine a rating in the range of 'Csf' to 'B-sf' based on Fitch's rating definitions. For example, a 'CCCsf' rating would be assigned if the committee believes there to be a 'real possibility of default', while a 'B-sf' rating would reflect a 'limited margin of safety'. Additionally, a rating committee may assign a new rating of 'B-sf' if (i) the actual or indicative portfolio analysis for the class passes the RDR at 'Bsf' or (ii) the actual or indicative portfolio analysis for the class, analysed with the transaction minimum and maximum fixed-rate allowance (see *Cash Flow Stresses*), passes the RDR at 'B-sf', to ensure a minimum cushion at the 'B-sf' rating. In such cases, Fitch would typically not perform a stressed portfolio analysis for the 'B-sf' rating level.

For Existing Ratings, the Committee can Assign Ratings that are Different from the MIR if:

- The committee believes there is a significant likelihood that a rating action may be reversed in the near term due to potentially volatile performance; or
- The committee has concerns about specific sectors/issuers that the committee believes are not adequately addressed under the methodology; or
- Certain cash flow scenarios do not reflect Fitch's immediate expectation. For example, in a very low or negative interest rate environment, the scenarios associated with rising interest rates. The assigned ratings cannot be more than three notches higher or lower than the MIR.

Specific Examples of Deviation from the MIR in Surveillance Include the Following:

- The committee could decide not to upgrade to the MIR if the transaction is exposed to significant concentration risk. The committee would base the decision to assign a different rating from the MIR on sensitivity analysis, which assumes additional stresses for one or more of the largest performing obligors.
- The committee expects near-term asset pre-payments to counter credit deterioration, maintaining the rating above the MIR. The committee would base the rating decision on sensitivity analysis that incorporates, for example, historically observed pre-payment spikes.
- The committee could also assign a different rating from the MIR or change the Rating Outlook or Rating Watch on the basis of sensitivity analysis, which incorporates additional stresses to certain issuers and/or sectors. This may occur if the committee believes these issuers and/or sectors may be subject to near-term performance volatility that is not adequately addressed under the standard recovery and default assumptions.

A Deviation from the MIR for New Issue Ratings or Surveillance Ratings May Include the Following:

- The committee may apply a multiplier of less than 100% to various recovery assumptions to align with updated expectations for recovery prospects. This could be precipitated by a drop in the average RR for Fitch-rated securities held in CLOs or by an expectation of below-average recoveries for a specific period. In any case, Fitch will communicate the assumptions in its Rating Action Commentary.

Asset Credit Quality

Asset Default Probabilities

Fitch uses "rating" and "term" as the primary determinants of an asset's expected default probability. There is a substantial history of data related to the default experience of a wide spectrum of corporate entities, rated over four decades. Fitch uses the corporate default rates made available by all three major rating agencies. This data set reflects the broadest set of default statistics available, and minimises the risk of any variances in ratings approach or industry coverage.

The rating is based on the Fitch IDR or Fitch Issuer Default Credit Opinion, together, referred to herein as the Fitch IDR, provided by Fitch's corporate or financial institutions ratings group. In the absence of a Fitch IDR, we may use public ratings from Moody's Corporation or S&P

In this report, the terms Fitch Issuer Default Rating or Fitch Issuer Default Credit Opinion will be referred to together as the Fitch IDR.

Global Inc. For a detailed description of the Fitch IDR Equivalency Rating derivation, see *Appendix 5*.

Rating Mapping for Mid-Cap Portfolios

Mid-cap borrowers do not have public ratings and it is often not practically feasible to assign Credit Opinions due to the size of the portfolios (100+ companies). This section applies only to borrowers for which no Fitch IDR Equivalency, as outlined in *Appendix 5*, can be established. Historical data shows few defaults despite spanning a significant period, making it impossible to infer a default probability based on that data alone.

For bank balance sheet portfolios, the originating bank would typically use a bank internal rating model to assess the borrower's credit risk. The bank may be able to provide a comparison of the bank internal ratings to available agency ratings because it either applies the model to its larger customers or, for internal back-testing, the bank may have run a sample of larger companies with available financial data through its rating model.

For granular portfolios with more than 100 borrowers, where at closing the largest borrower represents less than 1.5% of the portfolio, Fitch may assess the credit quality based on financial ratios and the bank's internal rating tool. We will first determine the average credit quality of the portfolio at a rating category level, which will be no higher than 'BB'. Financial ratios of the borrowers and a rating mapping correlation will both be considered to establish the average credit quality of the securitised portfolio on a rating category basis.

For example, Fitch expects financial ratios such as total debt/EBITDA to be comparable with, or better than, the ones reported in Fitch's *Leveraged Loan Chart Book* for borrowers in the same jurisdiction. We would perform a rating mapping between Fitch, S&P or Moody's and the bank internal rating model, based on the available sample comparison, to distribute the ratings around the established average credit quality of the portfolio.

This rating methodology for mid-cap portfolios will only be used if all conditions below are satisfied:

- Only for bank-originated portfolios where the bank retains a large share on the balance sheet.
- Minimum of five years of historical default history and performance in line with, or better than, the expected performance based on the rating mapping.
- Bank internal rating model subject to regulatory approval, typical for an internal ratings-based approach, for capital relief purposes, and ratings updated frequently, typically within 12 months. Fitch will assess the performance of models by looking at the volatility of rating transition matrices and will analyse the bank's processes to validate its internal rating model.
- Only for portfolios primarily comprising first-lien senior-ranking loans that have been tested through a credit cycle. The securitised portfolios must be broadly in line with the bank balance sheet and be reasonably diverse in terms of number of obligors and obligor exposure.

The surveillance approach for transactions rated under this framework will primarily rely on the rating mapping but the portfolio average rating will be capped at the rating level established at closing. If the correlation between Fitch, S&P or Moody's and the bank internal rating model remains relatively unchanged since closing, and the transaction is performed in line with Fitch's initial expectation, the rating mapping established at closing will be used for the transaction review.

However, if the average credit quality inferred from the initial mapping is higher than at closing then the rating mapping will be adjusted downward so that the average portfolio rating corresponds to the one established at closing.

CDO Target Default Probabilities

Fitch's CDO ratings correspond to a value at risk (VaR) measure, which looks primarily at the probability of exceeding available credit enhancement, the exceedance probability, usually expressed by the level of confidence, and determined as one minus the exceedance probability.

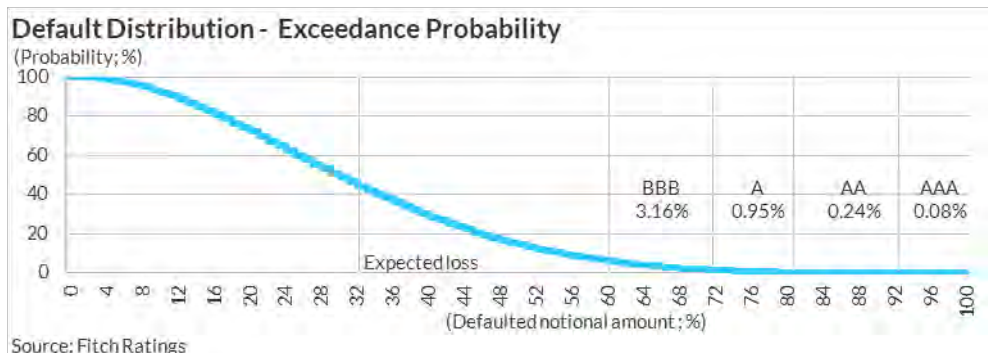
For credit risk management under the Basel regulation, the level of confidence is usually chosen to be 99.99%, or 1bp probability of exceeding the VaR. A single confidence level is not sufficient to differentiate between different rating categories. The risk tolerance for each rating level and term is determined by CDO target default rates. The table shows the one- and 10-year CDO target default rates used in the model.

One-Year and 10-Year CDO Target Default Probabilities

	CDO Target DP (%) 1 Year	Confidence Level (%) 1 Year	CDO Target DP (%) 10 Years	Confidence Level (%) 10 Years
AAAsf	0.01	99.99	0.08	99.92
AAsf	0.01	99.99	0.24	99.76
Asf	0.02	99.98	0.95	99.05
BBBsf	0.20	99.80	3.16	96.84
BBsf	1.05	98.95	11.84	88.16
Bsf	3.81	96.19	23.67	76.33

CDO – Collateralised debt obligation. DP – Default Probability
Source: Fitch Ratings

For example, the corresponding CDO rating for a 99.99% confidence level over one year would be 'AAAsf'. In contrast, for a 'BBsf' rating over one year, the target CDO default rate is much higher, yielding a lower confidence level of 98.95%.



The chart above illustrates the VaR measure graphically. The curve, which is derived from the portfolio loss distribution, shows the probability of exceeding a certain level of portfolio losses. This allows one to determine the VaR directly from the respective risk tolerance levels or CDO default rates. For credit risk management, the risk horizon is usually one year. CDOs have a much longer risk horizon, of between three and 10 years. Generally, the risk tolerance expressed in the CDO target default rates increases for longer risk horizons. Since the assets in CDO portfolios may have different maturity dates or even amortisation schedules, risk tolerance is determined by the weighted average life (WAL) of the CDO portfolio.

As this applies to the rated notes, Fitch's approach applies target default probabilities equal to the input default probabilities for all rating categories below the 'Asf' category. The approach applies target default probabilities lower than the input default probabilities for the rating categories 'AAAsf', 'AAsf' and 'Asf'. As stated in the prior section, Fitch looks to long-term empirical statistics for its input default probabilities. The sample size of the data cohorts for the 'AAAsf', 'AAsf' and 'Asf' categories contained fewer observations relative to the other observed cohorts. Fitch believes it is prudent to reduce the target default probability and, therefore, raise the confidence level, when determining the level of support necessary to achieve these highest of ratings.

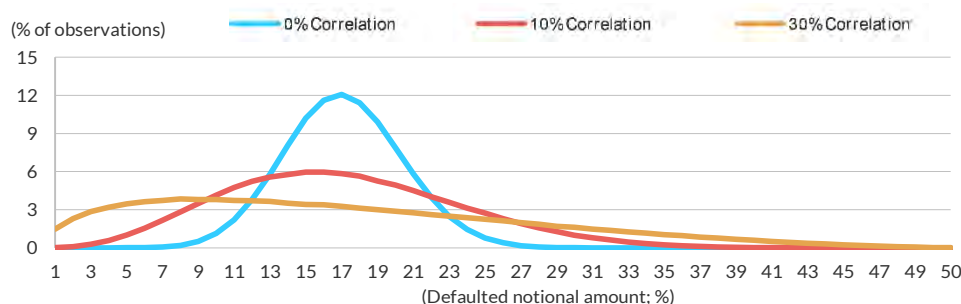
Correlation Framework – Benchmarking to Historical Peak Default Rates

The correlation assumption in PCM is the parameter that determines the volatility of possible portfolio default rates and the resulting multiple of RDRs relative to the mean assumption. The model is able to produce different multiples as a function of portfolio diversity and mean assumption. For example, multiples produced by PCM increase for portfolios that are more

concentrated by industry or number of obligors. Similarly, multiples produced by the model decrease as the mean assumption increases.

The chart below shows the effect of correlation on the portfolio default distribution. Fitch has calibrated a correlation framework to match the model-implied volatility of portfolio default rates to the historically observed default rate volatility. More details of the calibration methodology are in *Appendix 3*. We view this as important that the model output can be tied to a fundamental view of credit risk. A primary expectation is CDO notes carrying an investment-grade rating should perform robustly as a cohort, even in periods of peak corporate default rates. Fitch believes CDO notes rated in the 'Asf' category and above should not default in a stress with similar severity as the recessions that generated the historic peak default rates.

Effect of Portfolio Correlation



Source: Fitch Ratings

This concept of back-testing and benchmarking the model output against multiples of historical default data is an important concept in understanding the rationale for how correlation was set, and has the effect of embedding some explicit and easy-to-understand deterministic overlays onto the simulation-derived results.

Portfolio Default Rate and Model Output Coverage

	BBB (RDR) Peak 9.3%			BB (RDR) Peak 28.8%			B (RDR) Peak 47.9%		
	Peak		30% Single	Peak		30% Single	Peak		30% Single
(%)	Diverse	Portfolio	Industry	Diverse	Portfolio	Industry	Diverse	Portfolio	Industry
AAAsf	16.0	17.3	19.3	37.7	39.7	41.3	56.7	58.7	60.0
AAsf	13.7	14.7	16.0	34.0	35.7	37.0	52.7	54.7	55.7
Asf	11.0	11.7	12.3	29.0	30.3	31.7	47.3	48.7	50.0
BBBsf	8.7	9.0	9.3	24.7	25.3	26.3	41.7	43.0	43.7
BBsf	6.0	6.0	6.0	19.0	19.3	19.7	34.3	35.0	35.3
Bsf	4.3	4.3	4.3	15.3	15.7	15.7	29.7	30.0	30.0
Expected	3.2	3.2	3.2	11.8	11.8	11.8	23.7	23.7	23.7

RDR – Rating Default Rate.

Source: Fitch Ratings

Industry and Regional Diversity

Fitch further believes that credit portfolios that are less diversified, with higher concentrations in terms of industry and region compared with the cohort portfolio underlying the base calibration, could exhibit higher volatility of default rates relative to the mean assumption. The correlation framework was extended to differentiate correlation levels between industries and within a single industry and between regions and within regions. Available historical data was not detailed enough to compute cohort default rates for portfolios with different industry and regional composition. The correlation levels were calibrated to differentiate the RDR between calibration portfolios with higher levels of industry and regional concentration compared with the cohort portfolio (see *Appendix 3*).

The final correlation framework seeks to differentiate CDO portfolio concentrations that may affect performance. The framework does this through a combination of four correlation

adjustments. There is a base level of correlation applied to all assets. The second layer is a sector correlation applied to assets from the same sector. The third layer is an industry correlation applied to assets from the same industry. Finally, the fourth correlation adjustment is applied to the largest obligors in the portfolio to stress for obligor concentrations.

The framework groups industries into six sectors, each containing one to nine industries. The example in the *Correlation Framework* table refers to a US portfolio. The base level of correlation is set to 6%, with a 2% correlation and a total correlation of 8% between assets in the same sector. If assets are also in the same industry class within a sector, the correlation is assumed to be even higher, set at 28%. The deepest empirical data set on defaults is available only for the US and, therefore, not representative of multi-country diversity. However, Fitch believes there is a significant level of regional diversification within the US.

In order to vary correlation assumptions to reflect geographic diversity or concentration, Fitch began with the following guiding principles:

- Advanced-economy countries smaller than the US would not benefit from the same level of regional diversification. Therefore, the base correlation between companies in countries other than the US should be higher than the 6% US assumption.
- The global economy results in a relatively limited benefit within a region. For example, a portfolio diversified within western Europe should not yield materially different portfolio default rates than a US portfolio.
- Different industries benefit from geographic diversification to varying degrees.

With these guiding principles, the correlation framework is applied, with a base level of correlation for issuers located in different regions, with add-ons for commonality of country, sector and industry.

Correlation Framework

(%)	Base Level ^{a,b}	Sector Add-On	Industry Add-On (%)
Same Country	10 (6 if US)	+2	+20
Same Region, Different Countries	6	+2	+20
Different Regions	4	+2	+20
Banking and Finance Assets	As above	+14	8

^a Includes global base of 4% plus regional uplift of 2% and country uplift of 4% (except US where country uplift is 0%).

Note: For a full list of countries and industries in the portfolio credit model, see *Appendix 3*.

^b Except Greece, which has a country uplift of 5% and; therefore, a base level correlation of 11%.

Source: Fitch Ratings

Sovereign-Related Risk

Transactions may have partial exposures to countries where the Country Ceiling is below the highest rating of the notes and/or where Fitch applies a cap to its structured finance ratings, pursuant to the *Structured Finance and Covered Bonds Country Risk Rating Criteria*. Currently, this is the case for the Fitch-rated high-yield CLOs with exposure to peripheral Eurozone countries, such as Italy, Portugal and Greece, which follows the *Structured Finance and Covered Bonds Country Risk Rating Criteria*.

The updated correlation and recovery assumptions would be calibrated to match the expected loss at the country rating cap level to the 'AAAsf' level. The Country Ceiling for these countries is currently below the highest rating Fitch can assign to the senior notes in high-yield CLOs. Therefore, in line with the *Structured Finance and Covered Bonds Country Risk Rating Criteria*, we assume a possible exit of these countries from the Euro in rating scenarios above the Country Ceiling. This would cause, at the very least, significant performance volatility for underlying borrowers, currency transfer and convertibility (T&C) issues and FX risk for any proceeds from outstanding loans.

Fitch believes the borrowers would likely default in such a scenario and as a result the T&C and FX risk following a Euro exit would primarily apply to any recovery proceeds. We apply a haircut to the recovery proceeds of 50% to assets from these countries at rating levels above the

relevant Country Ceiling in order to address the possible FX risk that could result from the depreciation of a new currency following redenomination of loans.

For example, for a European CLO with a 20% investment limit in countries with a Country Ceiling below 'AAA', or a sovereign rating below 'A-', the usual projected default rate for the 'AAAsf' scenarios is about 60%. This would be assumed to include a 20% exposure to Italy, which is currently the only country with a Country Ceiling below 'AAA' with significant volumes of outstanding leveraged loans. The remaining 40% of defaults would be spread across other countries, which is consistent with Fitch's typical 'AAAsf' default expectations for portfolios not exposed to countries with a Country Ceiling below the target rating. The total default rate assumption would remain unchanged in this instance.

The expected recovery rate at a 'AAAsf' rating for the 20% exposure bucket would be reduced by 50% assuming a depreciation of the new currency to the Euro. As a result, the aggregate recovery assumption for a 'AAAsf' rating scenario for a typical second-generation CLO would decline to 29% from about 35%. The haircut for T&C and FX risk and additional stresses to correlation or recoveries are not included in the PCM model analysis and need to be applied separately to the model results.

However, European CLOs are generally precluded from investing in large exposures to countries with a Country Ceiling lower than 'AAA'. Fitch considers the redenomination risk and country risk in second-generation European CLOs with the typical limit of 10% or lower a secondary risk. For example, the 'AAA' recovery rate would go down to 32% from 35%, with a minimal effect on the BDRs. Therefore, we would not apply any additional stresses during the rating process for a typical European CLO. This may change as the Country Ceilings, the loan market (more issuance from new countries) or the CLO limitations change.

Additional stresses contemplated in the *Structured Finance and Covered Bonds Country Risk Rating Criteria* are generally not applied during the rating process for typical US CLOs, which are generally precluded from investing in companies domiciled in peripheral eurozone countries. Therefore, T&C risk would not be considered a risk factor in these instances.

Emerging Markets

The correlation framework within PCM was further developed to incorporate assets from emerging market (EM) countries and reflect the following additional expectations. Corporate credit portfolios in EM countries are likely to have more volatile portfolio default rates, indicating a higher level of correlation than similarly rated portfolios in advanced economies, regardless of region and country. Therefore, the criteria apply a 7% uplift to the correlation of any two EM assets.

Regional diversity is particularly important for portfolio performance within EMs and, as a result, EM assets from the same region are subject to an additional 10% correlation uplift. Fitch created four broad EM regions to implement this: EM Americas, EM Asia, EM Europe and Central Asia, and EM Africa and the Middle East. Country diversity within the same region is of lesser benefit than regional diversity and assets from the same country are subject to an additional 5% correlation uplift. The same approach with regard to industry concentration apply to EM and advanced economies.

Fitch believes a small amount of EM exposure in a well-diversified portfolio of debt from advanced economies should add geographical diversity and reduce volatility. However, it is our view large EM exposures increase the risk to the portfolio, especially in high rating scenarios, and this outweighs any diversity benefits. By way of illustration, the correlation between Russian assets in different sectors is 26%. This is made up from the sum of 4% global base correlation, 7% EM base correlation, 10% EM region correlation and 5% EM country correlation. By comparison, the correlation between US companies would be 6%, or 4% global base and 2% for being in the same region.

EM Geographical Correlation Framework

Global base level	Location				Total EM Add-On
	EM base Add-On	EM region Add-On	EM country Add-On		
Same EM Country	+4	+7	+10	+5	+26
Same EM Region and Different EM Countries	+4	+7	+10	+0	+21
Different EM Regions	+4	+7	+0	+0	+11

EM – Emerging market. Note: Fitch would also apply sector and industry correlation uplifts of 2% and 20%, respectively, in line with the advanced economy table above.

Source: Fitch Ratings

If the Russian assets are also in the same industry, they will attract a further uplift up to 22%, which would give a total correlation for such a portfolio of 48%. For EM assets from different geographical regions and sectors, for example, a Russian utilities company and an Indonesian finance company, the correlation will be 11%, i.e. 4% global base plus 7% EM base.

Transactions with a material share of EM assets with high regional concentration are unlikely to support 'AAA's' ratings, especially if many of the assets are from low-rated sovereigns. Such concentrated structures, and single-country EM transactions, will be subject to specific rating caps as listed in our *Structured Finance and Covered Bonds Country Risk Rating Criteria*. The correlation framework may be adjusted through a criteria variation to further reflect any specific risks or protections related to the underlying portfolio. A similar approach will be used for transactions where ratings are only assigned on a national scale, where the correlation framework will also be amended to reflect the particularities of the relevant jurisdiction.

Asset Security

Observations from the high-yield default period in 2009 highlighted the pro-cyclical nature of defaults and recoveries, with lower recoveries occurring during periods of higher defaults. Fitch incorporates pro-cyclicality by applying lower recovery for higher rating scenarios. For defaulted securities, we may also consider the post-default trading prices and any feedback received from the manager, when deciding the applicable recovery assumptions.

Corporate Recovery Ratings

RRs and recovery estimate values provided by Fitch's corporate ratings group are a good indicator of future average recovery prospects for typical CLO portfolios on a diverse portfolio basis, across multiple cycles. Absent asset-specific RRs issued by Fitch, fundamental characteristics, such as seniority level, security, jurisdiction, issuer and industry idiosyncratic characteristics, are the main drivers of recoveries.

Fitch's RRs scale provides market participants with additional recovery information for all entities whose IDR is 'B+' and below. RRs range from 'RR1', which indicates an outstanding level of recovery, to 'RR6', which reflects a poor recovery. Fitch's RRs largely represent ultimate recoveries following the work-out process. In addition to RRs, our corporate ratings group may also conduct a bespoke analysis indicating specific recovery estimate values that may be used in our analysis of a typical diverse portfolio CDO. More information on Fitch RRs is available in our *Corporates Recovery Ratings and Instrument Ratings Criteria*.

Seniority

In the absence of asset-specific RRs or recovery estimates, Fitch generally looks to the seniority and security of the actual debt instrument as its primary indicator for the recovery prospects in its analysis of a CDO portfolio. Fitch will assign a recovery rate category corresponding to our view on the asset's recovery prospects, if asset-specific recovery rate assumptions from Fitch's corporate credit analysts are not available.

The categories describing the relative recovery prospects are included in *Appendix 4*. Categorisation will primarily be based on the seniority of the actual debt instrument, with senior secured loans generally corresponding to "strong recovery prospects" and senior unsecured bonds corresponding to "moderate recovery prospects". Senior secured bonds correspond to

their named category, which is equal to an RR of 'RR3'; this is due to lower historical observed recovery rates for bonds compared with senior secured loans. Other debt instruments, including second-lien loans, will commonly be categorised as having weak recovery prospects.

However, where actual recovery experience is less than might be expected for the level of seniority, a lower categorisation may be used in specific cases. For example, for Japan the recovery rate for senior unsecured debt has been below 'moderate' recovery rates. As a result, Fitch would apply a 'weak' recovery rate for senior unsecured debt in Japan.

Furthermore, seniority and security do not fully explain Fitch's recovery expectations for any given asset. The distribution of current US corporate RRs by seniority shows wide variance in the recovery expectations as this may be due to issuer-, industry- or market-related factors. Issuer-specific factors include financing decisions on optimal capital structures by management. Other factors may affect the recovery prospects for particular companies operating in specific industries.

From time to time, there may be macro-factors affecting the types of debt instruments available to issuers. There were limited financing options in 2009-2010, resulting in many companies issuing senior secured bonds to refinance existing loan facilities. The future recovery prospects for these bonds will likely vary, based on the security and covenant protections associated with the debt instrument.

Therefore, the portfolio composition and associated recovery prospects of the underlying assets are reviewed by the relevant credit analyst as part of the CDO rating process. Fitch will make adjustments to the recovery category classification to reflect our forward-looking view on the recovery prospects for each asset in the portfolio, if deemed necessary.

Jurisdictional Considerations

Another important determinant of recovery prospects is jurisdiction. Fitch determined country groupings, based on comparable levels of expected recoveries. Obligors from Group 1 countries, see the *Corporate Recovery Rate Assumptions* table and Appendix 4, are mostly expected to exhibit recovery prospects consistent with those of US obligors, while Group 2 and Group 3 are expected to exhibit decreasing levels of recovery. A full list of Fitch's base recovery assumptions and the tiering applied at different CDO rating stresses can be found in Appendix 4. Finally, Fitch may use additional information, such as the notching differential between the instrument rating and IDR, to better inform its decision on the recovery assumption for any given asset.

Pro-Cyclical Nature of Defaults and Recoveries

Fitch's default and recovery studies show that, while the average recovery for a given seniority has been very variable over time, the relationship of recoveries by seniority generally holds true over time. Market-wide systemic factors play a role in the well-established inverse relationship between default rates and recovery rates, whereby low recovery rates are associated with high default rates.

Fitch stresses the recovery rate assumptions in higher rating stresses to account for the pro-cyclical nature of defaults and recoveries. Recovery observations from the most recent peak default period were more in line with the modelling assumptions used at high rating stresses. As stated earlier in this report, Fitch believes CDO notes rated in the 'Asf' category and above should still be expected to perform in periods of peak default rates. For this reason, the recovery assumptions for 'Asf' stresses are set to match observed recoveries from peak default periods during the three years starting in 2008 for the financial crisis.

Obligor Concentrations

Portfolios with a small number of assets, or those where individual asset balances represent a disproportionate exposure within the portfolio, carry the risk the portfolio performance may be adversely impacted by a few assets that may under-perform expectations based on ratings and debt characteristics. Fitch's methodology applies additional stresses, called the obligor concentration uplift (OCU), to certain inputs to mitigate the risk to CDO portfolio performance posed by outsized assets.

For example, individual assets may recover less upon default than expected based on historical average recovery rates for individual debt classes. Outsized individual assets experiencing low

recoveries will cause them to erode a disproportionate amount of support available to rated noteholders. To take this into account, Fitch applies a 0.75 multiple (i.e. 25% haircut) to the assumed recovery rate of the largest risk contributors. This stress is applied within the model framework to standard recovery assumptions or assets with RRs, and has an effect on the portfolio loss distribution. The stress is not applied to asset-specific recovery estimates, which are assigned to individual assets but it is applicable to assets with RRs.

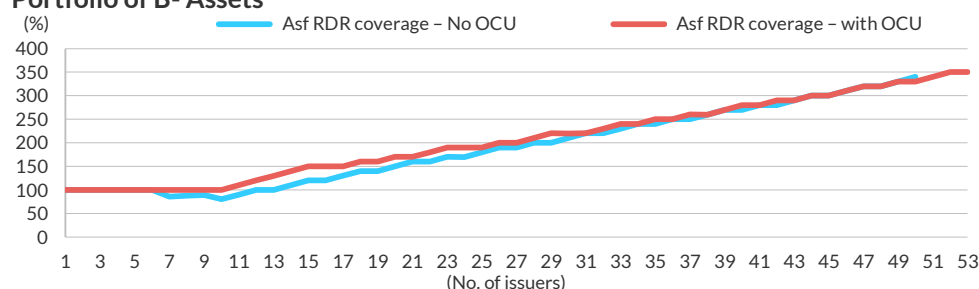
While the risk, with respect to recovery rates, is relatively apparent, the obligor coverage produced by the methodology is a function of the correlation assumptions and much less straightforward. Similar industry and geographic diversity portfolios with a larger number of obligors are expected to be subject to lower volatility in terms of default rates. The PCM model framework is already sensitive to obligor concentrations in that the rating default-rate increases as portfolios contain fewer assets.

Furthermore, the CDO target default probabilities are the same as, or lower than, the input default probabilities. Accordingly, the RDR for each liability rating level covers at least the largest obligor with a lower rating and a term equal to, or longer than, the WAL of the portfolio. This approach creates what can be thought of as a floor in the assumed default rate, such that there is protection in the event the larger assets default. This is particularly important where the portfolio credit quality is relatively high, and individual assets can represent a large proportion of the support available to a particular class of rated notes.

The joint coverage of several of the largest obligors is a function of the correlation assumption. In order to address the idiosyncratic risk with respect to the default behaviour of the largest obligors, Fitch applies a correlation stress of 50% to the largest risk contributors. The largest risk contributors are determined based on the notional size of individual issuers in the portfolio. The stresses are applied to the largest issuers up to a maximum of 15 for which the aggregate notional size is in excess of 30% or any individual issuer that is at least 6.5% of the portfolio notional size.

For example, for an equally weighted portfolio of 15 issuers the stress would be applied to all 15 issuers, as each is 6.7%. On the other hand, no stress would be applied if the largest 10 issuers represent 20% or less of the portfolio notional size, as the largest 15 would have to be 30% or less. The methodology seeks to address coverage of the largest risk contributors. For example, the chart below shows the 'Asf' RDR covers at least the largest 10 'B-' issuers.

Asf RDR Coverage of the Largest 10 Issuers for Equally Weighted Portfolio of B- Assets



RDR – Rating Default Rate. OCU – Obligor concentration uplift.
Source: Fitch Ratings

Excessive Obligor Concentration

The correlation and recovery stresses outlined above address the idiosyncratic risk, with regards to larger obligors, in reasonably diverse portfolios. It is theoretically possible to have a 'AAAsf' rating on a portfolio with only a few loans, albeit with very high credit enhancement. Even if the loans may be assumed to default, the methodology still assumes recovery proceeds at the 'AAAsf' stress level.

In Fitch's view, however, such excessive obligor concentration bears too much idiosyncratic risk, with regards to achievable recovery rates, and we would not assign high investment-grade ratings. For example, Fitch would not assign a new rating or upgrade an existing rating higher than 'BBBs' for a portfolio with fewer than 10 obligors, all rated 'B'.

Fitch analyses the potential for excessive obligor concentrations throughout the duration of the transaction, which may become more concentrated at the end of their lives as a result of unexpected default or pre-payment behaviour. We would apply the principles above but a committee may decide not to downgrade a rating if, for example, there are other mitigating factors such as short remaining life for the notes or performance history of the transaction.

Portfolio Management

Transactions may be static or managed. Fitch considers there may be additional risk in managed transactions, given that the portfolio may deteriorate not only by natural credit migration but also by substitution of assets during the revolving period. Available credit enhancement may be affected by realised gains or losses that result from trades, and from defaults and amortisation.

When analysing transactions that include portfolio covenants and eligibility criteria in their documentation, Fitch will consider all covenants and all aspects of the management guidelines, including asset eligibility criteria and the manager's ability to:

- Substitute assets freely or subject to defined covenants;
- Substitute impaired credits freely or not;
- Withdraw or monetise "surplus" credit enhancement; and
- Obtain quotes or trade with dealers other than the arranging bank.

Actively managed portfolios are initially rated based on a Fitch stressed portfolio created based on the terms and conditions in the transaction documents. We maintain our ratings on actively managed portfolios by monitoring the performance and credit profile of the actual portfolio relative to the initial stressed portfolio analysis. In instances where there is limited or no portfolio management, Fitch maintains ratings based on the analysis of the static portfolio of identified assets.

Fitch Stressed Portfolio

In its analysis of transactions with managed portfolios, Fitch analyses stressed-case portfolios with the aim of testing robustness of the transaction structure against its covenants and portfolio guidelines. Typically for US CLOs, we start with the initial indicative portfolio provided by the arranger and then make adjustments to account for certain concentration limitations. This is completed with the CLO-Fitch Stressed Portfolio Model. The indicative portfolio provides a good gauge of assets the portfolio manager is likely to purchase, at least for US CLOs with a broader universe of leveraged loans.

In the case of most European CLOs, Fitch uses a standardised stress portfolio that is customised to the specific portfolio limits for each transaction as specified in the transaction documents. European CLOs tend to have a high overlap in terms of issuers and loans, due to the limited universe of eligible assets. As a result, managers have significantly less choice in the portfolio selection for European CLOs compared with US CLOs backed by BSL or middle market loans.

The following are the most common adjustments applied to the indicative portfolio for typical CLOs. The same principals are also reflected in the standard stress portfolio in the case of European CLOs. This list is not exhaustive, as some CLOs may allow for limited exposure to certain asset types or other risk factors that Fitch may choose to stress in its analysis. The Fitch stressed portfolio will be determined in Fitch's committee process.

We will consider the expected ability of the manager to create a portfolio at the limit of its covenants. The absolute limit of some covenants may not be achievable in reality. An example would be the absence of a covenanted country concentration limit in a European CLO, where historically no portfolio had more than 35% exposure per country. In such cases, we will create a stressed-case portfolio with less than 100% single-country concentration, despite the lack of a country limit.

Obligor Size

A typical CLO will cap the size of obligors, with an allowance that a specified number may be a larger percent. We assume managed portfolios are generally managed toward permitted concentration limitations that can lead to increased portfolio concentration. This may lead to more volatile portfolio performance, resulting in higher default expectations under high investment-grade rating stresses.

With regard to obligor size, the stress portfolio is constructed to include obligors that match the maximum limits for the top five obligors. For instance, the indenture may specify each obligor to be 2.0% of the portfolio, with the exception that up to five obligors may each be up to 2.5%. In this instance, the Fitch stressed portfolio assumes these exceptions are maximised, with the top five obligors concentrated to represent 12.5% of the portfolio.

Portfolio Credit Quality

Fitch stresses credit quality of the portfolio by increasing exposure to assets in the 'CCC' category, or worse, based on the proportion permitted by the concentration limits, except for transactions that covenant to a Fitch weighted average rating factor (WARF), as defined below. For BSL CLOs, for example, the limit is set relatively low and Fitch would maximise the permitted amount or, if the indicative portfolio already exceeds the permitted 'CCC' allowance when mapping to our ratings, such proportion would be maintained.

Typically, limitations for assets rated in the 'CCC' category, or worse, are calculated based upon the then-current rating of assets. Where the definition of the limitation of 'CCC' category or lower-rated collateral varies from this, Fitch may apply additional stresses to the credit quality of the portfolio, which would be described in our rating report. If the transaction structure also includes a collateral quality test based on the Fitch WARF, then credit quality of the stressed portfolio is matched to the covenanted test level and exposure to 'CCC' category or lower-rated assets may not be assumed at the limit. This stressed assumption increases the portfolio default probability assumptions in PCM.

For US middle market CLOs, with a definition of Fitch Rating that permits non-rated assets (including credit opinions that expired 12 months after the initial assignment or most recent update) to be carried at a level above 'CCC', Fitch may apply additional stresses to the credit quality of the portfolio, which would be described in our rating report. Such stresses may also be applied and disclosed if transaction documents do not provide for issuer's ongoing notification to Fitch of material credit events, as specified in the Appendix 12.

Assets without a Fitch rating or Credit Opinion and without a public rating from another agency would be considered 'CCC', as explained in Appendix 5. However, for the purpose of calculating the WARF test, the manager may treat such assets as 'B-' if the Fitch derived rating based on private ratings provided by Moody's and/or S&P (for the avoidance of doubt, this means full ratings only and does not include Credit Opinions) is higher than 'CCC+'. While private ratings are available to managers they are not available to Fitch. Therefore, we would apply an additional stress if the exposure to such assets could exceed the typical limit of 10% of the portfolio notional amount. Fitch would expect that the use of this bucket is included in the regular transaction reporting.

Asset Security

A typical CLO allows for some portion of the portfolio to be invested in assets that are not senior secured loans, this could be second-lien loans or other instruments that have historically experienced low recoveries. Fitch's stressed portfolio analysis assumes the maximum allowance for non-first-lien collateral. For such assets our recovery assumptions would be zero in high investment-grade scenarios. Assets that are not senior secured loans are assumed to have weak recovery prospects. For portfolios of senior secured loans we assume the stress portfolio has similar seniority and recovery characteristics as the indicative portfolio provided and use RRs or recovery estimates where available.

If the transaction structure includes a collateral quality test based on the Fitch weighted average recovery rate (WARR), recovery assumption of the stressed portfolio is matched to the covenanted test level. The initial covenanted WARR is typically set below the weighted average recovery of the indicative portfolio, giving managers flexibility to buy assets with weaker recovery prospects.

Where a WARR is included, a homogenous portfolio distributed around the WARR is usually more conservative than a barbell portfolio including the maximum allowance of non-first-lien collateral. We would base the rating recovery rate (RRR) on the Interpolation Grid in Appendix 10, which is based on a typical portfolio without barbell seniority distribution.

Industry Concentration

CLOs typically have limitations on exposure to any one industry, with exceptions for a certain number of industries to exceed this limit. For instance, the indenture may specify each industry is limited to 10% of the portfolio, except three industries may be 12% and one may be 15%. The stressed portfolio is typically created maximising the permitted exposure to the three largest permitted industries. If industry limits are exceeded based on our view of the portfolio industry composition in the indicative portfolio, the stressed portfolio would maintain the same industry exposure for the outsized industries.

Risk Horizon

Managed CLOs have a defined reinvestment period that often extends the WAL of the CLO notes beyond the WAL of the initial indicative portfolio. The manager can usually reinvest between payment dates and continue to reinvest on a maintain or improve basis, even if portfolio profile tests in the transaction documents are not met. In Fitch's stressed portfolio analysis, the WAL of the assets is extended to match the WAL permitted by the terms of the CLO transaction documents to address the additional default risk inherent with a longer risk horizon.

Effective Risk Horizon

This stressed assumption increases the portfolio default probability assumptions in PCM. The stressed portfolio analysis WAL may be reduced by up to 12 months, in no case reducing the WAL of assets below six years or the WAL of the indicative portfolio, to account for structural and reinvestment conditions prevalent in a CLO post-reinvestment period. This ultimately reduces the maximum possible risk horizon of the portfolio when combined with loan prepayment expectations.

Minimum Risk Horizon

Fitch would apply a minimum WAL of four years in the stress portfolio for typical portfolios to account for increasing portfolio concentration and loan refinancing risk around their maturities. The analysis considers whether CLO ratings can sustain a higher default rate before assigning new ratings or upgrading existing ratings. Fitch may extend the legal final maturity of the CLO in line with the WAL extension to avoid creating long dated assets as a result of the WAL extension in its analytical modelling. This would also apply new ratings or upgrades linked to static portfolios, in addition to a one-notch downgrade on the Fitch IDR Equivalency Rating for assets with a Negative Outlook on the driving rating of the obligor, as described in the Static Portfolio Considerations section.

Cash Flow Stresses

Certain covenants and portfolio guidelines may allow for exposures that Fitch may stress in its cash flow analysis. For instance, if the transaction allows for some portion of the portfolio to be invested in fixed-rate assets, we will analyse the effect of this allowance being maximised. In a rising interest rate environment, fixed-rate assets could be a negative drag on interest proceeds available to notes. Fitch stresses the portfolio weighted average spread (WAS) and weighted average coupon (WAC) to the minimum level specified by collateral quality tests. These stressed assumptions limit the amount of credit applied for excess spread and influence BDR analysis (see Cash Flow Analysis).

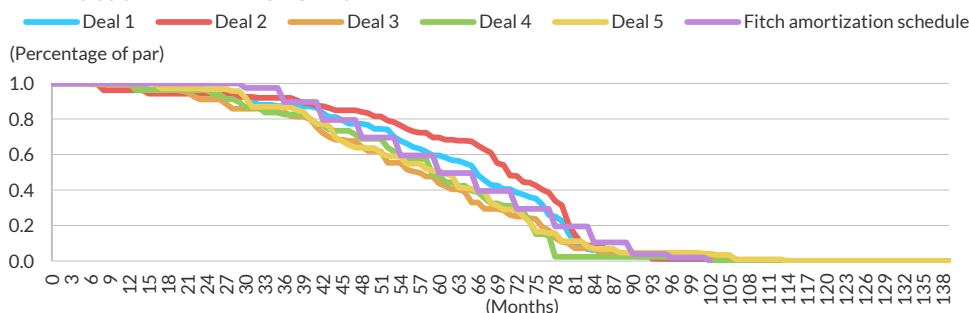
We analyse the potential risk of cash flow timing mismatches associated with allowances (exceeding 10%) for assets that pay less frequently than quarterly, in a quarterly pay transaction, if no structural mitigations are present, such as interest smoothing accounts or a frequency switch mechanism. The latter are standard in European CLOs. The potential is maximised for these types of exposures and assumes 75% of assets pay in quarters one and three and 25% of assets pay in quarters two and four.

Asset Repayment Assumptions

In modelling CLO note amortisation we generate an assumed principal payment schedule. We use the actual maturity profile of the identified portfolio assets as a proxy for the expected portfolio repayment profile as the CLO enters the note amortisation period. In the stress portfolio analysis, the WAL of the assets is extended to match the risk horizon of the CLO as specified in the *Risk Horizon* section above.

For European CLOs, Fitch uses a standardised amortisation profile together with a standardised stress portfolio. European CLOs tend to have a high overlap in terms of issuers and loans, due to the limited universe of eligible assets. As a result, managers have significantly less choice in terms of portfolio selection for European CLOs compared with US CLOs.

Amortisation Profile CLO 1.0



Source: Fitch Ratings

Portfolio Trading Limitations

Limitations on portfolio trading are expected in managed CLO structures. Typically, these triggers are based on collateral quality tests established at the onset of the transaction. If the performance of the actual portfolio significantly deteriorates, such that certain collateral quality tests fail, then the trading activity is expected to either maintain or improve the pre-trade test levels.

Fitch portfolio metrics normally include a Fitch WARF Test and a Fitch WARR Test. Typically, these two tests, along with the Minimum WAS Test, form the basis for dynamic portfolio management, via a Fitch Test Matrix. The calculations for a Fitch WARF and Fitch WARR are included in Appendix 6. Alternatively, trading metrics may also reference outputs from Fitch's PCM. Our analysis of notes issued by a CLO that incorporates PCM outputs into portfolio management limitations will be based upon analysis testing the robustness of the structure against such PCM outputs assuming a portfolio that corresponds to the PCM output limitations defined by the transaction documents.

To analyse the Fitch Test Matrix, Fitch creates a stress portfolio for one WARF in the matrix, which is then used to linearly extrapolate the default assumption for the other Matrix WARFs. A one-point increase in the WARF corresponds to an approximately 1% increase in RDR at all rating levels. This relationship between WARF and RDR holds for typical CLO portfolios with WARF in the range between 20 and 35. The WARF range may increase to 40 for transactions with a higher limitation for assets rated in the 'CCC' category or worse.

Fitch may create bespoke stress portfolios for each WARF outside of this range. Since test matrices often include several thousand different WARR points, we interpolate recovery rates for each rating level based on the WARR and asset-specific recovery assumptions, as shown in Appendices 4 and 10. We aim to analyse all different combinations of WARF, WAS and WARR in the matrix. However, arrangers may specify highly granular matrices with incremental increases in the WAS of less than 20bps. In these cases, Fitch will analyse a grid of rows with WAS increments of at least 20bps.

These tests are typical for Fitch-rated European CLOs and US middle market CLOs, as the analysis primarily relies on ratings and Credit Opinions provided by Fitch's corporate group. These tests may not be present in US BSL CLOs, where other collateral quality tests are present and another agency assigns ratings to issued and funded notes with subordinated priority to the Fitch analysed notes. In instances without specific Fitch tests, we will consider collateral quality tests included in transaction documentation when building a stressed portfolio. However, when assigning ratings to classes of notes subordinate to notes rated by other rating agencies, we will rely upon the Fitch specific collateral quality limits indicated in the transaction documents when creating the stressed portfolio.

Static Portfolio Considerations

New ratings for CLO notes backed by static portfolios are assigned based upon a scenario that assumes a one-notch downgrade on the Fitch IDR Equivalency Rating for assets with a Negative Outlook on the driving rating of the obligor. Rating reviews for notes issued by static CLOs and

CLOs no longer likely to reinvest apply these same assumptions when an upgrade of a note is considered. Rating reviews considering an affirmation or downgrade of a note from these types of CLOs do not assume the one-notch downgrade on the Fitch IDR Equivalency Rating for assets with a Negative Outlook. This analysis is generally not applicable for CLOs with a remaining reinvestment period as the Fitch stressed portfolio analysis is more constraining than results using this assumption. All MIRs are based upon the relevant portfolio described in this section.

Operational Risk Considerations

Operational risk considerations for a managed portfolio apply equally to substitution agents, portfolio advisors, liquidation agents and other parties that perform manager functions. Parties performing manager functions must establish they have sufficient experience, systems and procedures and can reasonably be expected to manage the CLO in compliance with the transaction documents to be viewed as acceptable.

Fitch will not rate transactions managed by parties that are not viewed as acceptable, unless there are other mitigants, such as a back-up manager. Fitch may consider a manager to be unacceptable if it believes the CLO covenants cannot be relied upon due to lack of experience by the manager or other operational concerns. The initial operational risk assessment review covers the manager's company, controls, investments, operations and technology, as described in *Appendix 9*.

Fitch will update its assessment of managers when assigning ratings to new transactions if any of the following are materially changed since its last assessment of such manager:

- Ownership structure;
- Key employee departure;
- Regulatory actions or criminal/civil actions levied against firm or employees; and
- External audit or regulatory exam findings.

Organisations may undergo multiple operational reviews or updates to assessments if they maintain multiple business lines that issue corporate CDOs, such as US BSL CLOs, US middle market CLOs and European CLOs, as each business line may have different operations, technology, etc. In the event a manager is being replaced in a transaction, Fitch needs to be notified of the proposed change and will review the successor manager. We may decide to withdraw or downgrade the ratings if the new parties are not viewed as acceptable to manage a Fitch-rated CDO or CLO.

Cash Flow Analysis

To determine the rating of a given tranche of notes, we analyse a series of stress scenarios to determine whether the payment of interest and principal according to the terms and conditions of such notes is fulfilled across all scenarios. In our rating reports, we discuss the indications given by cash flow model runs in the scenarios summarised in the table below, and the related rating considerations.

Fitch uses the Global CLO Cash Flow Model for cash flow analysis. While the cash flow model analysis is an important consideration in determining the final rating, ratings are ultimately assigned by a Fitch rating committee that also considers other quantitative and qualitative factors.

BDRs are an output of Fitch's cash flow model that show the maximum portfolio default rates a class of notes can withstand in stress scenarios without experiencing a loss. BDRs for a class are then compared with PCM RDRs (hurdle rates) at the corresponding rating stress. The 'Bsf' rating stress is used as the 'CCCSf' input to the cash flow model. The committee considers the BDR compared with the hurdle rate as the key quantitative factor for assigning a rating.

The table below shows the standard scenarios Fitch runs for a corporate CLO in the absence of FX risk. These would be run to determine the model implied rating. Committees may assign ratings different to the MIR, see Rating Determination above, if, among other reasons, one or more of these scenarios do not reflect the committees' near-term expectation.

Summary of Standard Scenarios

Default Distribution	Interest Rate Trend
Front-Loaded	Rising
	Stable
	Decreasing
Middle-Loaded	Rising
	Stable
	Decreasing
Back-Loaded	Rising
	Stable
	Decreasing

Source: Fitch Ratings

Fitch's approach to cash flow modelling is based around determining whether a class of notes pays according to its terms, under a series of defined interest rate and default timing stress scenarios for a given rating level. If a particular class of notes has received payment in full in a given stress scenario, it is deemed to have passed that stress scenario.

Based on the outputs of PCM and the defined stress scenarios, Fitch's cash flow analysis determines whether the CDO liabilities receive principal and interest in accordance with the terms of the transaction documents. Fitch analysis uses a proprietary Excel-based cash flow model, customised for rating-relevant structural features for each transaction, based on information and transaction documents provided to us by the issuer, originator, or third-party agents on their behalf. Our cash flow model is not publicly available.

Each transaction's customised cash flow model accounts for the CDO's capital structure and unique structural features, including but not limited to:

- The interest and principal priority of payments, including provisions for various fees and expenses based upon a 30-day month convention;
- Coverage tests (e.g. overcollateralisation tests, interest coverage tests, reinvestment overcollateralisation tests);
- Any interest rate or currency swaps or hedges; and
- Other relevant structural features.

Timing of Defaults

Fitch uses different default timing scenarios to assess the ability of the structure to withstand various clusters of defaults. Our default timing scenarios apply peak defaults over a two-year period, which is consistent with research on historical default patterns. We will test the structure for front-, middle- and back-loaded peak default scenarios. The total amount of defaults will always be the same for each default timing stress.

The timing of the default peak is adjusted according to the portfolio's WAL, see Appendix 7 for default timings for portfolios with a WAL from 0.5 years to 10 years and above. As an example, the default timings used for a portfolio with a WAL from 7.875 years, up to, but not including, 8.125 years is as set out in the table below.

Default Timing for Rounded^a WAL of Eight Years (% Share of RDR)

Year	Front	Mid	Back
1	33.5	7.0	—
2	22.5	7.25	10.0
3	8.0	8.0	12.5
4	8.0	22.5	12.5
5	8.0	33.5	12.5
6	8.0	7.5	12.5

Default Timing for Rounded^a WAL of Eight Years (% Share of RDR)

Year	Front	Mid	Back
7	8.0	7.25	20.0
8	4.0	7.0	20.0

^a Rounded to the nearest 0.25 years. RDR – Rating Default Rate. WAL – Weighted average life.
Source: Fitch Ratings

For portfolios where the default patterns described in this report are not applicable, e.g. because the portfolio has a very short tenor or has an accelerated amortisation profile after the revolving period, Fitch may adjust the applied default patterns to account for the specifics of the analysed portfolio. Likewise, for portfolios with assets of notably long tenor exceeding 12 years, such as trust-preferred securities, multiple default peaks or extended default cycles may be applied to address the characteristics of the assets and the possibility the portfolio will experience multiple credit cycles.

When conducting cash flow analysis, Fitch's cash flow model first projects the portfolio scheduled amortisation proceeds and any prepayments for each reporting period of the transaction life assuming no defaults and no voluntary terminations, when applicable. In each rating stress scenario, these scheduled amortisation proceeds and prepayments are then reduced by a scale factor equivalent to the overall percentage of loans that are not assumed to default or to be voluntarily terminated, when applicable.

This adjustment avoids running out of performing collateral due to amortisation and takes account of the defaults projected to occur in each rating stress, such that they are realised in a manner consistent with Fitch's published default timing curve. During and after the global financial crisis many loans were subject to maturity amendments whereby lenders voluntarily agreed to extend the maturity, while borrowers continued to make interest payments. The margin rate was often increased as part of the amendment. Fitch believes this modelling approach is consistent with the observed amend and extend activity during the heightened default environment.

Interest Rate Stresses

Fitch analyses rising, falling and flat interest rate scenarios in its cash flow analysis. Rising and falling scenarios are in accordance with Fitch's *Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria*.

Timing of Recoveries

Recoveries are assumed to be received following a lag period after default. Recoveries may come from either work-out or sale of the defaulted asset. For cash flow scenarios, Fitch assumes that recoveries are produced as a part of a work-out, in line with the manner in which its relevant corporate teams assign recovery assumptions.

We consider it more stressful to assume lags, in order to maximise negative carry, particularly given positions may be illiquid and price determination difficult. The timing of recoveries assumes no interest proceeds from defaulted assets over the time of the work-out period. This results in negative carry, as the liabilities have to be paid, while defaulted assets are assumed to generate no cash flow between default and recovery.

In cash flow analysis Fitch models an aggregated portfolio profile rather than individual assets. For US CLOs, the recovery lag is assumed to be 12 months. The recovery lag for European CLOs is 18 months for 'Asf' rating levels and higher, acknowledging less favourable workout regimes across European jurisdictions. For 'BBBs' and below, the recovery lag in European jurisdictions is 12 months. While EMEA CLOs can include US loans/bonds, these would typically not exceed 25% and we apply the same recovery lag for all assets in EMEA CLOs.

Additional Default Risk in Revolving Transactions

Managed transactions may also have the ability to reinvest recovery proceeds from defaulted assets, or from interest proceeds diverted via failure of an interest diversion test or other similar reinvestment over collateralisation test. These new assets are subject to default risk that is not

Fitch's *Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria* include stresses to address the risk of negative interest rates in structured finance transactions. CLOs are unlikely to be affected by negative interest rates. Therefore, we apply the standard (positive) interest rate downward stresses in our CLO rating analysis.

reflected in the expected default rates derived by PCM. Instead, Fitch takes into account this additional default risk in its cash flow modelling approach.

We assume proceeds reinvested during the reinvestment period are used to purchase assets with the same risk profile as the outstanding performing portfolio at the time of the reinvestment. Collateral quality tests in transaction documentation typically incorporate a limited buffer relative to quality metrics of the actual portfolio. This is achieved by modelling reinvestment as an increase in the current portfolio size. To capture the default risk on these newly acquired assets, the periodic default rate applied on the outstanding performing portfolio is also applied to these assets, given they share the same credit characteristics. An example of the methodology is provided in *Appendix 8*.

Available Cash Investments

Fitch assumes cash balances held in a transaction's interest and principal collection accounts between payment dates will earn interest at a spread of 50bps below the relevant reference index, e.g. Euribor/SOFR/Libor, floored at zero. We will adjust these assumptions if the contractual rates are less favourable to the issuer than the above assumption.

Senior Fees and Asset Spreads

For corporate CDOs, the cash flow modelling is based on contractual management fees, which reflect market rates. Fitch may stress the senior fees on a case-by-case basis, if the contractual rates are deemed to be below the market rate. The basis for the fees may vary between transactions. Most commonly the senior fees are calculated based on the balance at the beginning of the period including defaulted assets at par.

Fitch tested the effect of different definitions, such as the average balance or excluding default assets, and found it has no material effect on the BDRs. Therefore, we will model the most common fee basis definition for all transactions. Asset spreads are based on the actual spread for static transactions and the covenanted minimum spread level for replenishing transactions.

Call Options

Historically, most CLO notes are repaid through the exercise of the call option, which typically is controlled by the CLO equity investors. Fitch's analysis assumes that the call option is not exercised and the CLO notes are repaid through asset repayments. Our ratings are therefore de-linked from the creditworthiness of the call option holder. We expect CLO indentures to specify that principal and accrued interest on all notes is paid in full as a condition to exercise the call option.

Long-Dated Assets

CLO structures that allow managers to invest in loans with maturity dates after the legal maturity of the bonds or perpetual bonds may expose the notes to the market value of those assets. Fitch expects limitations to be in place to restrict the ability of the manager to invest in such long-dated assets.

If the CLO structure allows the manager to acquire assets (either by way of outright purchase or exchange) with a tenor after the final note payment, we will assume such assets are subject to a fire sale prior to or at the last payment period and the CLO notes only receive the assumed recovery value.

In certain instances, the CLO structure may receive long-dated assets via maturity extensions or other types of distressed debt management techniques. Fitch views the overcollateralisation test haircuts applied to long-dated assets as a disincentive to use such provisions opportunistically. In the absence of a sufficient overcollateralisation test haircut, the Fitch stressed portfolio analysis would utilize the approach outlined above related to outright acquisitions.

For surveillance analysis, Fitch applies the same stress as the one described above for the outright purchases, for long dated assets held in the portfolio.

Some CLOs allow for the limited reinvestment of unscheduled principal proceeds and proceeds from the sales of credit risk and/or credit improved assets after the reinvestment period. In this case, Fitch expects the CLO transaction documents to contain sufficient provisions to limit the amount of the investment portfolio that may be outstanding as the transaction reaches maturity. Typically, this is accomplished by reducing the WAL test value down to zero by the end of the note amortisation period.

Over Collateralisation and Interest Coverage Tests

Fitch evaluates the prescribed calculations of a transaction's over collateralisation and interest coverage tests to determine whether such tests will effectively divert cash proceeds to the senior notes upon negative rating migration and/or defaults in the portfolio. The over collateralisation tests for most high-yield CLO transactions, for example, include multiple haircuts when calculating the par amount of collateral available to support the rated notes.

If Fitch believes such tests are calculated in a manner that renders them relatively ineffective, additional sensitivity scenarios or adjustments to Fitch's rating stress scenario may be warranted. Adjustments for inefficient over collateralisation measurements may include not modelling the over collateralisation tests during the reinvestment period, thereby not giving credit for excess spread while the asset manager can purchase additional assets.

CLO structures normally provide that assets rated in the 'CCC' rating category or lower, above a certain threshold (typically 7.5%), are carried at an adjusted value. This may mean over collateralisation tests become effective earlier than if they were to rely on defaulted assets alone. In lower rating stresses, categories 'Bsf' and 'BBsf', Fitch would expect obligors that ultimately default to first be rated 'CCC', causing over collateralisation tests to fail earlier.

In particular, Fitch assumes the proportion of 'CCC' assets in the portfolio to be a multiple of the projected default rate for the 12-month period ahead. We assume an average 12-month default rate for 'CCC' rated borrowers of 25%, which is consistent with empirical observations. This assumption implies a multiple of 'CCC' obligations to defaulted obligations of four times. For the 'BBsf' category scenarios, Fitch applies a multiple of 2.5x, and for the 'Bsf'/'CCCsf' category scenarios the applied multiple is 3.5x. These multiples are set below the historical 4.0x average to account for the potential for higher-rated obligors jumping to default but without migrating to 'CCC' first. In both scenarios, the proportion of 'CCC' assets of the performing portfolio is capped at 50%.

The adjusted value for excess 'CCC' obligations in CLOs is typically the lower of par and their market value. Fitch does not model the market value explicitly but assumes that in lower rating stresses the recovery assumption is a good indicator for the market value. For example, assuming an RDR of 30%, the front-loaded default timing for a WAL of eight years allocates 8% of the RDR to year three. This corresponds to an assumed 2.4% of the initial target par amount of the portfolio ($30\% \times 8\%$) expected to default during year three. For a 'Bsf' scenario, Fitch assumes 8.4% ($3.5x \text{ 'Bsf'} \times 2.4\%$) of the portfolio to be rated 'CCC' or worse during the second year of the transaction life and for a 'BBsf' scenario 6.0% ($2.5x \text{ 'BBsf'} \times 2.4\%$).

Defaulted assets are typically included at the lower of the market value or a predetermined recovery rate, defined in the transaction documents. Fitch believes these haircuts can serve as early indicators of deteriorating collateral performance and are important for preserving a minimum ratio of underlying collateral value available to the senior notes.

Multi-Currency Structures

Most European CLOs use perfect asset swaps to hedge FX risk for non-Euro-denominated assets. Some structures can have limited exposure to UK pound and US dollar assets not covered by perfect asset swaps. The maximum currency bucket has been 10% to date, against 5% of liabilities, leaving a 5% of reinvestment target par mismatch between assets and liabilities (residual exposure).

The approach outlined here only applies to transactions where residual exposure, mismatch between assets and liabilities, does not exceed 10% of the transaction target par amount at closing. Market risk in the form of FX exposure should not be the primary rating driver in CLO structures. The approach outlined below will be applicable where the size of the FX bucket is limited and/or the effect on the rating, when compared with an all-Euro structure with similar characteristics is limited. Such an asset/liability hedging strategy is not perfect and exposes the structure to residual currency risk.

For example, defaults may reduce assets and as a result the FX liabilities have to be repaid by converting Euro proceeds at spot. Similarly, FX liabilities that rank pro rata with the corresponding euro tranche are less effective than, for example, variable funding notes. Unless

the issuer receives the correct proportion of FX proceeds and Euro proceeds, it will have to convert one or the other at spot in order to maintain the pro rata split of the liability structure.

If for example the UK pound sub-portfolio has a significantly longer WAL than the Euro sub-portfolio, the effectiveness of the liability hedging could be significantly reduced, as the UK pound tranches would be repaid from Euro proceeds prior to receiving the UK pound proceeds, leaving the structure unhedged. To mitigate this risk, European CLOs include specific WAL tests for each sub-portfolio. To test the effectiveness of an imperfect asset/liability hedging, Fitch will test the structure by modelling stressed FX rates for each currency under the standard interest rate and default timing scenarios.

The FX stresses and the currency pair categorisation are published in an Excel file entitled *Fitch's Foreign-Currency Stress Assumptions for Residual Foreign-Exchange Exposures in Covered Bonds and Structured Finance*. Both the definition of the stresses and the assignment of currency pairs to categories will be reviewed on a regular basis. A detailed description on Fitch's methodology for deriving these currency stresses is provided in *Covered Bonds Rating Criteria*. These stresses are applicable to transactions with a typical WAL of up to eight years. Fitch will typically limit the interest rate differential for FX structures. This applies to scenarios where one index is stressed up, while the other is modelled down or flat. For example, in the case of UK pound/euro, Fitch would cap the difference between UK pound Libor and Euribor at 6%.

If defaults were to occur unevenly across such a portfolio, the effect of FX rates and interest rates on unhedged risks can be magnified in the structure. Therefore, for CDOs with FX exposure, Fitch will also analyse the impact of defaults skewed toward each sub-pool within its cash flow modelling framework. The following default skew stresses would be used for a multicurrency transaction, or transactions with significant fixed/floating interest rate mismatches.

Default Skew Stresses for Foreign-Exchange Mismatches

Rating Scenario	Pool One	Pool Two
AAA	62.5	37.5
AA	60.0	40.0
A	57.5	42.5
BBB	55.0	45.0
BB	52.5	47.5
B	50.0	50.0

Note: A 60%/40% default skew would imply that 60% of defaults would occur in Pool One if the pools were of equal weight. Please contact Fitch to obtain the default skew percentages for non-equally weighted portfolios.
Source Fitch Ratings

For very small FX exposures, which could include only a few assets, the committee may also consider a more significant skew proportion in assigning the rating.

Combination Notes

Combination notes are notes where tranches from CLOs or corporate CDOs are combined, in whole or in part, to form new securities. Combination notes may include other securities, such as government bonds. The cash flow modelling methodology outlined in this report is applied to determine the effect of the various scenarios described above on the principal and interest cash flows described in the terms and conditions of the combination note. Typically, the combination noteholders are entitled to all distributions of principal and interest on the underlying components. Combination notes may take many forms and each proposal needs to be evaluated on its specific merits.

The Factors used by Fitch when Deciding if the Combination Note is Rateable Include the Following:

- Availability of sufficient information to analyse each of the underlying components; and
- The terms and conditions of the combination notes match the anticipated payment profile of the included notes.

The most common form of combination notes transforms bonds paying both principal and interest into principal-only notes. Credit enhancement is created by converting interest

Fitch will not rate new combination note structures on the basis of a "rated balance" that may differ from the "stated balance" of the notes over time as there is an elevated risk that the rating may be misconstrued or misunderstood by those relying on the rating like investors, risk managers or regulators.

Other structural considerations for combination noteholders include:

- Voting rights for supplemental indentures that may alter cash flows,
- Reporting and notifications to investors and rating agencies on distributions and outstanding balances.

payments on highly rated notes to cover principal on lower-rated or unrated notes. The included components generate sufficient cash flows to satisfy repayment of the combination notes under the specified rating stress scenarios including use of the Fitch stressed portfolio and the indicative portfolio. If a potential principal shortfall exists in our cash flow analysis associated with a specific rating level, then that rating level can be assigned to the combination notes only in the presence of some form of additional credit enhancement that mitigates the shortfall.

Often, this additional credit enhancement will be one or more principal-only securities that are included to provide principal cash flows toward the end of the transaction. This would be available to offset potential shortfalls that occur in a stress scenario. In these instances, the combination notes' ratings are determined through the application of the Two-Risk Credit-Linked Notes Matrix in the *Single- and Multi-Name Credit-Linked Notes Rating Criteria*, where the principal-only issuer and the combination notes are the risk-presenting entities.

We assume an additional administrative expense at the bottom of the CLO waterfall when calculating the cash flows available to CLO equity components of a combination note. The same analytical framework applied in the combination note analysis is used when analysing structures backed by notes of more than one CLO. Each distinct CLO portfolio and structure will be analysed separately using the same rating level stress levels. Then cash flows from each component of the combination note are aggregated for each of the nine interest rate and default timing scenario combinations.

The most conservative of the nine cash flow scenarios must be sufficient to repay the combination notes in accordance with their terms under the rating stress. For example, cash flows from the 'Asf' rating stress analysed in a rising interest rate and front default timing scenario would be determined from each CLO component note. The resulting cash flows from all component notes, and other potential sources, such as pledged management fees, that secure the combination note would be applied to the combination note structure to test if cash flows are sufficient to support an 'Asf' rating.

Early redemptions, re-pricing or other features, such as allowances for additional indebtedness affecting the underlying component notes, may lower cash flows to the combination note beyond those assumed in Fitch's analysis of the indicative portfolio or Fitch stressed portfolio. To the extent these early redemption or re-pricing features exist in the underlying CLO, Fitch expects additional structural features to specifically address any potential adverse effect on the combination notes. The features may include: automatically exchanging the combination note back to its component notes; the combination notes being paid in full; allowing for 100% combination noteholder consent; or relying on confirmation that no rating changes would be expected in order to mitigate the risk of redemptions, re-pricing, or other features adversely affecting the combination notes.

The combination note structure should clearly define what happens to the underlying component notes after all the payments are paid or if the combination note is terminated early. The two most common structures involve either automatically exchanging the combination notes back into the underlying component notes or creating a structure with a residual class of notes. In exchangeable note structures Fitch will withdraw the rating on the combination notes after they are exchanged or mark them Paid in Full if the balance is reduced to zero. In residual class structures, once sufficient proceeds are received, or set aside as cash or highly-rated and liquid securities, to repay the nominal balance of the combination note, we will mark the combination notes ratings Paid in Full.

Counterparty Considerations

It is Fitch's understanding that any payments made by the borrowers or lenders under a syndicated loan structure, would typically be transferred by the agent within one business day to the borrower or issuer account. We, therefore, deem commingling and counterparty risk with regards to syndications agents as immaterial.

Excessive counterparty risk is typically not a concern in CLO structures, as the assets are sourced in the open market from different counterparties. Managers are also incentivised by the structure to avoid large cash holdings and many actually run negative trade date cash balances. The initial ramp period following closing is only six months. Finally, EMEA CLOs use

derivative counterparties to hedge FX and interest rate risk through perfect asset swaps. The counterparty exposure is typically small and often spread across different counterparties.

Transaction-Specific Disclosure

In its Initial Rating Report or Initial Rating Action Commentary Fitch Expects to Disclose the Following:

- Any variation to the rating mapping approach outlined in this report, for example if the mapping approach is applied to portfolios that fall outside the listed criteria;
- Correlation framework for EM portfolios, if different from the one outlined in this report;
- Any adjustments to the recovery rate assumptions;
- Any adjustment to asset default assumptions due to adverse selection, as indicated by an over proportional share of Negative Outlooks;
- Any specific stresses applied to the Fitch stressed portfolio for risk factors other than those outlined in this report; examples include 'CCC' limits and long-dated assets;
- If and why a committee assigned a rating different to the model implied rating;
- Adjustments for inefficient over collateralisation tests;
- Adjustments to the applied default patterns; and
- Comparison analysis of mid-cap portfolio financial ratios with the ones reported in Fitch's Leveraged Loan Chart Book for borrowers in the same jurisdiction.

In its Surveillance Rating Action Commentary Related to an Upgrade or Downgrade Fitch Would Expect to Disclose the Following:

- If and why a committee assigned a rating different to the model implied rating;
- Any adjustment to asset default assumptions due to adverse selection, as indicated by an over proportional share of Negative Outlooks;
- Any mitigating factors to concentration risk, for example short remaining life for the notes, or performance history of the transaction, if a committee decided not to downgrade a transaction with excessive obligor concentration.

Variations from Criteria

Fitch's criteria are designed to be used in conjunction with experienced analytical judgment exercised through a committee process. The combination of transparent criteria, analytical judgment applied on a transaction-by-transaction or issuer-by-issuer basis, and full disclosure via rating commentary strengthens Fitch's rating process, while assisting market participants in understanding the analysis behind our ratings.

A rating committee may adjust the application of these criteria to reflect the risks of a specific transaction or entity. Such adjustments are called variations. All variations will be disclosed in the respective rating action commentaries, including their effect on the rating where appropriate. A variation can be approved by a ratings committee where the risk, feature, or other factor relevant to the assignment of a rating and the methodology applied to it are both included within the scope of the criteria but where the analysis described in the criteria requires modification to address factors specific to the particular transaction or entity.

Limitations

Ratings, including Rating Watches and Outlooks, assigned by Fitch are subject to the limitations specified in Fitch's [Ratings Definitions](#). In addition, ratings within the scope of these criteria are subject to the following specific limitations:

- The criteria report does not cover any market value risk associated with corporate bonds or loans.

Rating Assumption Sensitivity

Fitch will run a range of sensitivity analyses on key input parameters to examine the rating stability of each rated note. The objective of this stress testing is not to eliminate rating migration through unrealistically conservative assumptions but rather to test that a small change in input parameters does not result in a multi-category downgrade.

The sensitivity analysis results will be published in our presale and new issue reports for each rated transaction and is performed for initial ratings or material restructurings. For surveillance reviews the initial sensitivity analysis is typically still applicable and we will refer to results of initial sensitivity analysis.

Fitch will Review the Effect on the Rating for the Following Sensitivities:

- Rating sensitivity to default probability:** multiplier of 125% and 150% applied to mean RDR, with increase in the mean RDR added to all other rating level RDRs.
- Rating sensitivity to recovery rates:** multiplier of 75% and 50%, i.e. 25% and 50% haircuts, respectively, applied to the RRR for all rating levels.
- Combined stress:** default probability multiplier of 125% applied to mean RDR, with increase in the mean RDR added to all other rating-level RDRs, and recovery rate multiplier of 75%.
- Combined stress:** default probability multiplier of 150% applied to mean RDR, with increase in the mean RDR added to all other rating-level RDRs, and recovery rate multiplier of 50%.
- Upgrade combined sensitivity:** default probability multiplier of 75% applied to mean RDR, with the change in mean RDR subtracted from all other rating-level RDRs, and recovery rate multiplier of 125%.

The tables below show the sensitivity results for two example portfolios. The analysis is only based on the asset performance, excluding structural features and cash flow modelling.

Portfolio One: Leveraged Loan CLO

Initial Rating	Base RLR (%)	Indicative Rating						
		RDR + 25% x mean	RDR + 50% x mean	75% x RRR	50% x RRR	RDR + 25% x mean; 75% x RRR;	RDR + 50% x mean; 50% x RRR	RDR -25% x mean; 125% x RRR
AAAsf	40.1	AA+sf	AAsf	AAsf	A+sf	A+sf	BBB+sf	AAAsf
AAsf	34.7	A+sf	A+sf	A+sf	BBB+sf	Asf	BBB-sf	AAAsf
Asf	26.3	BBB+sf	BBB+sf	BBB+sf	BB+sf	BBB-sf	BB-sf	A+sf
BBBsf	18.8	BB+sf	BB+sf	BB+sf	B+sf	BB-sf		A-sf
BBsf	12.6	B+sf	B+sf	B-sf				BBB+sf
Bsf	8.8							BB+sf

RLR – Rating Loss Rate. RDR – Rating Default Rating. RRR – Rating Recovery Rating. Note: Geographic location largest countries: France (30.7%), Germany (16.0%). 98 borrowers. Asset quality B- (34.8%), B+ (8.6%), B (48.8%), CCC (2.3%), balance in BB category. 90% senior secured loans. Portfolio WAL – 62 months. Largest industry 14.3%.
Source: Fitch Ratings

Portfolio Two: Investment Grade CDO

Initial Rating	Base RLR (%)	Indicative Rating						
		RDR + 25% x mean	RDR + 50% x mean	75% x RRR	50% x RRR	RDR + 25% x mean; 75% x RRR;	RDR + 50% x mean; 50% x RRR;	RDR -25% x mean; 125% x RRR
AAAsf	11.7	AA+sf	AA+sf	AA+sf	AA+sf	AA+sf	AAsf	AAAsf
AAsf	9.6	AA-sf	AA-sf	AA-sf	AA-sf	AA-sf	A+sf	AAsf
Asf	6.9	A-sf	A-sf	A-sf	A-sf	A+sf	BBB+sf	Asf

Portfolio Two: Investment Grade CDO

Initial Rating	Base RLR (%)	Indicative Rating						
		RDR + 25% x mean	RDR + 50% x mean	75% x RRR	50% x RRR	RDR + 25% x mean; 75% x RRR;	RDR + 50% x mean; 50% x RRR;	RDR -25% x mean ; 125% x RRR
BBBsf	4.5	BBB-sf	BBB-sf	BBB-sf	BB+sf	BB+sf	BB+sf	BBB+sf
BBsf	2.4	BB-sf	BB-sf	BB-sf	B+sf	B+sf	B-sf	BB+sf
Bsf	1.5	B-sf	B-sf	B-sf				BB-sf

RLR – Rating Loss Rate. RDR – Rating Default Rating. RRR – Rating Recovery Rating. CDO – Collateralised debt obligation. Geographic location: US 300 equally weighted assets. BBB rated assets. 100% senior unsecured loans. Five-year bullet loans. Diversified industry exposure.

Source: Fitch Ratings

Portfolio Performance and Surveillance

Outstanding ratings are reviewed at least annually. Transactions may be taken to credit committee more frequently, as warranted by performance or structural changes due to amendment activity, to maintain timely ratings on all Fitch-rated CDOs.

Appendix 1: Asset Default Rates

Cumulative Asset Default Rates

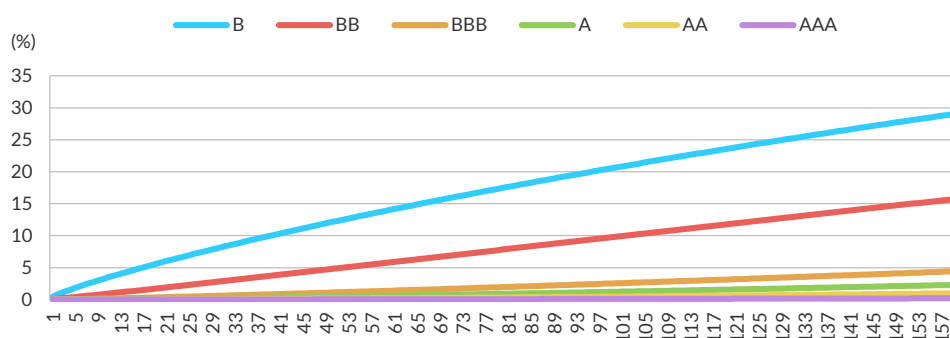
(%)	Term (Years)									
Fitch IDR	1	2	3	4	5	6	7	8	9	10
AAA	0.010	0.015	0.026	0.039	0.053	0.068	0.084	0.100	0.118	0.136
AA+	0.011	0.032	0.058	0.089	0.125	0.163	0.205	0.250	0.298	0.349
AA	0.016	0.048	0.092	0.145	0.208	0.278	0.356	0.441	0.532	0.629
AA-	0.020	0.063	0.122	0.194	0.279	0.375	0.481	0.598	0.723	0.858
A+	0.039	0.111	0.204	0.314	0.439	0.576	0.726	0.886	1.057	1.237
A	0.070	0.178	0.309	0.456	0.617	0.789	0.972	1.164	1.364	1.572
A-	0.116	0.278	0.463	0.665	0.880	1.107	1.343	1.588	1.840	2.099
BBB+	0.157	0.368	0.605	0.861	1.131	1.413	1.705	2.006	2.315	2.630
BBB	0.199	0.459	0.748	1.057	1.382	1.719	2.067	2.424	2.789	3.162
BBB-	0.513	1.084	1.677	2.283	2.898	3.519	4.145	4.774	5.406	6.039
BB+	0.862	1.755	2.655	3.556	4.457	5.354	6.249	7.138	8.023	8.903
BB	1.050	2.202	3.388	4.590	5.800	7.013	8.227	9.437	10.644	11.844
BB-	1.842	3.563	5.221	6.832	8.401	9.932	11.429	12.894	14.328	15.733
B+	2.664	4.940	7.060	9.069	10.991	12.837	14.618	16.340	18.008	19.627
B	3.807	6.723	9.330	11.734	13.983	16.108	18.127	20.054	21.899	23.671
B-	7.539	11.923	15.492	18.585	21.348	23.861	26.174	28.323	30.332	32.221
CCC+	11.227	17.023	21.548	25.354	28.674	31.633	34.311	36.759	39.016	41.111
CCC	14.833	22.071	27.576	32.112	36.000	39.413	42.457	45.204	47.705	50.000
CCC-	25.681	34.857	41.220	46.147	50.174	53.574	56.511	59.088	61.377	63.431
CC	50.500	56.500	62.500	68.500	74.500	80.500	86.500	92.500	98.500	100.00
C	75.500	81.500	87.500	93.500	99.500	100.00	100.00	100.00	100.00	100.00
D	100	100	100	100	100	100	100	100	100	100

IDR – Issuer Default Ratings. Note: The full 30-year table of default probability assumptions is available in the PCM.
Source: Fitch Ratings

The Weibull distribution was used to create a monthly term structure of default probabilities for 30 years, for each notched rating level. The Weibull distribution is often used in modelling survival rates and incorporates the exponential distribution but is more flexible in that it does not rely on constant hazard rates.

The distribution has a shape and scale parameter, which are estimated by numerically fitting the cumulative distribution to the cumulative target default rates for the one-, five- and 10-year horizons. The chart below graphically illustrates how the same distribution with different parameterisation can provide term structures for rating levels from 'AAA' to 'CCC-'.

Weibull Distribution: Probability of Default Term Structure



Source: Fitch Ratings.

Appendix 2: The Portfolio Credit Model

The PCM is used for analysing the joint default behaviour within credit portfolios. The model is based on the Gaussian copula function, which is based on the multivariate normal distribution Φ_{Σ} with pair-wise correlation matrix Σ . An important benefit of the Gaussian copula is its analytical tractability. The dependence structure is fully described by the pair-wise linear correlation assumption. For example, zero correlation in the Gaussian copula means all the default events are independent.

The key inputs to the model are default probabilities, correlation and recovery rates. The key output of the model is the default or loss distribution for a given credit portfolio. A correlation structure can be implemented in factor form.

For example, the one factor representation of the Gaussian copula is given by the following equation:

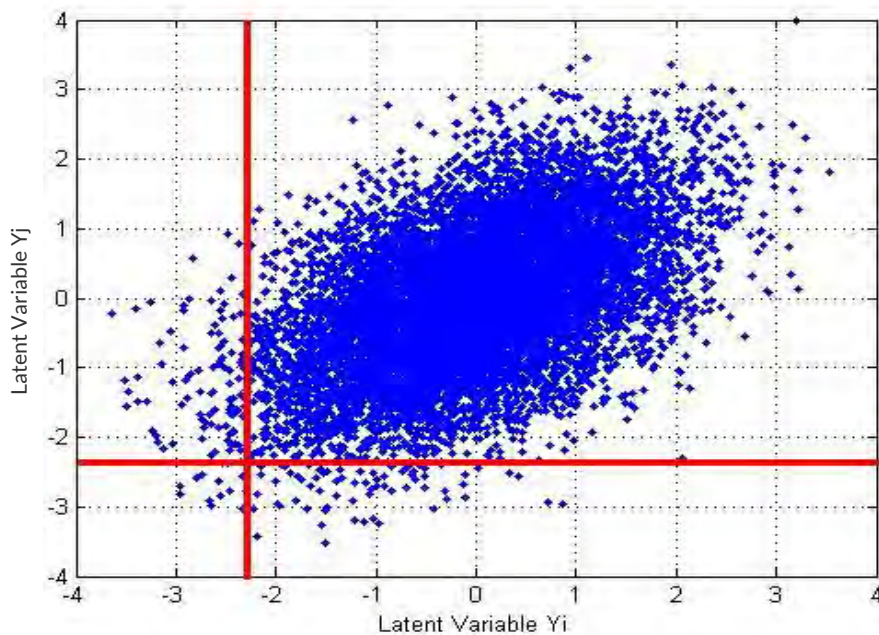
$$Y_i = \beta X + \sqrt{1 - \beta^2} \varepsilon_i$$

Here Y_i is a latent variable associated with credit i in the portfolio.

The Gaussian copula is often interpreted as a structural form model, which was pioneered by Merton. This model holds that a company defaults if the value of its assets falls below the value of its liabilities at debt maturity. Depending on the assumption with respect to the asset value process, it can be proven that the structural form model and the Gaussian copula are equivalent,

if the default occurs at maturity. The latent variable Y_i can therefore be interpreted as the standardised asset value for company i .

A default occurs if the latent variable Y_i falls below a threshold K_i . In the Gaussian copula the factor X and the idiosyncratic risk ε_i are standard normal random variables with zero mean and a standard deviation of one. The specific functional form of the factor model Y_i is also a standard normal variable with a mean of zero and standard deviation of one. Therefore, to match the default probability p_i the threshold K_i is computed as the inverse of the cumulative random normal distribution of the default probability, ie $K_i = \Phi^{-1}(p_i)$. Company i defaults if, $Y_i < \Phi^{-1}(p_i) \Leftrightarrow \Phi(Y_i) < p_i$.



Source: Fitch Ratings

Dependence is introduced by correlating the Y variables through the common factor X.

The pair-wise correlation between Y_i and Y_j is given by β^2 .

The one-factor model can be extended to a multi-factor model, which allows a more asset-specific correlation structure. The PCM incorporates a multi-factor correlation model which will be described in more detail in Appendix 3. For a portfolio of just two credits (bi-variate case) the Gaussian copula function can be illustrated graphically, as shown in Figure 18.

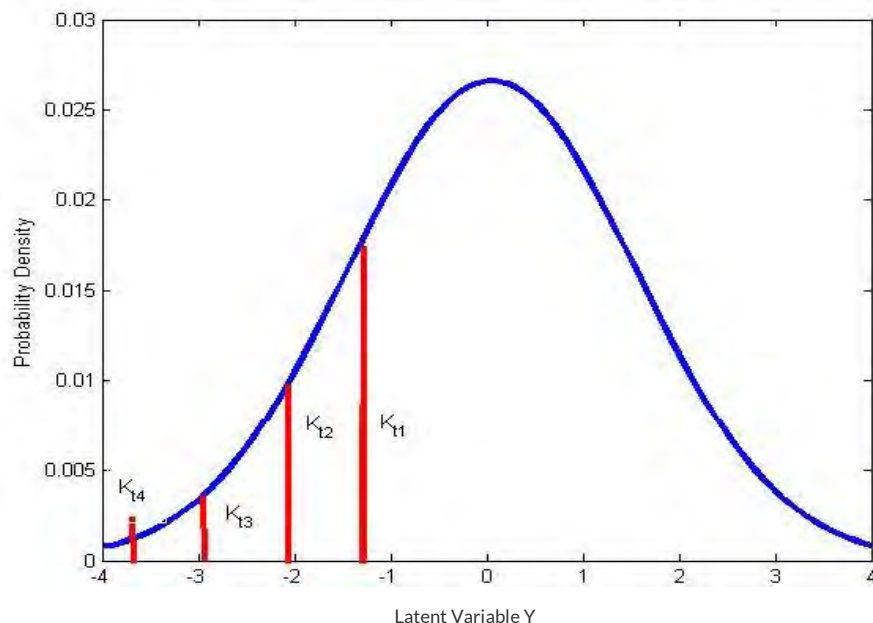
The scatter plot shows the joint distribution of the two latent variables (asset values) Y_i and Y_j . The red lines illustrate their respective default thresholds. The bottom left hand corner of the scatter plot shows the occurrences when both credits default.

So far, this paper has focused on a model with a specified fixed maturity T. The model can also be used to infer the joint time to default for all the credits in the portfolio. Given a term-

structure of default probabilities F_i for a specific credit in the portfolio, the time to default τ_i is given by

$$\tau_i = F^{-1}(\Phi(Y_i))$$

In other words, rather than specifying just one threshold K to determine whether an asset defaults at time T, the latent variable Y is compared to a specific threshold for each point in time.

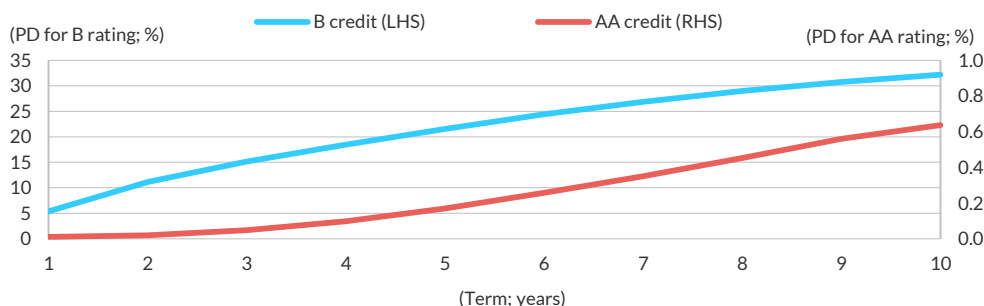


Source: Fitch Ratings.

In the PCM, the default probability term structures are derived from historical default rates rather than implied by spread or price levels. The chart below shows the term structure of default probabilities for a 'AA' and a 'B' rated asset.

The portfolio loss distribution for a fixed time horizon T can be generated using the Monte Carlo Simulation as follows¹.

Term Structure of Default Probabilities



Source: Fitch Ratings

1. Calculate the thresholds $K_i = \Phi^{-1}(p_i)$ for each credit. Here p_i is the default probability for name i that corresponds to the time horizon T.
2. Simulate a vector of independent standard normally distributed random variables $\mathcal{E}_i$ (one for each credit in the portfolio).
3. Simulate a scalar standard normally distributed random variable for the factor value X.

¹The loss distribution of the one factor Gaussian copula can be derived much faster by semi-analytic techniques such as recursion or fast Fourier transform methods. The model also has a closed-form large homogeneous portfolio approximation. Nevertheless, all of these can only be used in a single-factor framework. For multi-factor extension, which the PCM is based on, Monte Carlo Simulation is the most efficient numerical scheme.

4. Compute $Y_i = \beta X + \sqrt{1 - \beta^2} \varepsilon_i$; for equal pair-wise correlation ρ between all credits $\beta = \sqrt{\rho}$.
5. The default time $\tau_i \leq T$, if the latent variable $Y_i \leq K_i(T)$.
6. Compute the portfolio loss as the sum up the loss given default of all credits (LGD) that defaulted prior to T. The PCM uses deterministic recovery rates.
7. Repeat steps 2 to 6 several thousand times. Compute the loss distribution as the histogram of portfolio losses over all simulation scenarios. The histogram is an approximation of the exact loss distribution and the numerical accuracy improves the larger the number of simulations.

CDO portfolios often include assets with different maturity dates or even amortising assets. The loss given default for a specific issuer in the CDO portfolio is derived from the outstanding notional of all assets in the portfolio at the time of default. Therefore, the simulation time horizon is effectively equal to the maturity of the longest asset in the portfolio.

Appendix 3: Correlation Calibration

Given the choice of model (Gaussian copula) and the corporate and CDO default rates, the only remaining parameter that would affect the default distribution produced by the model is the correlation. Generally, Fitch expects that the RDR for higher rating levels of 'Asf' and above should cover at least the historical peak default rate.

In order to calibrate the correlation assumption, we used large homogenous, randomly selected portfolios that resembled the cohort portfolios underlying the historical default studies. The objective was to find a single pair-wise correlation parameter, such that the RDR produced by PCM reflected the expected coverage of the historically observed peak. The table shows the RDR at each rating category for portfolios with different underlying credit qualities and tenors.

These were Generated using the PCM with the Following Assumptions:

- Historical corporate default rates;
- CDO default rates equal to historical corporate default rates;
- Gaussian copula model; and
- 10% equal pair-wise correlation between all assets in the portfolio.

Model RDR for Equally Weighted Portfolio of 300 Assets with 10% Flat Pair-Wise Correlation, Historical Corporate and CDO Default Tables

RDR	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAA _{sf}	49.3	60.7	30.0	41.3	12.0	17.7
AA _{sf}	43.7	54.0	25.0	34.7	9.3	13.7
A _{sf}	38.7	49.0	21.3	30.3	7.3	11.3
BBB _{sf}	35.0	45.0	18.3	27.0	6.0	9.3
BB _{sf}	27.3	36.3	13.3	20.0	4.0	6.0
B _{sf}	22.0	30.3	10.0	16.0	2.7	4.3
Expected	14.0	23.7	5.8	11.8	1.4	3.2
Coverage of Mean						
AAA _{sf}	3.5	2.6	5.2	3.5	8.6	5.5
AA _{sf}	3.1	2.3	4.3	2.9	6.6	4.3
A _{sf}	2.8	2.1	3.7	2.6	5.2	3.5
BBB _{sf}	2.5	1.9	3.2	2.3	4.3	2.9
BB _{sf}	2.0	1.5	2.3	1.7	2.9	1.9
B _{sf}	1.6	1.3	1.7	1.4	1.9	1.3
Coverage of Peak						
AAA _{sf}	1.3	1.3	1.4	1.4	2.4	1.9
AA _{sf}	1.1	1.1	1.2	1.2	1.9	1.5
A _{sf}	1.0	1.0	1.0	1.1	1.5	1.2
BBB _{sf}	0.9	0.9	0.9	0.9	1.2	1.0
BB _{sf}	0.7	0.8	0.6	0.7	0.8	0.6
B _{sf}	0.6	0.6	0.5	0.6	0.5	0.5

RDR – Rating Default Rate. CDO – Collateralised debt obligation.
Source: Fitch Ratings

The table shows the historical peak default rate for each rating category and term. The peak default rates were based on the published data from three rating agencies. The second and the third tables show the multiple of the model RDR over the respective mean and peak default rate at each rating level. For example, a portfolio of 300 equally weighted 'BBB' assets with a 10-year term has a portfolio default rate at 'AAAsf' of 17.7%. The historical 'BBB' 10-year mean and peak default rates are 3.2% and 9.3%, respectively. The resulting multiple coverage of the mean default rate is 5.5x and of the peak default rate is 1.9x.

These results highlight some interesting properties of the model. Firstly, the multiples increase for shorter tenors and higher credit quality, which is mainly a result of the historical term structure and peak default rates.

The multiple coverage of the base default rate for sub-investment-grade ratings with the same correlation is less than 3.0x due to the higher than expected defaults. Secondly, the coverage of the mean and peak default rates at the 'BBBs' rating levels appear high relative to the 'AAAsf' coverage and the implied tiering between 'AAAsf' and 'BBBs' lower-rating CDO ratings is inconsistent between rating levels.

Therefore, the Following Adjustments were Applied to the Model:

1. Reduce correlation from 10% to 8%, in order to address the relatively high multiples at liability ratings of 'BBB' and below.
2. Lower the CDO default rates for 'AAAsf', and 'AAsf' and 'Asf', increases the level of confidence. This adjustment will compensate for the lower correlation assumption and maintain the RDR for 10-year 'AAAsf' and 'AAsf' rating levels. The two tables below show the empirical default rates and the target CDO default probability assumptions.
3. Floor the CDO default rates at 1bp, which mainly affects the short maturities. This adjustment was not part of the calibration but rather required to achieve convergence within the Monte Carlo Simulation. A level of confidence greater than 99.99% would require a very large number of simulations in order to achieve convergence.

Historical Default Rates (Adjusted Fitch Composite)

(%)	1	2	3	4	5	6	7	8	9	10
AAA	0.01	0.02	0.03	0.04	0.05	0.07	0.08	0.10	0.12	0.14
AA+	0.01	0.03	0.06	0.09	0.12	0.16	0.21	0.25	0.30	0.35
AA	0.02	0.05	0.09	0.15	0.21	0.28	0.36	0.44	0.53	0.63
AA-	0.02	0.06	0.12	0.19	0.28	0.37	0.48	0.60	0.72	0.86
A+	0.04	0.11	0.20	0.31	0.44	0.58	0.73	0.89	1.06	1.24
A	0.07	0.18	0.31	0.46	0.62	0.79	0.97	1.16	1.36	1.57
A-	0.12	0.28	0.46	0.66	0.88	1.11	1.34	1.59	1.84	2.10

Source: Fitch Ratings

Adjusted CDO Target Default Rates (Adjusted Fitch Composite AAAsf, AAsf, Asf CDO Default Rates)

(%)	1	2	3	4	5	6	7	8	9	10
AAAsf	0.01	0.01	0.01	0.02	0.03	0.04	0.04	0.05	0.06	0.08
AA+sf	0.01	0.01	0.02	0.03	0.04	0.05	0.07	0.09	0.11	0.13
AAsf	0.01	0.01	0.03	0.05	0.07	0.10	0.13	0.16	0.20	0.24
AA-sf	0.01	0.02	0.05	0.08	0.12	0.16	0.21	0.26	0.32	0.39
A+sf	0.01	0.04	0.08	0.14	0.20	0.28	0.37	0.47	0.58	0.70
Asf	0.02	0.07	0.13	0.21	0.31	0.41	0.53	0.66	0.80	0.95
A-sf	0.05	0.13	0.24	0.37	0.52	0.68	0.86	1.05	1.25	1.46

CDO - Collateralised debt obligation.

Source: Fitch Ratings

Model RDR for Equally Weighted Portfolio of 300 Assets with 8% Flat Pair-Wise Correlation, Adjusted CDO Default Tables

RDR	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAA _{sf}	47.0	58.7	28.0	39.3	11.0	17.0
AA _{sf}	43.7	54.3	25.3	35.3	9.7	14.3
A _{sf}	38.3	48.7	21.3	30.3	7.7	11.3
BBB _{sf}	32.3	42.7	16.7	25.3	5.3	8.7
BB _{sf}	25.7	35.0	12.3	19.3	3.7	6.0
B _{sf}	21.3	29.7	9.7	15.7	2.7	4.3
Expected	14.0	23.7	5.8	11.8	1.4	3.2
Coverage of Mean						
AAA _{sf}	3.4	2.5	4.8	3.3	7.9	5.3
AA _{sf}	3.1	2.3	4.4	3.0	6.9	4.5
A _{sf}	2.7	2.1	3.7	2.6	5.5	3.5
BBB _{sf}	2.3	1.8	2.9	2.1	3.8	2.7
BB _{sf}	1.8	1.5	2.1	1.6	2.6	1.9
B _{sf}	1.5	1.3	1.7	1.3	1.9	1.3
Coverage of Peak						
AAA _{sf}	1.2	1.2	1.3	1.4	2.2	1.8
AA _{sf}	1.1	1.1	1.2	1.2	2.0	1.5
A _{sf}	1.0	1.0	1.0	1.1	1.6	1.2
BBB _{sf}	0.8	0.9	0.8	0.9	1.1	0.9
BB _{sf}	0.7	0.7	0.6	0.7	0.7	0.6
B _{sf}	0.6	0.6	0.5	0.5	0.5	0.5

RDR – Rating Default Rate. CDO – Collateralised debt obligation.
Source: Fitch Ratings

Historical rates for ‘AAA’, ‘AA’ and ‘A’ rating levels are based on small cohort portfolios with very few defaults. As a result, the historical default rates at ‘AAA_{sf}’, ‘AA_{sf}’ and ‘A_{sf}’ are strongly influenced by event risk in the cohort portfolios².

In other words, one idiosyncratic default in these small cohorts can have an outsized effect on the observed default rate. The input default probabilities for issuers with rating levels of ‘AAA’, ‘AA’ and ‘A’ are nevertheless based on the empirically observed default rates, in order to incorporate possible event risk among the underlying corporates.

Moreover, the adjustment to correlation and the CDO target default rates is equivalent to tiering the correlation assumptions by rating stress. In other words, for rating levels of ‘BBB_{sf}’ and below, Fitch assumes an equivalent correlation of 8%, while for higher rating levels the effective equivalent correlation is higher, between 8% and 10%.

² Since the historical default data are insufficient to obtain statistically significant differences by industries, Fitch assumed the performance of different industry classes would be similar in a stressed environment. Therefore, in the model, the intra industry correlation was assumed to be the same for each of the industries and industry sectors.

Industry Concentration and the Corporate Correlation Model

This report has so far focused on randomly selected portfolios diversified across industries. A flat pair-wise correlation is not sufficient to distinguish between well diversified portfolios and those with concentrations in particular industries or countries. Fitch believes that industry concentration within a credit portfolio could significantly increase the volatility of portfolio default rates.

In order to distinguish between diversified and concentrated portfolios the one factor model was extended to a multi-factor model. All of the factors are independent standard normal random variables. The following equation illustrates the correlation model.

$$Y_i = \alpha F_{Global} + \beta F_{Region} + \gamma F_{country} + \kappa F_{Glob_IndSector} + \delta F_{Glob_Industry} + \phi F_{Local_Industry} + \omega \epsilon_i$$

$$\omega = \sqrt{1 - \alpha^2 - \beta^2 - \gamma^2 - \kappa^2 - \delta^2 - \phi^2}$$

The correlation assumptions are differentiated based on geography (region and country) and industry sector/industry. Industries are further separated depending on exposure to global and local performance drivers. The correlation framework is additive and any additional commonality between two assets adds a correlation uplift to the pair-wise correlation level of these two assets. The uplifts are given as the square of the factor exposures, i.e. $\alpha^2; \beta^2; \gamma^2; \delta^2; \phi^2$.

PCM Industry Sectors and Industries; Main Countries and Regions

Sectors and Industry breakdown	Country	Region
Telecom media and technology – sector	Australia	Australia & New Zealand
Technology hardware	New Zealand	Australia & New Zealand
Technology software	Hong Kong	Developed Asia
Telecommunications	Japan	Developed Asia
Broadcasting and media	Singapore	Developed Asia
Cable	South Korea	Developed Asia
Industrials – sector	Taiwan	Developed Asia
Aerospace and defence	Austria	Europe Central
Automobiles	Belgium	Europe Central
Building and materials	France	Europe Central
Chemicals	Germany	Europe Central
Industrial and manufacturing	Liechtenstein	Europe Central
Metals and mining	Luxembourg	Europe Central
Packaging and containers	Netherlands	Europe Central
Real estate	Switzerland	Europe Central
Transportation and distribution	Denmark	Europe North
Retail leisure and consumer – sector	Finland	Europe North
Consumer products	Iceland	Europe North
Environmental services	Norway	Europe North
Food, beverage and tobacco	Sweden	Europe North
Retail food and drug	Cyprus	Europe South
Gaming and leisure and entertainment	Gibraltar	Europe South
Retail	Greece	Europe South
Healthcare devices	Italy	Europe South
Healthcare providers	Malta	Europe South
Lodging and restaurants	Portugal	Europe South
Pharmaceuticals	Spain	Europe South
	Ireland	Europe UK & Ireland
	Jersey	Europe UK & Ireland

Source: Fitch Ratings

PCM Industry Sectors and Industries; Main Countries and Regions

Sectors and industry breakdown	Country	Region
Energy – sector	UK	Europe UK & Ireland
Energy oil and gas	Canada	North America
Utilities power	US	North America
Banking and finance – sector		
Banking and finance		
Business services – sector		
Business services general		
Business services data and analytics		
Source: Fitch Ratings		

Other Countries and Regions in the Portfolio Credit Model

Country	Region	Country	Region
Argentina	Americas	Albania	Europe
Bahamas	Americas	Bosnia and Herzegovina	Europe
Barbados	Americas	Bulgaria	Europe
Brazil	Americas	Croatia	Europe
Chile	Americas	Czech Republic	Europe
Colombia	Americas	Eastern Europe Others	Europe
Costa Rica	Americas	Estonia	Europe
Dominican Republic	Americas	Hungary	Europe
Ecuador	Americas	Kazakhstan	Europe
El Salvador	Americas	Latvia	Europe
Guatemala	Americas	Lithuania	Europe
Jamaica	Americas	Macedonia	Europe
Mexico	Americas	Moldova	Europe
Other Central America	Americas	Poland	Europe
Other South America	Americas	Romania	Europe
Panama	Americas	Russia	Europe
Peru	Americas	Serbia and Montenegro	Europe
Puerto Rico	Americas	Slovakia	Europe
Uruguay	Americas	Slovenia	Europe
Venezuela	Americas	Ukraine	Europe
Asia Others	Asia	Egypt	Middle East and Africa
China	Asia	Iran	Middle East and Africa
India	Asia	Israel	Middle East and Africa
Indonesia	Asia	Liberia	Middle East and Africa
Malaysia	Asia	Middle East and North Africa Others	Middle East and Africa
Marshall Islands	Asia	Morocco	Middle East and Africa
Mauritius	Asia	Other Sub-Saharan Africa	Middle East and Africa
Pakistan	Asia	Qatar	Middle East and Africa
Philippines	Asia	Saudi Arabia	Middle East and Africa
Thailand	Asia	South Africa	Middle East and Africa
Vietnam	Asia	Tunisia	Middle East and Africa
		Turkey	Middle East and Africa
		Bermuda	North America
		Cayman Islands	North America
Source: Fitch Ratings			

For example, the pair-wise correlation between the latent variables of two assets from the same region but different countries and industries is given by $\alpha^2 + \beta^2$. Similarly, if two assets come from different regions but the same industry, their pair-wise correlation is equal to $\alpha^2 + \delta^2$. The uplift for local industries is only applied if two assets come from the same country and the same industry. The final correlation uplifts are detailed in the *Correlation Framework* table.

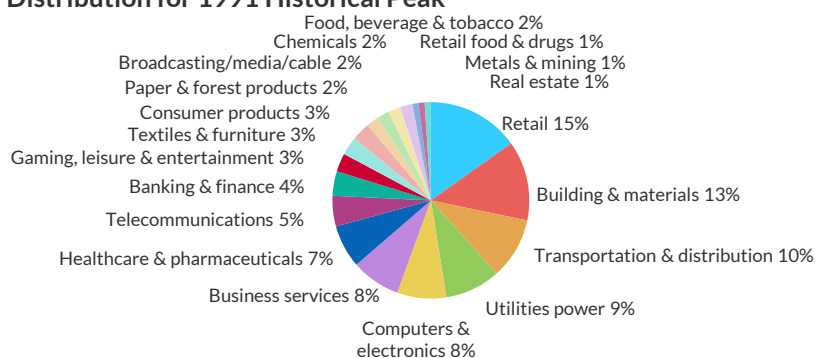
The *PCM Industry Sectors and Industries; Main Countries and Regions* table shows country and industry mapping in the PCM. Every non-EM country is mapped to one of seven regions and one of six industry sectors. The six industry sectors are further broken down into 29 industry classes. Two assets within an industry receive the same uplift in correlation regardless of whether they are within the same country or not. The global industry effect is assumed to dominate the performance of these credits. A good example would be two oil companies that are heavily dependent on the spot price of oil.

Calibration of Industry and Industry Sector Correlation for a US Portfolio

The calibration of the industry correlation model was again based on historical default rates as published in cohort studies. Since the majority share of the data is US-based, the calibration of the intra- and inter-industry correlation assumptions were done for a large randomly selected US portfolio, thereby replicating the cohort portfolios of historical default studies.

The base calibration in the previous section was focused on historical mean and peak default rates. For example, RDR for the 'Asf' rating stress level was expected to cover the historically observed peak default rate. Since the historical peak default rates included some industry concentration this had to be taken into account for calibrating the industry correlation model. While the largest industry concentration was seen in 2001-2002 cohorts, which had a large exposure to telecommunications, previous peak cohorts did not exhibit the same level of concentration. Fitch, therefore, used the less concentrated industry distribution of the 1991 peak cohort as shown in the chart below.

Industry Distribution for 1991 Historical Peak



Source: Fitch Ratings

We used default rates observed for the telecom sector for the period of 2001, 2002 and 2003, during which this sector underwent the most severe stress observed in any corporate sector in the last decade. Our analysis showed during this time, of the 158 US issuers in this sector, 78 defaulted in these three years, yielding a default rate of 49.4%. The rating profile of the sector is shown below:

Rating	BBB-	BB+	BB	BB-	B+	B	B-	CCC	CC	NR
#Issuers	2	2	8	2	12	24	37	39	1	31

Source: Fitch Ratings

The following table shows the RDR produced by PCM for a single sector, equally weighted US portfolio, with a three-year term and a rating distribution as shown above. Issuers that were not rated were assumed to be rated 'BB'. The pairwise correlation levels were 28%. The RDR for the 'Asf' rating stress covers the observed default rate within this sector.

Rating Default Rate Model Output (%)	3 Year
AAA _{sf}	67.7
AA _{sf}	63.3
A _{sf}	53.2
BBB _{sf}	40.5
BB _{sf}	27.9
B _{sf}	19.0
Expected	7.9

Source: Fitch Ratings

The calibration of the industry correlation model was intended to: yield results for the 1991 peak portfolio that were the same or close to RDR levels given by base calibration in the previous section; and produce increases in the RDR and the multiple coverage for industry and sector concentrations when compared to a diverse portfolio. The calibration was based on three benchmark portfolios.

Portfolio One – 1991 Peak

- 300 equally weighted assets with the same term and rating.
- Single-country US portfolio.
- Industry distribution as observed during the 1991 peak cohort.

Portfolio Two – Diverse

- 300 equally weighted assets with the same term and rating.
- Single-country US portfolio.
- Equal share in each of the 29 corporate industries.

Portfolio Three – 30% Industry Concentration

- 300 assets with the same term and rating.
- Single-country US portfolio.
- 30% in banking and finance; remainder diverse across other industries.

Model RDR for 1991 Peak Portfolio

RDR Model Output (%)	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAA _{sf}	47.3	58.7	28.3	39.7	11.7	17.3
AA _{sf}	44.0	54.7	25.7	35.7	10.3	14.7
A _{sf}	38.7	48.7	21.7	30.3	8.0	11.7
BBB _{sf}	32.7	43.0	17.0	25.3	5.7	9.0
BB _{sf}	26.0	35.0	12.7	19.3	3.7	6.0
B _{sf}	21.3	30.0	9.7	15.7	2.7	4.3
Expected	14.0	23.7	5.8	11.8	1.4	3.2

Coverage of Mean

AAA _{sf}	3.4	2.5	4.9	3.4	8.4	5.4
AA _{sf}	3.1	2.3	4.4	3.0	7.4	4.6
A _{sf}	2.8	2.1	3.7	2.6	5.7	3.7
BBB _{sf}	2.3	1.8	2.9	2.1	4.1	2.8

Model RDR for 1991 Peak Portfolio

RDR	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
BBsf	1.9	1.5	2.2	1.6	2.6	1.9
Bsf	1.5	1.3	1.7	1.3	1.9	1.3
Coverage of Peak						
AAAsf	1.2	1.2	1.3	1.4	2.4	1.9
AAsf	1.2	1.1	1.2	1.2	2.1	1.6
Asf	1.0	1.0	1.0	1.1	1.6	1.3
BBBsf	0.9	0.9	0.8	0.9	1.2	1.0
BBsf	0.7	0.7	0.6	0.7	0.7	0.6
Bsf	0.6	0.6	0.5	0.5	0.5	0.5

RDR – Rating Default Rate. Note: Equally weighted portfolio of 300 US assets with correlation assumptions: base 2%; industry sector uplift 2% and industry uplift of 20%.
Source: Fitch Ratings

Model RDR for Diverse Portfolio

RDR	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAAsf	45.0	56.7	26.7	37.7	10.3	16.0
AAsf	42.0	52.7	24.0	34.0	9.3	13.7
Asf	37.0	47.3	20.3	29.0	7.3	11.0
BBBsf	31.3	41.7	16.3	24.7	5.3	8.7
BBsf	25.3	34.3	12.3	19.0	3.7	6.0
Bsf	21.0	29.7	9.7	15.3	2.7	4.3
Expected	14.0	23.7	5.8	11.8	1.4	3.2

RDR – Rating Default Rate. Note: Equally weighted portfolio of 300 US assets with correlation assumptions: base 2%; industry sector uplift 2% and industry uplift of 20%.
Source: Fitch Ratings

The tables show the results for each of the benchmark portfolios with a base level correlation of 6%, an industry sector uplift of 2% and an industry uplift of 20%. For example, two assets in the same industry would have a pair-wise correlation of 28%, while two assets from different industries but within the same industry sector would have a pair-wise correlation of 8%.

As a result of higher intra-industry correlation and sector correlation uplift, the base level correlation for the US was reduced to 6% from the 8% in the examples above, in order to maintain the results from the previous section for portfolio one. The chosen correlation levels closely replicate the results shown in Figure 26. The same correlation assumptions were also applied to the second calibration portfolio which was fully diverse and included an equal share in each of the 29 corporate industries.

Model RDR for Industry Concentrated Portfolio (30% Industry Concentration)

RDR	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAAsf	49.0	60.0	30.7	41.3	13.7	19.3
AAsf	45.7	55.7	27.7	37.0	11.7	16.0
Asf	40.0	50.0	23.0	31.7	8.7	12.3
BBBsf	33.7	43.7	18.0	26.3	6.0	9.3
BBsf	26.7	35.3	13.0	19.7	3.7	6.0
Bsf	21.7	30.0	9.7	15.7	2.7	4.3
Expected	14.0	23.7	5.8	11.8	1.4	3.2

RDR – Rating Default Rate. Note: Equally weighted portfolio of 300 US assets with correlation assumptions: base 2%; industry sector uplift 2% and industry uplift of 20%.
Source: Fitch Ratings

The RDRs for portfolios with sizable industry concentrations are significantly higher compared with a fully diversified portfolio.

Calibration for Regionally Diverse Portfolios

The available default data outside the US is limited and does not prove whether a regionally diverse portfolio would perform differently to a portfolio of only US assets. However, it is Fitch's view that diversification can be achieved across regions. Therefore, the base level correlation for assets from different regions is lowered to four percentage points (pp), with an uplift of 2% for all non-EM regions. This recovers the 6% base level correlation for North America, while giving limited diversification benefit for assets from different regions. The results shown in the tables remain unchanged for an all-US portfolio.

Furthermore, Fitch believes that portfolios concentrated in any single country outside the US could have more volatile default rates than a portfolio diversified across the US. Therefore, the base level correlation in the model for any two non-US assets within the same country is increased by 4%. For example, the pair-wise correlation between two German assets from different industries would be 10%, which compares with the 6% between two similar US assets.

Since western Europe is split into four regions in the PCM the regional benefit, together with the country correlation uplift, balance each other out and results in a portfolio diversified across western European countries being treated similar to an all US portfolio of similar assets. Fitch recognizes that the correlation structure is only a model and, like other models, relies on assumptions. However, the model is designed to differentiate between concentrated and diverse portfolios.

Fitch's corporate correlation assumptions are shown in the *Correlation Framework* table above. The *Model RDR for 1991 Peak Portfolio – Single Country (Non-US)* table and *Model RDR for 1991 Peak Portfolio – Diversified Across Five European Countries* table provide results for the large homogenous and randomly chosen benchmark non-US portfolios, using the full correlation structure.

The *Model RDR for 1991 Peak Portfolio – Single Country (Non-US)* table shows results for a single country portfolio, outside North America, which compares to the *Model RDR for 1991 Peak Portfolio* table. The RDRs are higher for non-US single-country concentrations, reflecting our expectations such portfolios may be subject to more volatile portfolio default rates than a diversified US portfolio.

Model RDR for 1991 Peak Portfolio – Single Country (Non-US)

	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAA _{sf}	56.3	67.0	35.7	47.7	15.7	22.3
AA _{sf}	52.0	62.0	32.0	42.3	13.3	18.7
A _{sf}	45.7	55.0	26.3	35.7	10.0	14.0
BBB _{sf}	37.7	47.7	20.3	29.0	7.0	10.3
BB _{sf}	29.0	37.7	14.3	21.0	4.3	6.3
B _{sf}	23.0	31.0	10.3	16.3	2.7	4.3
Expected	14.0	23.7	5.8	11.9	1.4	3.2

RDR – Rating Default Rate.
Source: Fitch Ratings

The *Model RDR for 1991 Peak Portfolio – Diversified Across Five European Countries* table shows the results for a portfolio with no industry concentrations, which is diversified across western European countries. Here the results are comparable with a diversified US portfolio, as shown in *Model RDR for Diverse Portfolio* table.

Model RDR for 1991 Peak Portfolio – Diversified Across Five European Countries

	Asset Rating: B		Asset Rating: BB		Asset Rating: BBB	
	5 Year	10 Year	5 Year	10 Year	5 Year	10 Year
Model Output (%)						
Peak	38.2	47.9	21.0	28.8	4.9	9.3
AAA _{sf}	49.0	60.7	30.0	41.3	12.7	18.3
AA _{sf}	45.7	56.3	27.0	37.0	10.7	15.7
A _{sf}	40.3	50.0	22.7	31.7	8.3	12.3
BBB _{sf}	33.7	44.0	17.7	26.3	6.0	9.3
BB _{sf}	26.7	35.7	13.0	19.7	4.0	6.0
B _{sf}	21.7	30.3	10.0	15.7	2.7	4.3
Expected	14.0	23.7	5.8	11.9	1.4	3.2

RDR – Rating Default Rate.
Source: Fitch Ratings

Appendix 4: Standard Recovery Rate Assumptions

The assumptions are applied per rating category, e.g. for the 'A+sf' rating level, the assumption shown in the column 'Asf' is applied. In instances where Fitch provided asset-specific RRs and a specific recovery estimate, then the recovery rate assumption will be interpolated based on the assumptions for the recovery estimate, as shown in the *Asset-Specific Recovery Rate Assumptions* table.

Asset-Specific Recovery Rate Assumptions Group 1 and 2

Recovery Rating (%)	AAA _{sf}	AA _{sf}	A _{sf}	BBB _{sf}	BB _{sf}	B _{sf}
RR1 (outstanding: 91-100%)	60	70	80	90	95	95
RR2 (superior: 71-90%)	45	55	65	75	80	85
RR3 (good: 51-70%)	30	35	45	55	60	65
RR4 (average: 31-50%)	10	15	20	25	40	45
RR5 (below average: 11-30%)	0	5	10	15	20	25
RR6 (poor: 0-10%)	0	0	0	0	5	5

Source: Fitch Ratings

Asset-Specific Recovery Rate Assumptions – Group 3

Recovery Rating (%)	AAA _{sf}	AA _{sf}	A _{sf}	BBB _{sf}	BB _{sf}	B _{sf}
RR1	5	10	30	50	70	90
RR2	5	10	20	35	50	70
RR3	0	5	15	25	35	50
RR4	0	0	5	10	20	30
RR5	0	0	0	0	5	10
RR6	0	0	0	0	0	0

Source: Fitch Ratings

For assets without Fitch-assigned recovery rates, recovery assumptions will primarily be based on the seniority of the actual debt instrument and issuer type, as detailed in the *Recovery Rate Assumptions* table. Senior secured loans from non-middle-market entities, issuers with a public rating from Fitch, Moody's or S&P, correspond to "Strong recovery". Senior secured bonds correspond to their named category and senior unsecured bonds correspond to "Moderate recovery". Other debt instruments, including second-lien loans, will commonly be categorised as "Weak recovery". However, where actual recovery experience is less than might be expected for the level of seniority, a lower categorisation may be used in specific cases.

Senior secured loans from Group 1 issuers that do not have a public rating from Fitch, Moody's or S&P will correspond to the "Strong recovery MML" category. Non-senior secured loans from middle market Group 1 issuers will correspond to the "Weak recovery" category. However, for loans from issuers in Group 1 countries that have received a private rating or credit opinion from Fitch and include a Fitch-assigned recovery estimate or recovery rating, the Fitch-assigned recovery estimate or recovery rating will be used to determine a recovery assumption. In the absence of a Fitch-assigned recovery estimate or recovery rating, loans from these issuers will be considered middle-market loans.

US issuers that file for bankruptcy often issue debtor-in-possession (DIP) instruments with instrument recovery expectations likely to be higher than the pre-petition loans from the borrower. As a majority of DIP instruments are expected to perform better than the pre-petition loans of a bankrupt borrower, Fitch will incorporate a recovery assumption in line with an RR of 'RR1', where it identifies a loan as a DIP instrument. The PCM also includes recovery assumptions for sovereign exposures, which may be used for, e.g. state-owned enterprises. The recovery assumptions are published in *Covered Bonds and CDOs Public Entities Asset Analysis Rating Criteria*.

Recovery Rate Assumptions

Recovery Prospects (%)	AAAsf	AAsf	Asf	BBBsf	BBsf	Bsf
Group 1 – US mainly						
Strong recovery	40	50	60	70	75	80
Strong recovery MML	35	40	50	60	65	70
Senior secured bonds	30	35	45	55	60	65
Moderate recovery	10	15	20	25	40	45
Weak recovery	0	0	5	10	15	20
Group 2 – Europe						
Strong recovery	35	40	50	60	65	70
Senior secured bonds	30	35	45	55	60	65
Moderate recovery	10	15	20	25	40	45
Weak recovery	0	0	5	10	15	20
Group 3 – Other						
Strong recovery	5	10	15	20	30	35
Moderate recovery	0	0	5	10	20	25
Weak recovery	0	0	0	0	5	5

MML – Middle market loan.
Source: Fitch Ratings

Group 1

Australia, Bermuda, Canada, Cayman Islands, New Zealand, Puerto Rico, United States.

Group 2

Austria, Barbados, Belgium, Czech Republic, Denmark, Estonia, Finland, France, Germany, Gibraltar, Hong Kong, Iceland, Ireland, Israel, Italy, Japan, Jersey, Latvia, Liechtenstein, Lithuania, Luxembourg, Netherlands, Norway, Poland, Portugal, Singapore, Slovakia, Slovenia, South Korea, Spain, Sweden, Switzerland, Taiwan, UK.

Group 3

Albania, Argentina, Asia Others, Bahamas, Bosnia and Herzegovina, Brazil, Bulgaria, Chile, China, Colombia, Costa Rica, Croatia, Cyprus, Dominican Republic, Eastern Europe Others, Ecuador, Egypt, El Salvador, Greece, Guatemala, Hungary, India, Indonesia, Iran, Jamaica, Kazakhstan, Liberia, Macedonia, Malaysia, Malta, Marshall Islands, Mauritius, Mexico, Middle East and North Africa Others, Moldova, Morocco, Other Central America, Other South America, Other Sub Saharan Africa, Pakistan, Panama, Peru, Philippines, Qatar, Romania, Russia, Saudi Arabia, Serbia and Montenegro, South Africa, Thailand, Tunisia, Turkey, Ukraine, Uruguay, Venezuela, Vietnam.

Asset-Specific Recovery Rate Assumptions

Recovery Rating (%)	Interpolation Boundary	AAAsf	AAsf	Asf	BBBsf	BBsf	Bsf
	100	60	70	80	90	100	100
Group 1 and 2 RR1 (outstanding: 91-100%)	95	60	70	80	90	95	95
	90	55	65	75	85	90	90
	85	50	60	70	80	85	90
Group 1 and 2 RR2 (superior: 71-90%)	80	45	55	65	75	80	85
	75	40	50	60	70	75	80
	70	35	45	55	65	70	75
	65	35	40	50	60	65	70
Group 1 and 2 RR3 (good: 51-70%)	60	30	35	45	55	60	65
	55	25	30	40	45	55	60
	50	20	25	35	40	50	55
	45	15	20	25	35	45	50
Group 1 and 2 RR4 (average: 31-50%)	40	10	15	20	25	40	45
	35	5	10	15	20	35	40
	30	0	5	10	15	30	35
	25	0	5	10	15	25	30
Group 1 and 2 RR5 (below average: 11-30%)	20	0	5	10	15	20	25
	15	0	0	5	10	15	20
	10	0	0	0	5	10	15
Group 1 and 2 RR6 (poor: 0-10%)	5	0	0	0	0	5	5
	0	0	0	0	0	0	0
Recovery Estimate	67	35	42	52	62	67	72

RR – Recovery Rating.
Source: Fitch Ratings

Interpolation Example for Specific Recovery Estimates

In instances where Fitch is provided with a specific recovery estimate by the corporate group, the recovery assumptions will be interpolated between the closest two recovery ratings, based on the 'BBsf' column, which corresponds to the mid-point recovery rate for each RR band. We defined interpolation rows in 5pp increments. The interpolation is linear and based on the closest two rows. The last row in the table shows the resulting recovery rates for a recovery estimate of 67%.

Appendix 5: Fitch IDR Equivalency Map

For the purposes of analysing corporate CDOs, the Fitch IDR is one of the primary drivers of default probability for the underlying portfolio assets. In the absence of an IDR, Fitch will map to the equivalent IDR rating from the security rating of another instrument within the issuer's capital structure. Ratings assigned to guaranteed instruments will only be taken into account to the extent the underlying guarantee relates to the issuer, rather than the specific debt instrument. For example, a guarantee by a parent to a subsidiary, which leads to a higher rating for the debt issued by the subsidiary would be considered. On the other hand, a guarantee provided by a sovereign on the specific bond of a bank would be disregarded when deriving the IDR from the instrument rating.

In the event that Fitch does not provide any ratings or Credit Opinions for the issuer, public or private, we will look to the public ratings provided by Moody's or S&P. To determine the equivalent IDR rating from either Moody's or S&P, Fitch will apply the mapping illustrated below. If there are public ratings provided by both agencies, the lower of the two IDR equivalent ratings will be applied. Otherwise, the sole IDR equivalent rating from either Moody's or S&P will be applied. The IDR equivalent rating for all assets subject to a Negative Rating Watch is the credit rating minus one notch, with a floor of 'CCC-'. This adjustment is made prior to mapping from the issue rating to the IDR equivalent rating.

Fitch may provide a Credit Opinion on the issuer, attribute a rating of 'CCC' to the issuer or, depending on the issuer and/or portfolio characteristics, assume a rating other than 'CCC'. For example, if Fitch is aware that other agencies have a private rating higher than 'CCC+', unrated assets may be considered as 'B-' instead of 'CCC' if the share of unrated assets is sufficiently large to become a driver of the rating. Another example would be if an entity is classified as defaulted by any manager and there is insufficient public information available, Fitch would typically treat such credit exposures as 'D'.

Credit Opinions are generally point-in-time views and are not subject to monitoring or surveillance by the corporates team. CLO managers provide detailed reporting on a monthly basis, including defaulted issuers and issuers treated as 'CCC'. Trustee report data and/or major market- or company-specific events may prompt a reassessment of the Credit Opinion. Credit Opinions are assessed at least annually. If Credit Opinions cannot be assessed because of missing information within the 12-month timeframe, Fitch will assess the asset as a 'CCC' risk until an updated Credit Opinion is performed.

Fitch IDR Equivalency Map from Corporate Ratings

Rating Type	Rating Agency(s)	Issue Rating	Mapping Rule
Corporate family rating long-term issuer rating	Moody's	N.A.	0
Issuer credit rating	S&P	N.A.	0
Senior unsecured	Fitch, Moody's, S&P	Any	0
Senior debt: senior secured or subordinated secured	Fitch, S&P	BBB- or above	0
	Fitch, S&P	BB+ or below	-1
	Moody's	Ba1 or above	-1
	Moody's	Ba2 or below	-2
	Moody's	Ca	-1
Subordinated debt: junior subordinated or senior subordinated	Fitch, Moody's, S&P	B+, B1 or above	1
	Fitch, Moody's, S&P	B, B2 or below	2

N.A. – Not applicable.
Source: Fitch Ratings

The Following Steps Are Used to Calculate the Fitch IDR Equivalency Rating

1	Public Fitch LT IDR or LT IDCO.
2	If Fitch has not issued a LT IDR or LT IDCO, but has an outstanding IFSR, the Fitch IDR Equivalency Rating is one rating notch lower.
3	If Fitch has not issued a LT IDR, LT IDCO or IFSR, but has outstanding corporate issue ratings, the Fitch IDR Equivalency Rating is calculated using the Fitch IDR Equivalency Table.
4	If Fitch does not rate the issuer (LT IDR, LT IDCO, IFSR) or any associated issuance, it determines a Moody's and S&P equivalent to Fitch's LT IDR pursuant to steps 5 and 6.
5a	A public Moody's-issued CFR is equivalent in terms of definition to the Fitch LT IDR; if Moody's has not issued a CFR, but has a public LT issuer rating, this is equivalent to the Fitch LT IDR.
5b	If Moody's has not issued a CFR or LT issuer rating, but has a public insurance financial strength rating, the Fitch IDR Equivalency Rating is one rating notch lower.
5c	If Moody's has not issued a CFR, LT issuer rating or insurance financial strength rating, but has public corporate issue ratings, the Fitch IDR Equivalency Rating is calculated using the Fitch IDR Equivalency Table.
6a	A public S&P-issued ICR is equivalent in terms of definition to the Fitch LT IDR.
6b	If S&P has not issued an ICR, but has an outstanding insurance financial strength rating, the Fitch IDR Equivalency Rating is one rating notch lower.
6c	If S&P has not issued an ICR or insurance financial strength rating, but has public corporate issue ratings, the Fitch IDR Equivalency Rating is calculated using the Fitch IDR Equivalency Table.
7	If both Moody's and S&P provide a public rating on the issuer or an issue, the lower of the two Fitch IDR Equivalency Ratings will be used; otherwise the sole public Fitch IDR Equivalency Rating calculated from Moody's or S&P will be applied provided that if any rating described above is on Rating Watch Negative, the rating will be adjusted down by one rating notch before the Fitch IDR Equivalency Rating is determined.

LT IDR – Long-Term Issuer Default Rating. LT IDCO – Long-Term Issuer Default Credit Opinion. IFSR – Insurer Financial Strength Rating. CFR – Corporate Family Rating. ICR – Issuer Credit Rating.
Source: Fitch Ratings

Appendix 6: Calculation of Fitch WARF and Fitch WARR

The Fitch WARF is a numerical value that describes the weighted average credit quality of the portfolio. Each asset is assigned a numerical value with respect to the credit quality of that particular issuer. Fitch's rating factor scale equates to the 10-year asset default rate used in Fitch's PCM. The first step in calculating the Fitch WARF is to determine the Fitch IDR Equivalency Rating for each collateral obligation in the portfolio, in accordance with the process described in Appendix 5. We then multiply the notional balance of the asset by the Rating Factor associated with the Fitch IDR Equivalency Rating from the *Fitch WARF and WARR Scales* table below and sum these products. Finally, we divide the sum by the total notional balance of the portfolio.

The first step in calculating the Fitch WARR is to determine the recovery factor for each collateral obligation in the portfolio. We then multiply the notional balance of the asset by the recovery factor associated and sum these products. Finally, we divide the sum by the total notional balance of the portfolio. Our WARR for the portfolio is calculated using the recovery estimate value or recovery rating for the issue when available or the 'BBsf' rating stress assumption based upon seniority of the actual debt instrument and issuer type of each asset if a recovery estimate or recovery rating is unavailable. The table below displays the corresponding recovery factor for each instrument and issuer type.

Fitch WARF and WARR Scales

Fitch IDR Equivalency Rating	Rating Factor
AAA	0.136
AA+	0.349
AA	0.629
AA-	0.858
A+	1.237
A	1.572
A-	2.099
BBB+	2.630
BBB	3.162
BBB-	6.039
BB+	8.903
BB	11.844
BB-	15.733
B+	19.627
B	23.671
B-	32.221
CCC+	41.111
CCC	50.000
CCC-	63.431
CC	100.000
C	100.000
Fitch Recovery Classification – Group 1 and 2	Recovery Factor
RR1	95
RR2	80
RR3	60
RR4	40
RR5	20
RR6	5

Fitch WARF and WARR Scales

Fitch Recovery Classification	Recovery Factor
Group 1 – Strong	75
Group 1 – Strong US middle market loan	65
Group 1 – Senior secured bond	60
Group 1 – Moderate	40
Group 1 – Weak	15
Group 2 – Strong	65
Group 2 – Senior secured bond	60
Group 2 – Moderate	40
Group 2 – Weak	15
Group 3 – Strong	30
Group 3 – Moderate	20
Group 3 – Weak	5

WARF – Weighted average rating factor. WARR – Weighted average recovery rate. IDR – Issuer Default Rating.
Fitch IDR Equivalency Ratings of CC, 'C, and D are considered defaulted. Fitch Recovery Factors for Group 3 RR1, RR2, RR3, RR4, RR5 and RR6 are 70, 50, 35, 20, 5, and 0, respectively.
Source: Fitch Ratings

Appendix 7: Default Timings

Share of RDR (%)

Year ^a	WAL-1	WAL-2	WAL-3	WAL-4	WAL-5	WAL-6	WAL-7	WAL-8	WAL-9	WAL-10 and Above
Front-Loaded Default Timing										
1	100	50	50	44	41	37	35	33.5	33	32.5
2	-	50	35	30	27.5	24.5	23.5	22.5	22	21.5
3	-	-	15	13	10.5	10	9	8	7	6
4	-	-	-	13	10.5	10	9	8	7	6
5	-	-	-	-	10.5	10	9	8	7	6
6	-	-	-	-	-	8.5	9	8	7	6
7	-	-	-	-	-	-	5.5	8	7	6
8	-	-	-	-	-	-	-	4	6	6
9	-	-	-	-	-	-	-	-	4	6
10	-	-	-	-	-	-	-	-	-	4
Mid-Loaded Default Timing										
1	100	50	35	30	27.5	9.5	8	7	6	5
2	-	50	50	44	41	24.5	8.5	7.25	6	6
3	-	-	15	13	10.5	37	23.5	8	6	6
4	-	-	-	13	10.5	9.75	35	22.5	6	6
5	-	-	-	-	10.5	9.75	8.5	33.5	22	6
6	-	-	-	-	-	9.5	8.25	7.5	33	21.5
7	-	-	-	-	-	-	8.25	7.25	7	32.5
8	-	-	-	-	-	-	-	7	7	6
9	-	-	-	-	-	-	-	-	7	6
10	-	-	-	-	-	-	-	-	-	5
Back-Loaded Default Timing										
1	100	50	30	20	16	13	10	-	-	-
2	-	50	35	22.5	17	14	12.5	10	-	-
3	-	-	35	27.5	17	14	12.5	12.5	10	-
4	-	-	-	30	25	14	12.5	12.5	12.5	10
5	-	-	-	-	25	22.5	12.5	12.5	12.5	12.5
6	-	-	-	-	-	22.5	20	12.5	12.5	12.5
7	-	-	-	-	-	-	20	20	12.5	12.5
8	-	-	-	-	-	-	-	20	20	12.5
9	-	-	-	-	-	-	-	-	20	20
10	-	-	-	-	-	-	-	-	-	20

^aWe use these annual default curves and interpolate quarterly assumptions in our cash flow modelling. Within those interpolations, the WAL of the portfolio is rounded to the nearest quarter to determine the corresponding default timing curve. These quarterly default curves are available in Fitch's Portfolio Credit Model. RDR – Rating Default Rate. WAL – Weighted average life.

Source: Fitch Ratings

Appendix 8: Allocation of Defaults to Reinvestments

The table below illustrates how defaults are allocated to reinvestments. The example consists of a portfolio with an eight-year bullet maturity and a 30% default rate, applied over a mid-loaded default timing scenario. For simplicity, Fitch assumes USD10 of recovery proceeds are received and reinvested in year four.

The periodic default rate relative to the outstanding, rather than initial, performing balance of the portfolio is used to derive defaults in the reinvestment portfolio. Accordingly, the relative default rate applied to the remaining original portfolio from year four onward, when reinvestment occurs, is also applied to the reinvestment portfolio.

The relative default rate on the remaining portfolio from year four onward is equal to the sum of the portions of the initial 30% default rate applied in years four to eight (6.8%, 10.1%, 2.3%, 2.2% and 2.1% for a total of 23.3%) divided by the remaining portfolio balance in year four. This indicates a relative default rate on the remaining portfolio of $23.3/93.3 = 25\%$. This 25% default rate is then applied to the reinvestment portfolio over years four to eight, as displayed in row h in the table below.

Default Methodology Example

Row	Calculation								
a	Total default rate (%)	30.0	-	-	-	-	-	-	-
b	Year	1	2	3	4	5	6	7	8
c	Default timing (% of initial portfolio)	7.00	7.25	8.00	22.50	33.50	7.50	7.25	7.00
d	Outstanding performing portfolio (USD)	100.0	97.9	95.7	93.3	86.6	76.5	74.3	72.1
e	(c)x(a) Periodic default rate (% of initial portfolio)	2.1	2.2	2.4	6.8	10.1	2.3	2.2	2.1
f	(e)/(d) Periodic default rate (% of outstanding portfolio)	2.1	2.2	2.5	7.2	11.6	2.9	2.9	2.9
g	Outstanding reinvestment portfolio (USD)	-	-	-	10.0	9.3	8.2	8.0	7.7
h	(g)x(f) Default amount using periodic default rate (USD)	-	-	-	0.7	1.1	0.2	0.2	0.2

Source: Fitch Ratings

Appendix 9: Sample Asset Manager Operational Assessment

Agenda

Organisation

- Firm background, legal/ownership structure overview.
- Assets under management (AUM) & business lines overview.
- CLO issuance strategy.
- Staffing summary.

CLO Portfolio Management and Loan Investment Process

- Team structure and process:
 - Team composition – number of portfolio managers (PMs)/analysts/support staff.
 - Profile of key executives and PMs.
 - PM/analyst responsibilities, lines of communication, frequency of team meetings.
 - Team workload – number of credits per analyst; division of labour between junior and senior analysts.
 - Articulation of loan investment process.
 - Asset screening/deal flow.
 - Credit write-up example.
 - Investment committee (composition, authority and approval process).
 - Overview of CLO management strategy and positioning.
- Loan monitoring:
 - Analyst responsibilities.
 - Processing of public information and quarterly filings.
 - Use of third-party information or proprietary technology to support credit analysis.
 - Frequency of credit meetings (scheduled or ad hoc).
 - Frequency of full portfolio reviews.
 - Internal process for managing credits.
 - ♦ Determining buy/sell, internal scoring/ratings.
 - ♦ Early-warning system, sale indicators.
 - ♦ Distressed credits.
- Portfolio Management Tools:
 - Overview of front-end system, other PM reports (demo or screenshots).
 - Strategies for portfolio optimisation (overview of current or future technology).
 - Overview of proprietary or third-party applications.
 - Interaction between PMs/credit team and systems and tools used.
 - Planned enhancements.

Technology/CLO Administration

- IT infrastructure and staff overview:
 - In-house vs. outsourced functions (CLO specific)
- Front/middle/back office systems integration:
 - Overview of key individuals and roles.
 - CLO compliance monitoring.
 - Pre-trade compliance process and PM communication with operations team.
 - Trustee monitoring (data files, frequency, reconciliation process); parallel testing of hypothetical trades.
 - Data feeds used for pricing, ratings, etc.
- Disaster recovery and business resumption plans:
 - Backup routines.
 - Overview of plan in the event of business disruption.
 - Cybersecurity measures.

Procedures and Controls (Specific to CLO Operations)

- Internal audit process.
- External audits, recent SEC examinations and material findings.
- Review frequency of policies and procedures manuals.

Appendix 10: RRR Interpolation Grids for Market Standard European Leveraged Loan CLOs and US Middle-Market CLOs

European CLOs and US middle-market CLOs include a matrix of different combinations of WARR, WARF and WAS covenants. Due to the size of the matrix it is not feasible for Fitch to create a bespoke stress portfolio for each WARR point. To analyse the covenant matrix, Fitch would create an interpolation table based on the minimum required senior secured exposure under the transaction documents. The *CLO RRR Grid for WARR<50%* table and the *CLO RRR Grid for WARR≥50%* table show the interpolation tables for a typical European or US middle market CLO transaction with at least 90% senior secured exposure.

For example, for a WARR covenant of 62.5% the RRR value for each rating stress would be interpolated as a midpoint between RRRs for a WARR of 60% and 65%. The 'BBBsf' RRR for the 62.5% WARR covenant will be 55.25%, i.e. the average between 52.0% and 58.5%, which are the 'BBBsf' RRR levels for the 60 WARR and 65 WARR shown in *CLO RRR Grid for WARR≥50%*.

CLO RRR Grid for WARR<50%

WARR Covenant (%)	0	5	10	15	20	25	30	35	40	45
AAA	0.00	0.00	0.00	0.70	2.60	4.30	6.10	7.90	9.70	14.40
AA	0.00	0.00	1.40	3.40	5.70	7.80	9.90	12.30	14.70	19.40
A	0.00	0.00	3.20	6.20	8.90	11.50	14.10	16.90	19.90	25.40
BBB	0.00	0.00	4.80	8.90	12.20	15.20	18.30	21.70	25.00	32.00
BB	0.00	4.60	9.70	14.60	20.00	25.10	29.50	34.60	40.00	44.60
B	0.00	4.90	12.00	18.00	23.70	29.10	34.00	39.40	44.90	50.00
CCC	0.00	4.90	12.00	18.00	23.70	29.10	34.00	39.40	44.90	50.00

RRR – Rating Recovery Rate. WARR – Weighted average recovery rate.
Source: Fitch Ratings

CLO RRR Grid for WARR≥50%

WARR Covenant (%)	50	55	60	65	70	75	80	85	90	95
AAA	19.00	23.30	29.00	33.50	36.70	40.50	44.90	50.30	54.30	59.50
AA	24.20	29.00	34.50	39.50	44.00	48.70	53.80	59.50	64.10	69.40
A	31.40	36.60	43.50	49.50	54.00	57.90	63.40	69.20	74.20	79.50
BBB	38.70	44.30	52.00	58.50	63.50	67.00	72.80	78.70	83.70	89.10
BB	49.50	54.10	58.70	63.80	68.70	73.30	78.50	84.40	89.00	94.40
B	54.90	59.40	64.00	68.60	73.40	77.70	82.60	87.10	91.40	94.90
CCC	54.90	59.40	64.00	68.60	73.40	77.70	82.60	87.10	91.40	94.90

RRR – Rating Recovery Rate. WARR – Weighted average recovery rate.
Source: Fitch Ratings

For a US BSL CLO that includes a Fitch WARR covenant, a committee may decide to use the tables above or an alternative grid that is based on the anticipated recovery distribution for the US BSL CLO. The alternative grid will be disclosed in the transaction's rating publication.

Appendix 11: Fitch Reporting

The publication of Fitch's analytical inputs in the regular CLO reporting for investors further strengthens our core principles – objectivity, independence, integrity, and transparency. The following is a list of asset-specific and portfolio attributes.

- Fitch Long-Term IDR (LT IDR) or Long-Term Issuer Default Credit Opinion (LT IDCO^a), Watch or Outlook status and effective date, if publicly available.
- Fitch RR or Credit Opinion RR if publicly available.
- Fitch Industry classification, if publicly available.
- Fitch IDR Equivalency Rating^b.
- Fitch Rating Factor in line with Appendix 6.
- Fitch Recovery Classification in line with Appendix 6.
- Fitch Recovery Factor in line with Appendix 6.
- Current Fitch WARF in line with Appendix 6.
- Maximum Fitch WARF test covenant, if applicable.
- Current Fitch WARR in line with Appendix 6.
- Minimum Fitch WARR test covenant, if applicable.
- Total notional balance of assets with a Fitch IDR or IDCO of 'CCC+' or lower.
- Concentration of assets with a Fitch IDR or IDCO of 'CCC+' or lower expressed as a percentage of all assets.
- Total notional balance of assets with a Fitch IDR Equivalency Rating of 'CCC+' or lower.
- Concentration of assets with a Fitch IDR Equivalency Rating of 'CCC+' or lower expressed as a percentage of all assets.
- Largest Fitch industry concentration expressed as a percentage of all assets.
- Second-largest Fitch industry concentration expressed as a percentage of all assets.
- Third-largest Fitch industry concentration expressed as a percentage of all assets.
- Notional balance of asset.
- Asset maturity date.
- Asset name.
- Asset identifier (CUSIP, ISIN, LX ID, LIN, or FIGI).
- Obligor name.
- Total notional balance of all assets.
- Total balance of cash.
- Eligible investments.
- Total notional balance of defaulted assets.
- Concentration of defaulted assets expressed as a percentage of all assets.

^aFitch IDCO should be shown in lower case with an asterisk. For example, "b-*".

^bCollateral obligations have a Fitch IDR Equivalency Rating

Appendix 12: US Middle Market CLO Asset Level Information

Information for Assignment of Issuer Credit Opinions:

The following issuer specific information is typically provided by the CLO asset manager to Fitch at least annually and is used by Fitch's corporate group to assign point in time Credit Opinions that are an input into the CLO note rating analysis for US Middle Market CLOs.

1. Credit agreement and amendment documents since acquiring collateral obligations or since last submission for credit opinion update; intercreditor agreement if applicable
2. For financial Institutions and Insurance issuers, three years of audited financials. Audited financials should be audited by an accounting firm registered with and in good standing with the Public Company Accounting Oversight Board (PCAOB).
3. For issues in other industries, audited & interim financial statements since latest submission
4. Covenant compliance since latest submission

Fitch may require additional information/documentation to complete the analysis.

Notification Events;

The CLO asset manager should provide notice to Fitch upon occurrence of any of the following list of events. Notifications should indicate the issuer name and specify the type of event that has occurred. Updated information received from these notices may be used to complete analysis for a new point-in-time Credit Opinion.

1. Failure to pay principal or interest when due
2. Reduction or forgiveness of any principal amount of the collateral obligation
3. Reduction or increase in interest rate by borrower of the collateral obligation, not provided for in the original credit agreement
4. Permission to defer or capitalize interest due on the collateral obligation unless permitted in the initial credit agreement
5. Maturity extension of collateral obligation
6. Restructurings, new debt issues, repayment of debt by borrower of the collateral obligation
7. Significant sales or acquisitions by borrower of the collateral obligation
8. A breach or waiver of covenants under the collateral obligation
9. Any other material amendment, consent, modification or waiver of the terms in the credit agreement

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Structured Finance CDOs Rating Criteria

Sector-Specific Criteria

Scope

This criteria report outlines the global framework that Fitch Ratings uses to assign and monitor ratings on structured finance collateralised debt obligations (SF CDOs) backed by portfolios of mixed asset types which include securitised products such as ABS, RMBS, CMBS and CDO. These criteria are used in conjunction with the related criteria listed on page 2. The analysis of CDOs where collateral is predominantly U.S. commercial real estate loans (CREL), is addressed in Fitch's [U.S. and Canadian Multiborrower CMBS Rating Criteria](#).

Key Rating Drivers

The ratings of SF CDO transactions are based on various key rating drivers. These drivers determine the appropriate ratings and drive the implementation of certain rating caps. The SF CDO criteria are based heavily on the experience of the global financial crisis when a few asset classes suffered a disproportionate amount of defaults.

Portfolio composition weighs more heavily than other rating drivers. In addition, as transactions season and/or concentrations increase over time, different rating drivers such as asset credit quality and seniority may have greater weighting.

Asset Credit Quality: An asset's individual rating is the main parameter for its likelihood of default. Fitch uses the five-year probability of defaults (PDs) which are applied to corporate issuers and can be found in the *CLOs and Corporate CDOs Rating Criteria*. Observed over a long term and broad sample, default probabilities for a given rating should be similar for a corporate and a structured finance asset.

Portfolio Composition: High default correlation results in a higher portfolio default rate for a given confidence interval. Higher-rated notes must be able to withstand a wider range of defaults with a higher correlation. In Fitch's SF Portfolio Credit Model (SF PCM), correlation is driven by both the sector and the geographical concentration of the underlying assets.

Fitch will generally apply a rating cap for transactions where a majority (over 50%) share of the performing collateral is from the same sector in the same country, with the few exceptions listed under the section titled "Correlation Framework – Benchmarking to Historical Default Rates".

Asset Seniority: Recovery rates for defaulted assets are primarily driven by an underlying asset's seniority within its respective capital structure. Senior notes have higher recovery rate assumptions than non-senior notes.

In addition, for non-senior notes, the model would test whether a hypothetical note above the non-senior note would default. If so, the model would apply a zero recovery to that non-senior note.

Asset Types and Transaction Structure: For asset types observed in SF CDOs historically, Fitch assumes terms on the underlying notes based on SF sectors as detailed in this report. Fitch models the transaction structure as it is described in the transaction documents and applies the stresses as set out in the *Global Structured Finance Rating Criteria*.

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This report replaces the report entitled Structured Finance CDOs Surveillance Rating Criteria, dated 17 September 2021.

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Overview

In analysing SF CDO transactions, Fitch will first analyse the portfolio using the SF functionality in PCM and do cash flow modelling by using the most appropriate model for the transaction structure (for example, [Fitch's Multi-Asset Cash Flow Model \(CFM\)](#) or Fitch's Global CLO CFM).

Some of the analytical elements described in this report are no longer relevant for distressed transactions or for transactions backed by very small and/or highly concentrated portfolios. For those transactions with a majority of the portfolio rated at distressed rating levels, or for sequential deals where Fitch observes a lack of cashflow diversion, Fitch may only run the SF PCM.

In addition, for these transactions or for transactions backed by small and/or highly concentrated portfolios, a look-through analysis of the individual assets may be used in place of or as a complement to SF PCM. For example, Fitch may look at whether there are sufficient assets at a specific rating or higher to support a certain note rating.

Rating Determination

SF CDO ratings are determined by a rating committee that considers the model-implied rating (MIR) in its determination process.

The rating committee may determine a rating in the range of 'Cs' to 'B-' based on Fitch's rating definitions. For example, a 'CCC+' rating would be assigned if the committee believes there to be a 'real possibility of default', while a 'B-' rating would reflect a 'limited margin of safety'.

For new ratings, the committee can assign ratings that are up to one notch higher or three notches lower than the MIR if:

- Any excluded cash flow scenarios do not reflect Fitch's immediate expectations; or
- for ratings assigned below the MIR, the committee has concerns about the magnitude of the difference between the break-even default rate (BDR) and the hurdle rate at the MIR.

For existing ratings, the committee can assign ratings that are up to three notches higher or three notches lower than the MIR if:

- The committee believes there is a significant likelihood that a rating action may be reversed in the near term due to potentially volatile performance; or
- The committee has concerns about specific sectors/issuers that the committee believes are not adequately addressed under the methodology; or
- Certain cash flow scenarios do not reflect Fitch's immediate expectations. An example may be the scenarios associated with rising interest rates in a very low or negative interest rate environment; or
- The committee has concerns about the magnitude of the difference between the BDR and the hurdle rate at the MIR.

Specific examples of deviation from the MIR in surveillance include the following.

- The committee could decide not to upgrade to the MIR if the transaction is exposed to significant concentration risk. The committee would base the decision to assign a different rating from the MIR on sensitivity analysis, which assumes additional stresses for one or more of the largest performing obligors.
- The committee expects near-term asset paydowns to counter credit deterioration, maintaining the rating above the MIR. The committee would base the rating decision on sensitivity analysis that incorporates, for example, historically observed pre-payment spikes.
- The committee could also assign a different rating from the MIR or change the rating Outlook or Rating Watch on the basis of a sensitivity analysis, which incorporates additional stresses to certain issuers and/or sectors. This may occur if the committee believes these issuers and/or sectors may be subject to near-term performance volatility that is not adequately addressed under the standard recovery and default assumptions.

Related Criteria

[Global Structured Finance Rating Criteria \(November 2024\)](#)

[CLOs and Corporate CDOs Rating Criteria \(July 2023\)](#)

[Structured Finance and Covered Bonds Counterparty Rating Criteria \(November 2023\)](#)

[Structured Finance and Covered Bonds Counterparty Rating Criteria: Derivative Addendum \(November 2023\)](#)

[Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria \(October 2024\)](#)

Related Model

[Fitch Portfolio Credit Model](#)

Model-Implied Rating

Represents the highest rating at which the note is passing all stress scenarios in the modelling. When a cap is applied, the MIR is the lower of the model output and the rating cap.

Final ratings are ultimately assigned by a rating committee that may consider other factors based on the specific situation of the underlying assets. Any transaction-specific variations from the assumptions outlined in this criteria report will be disclosed in the related rating action commentary.

Quantitative Models and Assumptions

Fitch's primary model in assessing the key rating drivers of SF CDOs is its SF PCM. The model is updated from time to time, and a release log is maintained on the website to indicate the updated features and assumptions. A description of the data used to derive the assumptions of the Fitch SF PCM is listed in the appendix and within the respective sections discussing the rating drivers.

For more details on the PCM's modelling framework see Fitch's *CLOs and Corporate CDOs Rating Criteria*.

Asset Credit Quality

Asset Default Probabilities

Fitch uses an asset's individual rating as the primary determinant of that asset's expected default probability.

For the default probabilities of SF assets, we use the default rates for corporate assets with terms of five years as set out in the *CLOs and Corporate CDOs Rating Criteria*.

Corporate asset default probabilities are developed from the default data of a wide spectrum of corporate entities spanning several decades and covering several economic cycles, an observation period longer than is available for SF assets. As the confidence levels are based on the probability of defaults ("PDs"), we also use the same confidence level for a five-year term as used in the *CLOs and Corporate CDOs Rating Criteria*.

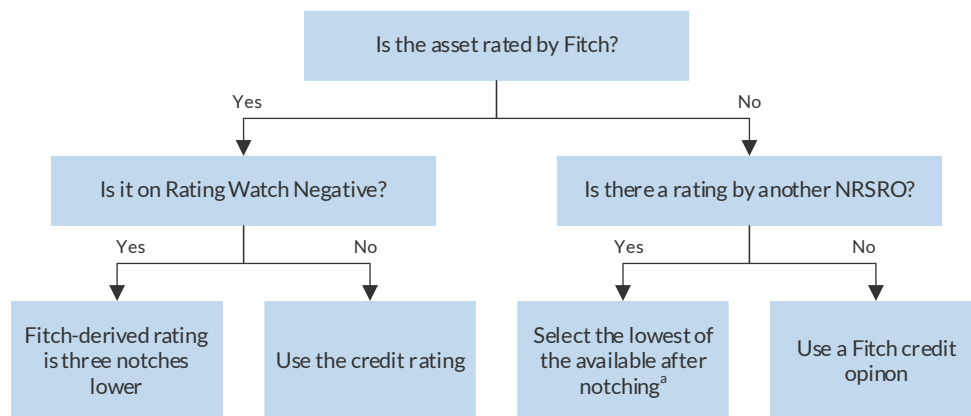
Corporate asset default probabilities are seen as a good proxy for structured finance default probabilities as the two are comparable other than during the global financial crisis. The lesson from the financial crisis was that SF assets are more volatile and highly correlated than corporate assets. To capture this volatility, we apply the correlation stresses described in the next section that increase the portfolio default rates under higher rating categories.

We use a term of five years because, for SF assets, the ratings typically already take into account the remaining life of the transaction. For example, for leveraged loan CLOs the enhancement or ratings are different if the transaction weighted average life ("WAL") test is different. A longer WAL test would lead to higher enhancement and/or lower ratings compared to transactions with a shorter WAL test.

Additional Considerations

The approach calls for the use of a Fitch rating where available. Where a particular asset is not rated by Fitch, the lowest of the ratings assigned by the other rating agencies will be applied, as shown on the chart below. If an asset carries a Negative Rating Watch (or equivalent), the credit rating will be reduced by an assumed three notches for the purpose of determining the appropriate input default probability.

Fitch-Derived Rating Structure



^a If a rating is on Rating Watch Negative by any nationally recognised statistical rating organisation, Fitch adjusts the rating down by three notches before selecting the lowest of the available ratings.

Source: Fitch Ratings

For non-publicly rated assets, Fitch will assume a 'CCCs' rating unless a higher, or lower, rating is warranted in the rating committee's opinion, based on information in the public domain and/or collateral manager discussions.

The SF PCM treats SF bonds rated 'CCs' and 'Cs' as 'Ds', consistent with Fitch's annual transition and default studies, which consider bonds at these rating levels impaired or nearly defaulted.

In instances where a sector is experiencing volatility and/or with ratings Under Criteria Observation, alternative adjustments may apply. In addition, ratings on assets or sectors with a Negative Rating Outlook may be lowered based on discussions with the underlying asset rating groups. Several scenarios with respect to the severity of potential negative migration of the underlying assets with a Negative Rating Outlook may be considered.

Portfolio Composition

Correlation Framework – Benchmarking to Historical Peak Default Rates

Although the long-term average annual global SF default rates are expected to be commensurate with those of corporate debt, the SF sector shows greater variability around this annual average, particularly when looking within a single sector. This increased volatility and the clustering of defaults are indicative of the high level of correlation inherent in portfolios of SF assets; it is reflected in the calibration of the SF correlation framework.

Fitch uses the correlation input to express its credit view on a portfolio concentrated in the historically worst-performing SF sector, subprime RMBS, and then estimates benefits for diversification across SF sectors and the countries of the assets' origin.

The SF PCM output is defined in terms of the rating default rate (RDR). The RDR varies for rating cases and can be interpreted as the level of portfolio defaults that must be protected against to achieve a particular rating. Therefore, the 'Asf' RDR represents the level of defaults that a note is able to withstand to achieve an 'Asf' rating.

Fitch's credit view is that CDO notes rated 'Asf' or above should be protected against historical peak levels of defaults. Therefore, the SF PCM should generally produce an 'Asf' RDR level at or above the potential peak.

For the base calibration, Fitch used a portfolio of 100 'BBBs' rated assets. Fitch's default studies track performance data by cohorts, defined as a static pool of bonds with ratings outstanding at the beginning of the year. For SF bonds, Fitch tracks the impairment rate, which includes a downgrade to a 'CCs' and lower rating and represents defaults and near defaults. The Fitch framework was established using 70% as the target SF PCM RDR at the 'Asf' rating level for a

single-country, single-sector portfolio of 'BBBsf' rated assets. This 'Asf' RDR level implies an 80% correlation of default between a pair of assets from the same-country and same-sector.

An upward revision of the target RDR would result in a correlation approaching 100%, treating the portfolio as if it were one asset. This treatment would mask even minimal levels of idiosyncratic risk inherent in the portfolio. While it is appropriate to have high correlation to properly account for high volatility of portfolios concentrated in the same country and sector, some level of performance differentiation between the assets should remain. The correlation target balances the high degree of the systematic risk present in a concentrated portfolio with protecting subordinate classes against some minimum level of idiosyncratic risk.

With this in mind, Fitch will apply a rating cap for transactions where a predominant (>50%) share of the performing collateral is represented by same-sector of assets from a single country and non-senior bonds. In such transactions, Fitch will limit the rating of the notes to a maximum uplift of six notches above the average rating of the assets. In addition, consideration will be given to portfolios with excessive obligor concentration risk.

This rating cap will not apply to senior notes that are likely to be paid in full within the next year, which are largely covered by cash and eligible investments available in the principal collection account, or in transactions where a look-through analysis of the underlying portfolio supports a higher rating.

Correlation Framework

SF base correlation	Country add-on	Sector add-on	Total correlation (%)
SF Asset +20%	Same Country +10%	RMBS +50%	80
		CMBS +50%	80
		Consumer ABS ^a +50%	80
		Commercial ABS ^b +50%	80
		Corporate CDOs ^c +50%	80
	Different Country +0%	RMBS, Consumer ABS, Commercial ABS +10%	30
		CMBS +50%	70
		Corporate CDOs +50%	70

^a Consumer ABS includes subsectors such as credit card assets and auto loans assets.

^b Commercial ABS includes subsectors such as trade receivables and equipment leasing assets.

^c Corporate CDOs includes subsectors such as SME CLOs, broadly-syndicated loan ("BSL") CLOs, and Middle-Market Loan ("MML") CLOs.

Source: Fitch Ratings.

Fitch recognises the benefit of diversification across countries and SF sectors by lowering correlation between a pair of assets from different countries and sector groups. At each potential level of diversification, Fitch sought to estimate the impact such diversification may have on influencing the portfolio default rate. This approach does not seek to predict future peak portfolio default rates, but, rather, it expresses a relative view of diversification benefit. Fitch's correlation framework is summarised in the table above.

Diversification Benefit One: Sector Diversification

Sector diversification recognises that assets from different sectors show different default statistics due to different risk factors driving the probability of default. The approach divides SF assets into five broad sectors, as shown in the table below. Fitch considers residential real estate investment trusts (REITs) to be part of the RMBS category, and commercial REITs and commercial real estate loans (CRELs) as part of the CMBS category.

Structured Finance Portfolio Credit Model (SF PCM) Categories

1	RMBS
2	CMBS
3	Consumer ABS
4	Commercial ABS
5	Corporate CDOs

Source: Fitch Ratings.

Diversification Benefit Two: Geographic Diversification

A portfolio diversified across countries reduces the correlation among the assets due to different economic risk factors driving the underlying assets. This is reflected in the correlation framework by reducing the correlation for different country assets. For example, two same-country RMBS assets would have 80% correlation, but two different-country RMBS assets would have only 30% correlation.

Asf and AAAsf Rating Default Rate Levels for Selected Portfolios

(%, Sample of portfolios consisting of 100 BBBsf rated assets)

Portfolio	Geographical Composition	Sector Composition	Portfolio Correlation	Asf RDR	AAAsf RDR ^a
1	Single country	Single sector (RMBS, CMBS, Corporate CDOs, or ABS ^b)	80	71	98
2		Equally distributed among three SF sectors (RMBS, CMBS, ABS ^b)	52	36	62
3		Equally distributed among four SF sectors (RMBS, CMBS, ABS ^b and corporate CDOs)	47	33	56
4	Mixed country (equally distributed among three countries)	Single sector (RMBS or ABS ^b)	52	35	60
5	Highly diversified (equally distributed among 10 countries)	Equally distributed among three SF sectors	33.5	25	40

^a Fitch is unlikely to assign ratings in any rating category where the model rating default rate (RDR) output exceeds 90%.

^b ABS refers to consumer ABS or commercial ABS.

Source: Fitch Ratings

The tables below show model RDR and rating loss rate (RLR) output for concentrated portfolios across various credit qualities. Each portfolio consists of 100 assets concentrated in a single sector and country. For instance, in a 'AAAsf' rating case, the RDR of an equally distributed portfolio of 100 non-senior assets rated 'BBBsf' would be 93%.

Rating Default Rate – Single-Sector Portfolio

Rating of assets (%)	AAAsf		AAAsf	Asf	BBBsf	BBsf	Bsf
	Senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior
Rating case							
AAAsf	36.0	36.0	70.0	91.0	98.0	100.0	100.0
AAAsf	17.0	17.0	49.0	79.0	93.0	100.0	100.0
Asf	3.0	3.0	18.0	46.0	71.0	98.0	100.0
BBBsf	0.0	0.0	2.0	12.0	31.0	82.0	98.0
BBsf	0.0	0.0	0.0	1.0	4.0	36.0	77.0
Bsf	0.0	0.0	0.0	0.0	0.0	9.0	40.0

Source: Fitch Ratings

Rating Loss Rate — Single-Sector Portfolio

Rating of assets (%)	AAAsf		AAsf	Asf	BBBsf	BBsf	Bsf
	Senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior
Rating case							
AAAsf	18.0	32.4	67.2	89.3	97.6	99.8	100.0
AAsf	6.8	14.5	44.2	74.5	91.4	99.0	100.0
Asf	0.9	2.4	15.0	40.2	66.2	92.4	99.6
BBBsf	0.0	0.0	1.8	9.5	25.8	68.8	93.8
BBsf	0.0	0.0	0.0	0.6	2.6	23.0	60.4
Bsf	0.0	0.0	0.0	0.0	0.0	5.0	26.1

Source: Fitch Ratings.

The tables below show model RDR and RLR output for highly diverse portfolios across various credit qualities. Each portfolio consists of 100 assets from ten different countries and three sectors.

Rating Default Rate — Highly Diverse Portfolio

Rating of assets (%)	AAAsf		AAsf	Asf	BBBsf	BBsf	Bsf
	Senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior
Rating case							
AAAsf	10.0	10.0	20.0	30.0	40.0	66.0	84.0
AAsf	6.0	6.0	15.0	25.0	34.0	59.0	79.0
Asf	3.0	3.0	8.0	16.0	25.0	49.0	70.0
BBBsf	1.0	1.0	3.0	8.0	14.0	36.0	57.0
BBsf	0.0	0.0	1.0	3.0	6.0	21.0	41.0
Bsf	0.0	0.0	0.0	1.0	3.0	13.0	29.0

Source: Fitch Ratings

Rating Loss Rate — Highly Diverse Portfolio

Rating of assets (%)	AAAsf		AAsf	Asf	BBBsf	BBsf	Bsf
	Senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior	Non-senior
Rating case							
AAAsf	5.0	9.0	19.0	29.4	38.5	62.8	81.9
AAsf	2.4	5.1	13.3	23.5	32.7	55.0	75.8
Asf	0.9	2.4	6.6	14.0	23.0	43.2	65.2
BBBsf	0.2	0.8	2.8	6.5	12.3	30.3	51.3
BBsf	0.0	0.0	0.6	2.2	4.8	15.2	33.2
Bsf	0.0	0.0	0.0	0.6	2.1	8.2	21.6

Source: Fitch Ratings

Obligor Concentrations

Portfolios with a small number of assets, or those for which individual asset balances represent a disproportionate exposure within the portfolio, carry the risk that portfolio performance may be adversely affected by a few assets that may underperform relative to statistics suggested by their ratings. The basic model framework is already sensitive to obligor concentrations in that, as portfolios contain fewer assets, all else being equal, the portfolio default rate increases.

If a portfolio contains a very small number of assets and/or a very small number of assets represent a disproportionate amount of the overall portfolio balance, a look-through analysis of the individual assets may be used in place of SF PCM or as a complement to the PCM results.

Similar methodology (overlaying SF PCM results with analysis of a minimum number of discrete defaults) may be applied for rating liabilities with ratings lower than underlying asset ratings for portfolios with high correlation. For example, a portfolio with 'BBBsf' rated assets from the same country of origin and same sector resulting in 80% correlation, would increasingly behave as a single asset, leading to low SF PCM RDRs at 'BBsf' and lower rated levels. For these levels, SF PCM output may be complemented by the steps described above. Any alternative or sensitivity scenarios will be detailed in transaction-specific rating action commentary.

In addition, for senior assets from an obligor that makes up a high concentration in a portfolio, Fitch may apply a haircut to the recoveries of those assets as a sensitivity to cover for idiosyncratic risk.

Portfolio Default Distribution

Using input default probability and correlation assumptions described above, the SF PCM generates a portfolio default distribution. The SF PCM approach is consistent with the corporate PCM approach, which sets target default probabilities for rating cases in the 'BBBsf' and lower rating categories equal to input default probabilities for the same-level rating categories. For the rating categories 'AAAsf', 'AAsf' and 'Asf', target default probabilities are set at levels lower than the input default probabilities because the sample size of data cohorts for these rated categories contained fewer observations relative to other observed cohorts. Therefore, it is prudent to reduce the target default probability, or raise the threshold, when determining the level of support necessary to achieve high investment-grade ratings. The effect of a lower default tolerance for these ratings is an increase in loss and default assumptions at these ratings.

Asset Seniority

Structured Finance Recoveries

The most appropriate determinant for the recovery of the tranche is its position in the liability structure of its respective transaction (seniority). A tranche may be classified as senior only if it is the most senior tranche in a structure or pro rata (for losses) to the most senior tranche in a structure. A security will not be considered senior if there is an unfunded portion of the asset portfolio ranking senior to the security.

For senior SF bonds, Fitch assumes 90% recovery for rating cases at 'Bsf' and below, which are then tiered down to 80% at the 'BBBsf' case and 50% at the 'AAAsf' case, as seen in the below table. The assumption for non-senior tranches is 45% for rating cases at 'Bsf' and below, which is tiered down to 25% at the 'BBBsf' case and 10% at the 'AAAsf' case.

These standard recovery assumptions are applied to non-senior tranches in the SF PCM when a hypothetical tranche above the non-senior tranche does not default in a given scenario. A zero recovery is assigned to a non-senior tranche in the portfolio if its hypothetical senior tranche defaults in a given scenario. See the Liability Structure and Recovery Rates section below for further explanation. Note that a committee may turn off the zero recovery treatment if the committee decides that at the time the rating is assigned, the note is the senior-most note in its transaction and the note does not pose tail end risk.

Recovery Assumptions

Seniority	Rating case(%)					
	AAAsf	AAsf	Asf	BBBsf	BBsf	Bsf
Senior ^a	50	60	70	80	85	90
Non-senior	10	15	20	25	40	45

^a Senior is defined as the most senior tranche in a structure at transaction close or pro rata (for losses) to the most senior tranche.
Source: Fitch Ratings.

Liability Structure and Recovery Rates

The repayment of interest and principal in SF assets is typically sequential, meaning the most senior tranches are paid first. Likewise, losses are typically allocated in a reverse-sequential order. Therefore, when a tranche defaults, it is highly likely that all tranches ranking junior to it will have experienced a complete loss. When an SF asset comes from a transaction which is not sequential, or for unusual SF transaction structures, adjustments may be made to the recovery rate which will be disclosed in the RAC.

The SF PCM takes the reverse-sequential loss feature of SF securities into account. In each scenario of a given simulation, the SF PCM calculates whether a tranche has defaulted and applies the appropriate recovery level using the assumptions from the Recovery Assumptions table above. The model also calculates whether a hypothetical tranche above the tranche in the SF CDO would have defaulted in the particular scenario. If the hypothetical senior-ranking security defaults, a 0% recovery is assigned to the non-senior tranche in the SF CDO.

This liability structure feature is applied for all non-senior assets, even when only one tranche from an SF transaction is included in the asset portfolio. This is done automatically by the model, as it compares the rating of the tranche with the default threshold drawn in each scenario. For each scenario where the asset defaults, the recovery rate applied is determined by one of two possible cases:

- The tranche defaults, and a senior-ranking security does not default, in which case, the relevant recovery rates shown in the Recovery Assumptions table are applied.
- The tranche defaults, and a senior-ranking security also defaults, in which case a 0% recovery rate is applied.

Effective Recovery Rate

Owing to the feature described above, the effective recovery rate for an SF portfolio can differ from those presented in the table above. The extent to which it will differ depends on two factors –the credit quality of the portfolio assets and the rating case. Lower credit quality assets increase the probability of default. A higher probability of default also increases the likelihood that a senior security would default.

The rating case also plays a role in determining the portfolio's effective recovery rate. Higher rating cases result in higher portfolio default rates. The higher portfolio default rate increases the number of assets for which the test of a senior asset defaulting will be performed. This effectively increases the number of instances in which a 0% recovery will be assumed and decreases the effective portfolio recovery rate. The tables below illustrate the effective recovery rate for portfolios of two different credit qualities ('BBBsf' and 'AAsf'), each consisting of 100 single-sector, single-country assets.

Effective Recovery Rates of Non-senior Notes

Portfolio (%)	Rating case					
	AAAsf	AAsf	Asf	BBBsf	BBsf	Bsf
Standard assumption	10	15	20	25	40	45
Effective recovery rate for AAsf portfolio	4.0	9.8	16.7	10.0	N.A. ^a	N.A. ^a
Effective recovery rate for BBBsf portfolio	0.4	1.7	6.8	16.8	35.0	N.A. ^a

^a No recovery rate applied as no defaults under these rating cases.
Source: Fitch Ratings.

Asset Types and Transaction Structure

To determine the rating of a given tranche of notes, we analyse a series of rating scenarios to determine whether the payment of interest and principal according to the terms and conditions of such notes is fulfilled across all scenarios. In our rating reports, we discuss the indications given by cash flow model runs in the scenarios summarised in the table below, and the related rating considerations.

BDRs are an output of Fitch's cash flow model that show the maximum portfolio default rates a class of notes can withstand in rating scenarios without experiencing a loss. BDRs for a class are

then compared with PCM RDRs (hurdle rates) at the corresponding rating case. The 'Bsf' rating case RDR is also used as the 'CCCsf' input to the cash flow model. The committee considers the BDR compared with the hurdle rate as the key quantitative factor for determining the ratings.

The table below shows the standard scenarios Fitch runs for an SF CDO. These would be run to determine the model implied rating. Committees may assign ratings different to the MIR (see Rating Determination above), if, among other reasons, one or more of these scenarios do not reflect the committees' near-term expectation.

Summary of Standard Scenarios

Default distribution	Interest rate trend
Front-loaded	Rising
	Stable
	Decreasing
Middle-loaded	Rising
	Stable
	Decreasing
Back-loaded	Rising
	Stable
	Decreasing

Source: Fitch Ratings

Default timing scenarios will be defined on a case by case basis and determined by the rating committee taking into account the specific portfolios.

Fitch uses proprietary cash flow models, customised for rating-relevant structural features for each transaction, based on information and transaction documents provided to us by the issuer, manager, or third-party agents on their behalf. Each transaction's customised cash flow model accounts for the CDO's capital structure and unique structural features, including but not limited to:

- The interest and principal priority of payments, including provisions for various fees and expenses;
- Coverage tests (overcollateralisation tests, interest coverage tests, reinvestment overcollateralisation tests);
- Any interest rate or currency swaps or hedges; and
- Other relevant structural features.

Amortisation of the Underlying Assets

While Fitch uses a fixed term for each asset in the default modelling, for cash flow analysis the agency would assume a term for the underlying asset as per the below table.

While most SF bonds are callable and may even include step-up margins to incentivize the call, Fitch rates the bonds to the legal final maturity. For cash flow analysis Fitch would typically not assume the issuer to exercise the call, which historically have expired out of the money in times of significant credit stress. Similar considerations will be given to the high prepayment scenario.

For underlying assets that are not currently amortising, Fitch will assume an asset bullet maturity as shown in the table below. For currently amortising assets, Fitch will derive a linear amortisation between the analysis date and the assumed maturity date as determined based on the table.

SF Note Terms

Sector	Estimated time to maturity from issue date of underlying asset
ABS	5 years or the legal maturity, whichever is earlier
RMBS	15 years or the legal maturity, whichever is earlier
SME/CLOs	Legal maturity date
CMBS	Legal maturity date

Source: Fitch Ratings.

In addition, the committee may use different terms if it has specific information that differs from the above. It may do so to address notes from transactions with non-sequential or unique structures, or if the committee decides there is a reason to run high and/or low prepayment scenarios.

Treatment of Distressed and Defaulted Securities

Already defaulted assets are included in the SF PCM and given standard recovery expectations. Specifically, the SF PCM defaults such assets in year one and assigns recoveries, as set out in the Liability Structure and Recovery Rates section. The defaulted assets are also included in the cash flow model along with the rest of the portfolio.

Fitch assumes a timing lag for defaulted asset recoveries in the cash flow model. Principal recoveries are typically realised through periodic principal redemptions made through the remaining life of the defaulted bond. This timing is replicated in the cash flow model by assuming a recovery lag equal to each SF CDO's portfolio WAL and will vary for each transaction.

Rating Assumption Sensitivity

Two hypothetical portfolios were created with varying compositions to test rating sensitivity against the key rating drivers.

Fitch will review the impact on the rating for the following stresses:

- Default probability multiplier of 125%, and recovery rate multiplier of 50%.
- Default probability multiplier of 150%, and recovery rate multiplier of 50%.
- Default probability multiplier of 125%, and recovery rate multiplier of 75%.
- Default probability multiplier of 150%, and recovery rate multiplier of 75%.
- Default probability multiplier of 125%, and adding 10% to the correlation.
- Default probability multiplier of 150%, and adding 10% to the correlation.

The tables below show the sensitivity results for two example portfolios. The analysis is only based on the asset performance, excluding structural features and cash flow modeling.

Portfolio One

- Geographic location: U.S.
- 100 equally weighted assets.
- 'BBB' rated assets.
- 100% Non-senior
- Sector: RMBS (33%), CMBS (33%), Commercial ABS (34%).

Initial rating	Indicative Rating						
	Base RLR (%)	125% x PD; 0.5 x RR	150% x PD; 0.5 x RR	125% x PD; 0.75 x RR	150% x PD; 0.75 x RR	125% x PD; +10% base correlation	150% x PD; +10% base correlation
AAAsf	60.1	AA	AA	AA	AA	A+	A+
AAsf	48.9	A+	A+	A+	A+	A	A-
Asf	33.6	A-	BBB+	A-	BBB+	BBB+	BBB+
BBBsf	20.5	BB-	B+	BB-	B+	BB-	BB-
BBsf	5.2	BB-	B+	BB-	B+	BB-	BB-
Bsf	1.1	B-	B-	B-	B-	B	B

PD – Probability of default. RR – Recovery rate.
Source: Fitch Ratings.

Portfolio Two

- Geographic location: U.S. (50%), UK (50%).
- 50 equally weighted assets.
- Asset quality: 'B+' (24%), 'B' (24%), 'B-' (24%), 'CCC' (28%).
- 100% senior.
- 100% RMBS.

Initial rating	Base RLR (%)	125% x PD; 0.5 x RR	150% x PD; 0.5 x RR	125% x PD; 0.75 x RR	150% x PD; 0.75 x RR	125% x PD; +10% base correlation	150% x PD; +10% base correlation
AAAsf	50.0	BB+	BB+	A+	A+	AAA	AAA
AAsf	40.0	BB-	B+	BBB+	BBB+	AA	AA
Asf	29.4	B-	B-	BB+	BB-	BBB+	BBB+
BBBsf	18.0	<CCC	<CCC	B	B-	BB+	BB+
BBsf	9.9	<CCC	<CCC	<CCC	<CCC	B+	B+
Bsf	5.0	<CCC	<CCC	<CCC	<CCC	<CCC	<CCC

Source: Fitch Ratings.

Frequency of Reviews

Fitch typically reviews each transaction on an annual basis. However, the following factors may prompt an interim review.

- A change, if any, in critical CDO counterparties or collateral manager, counterparty downgrade or default.
- The acceleration or liquidation of a transaction.
- A change in performance that analysts view as noteworthy for the committee.

Criteria Disclosures

In rating action commentaries, Fitch expects to disclose the following.

- Rating adjustments for a sector experiencing volatility and/or with ratings Under Criteria Observation.
- Lower ratings applied to assets or sectors with Negative Rating Outlook based on discussions with the underlying asset rating groups.
- For non-publicly rated assets, Fitch will disclose whether the rating was adjusted (rather than assuming they are rated 'CCC') based on information in the public domain and/or collateral manager discussions. For non-public ratings, the rating itself may not be disclosed.

- Sensitivity scenarios when considering obligor concentration.
- Alternative scenarios and/or look-through analysis when a CDO portfolio is highly concentrated or when individual asset balances represent a disproportionate exposure within the portfolio.
- Alternative scenarios and/or look-through analysis when the underlying portfolio is highly correlated and has a higher rating than the liabilities.
- Default timing assumptions, if it has been adjusted based on the specifics of a portfolio.
- For cashflow modelling purposes, if the asset terms have been adjusted based on specific information.
- Sensitivity scenarios applying a haircut to recoveries for senior assets from an obligor that makes up a high concentration in a portfolio.
- Any variations to criteria.

Variations from Criteria

Fitch's criteria are designed to be used in conjunction with experienced analytical judgment exercised through a committee process. The combination of transparent criteria, analytical judgment applied on a transaction-by-transaction or issuer-by-issuer basis, and full disclosure via rating commentary strengthens Fitch's rating process, while assisting market participants in understanding the analysis behind our ratings.

A rating committee may adjust the application of these criteria to reflect the risks of a specific transaction or entity. Such adjustments are called variations. All variations will be disclosed in the respective rating action commentaries, including their impact on the rating where appropriate.

A variation can be approved by a ratings committee where the risk, feature or other factor relevant to the assignment of a rating and the methodology applied to it are both included within the scope of the criteria, but where the analysis described in the criteria requires modification to address factors specific to the particular transaction or entity.

Limitations

Ratings, including Rating Watches and rating Outlooks assigned by Fitch, are subject to the limitations specified in Fitch's ratings definitions.

Data Sources

Assumptions for the correlation impact are informed by historical performance of cohort structured finance products. Recovery assumptions are informed by observed recoveries. The decision to use corporate asset default probabilities for structured finance assets is based on comparisons of historical defaults of both. Fitch used data from other credit rating agencies' publications along with its own data when calculating historical performance.

The above data in conjunction with analytical judgement serve as a basis for developing and validating the default, correlation and recovery assumptions used by this criteria report and the SF PCM. Fitch reviews the data to determine the need to update the assumptions at least annually.

Appendix: Expected Portfolio Data

Below are the inputs to the PCM.

- Asset name.
- Issuer name.
- Security identifier (ISIN, CUSIP).
- Original par amount.
- Current par amount.

-
- Expected maturity date.
 - Legal final maturity date.
 - Fitch rating.
 - Fitch rating status (Outlook / Rating Watch).
 - Alternate rating 1.
 - Alternate rating 1 status.
 - Alternate rating 2.
 - Alternate rating 2 status.
 - SF Sub-Sector – RMBS, CMBS, residential REITs, commercial REITs, CREL, Consumer ABS, Commercial ABS, Corporate CDOs.
 - Country of assets (not country of incorporation of the issuer).
 - Origination year.
 - Seniority at closing (senior or non-senior).

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Global Structured Finance Rating Criteria

Master Criteria

Scope

These criteria provide an overarching framework applicable to all new and existing structured finance (SF) transaction note ratings globally, including residential and commercial mortgage-backed securities (RMBS and CMBS, respectively), asset-backed securities (ABS) and structured credit ratings. Applicable SF asset class-specific rating criteria published by Fitch Ratings should be considered in addition to these criteria.

Key Rating Drivers

Each of the key rating drivers below is of equal importance for the analysis.

Asset Isolation and Legal Structure: SF transactions are structured to isolate, or “de-link,” an underlying pool of assets from the corporate credit risk of the original owner, or “originator”, of those assets. This is intended to ensure that the transaction’s main credit risk relates to that of the pool of assets, rather than the idiosyncratic credit risk of the originator. In the absence of other factors, the effective isolation of the assets from the credit risk of the originator can allow SF securities to achieve a rating higher than that of the originator.

Asset Quality: Fitch analyses the assets’ credit characteristics to derive a loss expectation under a base case scenario. This assumption is stressed further in each successive rating category, so that securities rated in the high investment-grade categories (i.e. ‘AAAsf’ and ‘AAsf’) have loss expectations that are consistent with remote, high-severity stress scenarios.

Financial Structure: Credit enhancement and structural features are key considerations in the assessment of the financial structure. Fitch’s rating for each bond reflects whether there is sufficient credit enhancement available to withstand potential losses given default on the underlying collateral pool in the relevant rating case scenario. Fitch will analyse the structural features, including the bond repayment structure.

Counterparty Risk: Fitch’s analysis relies on all SF counterparties having the operational knowledge and capability to perform the functions that they are contractually obliged to perform. Fitch analyses any counterparty dependencies, such as provisions for derivatives, bank accounts, or financial guarantees, as these represent operational exposures and/or credit exposures beyond the securitised asset pool.

If sufficient isolation from any material credit or operational risk introduced by a counterparty is not achieved, the SF bond’s rating may not exceed that of the counterparty introducing that risk.

Operational Review: The originator, servicer and CDO asset manager, as transaction participants, can affect the performance of the underlying assets and, ultimately, the SF transaction. Where applicable, Fitch reviews the operational processes for each originator, servicer or asset manager participating in the rated SF transaction.

Rating Caps: Fitch may view certain characteristics of SF transactions to be incompatible with certain rating categories and therefore applies rating caps as described in *Appendix 4*.

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This report updates and replaces the report of the same name published on 18 November 2024.

Click Here for Rating Criteria Synopsis Video



Disclaimer: This synopsis video is a summary of the criteria report made for information purposes only. It does not replace any part of the criteria report and is to be used only as complimentary material.

Criteria Summary

This criteria report outlines Fitch's overarching framework for the rating of all structured finance notes, globally. It is used in conjunction with experienced analytical judgement exercised through a committee process, as well as any applicable sector-specific, cross-sector and bespoke criteria.

This criteria report provides details of those key rating drivers considered by Fitch for its rating analysis, including the following.

- The extent to which an underlying pool of assets is “de-linked” from the corporate credit risk of the original owner of the assets, notably through their sale to a bankruptcy-remote SPV.
- Analytical considerations of the transaction's legal structure, as reflected through key transaction documents and legal opinions.
- Considerations of the credit characteristics of the assets, as well as the adequacy of data used to derive our assumptions, possible limitations and, in some cases, the strength of available guarantees. Base case loss expectations are derived considering our macroeconomic expectations, with more stressful assumptions applied to reflect our forward-looking “through-the-cycle” rating approach in successive higher rating scenarios.
- Cash flow modelling assumptions that are used to assess the adequacy of credit enhancement at each rating level, considering different stress assumptions applied at different rating levels, the transaction's structural features and the bond repayment structure (including, for example, pro rata structures or revolving periods). The representations and warranties and enforcement (RW&E) mechanisms are also reviewed.
- The extent to which counterparty dependencies represent operational exposures and/or credit exposures beyond the securitised asset pool, and the extent to which insufficient isolation from any material credit or operational risk from a counterparty may limit the bond's rating. Likewise, the analysis will also consider any operational risks relating to an originator, servicer or asset manager, which could result in adjustments to base case loss expectations and credit enhancement levels, or even cause Fitch to decline to rate a transaction.
- Any rating cap that may be applied when structural or external factors create risks that cannot be fully mitigated, or where certain characteristics are deemed incompatible with certain rating categories.

These criteria also provide details of Fitch's general framework relating to wider analytical considerations such as climate-risk assessments, Fitch's surveillance process for rated bonds, rating sensitivity assumptions, the application of unforeseen macroeconomic or industry developments to criteria assumptions, and criteria disclosures, among others. These may, in some case, be further supplemented by Fitch's sector-specific or bespoke criteria.

Limitations

Ratings, including Rating Watches and Outlooks, assigned by Fitch are subject to the limitations specified in Fitch's Ratings Definitions and available at <https://www.fitchratings.com/site/definitions>. In addition, ratings within the scope of these criteria are subject to the following specific limitations:

Fitch's rating analysis is based upon the prevailing relevant legal framework and generally does not address the impact of unforeseen changes to the law (including taxation related legislation). Changes to the law are analysed as credit events as outlined in the *Surveillance* section of this report. The implementation of a previously unforeseen change in the law may have an impact on assigned ratings. Where the relevant legal framework is not considered sufficiently robust, Fitch may apply a rating cap or may not assign a rating at any level (see a discussion of this and other reasons for capping and limiting ratings in *Appendix 4: Rating Caps and Limitations*).

Specifically regarding special-purpose vehicles (SPVs), Fitch's rating analysis does not address the risk of a vexatious or nuisance challenge, the potential for a change in the legal or tax regime and fraud.

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Related Criteria

Structured Finance and Covered Bonds
Counterparty Rating Criteria
(November 2023)

Structured Finance and Covered Bonds
Counterparty Rating Criteria: Derivative
Addendum (November 2023)

Structured Finance and Covered Bonds
Country Risk Rating Criteria (June 2025)

Structured Finance and Covered Bonds
Interest Rate Stresses Rating Criteria
(October 2025)

New Asset SF Rating Criteria Addendum
(December 2025)

Non-Performing Loan Securitisations Rating
Criteria (November 2024)

Assessment of asset quality (including portfolio and data adequacy), robustness of financial structure, operational risks, sovereign dependency, counterparty aspects or specific legal structure issues may prevent Fitch from rating a transaction, or may limit the highest achievable ratings in the agency's analysis. The core areas where such restrictions may apply are generally those detailed in *Appendix 4: Rating Caps and Limitations* and in Fitch's *Structured Finance and Covered Bonds Country Risk Rating Criteria*.

Asset Isolation and Legal Structure

In its analysis of new SF transactions, Fitch reviews whether the following principles are adequately integrated in the transaction structure.

The distinguishing feature of an SF transaction is the isolation, or "de-linking", of an underlying pool of assets from the corporate credit risk of the original owner, or "originator", or "asset manager" of those assets. The aim is that the primary credit risk of the transaction relates to that of the pool of assets themselves rather than the idiosyncratic credit risk of the originator. Except where and to the extent set out in the asset class-specific criteria, this is typically achieved in SF by the sale of an identifiable and specific pool of assets, either directly or indirectly, to an SPV so that neither the assets nor their proceeds will be clawed back as part of the insolvency estate of the originator or seller in the event of its insolvency.

The SPV typically issues debt and uses proceeds of that issuance to acquire cash-generating assets (or charged assets in the case of funded synthetic transactions). The SPV passes through cash it receives from the assets to pay interest on the debt and, in most cases, to amortise (fully or partially) the SPV's debt. An example of one exception to this is synthetic transactions that may not issue debt but provide for an unfunded exposure to reference assets (see *Appendix 5*).

SPVs are often described as "insolvency remote" in that the risk of the transaction being disrupted by the insolvency of the originator of the assets, or the parent of the SPV, is rendered a remote risk through various structural features. Unlike operating companies, SPVs are restricted by their formation and transaction documents and do not have the ability to borrow or raise capital to remedy cash flow shortfalls or asset, security or transaction structural problems. Legal restrictions on an SPV limit the business activities it is allowed to undertake. Therefore, the transaction is protected as far as possible from credit risks posed by any ancillary activities that an SPV could otherwise undertake unrelated to the transaction.

As their name suggests, SPVs for SF transactions are established for a specific and limited purpose, namely for issuing the SF notes, and have a separate and independent legal existence from their parents. The SPV therefore provides improved predictability of outcome relative to corporate credit, as the risk factors associated with an SF transaction are confined primarily to the asset pool transferred to the SPV.

Fitch recognises that in certain circumstances it may be operationally unfeasible to transfer assets to a newly created SPV, and a sponsor may decide to use an entity that has existed and operated in some capacity prior to its use in a SF transaction. Such a pre-existing entity may have been formed as a bankruptcy-remote SPV for use in a different transaction, or it may have been an operating company that has been converted to a SPV. In either case, Fitch will consider the nature of such SPV's previous activities and, with the supporting documentation described in *Appendix 1*, need to conclude that all prior liabilities have been removed or mitigated in order to assign credit ratings to the new transaction.

Fitch assigns ratings to a variety of transactions using many different legal forms of SPVs. The legal form of organisation will be regulated by local law in the jurisdiction where the SPV was created and determined by the sponsor. An SPV in an SF transaction is typically a limited liability company, a trust, limited liability partnership, or other form of body corporate (depending on the local law in the place of establishment). Fitch's analysis of insolvency remoteness and the principles applied are detailed in *Appendix 1* of this report.

This analysis will not be repeated during the life of the transaction unless any material change is identified.

Legal Opinions and Transaction Documents

The SPV formation documents, the documents relating to a particular transaction, and associated legal opinions indicate the extent of the separation of the assets from insolvency risk of the seller and the robustness of the structure of a particular transaction and, consequently, the extent of de-linkage of the assets from the transferor and the SPV from affiliates.

Fitch analysts will review key transaction documents when assigning new ratings, to determine whether they reflect the transaction and its structure as represented to Fitch. Analysts may direct questions to the transaction sponsor or other transaction parties, and/or their counsel, about the contents of these documents or seek an explanation of the impact on the rating analysis of certain provisions in these documents.

Fitch expects legal opinions to address the following with respect to the enforceability of the transaction documents: (i) the laws of the jurisdiction(s) where each relevant SPV, and certain other transaction parties, are formed/incorporated; (ii) the laws governing the transaction documents; and (iii) the laws governing the transfer of the assets, except where and to the extent set out in the asset class-specific criteria.

It should be noted that any or all of the relevant laws may be different; and Fitch expects legal opinions to cover all relevant laws. This practice may vary for certain jurisdictions related to National Scale ratings. Except where and to the extent set out in the asset class-specific criteria, legal opinions are expected to address the nature of the various transfers in the transaction and provide assurance that the assets transferred to the SPV (i) are not subject to be recovered or “clawed back” by the seller of the assets in the event of the insolvency of the seller of such assets to the SPV, and (ii) will not be consolidated with the assets of the parent or other controlling party upon the occurrence of the insolvency of such party (nor will the SPV itself be consolidated with such party in the event of that party’s insolvency).

Except where and to the extent set out in the asset class-specific criteria, Fitch also expects opinions to address the enforceability (including in the event of insolvency of any of the relevant parties) of the transfer of related security interests, if any, between the transferors and transferees, including but not limited to, any security interest in favour of the indenture trustee or security trustee.

General corporate and enforceability opinions indicate that the duties and obligations imposed on, and the agreements executed by, the issuer and other relevant parties are valid and binding, and enforceable against the issuer (and such other parties) in accordance with their terms. Tax opinions or memoranda address the status of the issuer (and any other relevant parties) in the transaction and, in certain circumstances, indicate whether such entity will be liable for payment of taxes, and if so, quantifying such amounts. Legal opinions should also address other matters relevant to a particular asset class, as set forth in the criteria for such asset class.

To the extent transaction counsel cannot provide a “clean” opinion on a particular matter, Fitch expects such counsel to identify and explain the impact of such risks. It could be the case that residual legal risk(s) make it impossible for Fitch to rate the relevant securities.

Asset Quality

Asset Classes

SF transactions are collateralised by a broad spectrum of financial assets. Mortgage loans secured by residential and commercial properties, consumer assets, such as credit card receivables, unsecured loans and auto loans, and corporate loans and securities are the most common assets that are securitised. Fitch classifies SF transactions into four main sectors: RMBS, CMBS, ABS and Structured Credit. Within these sectors, there is a variety of subsectors, such as the ABS sector encompasses consumer (e.g. auto loans, credit cards, unsecured loans and student loans) and commercial assets (e.g. aircraft leases, franchise loans, and corporate-linked future flows), as well as asset-backed commercial paper (ABCP) conduits.

See Fitch [sector-specific criteria and bespoke criteria](http://www.fitchratings.com) available at www.fitchratings.com.

Default and Loss Analysis

Repayment of principal and interest on the underlying loans and collateral are used to service and repay the rated notes in SF transactions. Fitch typically analyses the assets’ credit

characteristics to derive a loss expectation under a scenario that reflects Fitch's macroeconomic expectations. This is commonly referred to as the base case scenario, and it is assessed at rating committees or in the preparation of sector-specific or bespoke criteria. The base case scenario describes expected asset losses only, without reflecting potential loss-reducing structural features of the transaction. Fitch's opinions regarding the base case are considered by a rating committee, typically based on values derived by one of the approaches listed below.

- Assigning a default probability and loss severity or recovery rate to each individual loan based on loan-level characteristics using the output of rating models as a basis for committee discussion. The underlying pool's loss rate is calculated using default and loss severity or recovery rate models or loan loss models. This approach is typically used in the analysis of RMBS and US CMBS multi borrower transactions.
- Analysing the asset portfolio based on the originators' historical performance for a rating committee to derive an expected loss. This approach is often used in the rating of consumer ABS transactions.
- Assigning default probabilities and recovery rates on the basis of ratings, credit opinions or bank internal rating systems (for granular portfolios only) for individual assets. This approach is most commonly applied in structured credit transactions.

In addition to deriving a base case, loss expectations are generated under increasingly severe assumptions. The loss expectation is higher for each successive rating category above 'Bsf', such that securities are rated in the high investment-grade categories (i.e. 'AAAsf' and 'AAsf') only if they have sufficient credit enhancement to be insulated from loss expectations that are consistent with higher rating case scenarios.

Fitch employs a forward-looking rating philosophy that seeks to take a "through-the-cycle" rating approach in the higher rating-case scenarios and an expectations-based approach at the lower rating case scenarios; that is, at the higher rating case scenarios, the loss assumptions are expected to reflect a remote stress scenario that stays stable over time, while the lower rating case scenarios reflect assumptions that are more closely related with expectations of collateral performance formed at that time. Fitch's 'AAAsf' and 'AAsf' ratings denote the lowest or very low relative default risk, and repayment capacity is unlikely to be adversely affected by foreseeable events.

Loss expectations at the higher rating categories are often expressed as a multiple of the base case loss estimate. For instance, an asset pool may be expected to experience 2% losses in a base case scenario, but in a 'AAAsf' stress scenario, the collateral pool would be expected to withstand losses 5.0 times (x) greater than the base case, or 10% of the collateral pool's balance. If the base case then changed in line with expectations to 2.5% losses, the 'AAAsf' losses may not change as much as the 'Bsf' losses and, for some sectors, may remain near 10% as the multiple applied would decrease to 4.0x.

For granular asset classes with homogenous portfolios, such as RMBS and consumer ABS, Fitch applies deterministic multiples. For asset classes with less granular portfolios (but not single-asset or very concentrated large-loan pools) or portfolios that show sector concentration, Fitch applies additional stresses as per sector-specific criteria to determine the appropriate multiples for higher rating case scenarios.

As an example of the calibration of rating default assumptions within sector-specific criteria, the report *CLOs and Corporate CDOs Rating Criteria* outlines how Fitch calibrated its CDO methodology by benchmarking model outputs to peak observed default rates. Specifically, the default model was calibrated to reflect the view that CDO notes rated in the 'Asf' category and above should perform well in a stress with similar severity as the recession that generated the peak default rates, with little vulnerability to default. In other words, the calibration was designed so that the protection afforded CDO notes rated in the 'Asf' category and above was at or above historical peak default rates.

While the majority of SF transactions are backed by a granular pool of assets, others are backed by more concentrated pools (for example, collateralised loan obligations and CMBS). Furthermore, some transactions are not fully reliant on a pool of assets for their credit quality but are credit-linked to underlying entities or guarantee providers. These underlying entities

Certain SF transactions are not reliant on a diversified pool of assets; some may be credit-linked to underlying entities or guarantee providers, while others are backed by more concentrated pools.

Fitch typically analyses credit characteristics to derive a loss expectation that reflects a highly probable outcome if conditions remain within expectations, commonly referred to as the base case scenario.

include single-name corporate entities, financial institutions, municipalities, sovereign entities, and financial guarantors.

Where structures are not backed by a single entity or a diversified pool of assets, but have a concentrated pool with several large exposures, historical default data can become less relevant. This can also occur with formerly granular pools that become concentrated over time as they amortise approaching maturity. Fitch will employ certain deterministic stresses to evaluate whether the pool is overly exposed to these large exposures' default risk. Many asset classes use concentration matrices that lead to Fitch assuming that one or several of the large exposures within the pool defaults. The number of defaulted exposures will depend on the rating level analysed.

While Fitch assigns long-term ratings to most SF notes, some SF ratings are assigned on a short-term scale. Where short-term ratings are assigned, Fitch either publishes specific criteria, for example, for asset-backed commercial paper, or uses assumptions for the short-term ratings that are in line with assumptions for the commensurate long-term ratings in its sector-specific or bespoke rating criteria. Which long-term rating stress is applied is based on the relationship between short- and long-term Fitch ratings for corporate and public finance. For cases where more than one long-term corporate or public finance rating is associated with a single short-term rating, Fitch applies the rating stresses associated with the highest long-term rating.

The sector-specific or bespoke criteria may include a specific treatment applied when short-term ratings are assigned.

Data Adequacy

Fitch derives its SF rating criteria assumptions with reference to data specified in sector-specific or bespoke rating criteria. The adequacy of such data will also be described in the sector-specific or bespoke rating criteria along with any limitations in data adequacy that have led to a rating cap in that sector.

As part of the transaction analysis, where applicable, Fitch expects to receive originator-specific historical performance data relevant to the securitised asset pool for the longer of the following: (a) five years; and (b) a period covering all phases of at least one economic cycle. If sufficient originator-specific information is not available, significant market-wide historical performance data covering at least the same timeframe may often provide proxy information. This would be the case, in particular, for asset classes where the originator information may provide a limited contribution to the expected asset performance (for example, assets originated for the syndicated loan market).

Financial Structure

Credit Enhancement

Credit enhancement is a key component in SF as it is the mechanism that provides bondholders with protection from losses on the underlying pool. Fitch's ratings for each bond reflect whether the bonds have sufficient credit enhancement available to withstand default given losses on the underlying collateral pool that Fitch expects under the rating case scenario associated with the relevant bond rating. Credit enhancement can be sourced internally by means of subordination, excess interest, or overcollateralisation (OC) or externally by a third-party provider in the form of a financial guarantee, the provision of a reserve fund account, external equity, or a combination of the above. Credit-linked SF transactions typically do not have additional credit enhancement; rather, the rating is dependent on the underlying entity or guarantee provider.

Structural Features

Fitch's approach to analysing the various structures is described in asset-specific or cash flow criteria reports. Cash flow modelling will reflect the structure of the transaction concerned in assessing the adequacy of credit enhancement at each rating level. Fitch will generally customise the cash flow model to reflect any structural features that are not part of the base model. However, Fitch may not model certain structural features if the agency deems them to have an immaterial impact under the relevant rating case scenario. Cash flow criteria include a number of stress assumptions that are applied at different rating levels. Stresses may include, but are not limited to:

Fitch performs a cash flow analysis to assess the financial structure, especially where derivatives are embedded or where there is a material reliance on excess interest.

- high and low prepayment stresses;
- asset coupon compression to stress revenue levels;
- front- or back-loaded (or other) timings for when defaults and losses occur;
- interest rate stresses to assess the materiality of unhedged exposures, as well as carrying costs associated with defaulted assets, see Fitch's *Structured Finance and Covered Bonds Interest Rate Stresses Criteria*;
- basis risk stresses to assess unhedged exposures regarding different interest rate bases for assets and liabilities; and
- foreign-exchange stresses to assess exposures to unhedged currency risks.

The extent and nature of cash flow stresses adopted will depend on the asset class and type involved and the financial structure of the transaction concerned. For example, Fitch may adopt stresses tailored specifically to transactions where cash flows rely heavily on the terms and conditions of embedded derivatives.

Fitch's ratings of SF instruments typically address the likelihood of receiving payments in accordance with the terms and conditions of the notes, as described in transaction documents. The agency will thus model the different interest terms (i.e. interest deferral mechanisms) detailed in documents and analyse their impact. For details of instances where ratings may be assigned which do not reflect the terms and conditions of the notes, please refer to *Appendix 4: Rating Caps and Limitations*.

While repayment in full is typically based on an expected maturity date, Fitch's rating addresses full repayment of principal by the stated legal final maturity, which can often be several years after the expected maturity date. Fitch's rating analysis assesses if the distribution of interest and principal proceeds, including recoveries after working out defaulted assets, will be sufficient to repay the notes' principal by the legal final maturity.

Where the notes are not structured to allow for interest deferrals or shortfalls and the notes do not receive their full interest on a specified payment date, Fitch will consider such notes as defaulted, and the ratings of the notes would be downgraded to 'Dsf' to register the default in Fitch's transition studies, unless the defaulted amount is considered immaterial to the rating opinion. For example, this could apply to a very small payment default as the result of a large one-off expense (see *Surveillance* below). The ratings of the notes may subsequently be raised from 'Dsf' to reflect future performance expectations for the notes where all defaulted interest has been fully repaid.

Grace Period

Fitch considers an actual failure to pay interest or principal when due and payable based on the terms and conditions of the rated obligation (plus a grace period of the lesser of 30 calendar days or the time allowed under the transaction documentation following failure to pay) to be a default (denoted by a 'Dsf' rating). Where no grace period is specified in documentation, Fitch may rate to a grace period consistent with similar obligations in the market, but typically not exceeding 30 calendar days. For non-payment caused by certain operational interruptions outside the issuer's control (see *Payment Force Majeure*), Fitch would typically apply a grace period of up to 30 calendar days before downgrading to default.

Pro Rata Structures

Senior notes in SF transactions with pro rata pay structures are particularly sensitive to the timing and pace of any performance deterioration because funds that would have been used to build credit enhancement for senior notes are paid as principal for mezzanine or unrated liabilities.

Lower overall losses that occur later in the transaction's lifetime can therefore be more detrimental for senior noteholders than higher, front-loaded losses. Moreover, standard credit protection features may not shield senior notes as effectively from performance deterioration. For example, high excess spread may prolong pro-rata periods, which could become more detrimental for senior notes if asset performance later deteriorated.

Pro rata structures can be hybrid or pure pro rata. Hybrid structures are more common than pure pro rata. Hybrid structures switch from pro rata to sequential payments and vice versa when certain triggers are breached and with the general aim of speeding up the senior notes payment when deal performance deteriorates. The effectiveness of protection for senior noteholders depends on the nature of these triggers, the timing of the trigger breach, how the triggers interact with other structural features (most notably the presence of a revolving period) and the characteristics of the asset portfolio as they can evolve during amortisation.

To account for these risks, Fitch analyses the deal's specific tests and triggers considering stress scenarios for the relevant variables (eg prepayment speed, default distribution, excess spread availability, portfolio composition and pool performance during the revolving period with reference to the performance variables that drive the pro-rata triggers) that may go beyond those specified in the applicable sector-specific criteria. In the absence of mitigants, the senior notes of a pro-rata structure would need more credit support for the same rating as those in a sequential structure.

Revolving Periods

SF transactions sometimes feature a revolving period, during which, for a specified period, principal collections are used to purchase additional assets, rather than to repay principal on the notes. Revolving periods expose noteholders to additional risk through a longer risk horizon, adverse movements in portfolio asset quality and origination standards, and increased defaults compared to a static portfolio.

Fitch will analyse structural mitigants to these risks, some of which Fitch has observed are performance-based early amortisation triggers and portfolio limits regarding certain characteristics (for example, average loan-to-value) which limit the extent to which a portfolio is permitted to evolve. Fitch will take such mitigants into account in its analysis. Due to the risks associated with revolving periods, Fitch expects them to be time-limited, with the length of the period dependent on the characteristics of the asset type being securitised. More detailed criteria with respect to asset types that typically see revolving periods in related transactions will be included in associated sector-level criteria. Fitch may decline to rate or may cap the maximum achievable rating of transactions with revolving periods that pose excessive risk (for example, very long revolving periods).

Master trusts are issuance vehicles with rolling revolving periods that issue multiple sets of liabilities from a single pool of assets. Fitch analyses them similarly to transactions with fixed revolving periods or warehouse facilities (see below).

Warehouse Facilities

Warehouses are revolving structures and may be structured as a single-purpose facility or with rolling revolving periods. Fitch will analyse these structures similarly to structures with defined revolving periods by assuming that the portfolio will migrate towards the outer bounds allowed by the warehouse facility's eligibility criteria and portfolio parameters.

Single-purpose warehouse facilities are similar to transactions with defined revolving periods, while warehouses with rolling revolving periods can transfer receivables out of the facility, such as to another SF transaction, potentially leaving a concentrated portfolio. Fitch expects structural features, such as limits on weighted average and higher-risk pool characteristics and limits that prevent concentration, to mitigate this risk.

Maturity Risk

For all types of financial structures, Fitch will apply the cash flow criteria for the specific asset class in question where relevant. For example, the criteria may specify scenarios involving varying prepayment speeds where a slow prepayment speed stress is applied to determine if a shorter pay bond with a legal final maturity earlier than that of the underlying assets will be repaid in full at its maturity. Similar stresses would test the ability of structures to accumulate sufficient principal funds to be able to meet bullet repayments by their legal final maturity.

Fitch also assesses if the legal final maturity date provides sufficient time needed for loans to be worked out beyond the expected maturity date. Similarly, bonds that pay pro rata will be tested in accordance with asset class criteria to assess whether credit enhancement will remain

sufficient in the later stages of a transaction when the portfolio has amortised significantly, such that issues of asset concentration or adverse selection may arise in the portfolio.

Representations and Warranties

SF transactions typically contain representations and warranties relating to the underlying assets (including those regarding ownership and title to the assets), as well as the organisation and status of key transaction participants. SF transactions also typically include enforcement mechanisms that are available for the benefit of investors to address a breach of a representation or warranty.

Fitch reviews the representations and warranties and enforcement (RW&E) mechanisms contained within a transaction and will typically publish the RW&Es available to investors which were disclosed in the transaction's offering documents and that relate to the underlying asset pool. Fitch will also publish a description of how the transaction's RW&Es differ from those typically seen for that asset class as highlighted in [Representations, Warranties and Enforcement Mechanisms in Global Structured Finance Transactions](#) (September 2024). Any deviations will be highlighted and the rating approach in relation to any omissions which present credit implications will be described.

Purchased pools often have RW&Es from the seller that are weaker than those typically seen for that asset class. In this case, further comfort may be taken by Fitch through extended legal due diligence, third-party file reviews (potentially conducted on a larger sample than is usual) or by applying more conservative asset assumptions.

Investor Action and Note Events of Default (EoDs)

Fitch generally assumes that investors (i.e. noteholders) will not exercise options or rights available to them, or amend transaction documentation, in a way that will cause a payment default or loss on any rated note, where, in our analysis, the rated note are capable of continuing to maturity without a payment default or loss arising under related rating cases. However, where the exercise of such options or rights is at the discretion of a controlling class of noteholders over a non-controlling class, Fitch will consider the likelihood and the potential impact of the controlling class exercising such options or rights on the non-controlling class when forming its rating opinion, and may lower the rating of those notes which may, in Fitch's analytical view, be subject to an increased risk of payment default.

Notwithstanding the above, there may be instances where investors vote to exercise an option causing the issuer to redeem the notes, or where they choose to amend transaction documentation that subsequently generates a loss on the outstanding notional of the notes or leads to a failure to pay all interest due. Fitch will evaluate such instances in line with the description in *Appendix 3: Distressed Debt Exchange*.

Investor action can also follow Note EoDs, which are a set of events that, if triggered, grant investors or a specific group of investors enforcement rights over the collateral, which can lead to the liquidation of the collateral with a possible loss to (some) noteholders. In some transactions such Note EoDs can also lead to a change in the priorities of payment.

For most SF transactions the Note EoDs are limited in nature and include, inter alia (a) bankruptcy of the SPV, (b) illegality of the SPV's activity, and (c) failure to pay interest on the most senior notes on a timely basis. These limited sets of EoDs rarely have a specific impact on Fitch's credit rating at assignment as assessing the likelihood of these events is part of Fitch's standard rating analysis or are excluded from the scope of Fitch's ratings (e.g. illegality). Where transactions include a wider range of EoDs, Fitch will attempt to assess their likelihood, and where we conclude that they introduce additional credit risk this may constrain our ratings. Our analysis will apply the following principles:

- a. If we believe there is additional credit risk from EoDs but we determine that we cannot fully assess it using established rating case scenarios as described in rating criteria, investment-grade ratings will generally not be achievable even if credit enhancement would support higher ratings or the transaction is otherwise performing within Fitch's expectations. Examples for such EoDs include, but are not limited to, EoDs triggered based on collateral market value movements that grant liquidation rights to some

noteholders. Fitch may decide not to rate a transaction featuring an EoD whose likelihood of occurrence and impact we are unable to assess.

- b. Where we believe there is additional credit risk of the EoD and we can assess it using established rating case scenarios as described in published criteria, the credit rating will reflect this additional credit risk. An example is an EoD triggered by the default of a transaction counterparty, where the likelihood of the event is equivalent to that party's credit rating.
- c. In cases where enforcement actions following the occurrence of an EoD are subject to approval of 100% of all noteholders of rated notes or would require full payment of all principal and interest due to rated noteholders, we believe noteholder losses as a result of collateral enforcement are unlikely to materialise and will assume no additional credit risk to the transaction.

As actual investor actions resulting in losses to noteholders and the EoDs in most SF transactions are limited in scope and their actual occurrence is rare, each case where we assess how a potential or actual EoD or investor action could impact the credit analysis will have its own particular circumstances. Committees determining the impact of EoDs on credit ratings will apply the above principles in combination with the principles outlined in *Appendix 3: Distressed Debt Exchange*. What separates investor action after an EoD from other investor action in this assessment is that an EoD is usually only triggered if the transaction is underperforming in some way.

Counterparty Risk

All SF transactions include an element of reliance on counterparties, in the form of operational reliance, credit risk exposure or a combination of both.

Operational risks are a direct result of the counterparty's ability to perform specific operational functions, and can be vital to ensure timely payments to noteholders. Operational risks include asset pool servicing, transaction administration, and ancillary services, asset management, and allocation of available funds through the SF transaction's priority of payments.

Credit risk results from the SF transaction incurring a loss of cash flows due to a counterparty being unable to meet its financial obligations, or the counterparty losing transaction funds at the time of default. Examples of credit exposures include derivatives, liquidity facility providers and any entity holding transaction funds.

Fitch analyses any counterparty dependencies as these represent operational exposures and/or credit exposures beyond the securitised asset pool. If sufficient isolation from any material credit or operational risk introduced by a counterparty is not achieved, the SF bond's rating may not exceed that of the counterparty introducing that risk.

For further details of Fitch's counterparty risk analysis, see *Structured Finance and Covered Bonds Counterparty Rating Criteria* and *Structured Finance and Covered Bonds Counterparty Rating Criteria – Derivative Addendum*.

Operational Review

The originator, servicer and CDO asset manager as transaction participants can affect the performance of the underlying assets and, ultimately, the SF transaction. Where applicable, Fitch's rating analysts review the operational processes for each originator, servicer, or asset manager participating in an SF transaction rated by Fitch, when assigning new ratings.

Whether indicated by an internal score, opinion, or public rating, the assessment may lead to adjustments to a transaction's base case expected loss and credit enhancement levels, an application of a rating cap, or cause Fitch to decline to rate a transaction. Where applicable, Fitch's originator, servicer, and asset manager review criteria are published as part of the respective sector-specific or bespoke criteria reports or as separate criteria. When relevant for transaction ratings, Fitch will carry out reviews of originators, servicers and asset managers under the surveillance process documented in sector-specific criteria.

Fitch assesses the risks associated with the originator's products, programmes, and underwriting guidelines, including those risks embedded in less stringent and aggressive origination practices and controls, since these assets will have a greater propensity to underperform than those assets originated under more stringent guidelines and controls. The review looks to assess whether collateral from an originator is likely to perform in line with, better, or worse than collateral from other originators in its peer group in times of stress.

Propensity for better performance (relative to expected performance for a portfolio with similar characteristics originated by a typical originator) may be indicated by the quality of origination controls and the use of best practices. The quality of the originator's practices and controls will also be of particular importance in revolving transactions, where receivables that are to be originated in the future will be sold into the transaction using principal repayments on the existing portfolio (see also *Revolving Periods* above).

For certain asset classes, Fitch will complete file reviews as part of the originator review process, in line with its sector-specific or bespoke criteria. The purpose of the review is to provide examples of the origination and underwriting processes for Fitch to better understand how the processes are performed and to cross-check data provided in the portfolio data files. Such file reviews are typically very limited in terms of scope and sample size. For example, a review may consist of Fitch selecting 10 loan accounts from a list of those expected to be included within the securitisation transaction. Fitch will then review the originator's physical and/or electronic records of the selected accounts.

Any inconsistencies identified (e.g. between paper and electronic files, or between the described and observed processes) would be discussed with the originator and may be taken into account in the rating analysis, depending upon Fitch's opinion of the materiality of such inconsistencies.

In general, Fitch expects an originator to have sufficient operating experience in the relevant market and in originating the product comprising the asset pool. Fitch also will expect the originator to provide historical performance data as well as historical loss severity and recovery data.

When rating CLOs, Fitch reviews the asset manager to assess its operational ability to manage a CLO transaction, as explained in the [CLOs and Corporate CDOs Rating Criteria](#).

Servicer Reviews

The primary responsibility of the servicer is to collect and distribute payments from the underlying assets to the trustee for the benefit of the bondholders. In certain SF sectors, servicers have additional responsibilities such as advancing delinquent loan payments and negotiating loan workouts. Fitch's servicer review process is designed to identify and evaluate the quality of a servicer's loan administration and default management processes, compliance with stated guidelines, operational stability and in jurisdictions where servicer continuity is less certain, financial stability, when needed for the rating analysis.

The servicer review process assesses the company's strategy for handling assets in various jurisdictions and conditions, procedures to stay informed on current legislation, and methods of integrating these changes into its loan servicing processes. In addition, a servicer's internal control framework is of particular importance to Fitch as it demonstrates the servicer's commitment to sound operational business practices.

Climate-Risk Assessment

In its analysis of new and existing SF transactions, Fitch may adjust key assumptions when the agency believes there is material exposure to direct or indirect climate-change risks.

Such considerations may reflect the demonstrable level of isolation or the exposure of the assets to longer-term physical climate-risk, or the potential materiality of climate-related transition risks affecting the performance drivers of SF transactions.

Fitch will provide public disclosures detailing any adjustments to assumptions outside of those specified in Fitch's sector-specific criteria, cross-sector and bespoke criteria, at www.fitchratings.com, in its Rating Action Commentaries, together with how they were considered in rating decisions.

Fitch's operational risk teams or rating analysts review the processes of each originator, servicer, or asset manager participating in a Fitch-rated SF transaction.

In general, Fitch expects an originator/SF issuer to have sufficient operating experience in the relevant market and in originating the product comprising the asset pool.

Surveillance

Once Fitch rates an SF transaction and if the ratings are not point in time, the transaction will be subject to surveillance. Of the key rating factors outlined in this report, asset quality, financial structure and operational risk often evolve over the term of a transaction. Asset isolation and legal structure in contrast, are usually stable, affected only by specific events and will not be reviewed as part of surveillance unless any material change is identified.

With respect to asset quality, financial structure and operational risk, Fitch monitors rated transactions using asset performance and cash remittance information supplied by servicers and trustees and any other relevant information. The surveillance process involves a number of quantitative and qualitative functions to assess the performance of rated tranches, which may include monitoring pool-level performance indicators, comparing current credit enhancement levels against forecast or stressed assumptions, assessing the impact of market developments on the performance of transactions, and loan-level analysis. For operational risk, Fitch also reviews of originators, servicers and asset managers under the surveillance process documented in sector-specific criteria, when this is relevant for transaction ratings.

Monitored ratings are subject to regular scheduled reviews by a rating committee at least annually for international-scale ratings and in line with local regulation for national-scale ratings. If a rating action appears warranted for reasons including reported transaction performance, Fitch's asset performance outlook or the occurrence of a credit event, a committee review will be undertaken promptly. Rating actions for some transactions occur more frequently, particularly if performance of the underlying pool exhibits rapid deterioration.

Credit events are discrete developments that may affect the rating analysis of certain transactions. Examples of credit events include: a reduction in the rating of a counterparty; a change to the underlying legal framework; a material transaction document amendment; or any other event on a case-by-case basis thought to have a material credit impact. Upon Fitch observing or being notified of any such event, the agency will consider the extent to which the rating analysis may be affected.

In respect of potentially material events, Fitch will hold credit discussions on the event in question. To the extent that the event is not expected to have an impact on ratings or there is a rating committee outcome with no rating impact, Fitch may publish a non-rating action commentary (NRAC) with a description of the event and a confirmation that there is no rating impact. If the rating committee outcome is that there is rating impact, the resulting rating action will be published in a rating action commentary (RAC).

Under Fitch's surveillance analysis, notes that experience a very small payment default as the result of a large one-off expense for example may be considered non-material to the rating opinion (whether through a very small amount of interest deferral, or a principal loss that is not expected to recur). In Fitch's view, the recognition of such small amounts as a downgrade or default would not effectively reflect the substance of the notes' credit position where transactions have otherwise shown a strong credit profile throughout their lives.

Such instances are expected to be infrequent and the circumstances will be specific to each transaction. As a general rule, such instances would not be expected to exceed one month's cash flows owing to the rated security. Fitch derives its base case loss expectations in consideration of the transaction's expected performance. If the transaction is not able to withstand Fitch's loss expectations, the agency will assess the evolution of asset quality, cash flow certainty and how much greater expected losses are compared to the transaction's current credit enhancement at each rating level, to determine which distressed rating to apply to a bond.

Sector-specific criteria reports do not usually address rating case scenarios below the base case. Instead, Fitch uses its base case to make projections of expected performance based on the current circumstances, without applying additional stress.

In addition, Fitch will take into account the likely occurrence of a DDE and the security's ability to meet its obligations in the near future. See *Appendix 3* for further details of Fitch's approach in determining DDEs. Fitch will assess the default likelihood of distressed bonds in accordance with its ratings definitions. Bonds that have already defaulted or experienced an irreversible

Transactions are reviewed using the latest remittance reports and any other relevant information available.

principal write-down will be rated 'Dsf'. Further details of Fitch's Rating Definitions are available on its website.

Specific surveillance criteria may be published by individual asset groups to explain the process for that group's surveillance and any methodological aspects that are specific to the surveillance of the rating. For example, specific surveillance criteria may address the process for downgrade rating action for sectors that have experienced stress, to explain how rating actions are taken.

Payment Force Majeure

Fitch uses this term to describe a failure to make timely payment in the case of operational interruptions to payments unrelated to the parties to the transaction (e.g. civil unrest, natural disaster, cyber-attack, financial infrastructure lapse, or other force majeure affecting the payment process itself). While this may not immediately represent a default, Fitch would nonetheless typically deem an extended non-payment of this nature a default on the obligation rating, at the latest, after 30 calendar days have elapsed from the payment date, and the rating would typically be downgraded to the level consistent with defaulted securities. For avoidance of doubt, rating action may also be taken on the obligation ratings during that 30-day period.

Certain forms of non-payment caused by governmental actions (notably capital controls, deposit freezes, regulatory stays, etc.), while also outside the control of the transaction parties, may well qualify as the start of a default process, where they are captured in Fitch's *Structured Finance and Covered Bonds Country Risk Rating Criteria*.

Ratings Assigned to the Swap Obligations of SF SPVs

Fitch can assign a rating to a swap obligation of an SF SPV in line with the rating of a referenced note when the following conditions are met:

- The SPV's obligations to the swap counterparty are pari passu with the referenced note;
- The swap relates to a specific Fitch-rated note tranche from an issuer SPV or a structure-specific loan or term advance from a related SPV in a structure with a credit profile consistent with a rated note tranche from an issuer SPV;
- The notional amount of the swap equals the principal amount of the note to which it relates in the currency in which the note is denominated;
- Any amounts due to the swap counterparty, which are due at a level subordinated to the regular swap payments in the priority of payments, relate only to certain non-credit events (such as illegality, tax events, force majeure or other events beyond the control of either party) or to counterparty behaviour, which are not considered in the rating; and
- The terms and conditions for payment under the swap are reflective of those of the rated note to which the swap is attached and are no more onerous than those of the related notes.

Fitch considers the points above to confirm if the credit risk presented by the SPV to the swap counterparty is equal to the credit risk presented by the SPV to the referenced note. For a rating of a swap obligation that is the same as a specific note rating, if the rating of the referenced note changes, this will lead to an equal change in the rating of the SPV's swap obligation.

The ratings assigned to the swap obligations of an SPV are based on the swap counterparty performing under the swap and will be withdrawn if the swap agreement is terminated due to non-performance by the swap counterparty or due to a non-credit event. Fitch expects counterparty replacement upon downgrade below certain thresholds, which means non-performance by the counterparty is considered unlikely.

Fitch mainly applies these criteria to currency swap obligations because currency swaps tend to have a notional balance equal to the principal balance of the related note. Fitch has rated the interest-rate swap obligations of an SF SPV, but these types of ratings are not commonly applied to interest-rate swap obligations. This is because SF interest-rate swaps often do not have a notional balance in line with the principal balance of a specific note; in such cases these criteria could not be applied.

Rating Assumption Sensitivity

For each new rating, Fitch completes a rating sensitivity analysis. For public ratings, the analysis is published in the transaction presale reports. For each class of rated note, the analysis indicates the rating impact from the application of more stressful asset assumptions. For example, the sensitivity analysis may show that the rating of the class A note would be expected to migrate to 'Asf' from 'AAAsf' if the base case default assumption is increased by 50%, and other factors are kept constant. For most transactions, the sensitivity analysis is based on model-implied ratings only and this is indicated in the relevant rating report. The sensitivity analysis parameters are selected according to the key performance parameters of the relevant asset class and are detailed in the related sector-specific or bespoke criteria.

Reasonable Investigation

In issuing and maintaining its ratings, Fitch relies on the factual information it receives from issuers and underwriters and from various third-party sources Fitch believes to be credible. As part of the rating process for transactions initially rated and reviews completed from 1 December 2010, Fitch conducted and conducts a reasonable investigation of the factual information relied upon by it. This includes information from independent sources, to the extent such sources are available for a given security.

In case information cannot be verified to a satisfactory extent, Fitch will assess the materiality of the information to its rating analysis. If Fitch intends to rely on unverified information, and this information could materially affect the analytical outcome, Fitch will alter its assumptions or cap its ratings to reflect the increased uncertainty, or decline to rate (for a new rating) or withdraw existing ratings if Fitch believes the uncertainty cannot be appropriately reflected in the analysis.

Prior to 1 December 2010, Fitch did not typically conduct an investigation into the available information in the manner adopted thereafter. In particular, Fitch did not typically receive any verification of the information provided about the asset portfolio before the transaction closed. Nevertheless, as with all transactions under surveillance, Fitch has monitored the performance of the outstanding transactions that closed before 1 December 2010 and uses this extended record to check that the information relied upon for its initial analysis was sufficiently reliable. If the monitoring highlights inconsistencies between the reported asset performance and the agency's expectations given the operating environment, Fitch undertakes a further review of the quality of the data provided and seeks explanations for any material inconsistencies.

Transactions Rated Under The Master Criteria

In most cases, the master rating criteria will be supplemented with dedicated sector-specific criteria or bespoke criteria. The master criteria may nonetheless apply without dedicated sector-specific or bespoke criteria where all key rating drivers are addressed through a combination of different SF sector-specific criteria which can be combined into a cohesive rating approach. In such cases, the combination of SF criteria must address all rating drivers and key rating assumptions.

Transactions may only be rated under the master criteria and a combination of different SF sector-specific criteria if the number of Fitch-rated issuers within the sector is fewer than five. Beyond this, sector-specific criteria will develop and apply for the sector.

The master criteria may also apply without sector-specific or bespoke criteria where all rating drivers and key rating assumptions are addressed directly in the master criteria, without considering a combination of different SF sector-specific criteria or bespoke criteria. Examples of this include event-driven rating confirmations that result in no rating impact, and transactions where only distressed ratings are outstanding.

New SF asset classes and SF asset classes not rated to date by Fitch will be analysed under Fitch's *New Asset SF Rating Criteria Addendum* when no dedicated SF sector-specific criteria exist and a combination of SF-only criteria cannot address all rating drivers and key rating assumptions.

Master criteria may also apply without sector-specific or bespoke criteria for national scale ratings if the number of Fitch-rated issuers within the sector is fewer than five.

Variations from Criteria

Fitch's criteria are designed to be used in conjunction with experienced analytical judgment exercised through a committee process. The combination of transparent criteria, analytical judgment applied on a transaction-by-transaction or issuer-by-issuer basis, and full disclosure via rating commentary strengthens Fitch's rating process while assisting market participants in understanding the analysis behind our ratings.

A rating committee may adjust the application of these criteria to reflect the risks of a specific transaction or entity. Such adjustments are called variations. All variations will be disclosed in the respective rating action commentaries, including their impact on the rating where appropriate.

A variation can be approved by a rating committee where the risk, feature or other factor and the methodology applied to it are both included within the scope of the criteria, but where the analysis described in the criteria needs to be modified to address factors specific to the particular transaction.

Model-Implied Rating (MIR)

A MIR is an output produced by a model that indicates or implies a credit rating and is used by a rating committee as one component of the credit rating analysis. This includes a model output that produces a letter credit rating or an indication that can be directly mapped, with little additional analysis, by a rating committee to a specific credit rating, such as when a rating-dependent minimum credit enhancement produced by the model can be compared to the actual available credit enhancement of the notes in SF transactions.

The MIR may reflect qualitative adjustments when those adjustments are integrated as model inputs in a manner consistent with published criteria. Model outputs can be constrained by rating caps, as described in applicable rating criteria. In such cases, the MIR is determined with consideration of the rating cap, regardless of whether the rating cap is encoded in the model output. If the rating cap is not encoded in the model output, the MIR is the lower of the model output and the rating cap.

Applying Unforeseen Macroeconomic or Industry Developments to Criteria Assumptions

Fitch's rating criteria aim to consider a broad range of market conditions, including severe and low-probability economic and credit risk scenarios. However, when we project a more significant stress than what is included in the current criteria framework due to unforeseen macroeconomic or industry developments, we may need to adjust key assumptions to maintain prospective and timely ratings in certain sectors.

In such cases, analytical rating teams may perform an adverse scenario analysis using updated assumptions that reflect Fitch's view on new macro-economic or industry developments. Only affected key rating assumptions would be adjusted while all other elements of the criteria, including what are the key rating drivers and the mechanisms for how the criteria are applied, will remain unchanged. For sectors that rely on model-implied ratings, the model-implied ratings from both the assumptions under the criteria and the new adverse scenario assumptions will be considered in the rating decision. The new adverse scenario assumptions will be more severe than the base assumptions and can only lead to the same, or lower, ratings than the base assumptions.

Examples of when an adverse scenario analysis will be used to determine ratings include, but are not limited to catastrophic events, pandemics, significant changes to the regulatory or legal environment, and any unexpected developments that lead to a sudden and significant shift in projected consumer or industry behaviour.

Fitch will provide a public disclosure detailing the expected adjusted assumptions, which may be subject to change, at the beginning of a period that includes an adverse scenario in its analysis. Rating action commentaries will disclose and describe the additional analysis and how it was

considered in the rating decision. The period will end when the new adverse scenario assumptions are incorporated into the criteria or are no longer applied, which will be publicly disclosed.

Criteria Disclosures

In the initial rating report or RAC, Fitch expects to disclose the following items, along with any relevant items specified in applicable cross-sector and/or sector-specific criteria:

- if market-wide data, rather than originator-specific data, is relied upon in the transaction analysis, as per *Data Adequacy* above, and this use is not covered in the sector-specific criteria;
- the credit implications of deviations from representations and warranties and enforcement mechanisms typically seen for that asset class, as per *Representations and Warranties* above; and
- any variations to criteria, as mentioned in the section *Variations from Criteria* above.

In a subsequent RAC related to surveillance actions, Fitch expects to disclose the following, along with any relevant items specified in applicable cross-sector and/or sector-specific criteria:

- any variations to criteria.

Appendix 1: Special-Purpose Vehicles in SF Transactions

This appendix describes Fitch's expectations with respect to bankruptcy-remote SPVs used in SF transactions. The agency's analysis of the SPV is concerned primarily with the degree to which the assets have been isolated from the corporate credit risk of the originator and/or the SPV's owner and other affiliates. The means of achieving this may vary between jurisdictions, asset classes and structures, and references to SPVs herein should be understood to mean an insolvency-remote entity; such references should not be construed as having any accounting-related meaning.

Fitch's analysis will use the principles detailed below to determine the benefit a given SPV provides to a transaction. In following these principles, the analysis will consider the role each SPV plays in a given transaction – whether the SPV is the issuer, a borrower, an intermediate purchase company, or otherwise.

Formation of an SPV

Type of Vehicle

Fitch considers transactions with SPVs in many different legal forms. The legal form of organisation is not necessarily a determining factor in Fitch's assessment of the degree of risk; whether it is a determining factor will be assessed through the review of the characteristics of the SPV in the context of the overall transaction structure, the impact of the legal and tax regimes in the relevant jurisdictions and the purpose and role of the SPV in the structured finance transaction (i.e. issuer, borrower).

Operational History

A newly formed SPV created for a specific securitisation transaction will, by definition, not be encumbered by any previous operating history. A newly established SPV has the benefit of a limited and known operating history and few creditors and liabilities at the outset of the transaction. For this reason, a new vehicle may have a reduced insolvency risk. Therefore, the creditors involved in the proposed transaction can – by agreeing to limitations on their individual rights to take bankruptcy or recovery action against the SPV or its assets – largely define the degree of insolvency risk of the SPV (see *Limited Recourse and Non-Petition Provisions* under the *Mitigating Factors* heading, below).

However, insolvency risk is also influenced by factors outside of the securitisation structure, such as the applicable legal regime and its interpretation, and cannot be exclusively defined by contractual arrangements amongst the creditors.

An SPV that is not newly formed may achieve the same benefits for the transaction as one that is newly formed, if adequate structural and contractual provisions have been put in place to reduce or eliminate any impact of legacy transactions on the vehicle. If an SPV is not newly formed, Fitch will typically request substantial supporting evidence for its suitability for use in a structured finance transaction. For SPVs that are not newly formed, relevant considerations include:

- information about the nature and extent of the SPV's historical business operations;
- the amount of actual and contingent liabilities and the identity of its existing and potential creditors (including any actual or contingent liabilities of the SPV that have arisen or may arise because of the group to which the SPV belongs);
- any material tax, litigation and/or other liabilities; and
- any information about the way in which the SPV has historically operated, which may mitigate any of the issues set out above.

Existing SPVs may achieve the same objectives for the structured finance transaction as a new SPV.

Fitch expects the SPV to have independent existence and to operate independently of the SPV's owner and any other affiliates.

Multi-Issuance SPVs

Sometimes a sponsor will prefer to use a multi-issuance (rather than a single issuance) vehicle. Where this is the case, Fitch will review the structure and documents to assess whether the multi-issuance SPV achieves materially the same protection for investors in its individual issuances as those investors could expect from investing in the same assets via a single issuance SPV. Certain issues Fitch will examine include the following:

- If there is effective legal segregation (or compartmentalisation) of particular pools of assets and cash flows for the group of transaction creditors of each series issuance, and if there is any risk of liabilities of one series (or compartment) attaching to the assets of another series (or compartment). This will include if any party involved in more than one series issuance of the same multi-issuer can set off its liabilities in respect of one series (or compartment) against a different series (or compartment).
- How effectively the segregation of assets and liabilities has been entrenched in the structure to ensure that no existing series (or compartment) can be prejudiced or impaired by the terms of issuance of any other series (or compartment).
- How the structure allocates responsibility for third-party liabilities (eg tax and administration and advisor fees incurred by the multi-issuer SPV) to see if the liabilities are adequately allocated between the individual issuances.
- Whether the structure provides for separate enforcement of security for individual note issuances and any impact this may have on other series (or compartments).
- The operational procedures established to separate the asset cash flows and to mitigate commingling risk in respect of different series issuances.

Some jurisdictions have passed specific legislation for the legal segregation of assets and liabilities, in respect of individual series issuances in a multi-issuance vehicle. In other jurisdictions, the legal segregation is effected by contract and/or trust law. In each instance, Fitch will review the effectiveness of the mechanisms used to achieve the legal segregation of assets and liabilities in respect of different series issuances in a structure. The relevant transaction documents are key to Fitch's review. Fitch also expects the transaction legal opinions to confirm the enforceability of the legal aspects of these mechanisms.

Separate Existence

Fitch will consider not only whether an SPV has an independent legal existence, but also whether the SPV has the ability to operate independently of the SPV's owner and any other affiliates. In some jurisdictions, matters such as management and shareholder control, maintenance of its own accounts, books and records and advisors, arms-length terms for its place of business, separateness of its assets and funds and ability to operate independently of the originator and owner are among the factors considered in this assessment.

No single factor is in and of itself sufficient to determine whether the SPV has a separate existence. For example, the presence of independent management or directors does not guarantee that the SPV cannot become a bankrupt entity upon an insolvency filing of another related entity. Rather, Fitch will look for such an assessment to be supported by the full range of factors deemed relevant to support a separate existence in the relevant jurisdiction.

If the SPV cannot be considered to exist independently of all other parties – e.g. its parent or an affiliate – Fitch may decide that no instrument issued out of the SPV can be rated higher than the rating of the party on which the SPV is dependent.

“Orphaned” or Not

SPVs may be (and in Europe commonly are) “orphaned”, that is, not legally or beneficially owned or controlled by the originator of the securitised assets nor any other enterprise with an interest in those assets or the SPV. In such cases, the beneficial ownership of the SPV will often be held on trust for a charity by the immediate legal owner, which will often be a professional company specialising in the management of such vehicles and which performs the management duties for a fee.

There may be commercial, tax, structural or legal reasons for an SPV not to be orphaned. This may be the case where there are one or more intermediate SPVs in a structure through which note issuance proceeds and/or asset cash flows pass. In this case, Fitch will review the safeguards and any aspects which may compromise the separation of the SPV from its parent or sponsor.

When the SPV is part of a group of companies, risks arising from the use of a non-orphaned SPV include exposure of the SPV to group tax or employee pension liabilities, or the risk in some jurisdictions that a court may order the consolidation of the SPV's assets with those of its parent

entity in the parent's insolvency proceedings. To the extent that those risks exist in a particular jurisdiction, Fitch expects those risks to be addressed.

A non-orphaned SPV may achieve the same benefits as an orphaned SPV where relevant mitigants (such as noteholder control and strong separateness provisions) are present and respected.

Jurisdiction

The choice of jurisdiction for the SPV can be influenced by many factors, not all related to mitigation of the risk of insolvency.

Tax considerations in the form of both potential liabilities and benefits for the relevant SPV, or in relation to payments received on the underlying assets, can often be significant elements affecting the choice of jurisdiction by the transaction parties for the establishment of an SPV. Whether any SPV in the structure is exposed to tax liabilities in its jurisdiction of creation, or whether taxes will be imposed to reduce the cash flows or other income or proceeds available from the underlying assets, will have a consequential impact on the ability of an SPV issuer to service its rated debt.

Low or no tax jurisdictions are often chosen as the place to establish the SPV to mitigate the tax risk. However, in cases where it is nevertheless (for other reasons) beneficial to establish the SPV in a jurisdiction that exposes the SPV to potential tax liabilities, Fitch will expect to receive information about the nature and amount of the potential tax liabilities that may be imposed, how such liabilities are calculated, and any structural considerations that may neutralise or mitigate their impact. Fitch will assess the impact of any potential tax liability on the transaction as part of the cash flow analysis.

Limitations on Activities

Fitch expects restrictions to be in place in the transaction that will preserve the future independence of the SPV. It is also expected that these restrictions will limit the business the SPV may engage in to only what is necessary for it to perform its obligations under the transaction documents. This reduces the risk of new liabilities and creditors being created, which may adversely affect the transaction or the solvency or bankruptcy remoteness of the SPV. Fitch expects these restrictions to be maintained for the duration of the transaction.

Depending on the laws of the relevant jurisdiction in which the SPV has been established, restrictions on the SPV's business activities and transactions can be entrenched through the documents forming the SPV and/or through contractual restrictions in the transaction documents and, optimally, both. Fitch would expect such restrictions typically to include:

- prohibition of change of ownership;
- covenants to maintain a separate business existence;
- limited ability to amend the constitutional documents;
- restrictions on any asset dealings (beyond those necessary for the SPV to enter into and perform its obligations under the relevant structured finance transaction documents);
- narrowly defined objects and powers (to those necessary for the SPV to enter into and perform its obligations under the structured finance transaction documents);
- restricted powers of directors;
- no additional borrowings, finance raisings, guarantees, additional granting of security and the like (save in limited exceptional circumstances where debt is subordinated and the subordinated creditors have agreed to be subordinated to the existing structured financing);
- no operating business;
- no employees; and
- no commingling of assets with other parties.

Other limitations, in addition to the above, may be put in place for some structures. Fitch will always review the applicable limitations in their entirety.

Depending on the jurisdiction, other forms of legal comfort or mitigant may be present that preserve the independent ownership of the SPV (for example, where the ownership interest in the SPV is widely held).

Limited Recourse and Non-Petition Provisions

As all the transaction creditors involved in a potential structured finance transaction are known and identifiable (the noteholders, security trustee, liquidity providers, swap counterparty, and any other party contracting directly with the SPV), they can (subject to any applicable legal restrictions) agree contractually in the transaction documents to limit their (individual) legal rights to take insolvency or other recovery action against the SPV or its assets.

The limitations that the transaction creditors typically agree to at closing are set forth in the limited recourse and non-petition provisions in the SPV formation documents and/or transaction documents. In agreeing that their secured debts are limited recourse, the transaction creditors agree to have recourse only to the assets of the SPV for repayment of the amounts owed to them.

Under the non-petition language, the transaction creditors waive their rights to sue the SPV individually and agree not to take any steps to “petition” a court to put the SPV into bankruptcy or other insolvency proceedings for non-payment of its debts to the creditor. In certain jurisdictions, an unlimited restriction on a creditor’s right to take such action against the SPV may not be enforceable. In these instances, it is usual for creditors to agree a restriction that lasts for any applicable suspect period, plus a day after the issued debt is repaid.

Fitch expects transaction creditors to agree to limited recourse and non-petition covenants. In circumstances where a structure may not include limited recourse and/or non-petition covenants, or where there are restrictions on these covenants, Fitch will expect information as to the reasons for this (together with any structural mitigants). This will allow the agency to assess the risks to the SPV and consequently, whether the structured finance transaction can be said to benefit from limited recourse and non-petition covenants.

To further limit the risk that transaction creditors may (despite the existence of limited recourse and non-petition covenants) seek to take individual action to enforce repayment of their secured claims, structured finance transactions often use a security trustee, which holds and enforces the security on behalf of all the transaction creditors.

Priority of Payments

Having a known universe of transaction creditors means that these creditors can agree to clear priorities in respect of the repayment of their liabilities by allocating the cash flows and other proceeds from the assets, according to a predefined distribution (or waterfall). Fitch will examine these arrangements to confirm that they reduce uncertainty of outcome and establish effectively the priorities of the noteholders and other transaction parties, both before and after the occurrence of a default.

Fitch will also examine the arrangements for the priority of repayment to any third-party SPV creditors (such as tax authorities) that are not transaction parties and therefore may not be bound by the limited recourse and/or non-petition covenants, and also may be mandatorily preferred by law.

Isolation of Financed Assets

Fitch expects that structured finance transactions are structured to achieve such isolation and the agency will, as part of its analysis, undertake an assessment of the effectiveness of the proposed mechanisms to achieve this.

The precise mechanisms may vary depending on the relevant jurisdiction and on the objectives of the transaction sponsor. One established mechanism is by way of a sale of the underlying assets to the SPV (a true sale), the aim of which is to give effect to the transfer of title in a way that defeats as much as possible the ability of the originator (or any creditor of, or insolvency official appointed to, the originator) to overturn the sale and claw back the assets sold. How the

Structured finance transactions typically limit creditors’ rights through limited recourse and non-petition provisions.

transfer to an SPV of title to the assets is achieved will depend on the type of asset, its location, the law governing the asset and the law governing the sale.

Where the beneficial (or equitable) title, rather than the legal title of assets, is transferred at the outset of a transaction, Fitch will expect the structure to include appropriate perfection mechanisms to complete the transfer of legal title to the SPV at a point in time sufficiently prior to enforcement. This typically occurs in jurisdictions where the assets being transferred are in the form of a debt and the requirements under the applicable laws for an effective legal transfer to the SPV include notice in writing to the debtor or obligor. In these circumstances, the originator may not find it practical (or desirable) at the outset of the transaction to give the required notice to its underlying debtors to effect a legal transfer of the assets.

Alternatively, isolation of the assets is in some transactions achieved through an intermediate SPV acquiring the assets, which in turn is funded by a secured loan from another SPV (which in turn issues securities to finance the loan).

Whatever mechanism or structure is used, Fitch assesses the extent to which the assets have been isolated from the transferors and the SPV's controlling party. Fitch expects the transaction legal opinions to address the risks in the relevant jurisdiction(s) that an insolvency of the asset originator, or any other transferor, will result in the assets being clawed back into the insolvency estate of such entity.

Fitch analyses the relevant documents to assess the extent to which the assets in the SPV have been isolated from other parties.

Operational Capacity

Fitch expects the SPV to have sufficient support from operational counterparties, notably the note trustee and/or the security trustee, to enable it to operate on a day-to-day basis and particularly in a crisis. The agency expects the responsibilities of the operational counterparties to be clearly defined in the transaction documentation and the counterparties to have the powers to be able to effectively address issues that may arise, thereby minimising the risk of transaction disruption.

Other Potential Threats to the SPV

Unlike operating companies, SPVs are restricted by their formation and transaction documents and do not have the ability to borrow or raise capital to remedy cash flow shortfalls, or asset, security or transaction structural problems. For these reasons, Fitch does not expect the SPV to be vulnerable to a range of risks, including:

- re-characterisation of asset transfers;
- consolidation with its affiliates or service providers;
- tax obligations (including corporate tax, VAT, stamp duty or transfer taxes on realisation of collateral);
- pension liabilities (or other employee-related liabilities), tax liabilities or insolvency risk belonging to a group (usually that of the originator);
- thin capitalisation or other accounting-related risks;
- loss of priority of security interests of the noteholders;
- unavailability of expected liquidity in the transaction; and
- obligations or liabilities attaching to assets that may require capital expenditure (such as environmental risk).

Where such risks exist, Fitch examines any mitigating features to assess the impact of those mitigating features on the rating analysis.

Issues Not Addressed by the Rating

There will always remain certain issues that are difficult to analyse, such as the risk of a vexatious or nuisance challenge, the potential for a change in the legal or tax regime and fraud. Issues such as these are not addressed in Fitch's analysis of an SPV, or in its rating opinion. Clear pending changes in the legal or tax regime at the time of assigning a rating may be addressed on a case-by-case basis.

No Issuer Default Ratings for SPVs

Fitch is sometimes requested to assign credit ratings to SPVs themselves: ie what would effectively be the equivalent of an Issuer Default Rating (IDR) for the SPV itself, as opposed to the issue ratings that are assigned to the securities that it issues.

Fitch does not assign credit ratings to SPVs in structured finance. This is because the SPV has no real economic substance of its own; its assets are segregated, it conducts no business other than its participation in the structured finance transaction and it is restricted from assuming liabilities other than the issuance of the notes that form part of the structured finance transaction (although subordinate debt may sometimes be permitted).

The SPV therefore has no senior unsecured liabilities of its own that any rating could address. The risks involved with an SPV consist primarily of whether it has been effectively legally constituted; therefore, there are no credit-related risks that a credit rating could address. A credit rating for the SPV itself would therefore have no meaning.

Appendix 2: Repackaged Structured Finance Notes

Additional considerations apply to rating securities backed by single tranches, or small pools, of existing structured finance notes. These repackaged notes (or re-securitisations) can have a senior/subordinate or simply a pass-through structure.

A senior/subordinate structure involves the issuance of both new senior and subordinate notes backed by the underlying bond(s), thereby creating extra protection for the new senior bond compared with the underlying bonds themselves. On this basis, the new senior note can achieve a higher rating than that of the original repackaged security(ies). Fitch will generally decline to rate the new most subordinated tranche of the newly repackaged transaction. If the agency decides to rate the subordinated tranche, it is likely to assign a rating below the existing rating of the note that is being repackaged.

In a pass-through structure, no additional subordination is created and the cash flows from the underlying security are simply passed through to the new notes issued by the new structure. In such a case, the rating of the repackaged note will be the same as that of the underlying security. Fitch's *Single- and Multi-Name Credit-Linked Notes Criteria* detail the analytical approach in the case of pass-through analysis.

Fitch will generally not rate repackaged securities where the performance of the underlying collateral is still highly uncertain or expected to be highly volatile. For example, in cases where the original notes are on Rating Watch Negative or Rating Outlook Negative, Fitch may either decline to rate the repackaged notes or apply additional stresses to compensate for potential volatility.

Ratings of Repackaged Senior Notes

Fitch will typically rate only a repackaging of senior notes. Unlike senior tranches, subordinate tranches may be cut off from payments in the event of a default of the underlying transaction, in instances where senior noteholders, who control the choice of remedies, choose to divert cash flows from the subordinated notes.

Fitch may consider rating a repackaging of subordinated notes under sector-specific criteria or on a case-by-case basis dependent upon asset class, securities concerned, availability of sufficient information to analyse the underlying securities, stability of performance and rating level. In such cases, the risks associated with the subordinate position of the notes that are being repackaged would have to be sufficiently mitigated, as determined by Fitch's analysis of the proposed structure.

This also applies to rating of combination notes, where notes structured as either part of the same trust or as a separate SPV trust using tranches from other securities are combined, in whole or in part, to form new securities. Fitch's *CLO and Corporate CDOs Rating Criteria* detail the analytical approach for rating of combination notes, which could be applied in principle to another sector on a case-by-case basis. Fitch will not rate new combination note structures on the basis of a "rated balance" that may differ from the "stated balance" of the notes over time as there is a higher risk that the rating may be misconstrued or misunderstood by those relying on it like investors, risk managers or regulators. For case-by-case rating of a repackaging of subordinated notes, the agency's approach would be detailed in its rating communications.

In cases of the repackaging of a single or a small number of securities (typically, no more than five), Fitch will analyse underlying assets under the framework of relevant sector-specific criteria. In cases of the repackaging of multiple securities within a single SPV, Fitch may complement or replace this look-through analysis with a portfolio-based analysis that assesses correlated default risk and concentrations in repackaged securities.

Tranche Thickness Affects Portfolio-Based Analysis

The thickness of a tranche relative to the original size of the portfolio (tranche thickness) and the seniority of the tranche can be important determinants of the tranche's expected recovery and the resulting expected loss for the portfolio.

Thin tranches, which are usually junior tranches, tend to have lower recoveries in the event of a default and, as a result, Fitch can apply lower recovery assumptions for thin junior tranches.

Derivatives from Underlying Transactions

Underlying structured finance transactions may embed various derivative contracts that aim to mitigate interest rate or foreign exchange risk. If an event of default occurs and the security over the collateral is enforced by the noteholders through collateral liquidation, the derivative contracts may be terminated. If these derivatives are out-of-the-money from the perspective of the underlying structured finance transaction, a lump sum termination payment is owed to the counterparty. This payment would typically rank senior in the waterfall and therefore would be made before any payments to the re-securitised senior notes. If there is a risk that the collateral securing underlying assets may be liquidated and/or derivative contracts terminated, resulting in a significant termination payment that ranks higher than payments to the noteholders of the re-securitised asset, Fitch is unlikely to rate such re-securitisation.

Potential Consideration of Price Paid

Fitch uses its published rating criteria to form an opinion on a security. However, when assigning new ratings to a repackaged security, the agency may also consider the price at which the SPV purchases the original security (especially if there is a substantial gap between Fitch's rating opinion regarding the likelihood of full principal return and the market price).

While these principles address repackaged structured finance transactions globally, individual sector groups may publish sector-specific criteria that augment or supersede these guidelines.

Appendix 3: Distressed Debt Exchange

Within SF, the vast majority of defaults are accounted for by missed coupon or principal payments. However, as SF transactions globally have faced more challenging asset performance and potential payment defaults following the financial crisis, incidences of possible distressed debt exchange (DDE) situations have grown within the SF sector.

Fitch may determine that a DDE results when an issuer, in conjunction with noteholders, decides to restructure or exchange the rated notes in an effort to avert a probable payment default. By definition, the restructuring or exchange will cause a reduction in original economic terms from the noteholders' perspective, and to some extent will therefore be distressed in nature. Such a reduction may consist of a reduction in, or deferral of, contractual coupon payments to noteholders.

Determining a DDE

A DDE will be determined on the merits of the individual case, but may include a change of interest payment terms from timely to deferred, an extension of the rated notes' legal maturity, a reduction in structural protection that leads to a reduction in economic terms, or a tender offer involving an exchange on terms that are significantly worse than the original contractual terms. An element of subjectivity will remain in most cases.

When considering whether a transaction or class of notes should be classified as having experienced a DDE, Fitch would expect both of the following to apply: the relevant noteholders will suffer a material reduction in economic terms compared with existing contractual terms; and the restructuring or exchange will avert a probable payment default on the underlying notes.

Fitch will make the determination of a DDE event and any adjustments to its ratings based on the agency's assessment of each specific case and at its sole discretion. Fitch determines whether a restructuring or exchange is distressed in nature by reviewing the entirety of the proposal, the motivation for the proposal, and its economic impact on the holders of each class of rated notes, based on the information disclosed to Fitch.¹

Material Reduction in Economic Terms

If, in Fitch's opinion, the proposed economic terms of a restructuring are significantly worse than the original contractual terms, or an exchange results in the investor receiving anything other than an equal amount of notes on similar terms, then there is a strong presumption that the restructuring or exchange, as the case may be, should be considered a DDE.

Fitch defines a material reduction in economic terms in an SF transaction as a restructuring or exchange proposal that results in holders of a security receiving revised terms that, taken overall, materially impair the economic position of the noteholders compared with the previous terms. It includes – but is not restricted to – any one of the following, or a combination thereof:

- reduction in principal balance;
- reduction in coupon;
- deferral of coupon payments, or payment-in-kind, on a note rated for timely payment of coupon;
- maturity extension;

¹ Fitch cannot guarantee that all relevant information is disclosed by the transaction parties, especially in the case of exchange or tender offers. Fitch expects that each issuer that has agreed to participate in the rating process, or its agents, will promptly supply to Fitch all information relevant to evaluating the ratings on such issuer or the relevant securities, including, without limitation, all material changes in any information previously provided, potential material events and the issuer's overall financial condition, which may require communication of non-public information to Fitch. We expect all such information to be timely, accurate and complete in all respects. This will include any information requested regarding tender or exchange offers made. Where Fitch cannot obtain sufficient information to form an opinion, the rating will be withdrawn at the agency's sole discretion.

- reduction in structural protection to holders of rated notes (e.g. removal of a protective trigger or termination event) leading to a negative economic impact; and
- contractual or structural reduction in the seniority of the note (the agency may determine that some changes eg, an increase in the amount of senior fees following servicer replacement, may not be regarded as material enough to constitute a DDE).

However, this does not mean that the restructuring or exchange is not in the noteholders' best interests. It may be the logical (or only) choice in the circumstances; however, the restructuring or exchange itself is, in Fitch's view, an acknowledgement of credit impairment. In determining whether investors have suffered a material reduction in economic terms, consideration may be given to whether the notes were purchased at a discount to par.²

Generally, DDEs in SF transactions involve one or more of the above. If there are no mitigating factors, the presence of any one of the above examples may be sufficient for Fitch to determine that a material reduction in economic terms has occurred. Fitch will determine during its committee process the materiality of any of the above referenced examples and factor this into its rating decision.

Although mitigating factors, such as an increase in coupon, may be present in DDEs, Fitch expects these will often not fully compensate for the impact of the DDE on affected noteholders. A rating committee will consider the restructuring or exchange in its entirety and determine whether a DDE has occurred.

Fitch's analysis may conclude that a DDE has occurred for some but not all classes of notes issued by a particular issuer. The decision will depend, amongst other factors, on the materiality of the change and the economic impact on each class of rated notes.

Default Risk

The second element required in determining that an event should be considered a DDE is whether the event will avert a probable payment default on the notes. If the notes must pay interest on a timely basis, and it is clear to Fitch that the issuer does not have sufficient funds to make upcoming interest payments in future periods, then payment default under the notes is clearly imminent. In such a case, an exchange that changes the note terms to allow for interest deferral would very likely be classified as a DDE, as the notes would otherwise default without the exchange.

In other circumstances, a DDE may be more difficult to assess. Factors commonly associated with DDEs that may assist Fitch with this assessment include the following.

- Ratings have deteriorated since the original issuance, for example, where notes that were originally rated at investment-grade level have significantly deteriorated, so that ratings have been materially downgraded.
- Collateral performance has deteriorated significantly from original expectations, or when compared with securitisations of similar collateral (for example, where delinquency rates have significantly increased and pre-payment rates have reduced).
- Supporting counterparties are distressed, for example where one or more of the parties to the original transaction (for example, a swap provider) have defaulted or are in a high level of distress.
- Secondary market prices are substantially discounted, for example where mark-to-market (MTM) values have been declining and are distressed, or are low in comparison to securities of a similar type. As noted above, depressed MTMs are not necessarily indicative of credit problems with the notes themselves, for example where MTMs are depressed generally due to restricted liquidity in the market. However, where individual notes are valued substantially below otherwise comparable instruments in their peer group, this may be an indication of distressed performance.

² Fitch rates securities issues according to their contractual terms and conditions. Although mark-to-market values of securities may provide some indication regarding the nature of the exchange, such values themselves do not exclusively enter into Fitch's determination of whether investors have suffered a "material reduction in economic terms".

These are only potential indications and it is possible that Fitch may make a DDE determination in the absence of one or more of the above. Conversely, Fitch may not consider a DDE to have occurred, even if one or more of the above are present.

Rating Implications

Pre-Execution

When Fitch is informed of a proposed restructuring or exchange for the notes, which the agency determines to be a potential DDE, the credit rating of the notes affected may be placed on Rating Watch Negative. Once the details of the formal exchange offer or restructuring proposal have been finalised and communicated to Fitch, the affected notes may be lowered to 'Csf', indicating imminent default.

On Execution

If the DDE executes successfully, the note rating is lowered to 'Dsf'. This reflects Fitch's view that a DDE has occurred and communicates to the market at large that the agency regards the DDE as a default.

Post-Execution

Immediately after the effective date of the DDE, the note rating is raised from 'Dsf' and re-rated to a level reflecting the structure as it exists after the DDE. Any new note issued, or existing notes restructured in a DDE, will be rated purely on the transaction's credit profile after the restructuring or exchange, coupled with any structural and/or legal considerations related to the specific issuance.

As a result of the exchange, new notes, which replace the previous notes that are extinguished, may be issued. In these instances, the newly issued notes are assigned a new rating on the effective date of the DDE. Conversely, the rating of the extinguished notes, having been lowered to 'Dsf' on the effective date of the DDE (as described above), is withdrawn.

Old notes that remain outstanding, but with restructured terms and conditions, are re-rated to reflect the agency's opinion regarding the new credit profile of the notes, after the DDE has been executed. The fact that any note issue was a product of a DDE is not relevant to the current rating.

Appendix 4: Rating Caps and Limitations

Fitch may view certain characteristics of SF transactions to be incompatible with certain rating categories. Fitch's ratings may therefore be subject to a rating cap. Limitations may be such that it is not possible to rate the notes. This section discusses factors that influence the application of caps. It does not define highly prescriptive and granular rules that apply in all circumstances, due to the variations in SF asset classes. Specific rating caps in an asset class or market sector will be specified in the related sector-specific criteria reports where applied. Where specific caps are applicable based on sector-specific criteria, the sector-specific criteria take precedence over the criteria published in this report.

This section provides a high level framework of the principles Fitch's SF analysts will apply to assess transactions. In certain cases, transactions will not achieve high investment-grade categories (ratings at 'AA' or higher) on principle, regardless of the degree of credit protection or structural mitigation around the notes. Rating caps may be imposed at any rating level, depending on a sector or transaction's individual circumstances.

Rating cap considerations may apply to both national and international scale ratings. However, cap levels for national scale ratings will consider the specific circumstances of the individual country and its national rating scale, which differ in nature to the international rating scale. Cap considerations may be less relevant for national ratings (for example, data availability across all sectors in the country may represent a systemic issue where the national scale applies). Nonetheless, instances that would fundamentally prevent any rating would apply equally to national scale ratings.

A transaction that does not meet all of the elements described in this appendix may still be rated, if Fitch determines that such transaction is compatible with the purpose and intent of Fitch's ratings and where Fitch believes it has sufficient information to form a credit view.

Portfolio and Data Quality

Under *Data Adequacy* above, Fitch explains the data it expects to receive and relies on for its transaction analysis.

Fitch expects to receive loan-by-loan data to perform its analysis for certain types of SF transactions. If specific loan-by-loan information is not available, significant market-wide data and other feedback from the originator may often provide proxy information.

While the length of time may be extensive, data may only cover a period of benign economic circumstances and may therefore be insufficient to develop robust assumptions. Such data for a long benign period allow limited insight into how performance may unfold during the downturn part of the cycle, especially since a sustained extended upcycle could itself be indicative of a "bubble". A lengthy benign period can mean a subsequent sustained and lengthy down-cycle as performance reverts toward the long-term trend.

Fitch also considers how product types have evolved over the period for which data has been provided with very long-dated assets. If product features have changed significantly, then data provided regarding assets that originated 20 or more years ago (and in some cases even a shorter period) may no longer provide sufficient insight as to how assets may perform in the future and, hence, become less relevant. Qualitative adjustments may be sufficient to address limited changes in product features, such that a rating cap may not apply. However, multiple layers of product change giving rise to several layers of additional risk would be more likely to lead to a rating cap unless there were supplementary data available to assess how such product evolution may influence future performance.

The relevance of historical data to ratings analysis may be a particular issue for transactions with "tail-end" market value risk (see *Excessive Market Value Exposure*). This may be a function of a fundamental systemic shift whereby historical performance patterns may suddenly change, rendering risk assessments based on historical data less predictive of future performance. The modelling framework will be subject to additional scrutiny in these circumstances, with a particular focus on how short-term liquidity stresses could affect the transaction.

If an originator is not capable of producing historical performance data in line with the aforementioned description for the assets targeted for securitisation, the transaction proposal

is unlikely to be rated by Fitch unless strong mitigants, such as relevant market-wide data, are available. In asset classes where the originator-specific underwriting criteria are expected to have a limited influence on the credit quality of the portfolio (e.g. syndicated loans or commercial property loans), available market data are expected to be more relevant than specific originator data.

Some transactions backed entirely by a portfolio of a certain type of assets may see a rating cap imposed where, for example, those assets have a particular attribute or emanate from a volatile sector of the market. However, there may be instances where a transaction is backed only by a proportion of such assets rather than the entire portfolio. In such a case, the transaction may still be eligible for ratings in the highest categories if, in Fitch's analysis, the relevant portion of the portfolio would effectively get no credit and would be expected to result in a total loss in rating scenarios above the level where a rating cap would ordinarily be expected to apply to such assets.

The sector-specific and bespoke criteria reports provide a detailed description on the type and extent of data expected for each asset class that is in line with the above principles.

Possible Mitigating Factors

If available originator data do not fully meet the aforementioned standards, representative proxy data can be considered to supplement otherwise inadequate historical originator performance data (either in terms of length of time or direct relevance) and the rating of a transaction. In addition to considering other sources of data, Fitch may also take into account any relevant information or industry perspective from other analytical groups within Fitch.

The proxy data may be data of other originators active in the same market or general industry-level data (in each case, the receivables that are the subject of the data should be similar in nature in terms of profile, as well as underwriting, origination and servicing standards). In limited cases, it might also include data available from different jurisdictions for similar asset classes, where the jurisdiction-specific aspects of the data can be addressed via reasonable adjustments.

If the jurisdiction where the receivables are originated has a significantly different legal and political regime compared to other jurisdictions where proxy data may be available, then it is unlikely that data from these jurisdictions can qualify as a proxy due to its limited relevance. In such cases, Fitch is unlikely to assign a rating.

For those ratings that proceed subject to a rating cap, based on limited data supplemented with proxy information, default, and loss severity assumptions will be higher than might usually be the case for the rating categories concerned if more extensive data were available. This reflects penalties applied in the analysis to mitigate increased uncertainty regarding the data used to derive rating assumptions, which will result in higher base case loss expectations and/or higher stress levels and higher credit enhancement than would be the case with more data.

In the event that there is only limited deficiency of historical data and/or proxy data available as described, it may be possible to rate a transaction without a rating cap. This limitation would be mitigated through applying significantly higher asset stresses to reach higher investment-grade categories. Such an approach can be taken either at a criteria level if significant wider market information is available or at a transaction-specific level.

Asset Concentration and Performance Volatility

Asset concentration concerns arise, for example, where the performance of a transaction is fully or materially dependent on a single industry, a small geographic region or very few obligors, especially if these are combined with a low credit quality. Transactions that are initially granular may become concentrated over time as they season and amortise. In such instances, a rating cap may apply. Fitch expects such risks to be addressed through structural mitigants such as credit enhancement floors in new transactions.

Industry Concentration

In case of industry concentration, Fitch would analyse the type of industry (or the small number of connected industries as the case may be) and analyse whether such industry is characterised by very volatile asset performance, few players, or a large degree of uncertainty (for example, through the obsolescence of key technology). If such considerations are prevalent, a rating cap is likely to apply.

Examples where such an industry concentration rating cap may apply include, but are not limited to: (a) a securitisation of junior commercial property loans (B notes), particularly if in a single jurisdiction or related jurisdictions or regions; (b) a securitisation of shipping loans, particularly if strongly dependent on volatile spot freight rates; and (c) a securitisation backed by future cash flows from legal settlements owing from tobacco companies to US states (tobacco settlement ABS).

However, standard granular SF transactions are not considered to fall into the single industry category. Specific segments of the consumer finance market like auto and credit card loans or the commercial real estate market are characterised by markets with adequate performance data, such that robust analytical assumptions may be developed. While these sectors may be exposed to cyclical behaviour, Fitch typically does not apply a rating cap because of the relatively low degree of uncertainty associated with the robust performance data. Consumer finance transactions are also exposed to a large granular pool of obligors where an opinion can be formed on collective behaviour in stressed scenarios.

Similarly, a securitisation of a diversified portfolio of high-yield corporate obligations would also not be considered to be subject to the single industry exposure. While the lower credit quality assets are subject to higher performance volatility, a rating cap may not apply provided these transactions demonstrate significant industry and obligor diversification (thus sufficient overall stability). Despite this, rating caps may be applicable in certain granular asset classes where a transaction is concentrated in a sector or subsector in which historical performance has been volatile or unpredictable. These may include transactions backed by non-traditional or riskier credit quality assets combined with more aggressive underwriting practices and/or other risk factors. It may also include transactions concentrated in particular vintages originated in peak conditions where historical performance has been poor and highly volatile.

Prefunding and Revolving Periods

Additionally, transactions that have long prefunding or revolving periods or where the prefunding amounts are considered significant may not be rateable or may be subject to a cap on the maximum achievable rating. These structural features expose noteholders to additional risks with respect to a longer risk horizon. In particular, there is an increased risk of being subject to negative evolution in the credit profile of a collateral portfolio, particularly in the run up to the peak of a cycle, with the risk of increased losses during a subsequent downturn.

Fitch may also have concerns regarding the incentives of transaction parties (see *Incentives of Transaction Parties* below) for revolving or managed transactions where the collateral may significantly change over time and originators or managers may have the incentive to sell or substitute low quality assets into the portfolio to maintain short-term funding to the company. While eligibility criteria typically provide some protection against this, they usually do not fully address a material misalignment of interests. Depending on transaction-specific arrangements to address such concerns, a rating cap may apply or the transaction may not be rateable.

Excess Spread Notes and Excess Spread Dependence

Excess spread notes are defined as capitalised notes issued in addition to the principal balance of the receivables and the balance of cash reserves as at the initial cut-off date and where the repayment of those notes is dependent upon the availability of excess spread. The model-implied ratings of such notes are highly sensitive to cash flow modelling assumptions, especially prepayment rates. Ratings of such notes are capped at 'BB+sf'. Similarly, the ratings of those notes whose repayment excessively, even if not entirely, relies on excess spread may be constrained.

Geographic Concentration

Similarly, if significant geographic concentration is present, a rating cap may also apply. For example, this can be the case if an RMBS transaction is mainly backed by mortgages of secondary or holiday homes located in a region or an island dominated by tourism. Fitch believes such a transaction may be subject to performance volatility that is inconsistent with 'AAAs' ratings. Determination of whether a rating cap will apply will depend on a specific analysis of the economic profile of the region concerned. Less acute geographic concentrations can be addressed by specific analytical adjustments that would be described in related sector-specific or bespoke criteria or transaction-specific reports.

Obligor and Asset Concentration

Rating caps can also be applicable if a significant asset or obligor concentration is present in a transaction portfolio. However, this also depends on the asset class, type of obligor or asset concentration, and the asset credit quality. For example, the securitisation of a single high-quality New York commercial property is unlikely to be subject to a rating cap due to the expected high-quality liquidity and re-sale value of the underlying property. On the other hand, a transaction backed by unsecured debt from a small pool of 'BBB' rated corporate obligors is unlikely to achieve a rating above 'Asf', as opposed to more granular transactions.

Asset or obligor concentration risk may arise in transactions that are initially granular but experience increased small pool or loan count concentration over time. Increased tail-end credit enhancement targets may be one way of mitigating this risk as transactions season and amortise. Fitch will apply rating caps for transactions that could experience such loan count concentration and where the transactions lack any type of structural mitigants to offset potentially increased performance volatility as the pool size declines.

Interest Deferability of Notes

Fitch's SF ratings address the likelihood of receiving payments in accordance with the terms and conditions on which the investor makes its investment. This means that, for principal repayment, a Fitch rating addresses the repayment by the legal final maturity of the note (unless there is a pre-defined principal repayment schedule that would represent an EoD if not met).

Fitch will not assign international scale ratings of 'AAAsf', or national scale ratings of 'AAA(nat)' that correspond to 'AAAsf', to notes that are incurring or are projected to incur interest deferrals under any rating case scenario, even if such deferral is permitted under the terms of the documents.

Fitch may assign international scale category ratings below 'AAAsf', or national scale ratings below 'AAA(nat)' (or national scale ratings of 'AAA(nat)' if they do not correspond to 'AAAsf'), to notes that are incurring or are projected to incur deferrals in their respective rating case scenario if the following conditions are met:

- The transaction payment priority includes a defined mechanism for repayment of deferred amounts;
- Interest deferrals are fully recovered under the terms of the documents by the legal final maturity in the rating case associated with the rating assigned to the note;
- Interest deferrals are a common structural feature in the particular market, or noteholders are given clear indications that deferrals may occur in transaction documents (e.g. notes are titled "deferrable notes" or deferral is outlined as a risk factor of the notes in the offering documents).

A rating committee may choose not to assign a rating to a note whose interest deferral mechanism is not, in Fitch's view, clearly recognisable by the investing public. For example, notes whose label implies the possibility of timely payment of interest but where the transaction structure and payment priority make this improbable. This would not be true in the case of notes that are clearly labelled as interest accrual notes and are structured to only pay interest on maturity, as there is no performance-related optionality or implied possibility of periodic interest payments.

Conditional Reduction of Interest and/or Principal

Fitch may decide to cap the ratings or not rate transactions with conditional reductions of interest or principal.

Fitch has been approached with transactions where the terms and conditions specify the reduction of an interest distribution and/or the reduction of principal proceeds, subject to certain credit events (for example, the reduction in an interest rate coupon if a sovereign credit defaults – thereby embedding credit risk within the definition of the interest coupon). In such cases, when assigning SF ratings, Fitch would depart from the principle of rating to the documents and will also consider the likelihood of such a conditional event occurring in combination with other structural arrangements.

This is because, in such circumstances, a credit rating opinion delivered on the form of the transaction as described in the transaction documents would not effectively express an opinion on the substance of the entire credit profile of the transaction when considered as a whole (i.e. Fitch would apply the principle of “substance over form” in such cases). This could result in a rating cap or make a transaction not rateable at all.

In instances where receipt of an interest coupon (or part of an interest coupon) is conditional on credit risk (for example, the earlier example of the reduction of a coupon on the default of a sovereign credit), Fitch’s rating will address the credit risk embedded in the interest coupon as well as the return of principal. This is because a credit opinion can be formed regarding the likelihood of the conditional reduction in the interest coupon. Therefore, the rating would be capped or limited by the credit position of the sovereign credit if lower than that of the entity that has the obligation to make interest and principal payments.

Fitch has also been approached to rate SF notes where the interest rate coupon or principal is market linked through dependence on the performance of a market or credit index (for example, an equity index such as iTraxx). Fitch would not rate such a transaction, because it would be unable to assess the substance of the market value exposure (see *Excessive Market Value Exposure*).

For clarification, this does not apply (and rating caps are not applicable) if interest distribution amounts are variable because payments are based on a margin over a floating interest rate index (such as Libor) or inflation indices.

Similarly, in cases where a note coupon payment is based on the outstanding note balance less write-downs or where coupon payments on a given interest payment date are permanently extinguished based on the occurrence of certain credit-related events (e.g. level of defaults or losses), Fitch would depart from the principle of rating to the documents. Fitch would model such structures according to the transaction documentation and will only assign a rating if in the relevant rating scenario principal and interest are paid in full and the trigger event for the credit-related reduction in interest payments is not expected to occur during the life of the note in the relevant rating scenario.

This is, for example, the case of those structures where the coupon payment is not based on the outstanding note principal balance of the note but on the so called “outstanding stated note principal balance” (i.e. outstanding note principal balance less charge-offs or, alternatively, less the outstanding principal deficiently ledger [PDL]) or whose coupon payments are not made when the stated balance of the note is zero. In those instances, Fitch would only assign a rating if in the relevant rating case scenario the coupon payment is not affected by the presence of charge-offs (or PDL).

Other examples are the two-stage payment synthetic structures described in *Appendix 5*.

Net WAC Caps

Net weighted average coupon (WAC) caps, which cap the interest due on certain tranches to the level of the WA interest rate owed on all assets, are an example of a conditional reduction of payments, eg the interest distributions can be reduced, capped, or deferred in adverse interest rate or prepayment scenarios. Net WAC caps do not result from credit-related issues, aside from payment reductions related to established loan servicing standards (such as distressed loan modifications in US RMBS and US CMBS) or limited reductions from delinquency in some US RMBS structures. Where securitisation markets have evolved with net WAC caps or similar features as an established market standard (i.e. in US RMBS and US CMBS), Fitch believes that the limitations of these features are widely accepted and well understood by market participants, including investors.

In such cases, Fitch’s rating opinion does not address the likelihood of receipt of any interest cash flows that might exceed the net WAC cap or similar features, nor would such features be a cause for a rating to be capped. Fitch would expect that the consequences of these features are clearly explained in transaction documentation, and these features would not give rise to any conditional reduction in payments as a result of credit-related issues, such as reduced asset revenues owing to obligor default.

In contrast, in securitisation markets or sectors where net WAC caps or similar features have not been used, where Fitch believes the concept is not familiar to market participants and where it also believes the prospect for inconsistencies between ratings in the sector could arise, Fitch will test for receipt of liability-side cash flows gross of the conditional reduction (eg in excess of the net WAC cap) in its rating analysis, or consider applying rating caps to notes subject to a net WAC cap.

Principal-Only Ratings and Principal-Protected Notes

Occasionally, Fitch assigns ratings that only address the ultimate payment of the principal at or before the maturity and do not include an opinion on the ongoing or ultimate payment of any interest distribution. This will typically be the case where no coupon is specified (e.g. zero-coupon notes). Fitch will not assign principal-only ratings where an interest coupon for a note exists.

For principal-protected notes, the principal is typically protected by a pledged asset or benefits from the guarantee of the sponsoring bank. Such protection would typically be limited to the creditworthiness of the guarantor and terms of the guarantee. Additionally, Fitch can consider applying rating caps to certain principal-protected notes where the transaction structure is deemed too complex. Any such limitation of the rating will be specified in Fitch's rating communication.

Step-Up Interest Coupons

SF transactions sometimes include arrangements for a step-up interest coupon, or increased interest margin, which is intended to provide an incentive for the originator or equity tranche holder to exercise an early prepayment option at a "clean-up" call for the transaction. Usually such step-up coupons are part of the defined coupon and are paid *pari passu* with the given note class and their non-payment on senior notes would cause a payment default. In its analysis, Fitch will assume that the clean-up call is not exercised and, therefore, the note coupon will step up and the step-up interest amounts are addressed in Fitch's analysis.

In contrast, Fitch may be approached with transaction structures where the step-up coupon would be paid subordinate in a transaction waterfall (i.e. junior to the lowest-rated note) and where the non-payment of the step-up coupon would not cause an event of default for the transaction, according to the transaction documentation. In such instances, Fitch will consider not addressing the subordinated step-up interest payments in its rating opinion, depending on the circumstances.

Fitch will expect to exclude such cash flows from its rating analysis where securitisation markets or sectors have evolved with this subordinated feature being an established market convention, where Fitch believes investors do not expect to receive such cash flows and where there has been clear and prominent disclosure in transaction documentation as to their subordinated nature and exclusion from events of default. In such instances, Fitch believes investors will have greater use for a rating opinion that only addresses the interest and principal cash flows that they actually expect to receive. Any such limitation of the rating will be clearly specified in the relevant sector-specific criteria and in Fitch's rating communication.

Practical Application

- Fitch will consider not assigning ratings where there is a greater potential for the rating to be misinterpreted, misused, or misrepresented. Therefore, ratings assigned to interest-only (IO) securities will be directly linked to the credit risk of the referenced tranche or tranches:
- IOs that reference a single tranche will be rated at the same level as the referenced tranche;
- IOs that reference multiple tranches will be rated at the level of the lowest referenced tranche whose payable interest has an impact on the IO payments; and
- IOs that only reference: (i) non-rated tranches; (ii) the entire capital structure where the lowest referenced tranche is non-rated; or (iii) tranches for which no cash flows are currently present or will be in the future will not be assigned ratings by Fitch.

In contrast, where such a feature has not been used in a particular subsector where Fitch believes disclosure is unclear or where the prospect for investor misunderstanding is high, Fitch could choose to include the step-up coupon in its rating opinion so as to allow for consistency in the basis for ratings across that subsector. Where step-up coupons are included in the rating opinion, they will be included in Fitch's cash flow analysis. In cases where a step-up coupon is paid subordinate in a transaction waterfall, the rating will be limited by the reduced likelihood of receiving this payment at the subordinate level. This can lead to a rating cap consistent with the payment of the subordinate payment, or make such notes not rateable.

Additionally, Fitch will not assign interest-only ratings where principal cash flows exist.

Ratings with Limited Credit Value

Previously, Fitch has been asked to assign ratings that are non-traditional or have no or limited credit substance due to the defined terms and conditions of the notes concerned. Examples are mortgage early redemption certificates, where investors will receive distributions only to the extent that early redemption payments are received by the SPV. The rating can only address the mechanics of whether the distribution of funds from early redemption will happen, but not express any form of credit opinion as to the extent of such redemptions. Such notes would only be subject to rating action resulting from issues related to the defined terms and conditions rather than any real credit opinion. Therefore, such a rating would be of limited value from a credit perspective and will not be assigned at any rating category.

As a general guide, if Fitch cannot envision scenarios where a note's ratings may be subject to rating actions due to credit issues, it is very likely that the rating would be considered to lack any real substance. In such situations, no Fitch rating will be assigned.

Lack of Transaction Economic Substance

It is Fitch's practice not to rate transactions that exist, in the agency's view, solely for tax and/or accounting considerations without serving any fundamental economic purpose. While tax and/or financial reporting considerations are often one of a number of motivating factors for issuers of SF transactions, such considerations will generally be complementary to a principal economic motivation. In the event that there appears to be no economic substance to the structures, apart from tax-avoidance schemes or accounting window-dressing, Fitch will not rate the transaction. While the agency may have no reason to believe such transactions are illegal in any way, such structures are not compatible with the purpose and intent of Fitch's ratings.

Excessive Market Value Exposure

Fitch will generally not rate SF transactions with material exposure to market value risk, but its Fund and Asset Management team can rate certain market value structures under the *Closed-End Funds and Market Value Structures Rating Criteria*.

In addition, a rating cap may be applied to transaction structures that: (a) rely on a servicer's ability to achieve a loan workout or to liquidate collateral in an orderly fashion in the most stressed environments and/or a very limited time horizon (e.g. as a transaction approaches its legal final maturity date); (b) include assets with limited trading, pricing, and liquidity history; or (c) include assets with knock-out market value triggers in which the breach of a pre-specified trigger (albeit usually set far from current market levels) will result in a default of the transaction with often nominal recoveries.

In Fitch's view, these examples demonstrate a level of "tail-end" risk (or risk of extreme events) that – particularly with respect to market price movements – is deemed to be incompatible with high investment-grade ratings. As a result, the ratings are capped as a matter of principle. No level of data, credit protection, or other mitigants will achieve ratings higher than the cap. Unlike asset performance data, historical data with respect to market price movements may provide less insight into the future path of such price movements.

The rating cap is largely driven by the limitations of effectively assessing the liquidation prospects in the tail-risk scenarios. For certain assets, forced liquidation prices in most severe scenarios may be so low such that no credit could be given to them in such an environment.

Sovereign Dependency

Sovereign governments and their agents can affect the operating environment for private entities and SF transactions in many ways. While the securitisation industry has developed a number of techniques to mitigate these effects, Fitch believes it is ultimately not possible to entirely eliminate the risk that sovereign credit matters will affect the performance of an SF transaction. A high level of sovereign default risk raises the prospect of extreme events occurring in a country and reduces the certainty of performance projections for SF assets. For this reason, a rating cap will be applied in certain circumstances. Fitch's *Structured Finance and Covered Bonds Country Risk Rating Criteria* address sovereign risk in both developed and emerging markets, as well as transactions with multi-jurisdictional structures.

Legal Uncertainties and Pending Litigation

Rating caps can also be applicable where there are concerns regarding the robustness of the legal framework affecting a particular asset class or a particular jurisdiction. One means of assessing this is to examine the extent and materiality of reservations, qualifications, and assumptions in legal opinions, which may weaken the views expressed therein. Whether any rating cap is applicable – and at what rating level – will be influenced by the likelihood of the legal event, subject to reservations or qualifications. Where insufficient comfort can be obtained regarding salient legal issues, it is unlikely that Fitch will assign a rating at any level.

Fitch may also cap ratings if the agency expects that its ability to assess the impact of transaction costs and/or cash flows is impeded to a material extent by a pending litigation affecting transaction parties.

Third-Party Dependencies

In addition to sovereign dependency, counterparty risk and certain operational dependencies described earlier in the report, there could be other instances where the SF transaction performance can depend to a substantial degree on the continued performance of a third party (eg the originator, seller or others). This can result in material credit exposure to that third party or provide operational dependency if the third party performs crucial functions that may not be replaceable and are crucial to the transaction performance.

In such instances, the rating can be capped at the level relative to the relevant third party or at a certain level above the originator's rating. Examples include, but are not limited to, the case where a significant percentage of the pool comprises employee loans tied to one originator. Another example would be where the true sale or a clear segregation of the assets cannot be achieved or where there is no clear legal comfort that such asset segregation is effective, absent any structural mitigants.

Ratings caps can also apply where there is a material reliance on the ongoing operations of the originator or aggregator. This is the case in future flow transactions, which securitise the cash flow originating from a specific business line of a bank or company that produces goods or services for (foreign) obligors. Fitch assesses the risk through a going concern assessment score that allows for a rating between zero and six notches above the local currency IDR of the originator (for more details, refer to the *Future Flow Securitization Rating Criteria*).

This will also apply to revolving structures where there are doubts about the originator maintaining the same quality of origination standards or ensuring data integrity.

Incentives of Transaction Parties

Ideally, the incentives of transaction parties are aligned with the interests of the noteholders. However, this is not always the case and some misalignments of interests or incentives can be so material that a rating cap would apply or ratings would not be achievable at any rating level. For example, especially for originators that are in some form of financial distress (as may be indicated by a low rating), an analysis of the incentive structure of the originator and any counterparty dependency is needed. This could be also the case when the deal structure increases the risk of misalignments of interests or incentives between the various transaction parties (see *Moral Hazard Risk* in Appendix 5 for a detailed example).

Issuers may also sometimes look to include provisions in transactions that allow for optionality on the part of the originator or other counterparties. How transaction counterparties may behave when exercising such optionality provisions is a consideration when assigning ratings to SF transactions. Where a specific action of a counterparty (other than the investor[s]) could lead to a significant note impairment, Fitch would not be able to rate the transaction at any level. Examples for this situation would be: (a) the option of an originator to call the transaction notes (or repurchase all the assets) at a price that could lead to a loss of either interest or principal for the noteholders; or (b) the ability to redeem notes at any level chosen by the originator, thereby potentially altering the credit protection position across the structure.

Appendix 5: Synthetic Securitisations

Synthetic securitisations (as opposed to true sale securitisations) are transactions that reference the performance of a portfolio of assets through credit default swaps (CDS), guarantees or similar instruments and do not involve the true sale or any other form of asset transfer.

The risk of the reference portfolio is transferred by an originator/asset-holder/protection buyer (the protection buyer) to an investor/protection seller (the protection seller), who has the obligation to make protection payments to the protection buyer upon the occurrence of certain “credit events” (see *Assessing Credit Events and Protection Payments*) in the reference portfolio. The protection seller receives in exchange a periodic or an upfront payment (the premium) from the protection buyer.

Funded vs Unfunded

In typical fully funded synthetic structures, the protection seller is an SPV that funds itself by selling interest-bearing notes to investors, who ultimately bear the credit risk of the reference pool.

The cash advanced by investors is deposited in an account of the SPV and may be invested to minimise the cost of holding cash (see *Charged Assets in Funded Structures*). Such deposits are the security for the SPV’s obligations to the protection buyer, and for its obligations to repay principal of its notes (which are normally paid when the reference pool amortizes and protection no longer applies to the amortized amount).

The SPV uses the premium paid by the protection buyer and any interest earned on its deposits and/or investments to pay the interest on the notes. If the protection buyer fails to pay the premium, the transaction is normally automatically terminated and the SPV returns the deposited funds to the investors.

The protection buyer raises a claim to the SPV once an asset in the reference portfolio has suffered a credit event. The SPV satisfies the protection buyer’s claim using the deposited funds. In some transactions, the protection buyer’s claim to the SPV may be limited to the amount of protection payments that exceed a threshold specified in the transaction documentation. For example, loss protection payments on loans affected by a credit event may be limited to the cumulative amount of loan losses that exceeds a percentage of the reference portfolio.

At the notes’ maturity date, investors will receive a principal payment corresponding to the cash paid to buy the notes less the payments made by the SPV to cover for the credit events less any amounts paid to amortize the notes during the life of the transaction.

Fitch considers synthetic transactions where notes are issued directly by the protection buyer, and cash advanced by investors is therefore not held in an account of the SPV, as particular types of funded structures. This is the case, for instance, of earlier US credit-risk-transfer and certain US on-balance-sheet risk transfer transactions.

Unfunded transactions do not involve any issuance of notes and investors take the protection seller role by entering into CDS, guarantees (or similar unfunded instruments) with the protection buyer.

Partly funded synthetic transactions involve a mix of the unfunded and funded structure types.

Balance Sheet vs Arbitrage

Balance-sheet securitizations differ from arbitrage deals because they involve assets sitting on the protection buyer’s balance sheet. The protection buyer’s goal is primarily the risk transfer and - eventually - the related capital relief of the portfolio.

In an arbitrage deal the protection buyer aims to gain an interest margin by providing investors with customised risk/return profiles. These are achieved by underwriting CDS on reference assets that do not necessarily sit on the protection buyer balance sheet (naked CDS) and therefore are not a reflection of the protection buyer’s risk exposure or business in general.

Rating Analysis

When it rates funded synthetic structures, Fitch expresses an opinion on the likelihood of default on the payment of interest and principal due under the terms of the notes issued by the SPV.

When the ratings are assigned to CDS or guarantees (or similar unfunded instruments), they address the likelihood of a claim being made by the protection buyer, and the likelihood that the protection seller will receive the premium for the duration of the credit protection period (i.e. up to the deal maturity or to the point of early termination). For avoidance of doubt, the ratings do not represent a counterparty rating on the protection seller or its financial capacity to meet credit event claims.

For transactions that hinge on “physical settlement” CDS or similar arrangements where the protection buyer claim consists in the par value of the defaulted assets (as opposed to the loss on the asset) and triggers the delivery of the defaulted assets to investors (directly or through the SPV), Fitch’s ratings indicate the adequacy of the available credit enhancement against the risk of assets default, i.e. the “risk of assets being delivered to the investors”.

Assessing Credit Events and Protection Payments

Credit events and related protection payments tend to be connected with the concept of “asset loss” but their definitions vary across transactions, asset types and jurisdictions.

The starting point of Fitch’s rating analysis is the sector-specific criteria applicable to the reference portfolio. As the definitions of credit events and of the protection payments resulting therefrom are heterogeneous, Fitch will consider any difference between the transaction’s definitions and the variables analysed by its sector criteria and adjust its analysis to account for material differences.

For example, most of Fitch criteria assess the ultimate asset losses (the loss on defaulted assets once the workout has been completed), while the definitions of credit events and of the related protection payments could embed different loss designations, for example by including asset restructuring as losses or a different arrears period than the one used in our criteria for defaults.

Another common difference is that Fitch criteria normally assess ultimate losses over the entire life of the portfolio, while the tenor of a synthetic transaction can be shorter than its reference portfolio’s. In these instances, Fitch may adjust its sector-specific criteria assumptions to reflect the shorter risk horizon. This may include reducing the portfolio “lifetime loss expectation” and applying default distributions that do not necessarily match with those specified in the reference sector-specific criteria.

Where not disclosed in the sector-specific criteria, Fitch will disclose adjustments to the analytical assumptions in the transaction research. These adjustments will lead to a criteria variation from the sector-specific criteria.

Moral Hazard Risk

The asymmetry of information and the opposing economic interests of the protection buyer and the protection seller can result in moral hazard issues. Fitch will not assign ratings to deals where the agency believes moral hazard risks are not adequately mitigated.

Moral hazard issues may to a large extent be addressed by appointing at closing a reputable independent third party to monitor the risks detailed below.

Other mitigants of moral hazard risk include:

- Alignment of the credit events and of the protection payments resulting therefrom with the protection buyer’s business practices (see below).
- Clearly documented definitions of credit events and of the related protection payments, with limited degrees of freedom for the servicer. In this context, Fitch believes it is unlikely that credit events that depend on regulatory provisions will offer room for major moral hazard issues.

- Objective and transparent processes for verifying asset eligibility, identifying credit events and quantifying the related protection payments.
- Homogeneous servicing process that do not allow the servicer's employees to distinguish between protected and non-protected assets.
- Comprehensive and verifiable servicing reporting.
- Independent data audit or sample due diligence at closing.
- Regulatory oversight and reputation of the protection buyer.

Credit Event Definition and Claim Eligibility

Fitch believes moral hazard risk is less pronounced when the credit events and the related protection payments are aligned with the protection buyer's business practices. This is the case for example when the payment upon a credit event is defined as the "asset loss" and that asset loss matches the actual loss at the end of the workout or the protection buyer's accounting practices for recording losses.

Some transactions assume a fixed loss given default, i.e. the protection buyer can make a fixed claim upon the default of an asset, regardless of the outcome of its workout. In Fitch's view, this feature alone does not remove moral hazard risk, as the protection buyer/servicer may take advantage of information asymmetry and negotiate a higher fixed claim than the loss given default it expects on the assets, distorting its incentives in managing credit events.

In the absence of adequate mitigants such as an independent data audit, a sample due diligence at closing or a third-party verification upon credit event, moral hazard issues may also arise where asset eligibility for protection is assessed by the protection buyer only.

Servicing

Synthetic securitisations' servicing arrangements normally limit the investors' ability to influence servicing and to take actions in the case of bad servicing performance (i.e. inefficient or biased servicing) as, among other things they do not normally provide for a servicer replacement.

This risk is particularly prominent where the reference portfolio consists of few large and/or complex assets such as synthetic CMBS, where the protection buyer retains certain rights as lender of record (e.g. the right to appoint an administrator) that in a true sale deal would be transferred to the investors as "co-lenders of record". Where the protection buyer has such a privileged position, Fitch does not regard the protection buyer's reputation or the high-profile/visibility of the transaction as a mitigant of moral hazard.

Adverse Selection Risk

Fitch will not assign ratings to transactions where it believes there is adverse selection that cannot be adequately incorporated in its analysis.

Adverse selection risk is less likely in balance-sheet deals than in arbitrage deals if the reference portfolio comprises randomly selected assets that belong to the protection buyer's core business, because the performance of the reference pool would be likely to mimic the performance of the protection buyer's remaining portfolio.

However, as for true sale transactions, adverse selection may also be present in balance-sheet deals. For example, adverse selection may be material when the reference portfolio comprises assets originated or purchased with the sole objective of transferring their risk through securitisation when the transaction is part of an exit strategy or more generally when the portfolio reflects only a niche or marginal business for the lender.

Default of the Protection Buyer

If the protection buyer defaults on the protection premium payment, this normally leads to an early termination of the transaction's credit protection period. In funded structures, the SPV would redeem the notes using proceeds from the charged assets (see *Charged Assets in Funded Structures*). However, investors remain exposed to the risk of not receiving their interest

payments, which typically depend on the premium payments or other obligations of the protection buyer.

When the interest payments to the noteholders depend on the premium payments or other obligations of the protection buyer, Fitch will cap its ratings at the protection buyer's rating, unless the resulting counterparty risk is mitigated.

In some funded deals, the risk is mitigated by collateralising the exposure to the protection buyer (e.g. reserve funds or advanced premium payments). The collateral typically covers the interest payments due to the noteholders over the next payment period, and the time needed to early terminate the transaction upon the default of the protection buyer and redeem the notes.

In unfunded transactions the exposure to the protection buyer is often mitigated by making the protection seller's payments conditional on receipt of the premium.

The potential exposure to the protection buyer in synthetic deals envisaging a "two-stage payment structure" is described in *Two-Stage Payments, Deferrability of Notes and Conditional Reduction of Interest*.

Where the exposure to the protection buyer is so material that it cannot be mitigated, Fitch will cap the rating(s) at the protection buyer rating. This is the case for example of those transactions where the protection buyer is the issuer of the notes and the repayment of notes is an unsecured general obligation of the protection buyer (i.e. not collateralised by charged assets).

Charged Assets in Funded Structures

Funded transactions are exposed to the risk of losing money upon default of the SPV's account bank or investments. When the funds are invested in securities, they are also exposed to market value risk if the securities have to be liquidated ahead of maturity.

Fitch will analyse these risks and will apply rating constraints in accordance with *Charged Assets* and *Excessive Direct Counterparty Exposure* in its *Structured Finance and Covered Bonds Counterparty Rating Criteria*.

Termination Payments

An early termination of the CDS (or of the financial guarantee) following the default of the protection buyer may result in early termination costs due from the protection seller to the protection buyer. Fitch may assign ratings higher than the protection buyer's rating only:

- in funded and unfunded transactions where no early termination costs are due to the protection buyer under the term of the documentation; or
- in funded and unfunded transactions where the risk of senior termination costs to the protection buyer can be quantified upfront and factored in Fitch's analysis; or
- in funded transactions where the payment of the early termination costs to the protection buyer is subordinated to the redemption of the notes and there is sufficient legal comfort that the relevant transaction provisions ("flip clause") are enforceable.

For more details see *Structured Finance and Covered Bonds Counterparty Rating Criteria*.

If there are other early termination events that may result in senior termination costs but are not connected with the protection buyer default, Fitch will assign a rating only if those costs are quantifiable up front or sufficiently remote in the relevant rating scenario. For avoidance of doubt, termination events in relation to the protection seller default are out of the scope of the rating.

Cash Flow Modelling and Structural Features

Credit enhancement in synthetic deals normally consists of subordination and/or synthetic excess spread (XS), defined as any positive or negative component or adjustment to the credit events that cannot be assessed by considering the reference asset losses alone.

For example, a transaction could provide that the protection payments due by the protection seller will be reduced by a pre-defined percentage of the outstanding reference portfolio in the reference period or other forms of synthetic excess spread (the synthetic XS).

Fitch will analyse the deal's payments in a cash-flow model only when they could be detrimental or beneficial to the relevant credit rating. This could for example be the case where synthetic XS acts as a first layer of protection or structures with complex credit event definitions, complex note amortization structures or complex payment flows.

In such cases Fitch will analyse the deal using a financial model, which may be derived from the ones in use for true sale deals for the relevant asset class.

Depending on the structure, the relevant modelling assumptions (e.g. default distributions, asset margins and prepayment rate) may not match those in the reference sector-specific criteria. For example, Fitch may apply bespoke default distributions where the ratings benefit from synthetic XS or where synthetic XS is specifically structured to counter the stresses applicable to true sale transactions. In this latter case, Fitch may also decline to rate the transaction or apply a rating cap.

Two-Stage Payments, Deferability of Notes and Conditional Reduction of Interest

Under a two-stage payments structure, although the final claim of the protection buyer to the protection seller is defined as the ultimate asset loss (the loss on defaulted assets once the workout has been completed), the protection seller would first have to pre-fund a certain percentage of a defaulted exposure (the estimated loss under the documentation or the first-stage loss) when an asset default notice is served.

In the second stage, the final claim against the protection seller is determined by assessing the actual loss on the defaulted exposure (the ultimate loss). If the ultimate loss exceeds the first-stage loss, the protection seller will transfer additional funds to the protection buyer. If the first-stage loss exceeds the ultimate loss, the protection buyer will pay back the excess, plus interest (in some structures), to the protection seller.

Fitch's ratings for these structures address the likelihood of a final claim being made (i.e. payments at the end of the second stage) rather than a prefunding claim being made (i.e. payments at the end of the first stage). However, the ratings may be constrained by the additional risks that stem from the first-stage payments, namely the counterparty exposure to the protection buyer, the risk of loss of interests/premium and the risk of interest/premium deferral, as outlined below.

- If Fitch expects the protection buyer will have to make payments back to the protection seller in a specific rating scenario (i.e. if the loss Fitch associates with a specific rating scenario is lower than the first-stage loss), the resulting counterparty risk will constrain the ratings at the protection buyer's rating in the absence of adequate mitigants (e.g. up-front collateralization of the exposure to protection buyer or additional credit enhancement).
- The accumulation of asset default notices (i.e. payments in the first stage) may exceed the available credit enhancement and result in a reduction of the notional amount on which the protection seller interest/premium is calculated (in funded structures: the notes' balance). If the resulting interest loss is compensated at the second-stage payment, the compensation is part of the assessment of the exposure to the protection buyer discussed in the point above. If the loss of interest is not compensated at the second-stage payment, Fitch will consider it as a conditional reduction of interest that constrains the ratings (see Appendix 4 *Conditional Reduction of Interest and/or Principal*). In other words, Fitch will assign a certain rating only if, in the corresponding rating scenario, it does not expect a reduction of interest/premium by operation of the first-stage payments.
- Regardless of the presence of mitigants, these structures can achieve 'AAAsf' rating only if Fitch considers the interest deferral risk remote (see Appendix 4, *Interest Deferability of Notes*).

When assessing the exposure to the protection buyer under a two-stage payment structure, Fitch may consider different assumptions from those assumed in the applicable sector-specific criteria.

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Criteria Type	Criteria Title	Publication Date	Criteria Report Link	Changes
Sector Specific	Transportation Infrastructure Rating Criteria	Jan 7, 2025	https://www.fitchratings.com/site/re/10295248	https://www.fitchratings.com/site/pr/10295379
Master	Infrastructure & Project Finance Rating Criteria	Jan 8, 2025	https://www.fitchratings.com/site/re/10296633	https://www.fitchratings.com/site/pr/10296578
Master	U.S. Public Finance Structured Finance Rating Criteria	Jan 8, 2025	https://www.fitchratings.com/site/re/10296654	https://www.fitchratings.com/site/pr/10296600
Master	U.S. Public Sector, Revenue-Supported Entities Rating Criteria	Jan 10, 2025	https://www.fitchratings.com/site/re/10295676	https://www.fitchratings.com/site/pr/10295845
Sector Specific	European RMBS Rating Criteria	Jan 14, 2025	https://www.fitchratings.com/site/re/10296771	https://www.fitchratings.com/site/pr/10296738
Cross Sector	RMBS Lenders' Mortgage Insurance Rating Criteria	Jan 29, 2025	https://www.fitchratings.com/site/re/10298001	https://www.fitchratings.com/site/pr/10298595
Sector Specific	Private Equity Collateralized Fund Obligations Rating Criteria	Jan 30, 2025	https://www.fitchratings.com/site/re/10296751	https://www.fitchratings.com/site/pr/10331848
Master	Non-Bank Financial Institutions Rating Criteria	Jan 31, 2025	https://www.fitchratings.com/site/re/10295946	https://www.fitchratings.com/site/pr/10297772
Master	U.S. Public Finance State Governments and Territories Rating Criteria	Feb 4, 2025	https://www.fitchratings.com/site/re/10295779	https://www.fitchratings.com/site/pr/10295949
Sector Specific	CMBS Large Loan Rating Criteria	Feb 5, 2025	https://www.fitchratings.com/site/re/10298390	https://www.fitchratings.com/site/pr/10299183
Sector Specific	U.S. and Canadian Multiborrower CMBS Rating Criteria	Feb 5, 2025	https://www.fitchratings.com/site/re/10298393	https://www.fitchratings.com/site/pr/10299182
Sector Specific	Latin America RMBS Rating Criteria	Feb 13, 2025	https://www.fitchratings.com/site/re/10296979	https://www.fitchratings.com/site/pr/10299710
Sector Specific	Canada Residential Mortgage Rating Criteria	Feb 20, 2025	https://www.fitchratings.com/site/re/10300682	https://www.fitchratings.com/site/pr/10300588
Sector Specific	Canada Residential Mortgage Rating Criteria Supplementary Data File: sMVD Assumptions	Feb 20, 2025	https://www.fitchratings.com/site/re/10300700	https://www.fitchratings.com/site/pr/10300588
Sector Specific	U.S. Public Finance Not-For-Profit Life Plan Community Rating Criteria	Feb 21, 2025	https://www.fitchratings.com/site/re/10298513	https://www.fitchratings.com/site/pr/10298293
Sector Specific	U.S. Public Power Rating Criteria	Feb 24, 2025	https://www.fitchratings.com/site/re/10300227	https://www.fitchratings.com/site/pr/10300106
Sector Specific	U.S. Water and Sewer Rating Criteria	Feb 24, 2025	https://www.fitchratings.com/site/re/10299406	https://www.fitchratings.com/site/pr/10300648
Sector Specific	State Revolving Fund and Municipal Finance Pool Program Rating Criteria	Feb 25, 2025	https://www.fitchratings.com/site/re/10299248	https://www.fitchratings.com/site/pr/10299157
Sector Specific	Exposure Draft: Sports Finance Rating Criteria	Feb 25, 2025	https://www.fitchratings.com/site/re/10298931	https://www.fitchratings.com/site/pr/10300671
Master	Net Asset Value Finance Rating Criteria	Feb 27, 2025	https://www.fitchratings.com/site/re/10300091	https://www.fitchratings.com/site/pr/10299962
Master	Exposure Draft: Sector Navigators – Wireless Towers	Feb 28, 2025	https://www.fitchratings.com/site/re/10291362	https://www.fitchratings.com/site/pr/10301483
Sector Specific	Oil Vessel-Backed Financing Rating Criteria	Mar 5, 2025	https://www.fitchratings.com/site/re/10299152	https://www.fitchratings.com/site/pr/10299048
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Master	Bank Rating Criteria	Mar 21, 2025	https://www.fitchratings.com/site/re/10300822	https://www.fitchratings.com/site/pr/10303160
Master	New Asset SF Rating Criteria Addendum	Mar 24, 2025	https://www.fitchratings.com/site/re/10301641	https://www.fitchratings.com/site/pr/10301333
Cross Sector	Public-Sector Counterparty Obligations in PPP Transactions Rating Criteria	Apr 7, 2025	https://www.fitchratings.com/site/re/10304235	https://www.fitchratings.com/site/pr/10304228
Cross Sector	Corporate Hybrids Treatment and Notching Criteria	Apr 8, 2025	https://www.fitchratings.com/site/re/10305032	https://www.fitchratings.com/site/pr/10304877
Master	Exposure Draft: Corporate Rating Criteria - Appendix 1: Adjusting Consolidated Profiles for Group Structures	Apr 10, 2025	https://www.fitchratings.com/site/re/10300829	https://www.fitchratings.com/site/pr/10302339
Sector Specific	Exposure Draft: UK RMBS Rating Criteria	Apr 11, 2025	https://www.fitchratings.com/site/re/10303325	https://www.fitchratings.com/site/pr/10304541
Master	Subscription Finance Rating Criteria	Apr 11, 2025	https://www.fitchratings.com/site/re/10300364	https://www.fitchratings.com/site/pr/10305358
Master	Exposure Draft: Sector Navigators – Transportation & Logistics	Apr 11, 2025	https://www.fitchratings.com/site/re/10302908	https://www.fitchratings.com/site/pr/10305327
Master	Covered Bonds Rating Criteria	Apr 11, 2025	https://www.fitchratings.com/site/re/10305336	https://www.fitchratings.com/site/pr/10304939

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Sector Specific	European RMBS Rating Criteria	Apr 11, 2025	https://www.fitchratings.com/site/re/10305135	https://www.fitchratings.com/site/pr/10304939
Sector Specific	Structured Finance CDOs Rating Criteria	Apr 15, 2025	https://www.fitchratings.com/site/re/10304380	https://www.fitchratings.com/site/pr/10304494
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Sector Specific	Sports Finance Rating Criteria	May 19, 2025	https://www.fitchratings.com/site/re/10306414	https://www.fitchratings.com/site/pr/10308456
Sector Specific	UK RMBS Rating Criteria	May 23, 2025	https://www.fitchratings.com/site/re/10308486	https://www.fitchratings.com/site/pr/10309217
Sector Specific	European Equity Release Loan Products Rating Criteria	May 28, 2025	https://www.fitchratings.com/site/re/10308926	https://www.fitchratings.com/site/pr/10308775
Sector Specific	CMBS Large Loan Rating Criteria	Jun 2, 2025	https://www.fitchratings.com/site/re/10309839	https://www.fitchratings.com/site/pr/10309580
Sector Specific	APAC Residential Mortgage Rating Criteria	Jun 5, 2025	https://www.fitchratings.com/site/re/10308084	https://www.fitchratings.com/site/pr/10309462
Sector Specific	China Residential Mortgage Rating Criteria	Jun 5, 2025	https://www.fitchratings.com/site/re/10310095	https://www.fitchratings.com/site/pr/10310033
Master	Feeder Fund Debt Rating Criteria — Exposure Draft	Jun 6, 2025	https://www.fitchratings.com/site/re/10308925	https://www.fitchratings.com/site/pr/10308802
Master	Global Software: Sector Navigators — Exposure Draft	Jun 6, 2025	https://www.fitchratings.com/site/re/10309246	https://www.fitchratings.com/site/pr/10311002
Sector Specific	Project Finance Digital Infrastructure Rating Criteria – Exposure Draft	Jun 9, 2025	https://www.fitchratings.com/site/re/10302750	https://www.fitchratings.com/site/pr/10311250
Master	Closed-End Funds Rating Criteria	Jun 9, 2025	https://www.fitchratings.com/site/re/10309625	https://www.fitchratings.com/site/pr/10310749
Sector Specific	U.S. Auto Loan ABS Rating Criteria	Jun 13, 2025	https://www.fitchratings.com/site/re/10311991	https://www.fitchratings.com/site/pr/10311941
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Sector Specific	U.S. Equipment Lease and Loan ABS Rating Criteria	Jun 13, 2025	https://www.fitchratings.com/site/re/10311975	https://www.fitchratings.com/site/pr/10311810
Sector Specific	U.S. Timeshare Loan ABS Rating Criteria	Jun 13, 2025	https://www.fitchratings.com/site/re/10311989	https://www.fitchratings.com/site/pr/10311894
Master	Sovereign Rating Criteria - Exposure Draft	Jun 16, 2025	https://www.fitchratings.com/site/re/10308728	https://www.fitchratings.com/site/pr/10311733
Cross Sector	Structured Finance and Covered Bonds Country Risk Rating Criteria	Jun 17, 2025	https://www.fitchratings.com/site/re/10311961	https://www.fitchratings.com/site/pr/10311765
Sector Specific	Trade Receivables Securitization Rating Criteria	Jun 25, 2025	https://www.fitchratings.com/site/re/10312403	https://www.fitchratings.com/site/pr/10312503
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Master	Sector Navigators – Addendum to the Corporate Rating Criteria	Jun 27, 2025	https://www.fitchratings.com/site/re/10310165	https://www.fitchratings.com/site/pr/10313273
Cross Sector	Completion Risk Rating Criteria	Jul 10, 2025	https://www.fitchratings.com/site/re/10314385	https://www.fitchratings.com/site/pr/10314880
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Cross Sector	Government-Related Entities Rating Criteria	Jul 18, 2025	https://www.fitchratings.com/site/re/10312859	https://www.fitchratings.com/site/pr/10312801
Sector Specific	Exposure Draft: Data Center Securitizations Rating Criteria	Jul 24, 2025	https://www.fitchratings.com/site/re/10314179	https://www.fitchratings.com/site/pr/10315987
Sector Specific	Exposure Draft: U.S. RMBS Rating Criteria	Jul 28, 2025	https://www.fitchratings.com/site/re/10314364	https://www.fitchratings.com/site/pr/10316407
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Sector Specific	Project Finance Digital Infrastructure Rating Criteria	Aug 8, 2025	https://www.fitchratings.com/site/re/10315988	https://www.fitchratings.com/site/pr/10317874

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Master	Exposure Draft: Climate Vulnerability in Infrastructure & Project Finance Rating Criteria	Sep 2, 2025	https://www.fitchratings.com/site/re/10315628	https://www.fitchratings.com/site/pr/10322095
Master	Exposure Draft: Corporate Rating Criteria	Sep 2, 2025	https://www.fitchratings.com/site/re/10315443	https://www.fitchratings.com/site/pr/10319800
Master	Exposure Draft: Sector Navigators: Addendum to the Corporate Rating Criteria	Sep 2, 2025	https://www.fitchratings.com/site/re/10315661	https://www.fitchratings.com/site/pr/10319800
Cross Sector	Exposure Draft: Climate Vulnerability for Global Financial Institutions	Sep 2, 2025	https://www.fitchratings.com/site/re/10317271	https://www.fitchratings.com/site/pr/10320006
Sector Specific	GARVEE Bonds Rating Criteria	Sep 10, 2025	https://www.fitchratings.com/site/re/10320581	https://www.fitchratings.com/site/pr/10320277
Sector Specific	Covered Bonds and CDOs Public Entities' Asset Analysis Rating Criteria	Sep 11, 2025	https://www.fitchratings.com/site/re/10320889	https://www.fitchratings.com/site/pr/10320759
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Sector Specific	Digital Infrastructure Securitization Rating Criteria	Sep 17, 2025	https://www.fitchratings.com/site/re/10321880	https://www.fitchratings.com/site/pr/10321871
Master	Feeder Fund Debt Rating Criteria	Sep 24, 2025	https://www.fitchratings.com/site/re/10320927	https://www.fitchratings.com/site/pr/10320854
Cross Sector	Third-Party Partial Credit Support Rating Criteria	Sep 26, 2025	https://www.fitchratings.com/site/re/10322324	https://www.fitchratings.com/site/pr/10322243
Sector Specific	U.S. RMBS Rating Criteria	Oct 1, 2025	https://www.fitchratings.com/site/re/10322122	https://www.fitchratings.com/site/pr/10323398
Sector Specific	U.S. RMBS Rating Criteria Supplementary Data File	Oct 1, 2025	https://www.fitchratings.com/site/re/10322136	https://www.fitchratings.com/site/pr/10323398
Sector Specific	U.S. Federal Family Education Loan Program Student Loan ABS Rating Criteria	Oct 10, 2025	https://www.fitchratings.com/site/re/10271930	https://www.fitchratings.com/site/pr/10324420
Cross Sector	Sukuk Rating Criteria	Oct 14, 2025	https://www.fitchratings.com/site/re/10324317	https://www.fitchratings.com/site/pr/10324472
Sector Specific	Exposure Draft: U.S. Equipment Lease and Loan ABS Rating Criteria	Oct 14, 2025	https://www.fitchratings.com/site/re/10322372	https://www.fitchratings.com/site/pr/10324672
Sector Specific	Exposure Draft: Aviation ABS Rating Criteria	Oct 14, 2025	https://www.fitchratings.com/site/re/10313417	https://www.fitchratings.com/site/pr/10324327
Sector Specific	Exposure Draft: Affordable Housing Project Rating Criteria	Oct 15, 2025	https://www.fitchratings.com/site/re/10322224	https://www.fitchratings.com/site/pr/10323636
Cross Sector	Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria	Oct 24, 2025	https://www.fitchratings.com/site/re/10325732	https://www.fitchratings.com/site/pr/10325595
Sector Specific	EMEA CMBS and CRE Loan Rating Criteria	Oct 29, 2025	https://www.fitchratings.com/site/re/10325592	https://www.fitchratings.com/site/pr/10325423
Sector Specific	U.S. Auto Loan ABS Rating Criteria	Oct 29, 2025	https://www.fitchratings.com/site/re/10326281	https://www.fitchratings.com/site/pr/10325907
Sector Specific	U.S. Public Finance Charter School Rating Criteria	Nov 10, 2025	https://www.fitchratings.com/site/re/10324509	https://www.fitchratings.com/site/pr/10324416
Master	Infrastructure & Project Finance Rating Criteria	Nov 14, 2025	https://www.fitchratings.com/site/re/10327016	https://www.fitchratings.com/site/pr/10328047
Sector Specific	Latin America RMBS Rating Criteria	Dec 2, 2025	https://www.fitchratings.com/site/re/10329857	https://www.fitchratings.com/site/pr/10330506
Master	Global Structured Finance Rating Criteria	Dec 5, 2025	https://www.fitchratings.com/site/re/10329635	https://www.fitchratings.com/site/pr/10329410
Master	New Asset SF Addendum Rating Criteria	Dec 5, 2025	https://www.fitchratings.com/site/re/10329927	https://www.fitchratings.com/site/pr/10329717
Master	Asset-Backed Commercial Paper Rating Criteria	Dec 5, 2025	https://www.fitchratings.com/site/re/10329913	https://www.fitchratings.com/site/pr/10331295
Cross Sector	Financial Institutions Climate Vulnerability Rating Criteria	Dec 8, 2025	https://www.fitchratings.com/site/re/10330827	https://www.fitchratings.com/site/pr/10330890
Sector Specific	U.S. Public Finance Variable-Rate Demand Obligations and Commercial Paper Issued with External Liquidity Support Rating Criteria	Dec 9, 2025	https://www.fitchratings.com/site/re/10330330	https://www.fitchratings.com/site/pr/10331003
Master	Exposure Draft: Climate Vulnerability in International Public Finance Rating Criteria	Dec 12, 2025	https://www.fitchratings.com/site/re/10327112	https://www.fitchratings.com/site/pr/10328015

Criteria Type	Criteria Title	Publication Date	Criteria Report Link		Changes
Master	Exposure Draft: Collateralized Fund Obligations Rating Criteria	Dec 12, 2025	https://www.fitchratings.com/site/re/10328648	https://www.fitchratings.com/site/pr/10331697	
Master	Exposure Draft: Net Asset Value Finance Rating Criteria	Dec 12, 2025	https://www.fitchratings.com/site/re/10328671	https://www.fitchratings.com/site/pr/10331697	
Sector Specific	UK Income-Contingent Student Loans Rating Criteria	Dec 19, 2025	https://www.fitchratings.com/site/re/10332304	https://www.fitchratings.com/site/pr/10332849	
Master	Exposure Draft: Climate Vulnerability in U.S. Public Finance Rating Criteria	Dec 23, 2025	https://www.fitchratings.com/site/re/10328437	https://www.fitchratings.com/site/pr/10331626	

Code of Conduct

Fitch Code of Conduct & Ethics may be accessed at www.fitchratings.com/ethics.



CODE OF CONDUCT & ETHICS



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DEFINITIONS

- “Boards” means the Boards of Directors of Fitch Ratings, Inc., Fitch Ratings Ltd and Fitch Ratings Ireland Limited.
- “Code” means this Code of Conduct and Ethics.
- “Chief Compliance Officer” is the individual who leads Fitch Ratings’ Compliance Department.
- “Compliance Department” or “Compliance” means a department of Fitch Ratings which is responsible for advising on, supporting and overseeing compliance with credit rating agency regulation globally.
- “Fitch Ratings” means Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name “Fitch Ratings”.
- “IOSCO Code of Conduct” means the IOSCO Code of Conduct Fundamentals for Credit Rating Agencies, as amended from time to time.
- “Ratings” is defined in Section 1.2.
- “Regional Compliance Officer” is a member of the Compliance Department who is responsible for overseeing the compliance program within a specific geographic region.
- “Ten Percent Threshold” is defined in Section 3.2.3 of this Code.

1. INTRODUCTION

1.1 General

Fitch Ratings is committed to providing the world's securities markets with objective, timely, independent, and forward-looking credit opinions. In this respect, Fitch Ratings is dedicated to several core principles — objectivity, independence, integrity, and transparency.

This Code is intended to provide information as to how Fitch Ratings will function in accordance with those principles and is designed to comply with applicable laws, rules, and regulations in the jurisdictions in which Fitch Ratings operates. This Code is based on the provisions of the IOSCO Code of Conduct. This Code is supplemented by and consistent with other internal policies and procedures that govern Fitch Ratings' activities, businesses, and operations, many of which are available on Fitch Rating's free public website, www.fitchratings.com (see also Appendix A). Fitch Ratings will disclose on a timely basis any changes to (i) this Code or (ii) how this Code is implemented and enforced.

Fitch Ratings expects its employees to act in accordance with the highest standards of personal and professional integrity and to comply with all applicable laws, rules and regulations, and all policies and procedures adopted by Fitch Ratings that govern the conduct of Fitch Ratings employees. Each employee is personally responsible for maintaining the highest levels of integrity to preserve the trust and confidence of global investors and market participants.

While Fitch Ratings will need to interpret how to most effectively implement the provisions in the Code when developing its policies, procedures and controls, and while from time to time Fitch Ratings may need to deviate from certain requirements in the Code, Fitch Ratings shall at all times remain true to its core principals and the underlying principles of the IOSCO Code of Conduct.

1.2 Rating Activities

Fitch Ratings publishes opinions using a variety of scales (collectively, "ratings"), the most common of which are credit ratings. Credit ratings are opinions on the relative ability of an entity to meet financial commitments, such as interest, preferred dividends, repayment of principal, insurance claims, or counterparty obligations. Information about Fitch Ratings' ratings and rating scales, including Fitch Ratings' ratings definitions and its definition of default, is available on Fitch Ratings' free public website at www.fitchratings.com.

Ratings may apply to a variety of entities, including sovereigns, financial institutions, and corporations, and to the securities or other obligations they issue, as well as to structured finance securities backed by receivables and other financial assets. Ratings may also reflect the financial strength of insurance companies, banks, and financial guarantors.

1.3 Risk Management

Fitch Ratings' risk management function is comprised of individuals with the appropriate experience to identify, assess, monitor, and report on risks arising from Fitch Ratings' activities, including, but not limited to regulatory, reputational, operational, and strategic risk. The risk management function has a reporting line independent of Fitch Ratings' internal audit, analytical and commercial groups, and provides periodic updates to the Boards and to senior management to assist them in overseeing Fitch Ratings' policies, procedures and internal controls, including this Code.

1.4 Training

In accordance with its policies and procedures, Fitch Ratings requires employees to complete formal training at reasonably regular intervals. The subject matter covered by the training is specific to each employee's responsibilities. The training

addresses, as applicable, this Code, credit rating methodologies, certain requirements imposed by the laws governing credit rating activities, and those internal policies, procedures, and controls for (i) managing conflicts of interest (ii) governing the holding and transacting in trading instruments and (iii) handling confidential and/or material non-public information. The policies, procedures and controls with respect to this training include measures designed to verify that employees undergo required training.

2. QUALITY AND INTEGRITY OF THE RATING PROCESS

2.1 Quality of the Rating Process

2.1.1 Credit ratings are Fitch Ratings' opinions about creditworthiness. They do not provide a guarantee of future performance of the rated entity or instrument.

2.1.2 When assigning ratings, Fitch Ratings shall use rating methodologies and criteria that are rigorous, systematic, and, where possible and/or as required by law, result in ratings that can be subjected to some form of objective validation based on historical experience.

2.1.3 The rating analysis and any rating action shall be based upon criteria and methodologies established by Fitch Ratings. Analysts shall apply a given criteria or methodology, and Fitch Ratings' rating scales, in a consistent manner, as determined by Fitch Ratings.

2.1.4 Ratings and rating outlooks shall be assigned by Fitch Ratings and not by any individual analyst employed by Fitch Ratings. Ratings shall reflect the consideration of all information (i) known to, and believed by, Fitch Ratings to be relevant, (ii) of sufficient quality, and (iii) from reliable sources, all in a manner generally consistent with Fitch Ratings' relevant established criteria and applicable rating methodologies. Fitch Ratings shall use people who, individually or collectively, have appropriate knowledge and experience in developing a rating opinion for the type of rating being considered.

2.1.5 Fitch Ratings shall maintain internal records to support its ratings and rating outlooks in accordance with its policies and applicable laws, rules, and regulations. Additionally, Fitch Ratings has established guidelines for the management, maintenance, retention and orderly disposition of its records, including records relating to the policies, procedures, criteria, and methodologies used to determine credit ratings and the standards of training, experience, and competence for credit analysts.

2.1.6 Fitch Ratings and its analysts shall take steps to avoid issuing any credit analyses or reports that knowingly contain misrepresentations or are otherwise misleading as to the general creditworthiness of an issuer or obligation. In addition:

- When deciding whether to rate or continue rating an obligation or issuer, Fitch Ratings shall assess whether it is able to devote sufficient personnel with sufficient skill sets to take an appropriate rating action, and whether its personnel are likely to have access to sufficient information needed in order to take such action. If the credit rating or a rating outlook involves a type of entity or financial instrument for which historical data is limited, Fitch Ratings shall disclose, clearly and in a prominent place, that limitation.
- Fitch Ratings has established a review function comprised of one or more senior personnel with the appropriate experience, to review the feasibility of providing a rating for a type of structure that is materially different from the structures Fitch Ratings has previously rated.
- Fitch Ratings has established and implemented a rigorous and formal review function responsible for periodically reviewing all aspects of its credit rating methodologies (including models and key assumptions) and significant changes to the credit rating methodologies. This function shall be separate from the business lines that are

responsible for rating various classes of issuers and obligations.

- Fitch Ratings shall assess whether existing methodologies and models used in the process of determining ratings of structured products remain appropriate when Fitch Ratings has determined that the risk characteristics of the assets underlying the relevant structured product have changed materially. Fitch Ratings shall refrain from issuing a rating in the case of a new, complex type of structured product, unless Fitch Ratings has determined that it has sufficient information and expertise to analyze the product.

2.1.7 Fitch Ratings shall structure its rating teams to promote continuity and avoid bias in the rating process.

2.1.8 Fitch Ratings shall ensure that sufficient personnel and financial resources are allocated to assigning, monitoring, and updating its ratings. Except for point-in-time ratings that Fitch Ratings clearly identifies as such, once a rating is published Fitch Ratings shall, in accordance with its established policies and procedures on surveillance and based upon information it receives from issuers and other information sources, monitor on an ongoing basis and update the rating by:

- Regularly reviewing the issuer's creditworthiness;
- Initiating a review of the rating upon becoming aware of any information that it believes might reasonably be expected to result in a rating action (including withdrawal of a rating), consistent with the relevant criteria and methodologies; and updating on a timely basis the rating, as appropriate, based on the results of any such review;
- Where appropriate, incorporating into subsequent monitoring all cumulative experience obtained, and applying changes in Fitch Ratings' criteria and assumptions to both existing ratings and subsequent ratings; and
- In cases where Fitch Ratings uses separate analytical teams for determining initial ratings and for subsequent monitoring of structured finance products, ensuring that each team shall have the requisite level of expertise and resources to perform its respective functions in a timely manner.

2.1.9 Fitch Ratings reserves the right to withdraw any rating at any time for any reason, including withdrawal without notice, if Fitch Ratings deems there is insufficient market interest in the rating or if a rating committee concludes that Fitch Ratings lacks sufficient information to maintain the rating or that any information provided to Fitch Ratings is unreliable. In the event a public rating is withdrawn, Fitch Ratings shall, in accordance with its policies and procedures, publish an appropriate commentary that includes the current rating(s) and states that the rating(s) has/have been withdrawn, the reason for the withdrawal, and that Fitch Ratings will no longer provide the rating(s) or analytical coverage of the issuer.

2.2 Integrity of the Rating Process

2.2.1 Fitch Ratings and its employees shall comply with all applicable laws and regulations governing its activities in each jurisdiction in which it operates.

2.2.2 Fitch Ratings and its employees shall deal fairly and honestly with issuers, investors, and other market participants.

2.2.3 Fitch Ratings' analysts shall be held to high standards of integrity, ethical behavior, and, subject to applicable law, Fitch Ratings shall not knowingly employ individuals where there is evidence that they have compromised integrity.

2.2.4 Fitch Ratings and its employees shall not, either implicitly or explicitly, give any assurance or guarantee of a particular rating prior to the final rating decision being taken in accordance with Fitch Ratings' established policies and procedures. Nothing in this Code shall preclude Fitch Ratings from providing rating assessments or other types of assessments (e.g., an assessment of creditworthiness that does not constitute a rating because the analysis is based on hypothetical scenarios and/or limited information).

2.2.5 Fitch Ratings and its employees shall not make promises or threats about potential credit rating actions to influence issuers, investors and other market participants to pay for credit ratings or other services.

2.2.6 Fitch Ratings' analysts are prohibited from making proposals or recommendations regarding the activities of rated entities or obligors, including but not limited to proposals or recommendations about corporate or legal structure, assets and liabilities, business operations, investment plans, lines of financing, business combinations, and the design of structured finance products. Consistent with this prohibition, in assessing the credit risk of a structured finance transaction, Fitch Ratings' analysts may properly hold a series of discussions with an issuer or its agents in order to:

- Understand and incorporate into their analysis the particular facts and features of the structured finance transaction, and any modification, as proposed by the issuer or its agents; and
- Explain to the issuer or its agents the rating implications of Fitch Ratings' methodologies as applied to the issuer's proposed facts and features.

2.2.7 Fitch Ratings' Chief Compliance Officer and staff oversee compliance with this Code, the policies referenced in this Code and the laws, rules, and regulations governing the activities of credit rating agencies. The Chief Compliance Officer, and any member of the Compliance Department, shall not vote on any rating committees and shall not report to any party responsible for the operational management of the rating function. Their compensation shall be independent of Fitch Ratings' rating operations. The Chief Compliance Officer also oversees the design, implementation, and performance of a periodic review and testing process through which compliance with this Code and related policies and procedures of Fitch Ratings shall be thoroughly assessed. The Compliance Team is also responsible for reviewing the adequacy of policies, procedures, and controls designed to ensure compliance with this Code and applicable laws and regulations.

2.2.8 Fitch Ratings' employees are not expected to be experts in the law. Nonetheless, they are expected to report to the Chief Compliance Officer, or their designee, the activities about which they have knowledge that a reasonable person would question as a potential violation of this Code or applicable law. The Chief Compliance Officer, or their designee, shall determine the merits of the situation and, if warranted, take appropriate action. Any employee who, in good faith, makes such a report shall not be retaliated against by Fitch Ratings or any other employees of Fitch Ratings. The Chief Compliance Officer has established and shall maintain procedures for employees to report any illegal, unethical, or inappropriate conduct, including, to the extent practical, through various telephonic and electronic means, on both an anonymous and a disclosed basis. Failure by any Fitch Ratings employee to comply with the provisions of this Code may result in disciplinary action being taken against the employee, up to and including the dismissal of the employee.

3. INDEPENDENCE AND AVOIDANCE OF CONFLICTS OF INTEREST

3.1 General

3.1.1 Fitch Ratings shall not forbear or refrain from taking a rating action based on the potential effect (economic, political, or otherwise) of the rating action on Fitch Ratings, an issuer, an investor, a subscriber, or other market participant.

3.1.2 Fitch Ratings and its analysts shall use care and professional judgment to maintain both the substance and appearance of independence and objectivity.

3.1.3 The determination of a rating shall be influenced only by factors known to Fitch Ratings and believed by Fitch Ratings to be relevant to such rating.

3.1.4 The rating or rating action Fitch Ratings assigns to an issuer or security shall not be affected by the existence of or potential for a business relationship between Fitch Ratings (or its affiliates or shareholders) and the issuer (or its affiliates) or

any other party, or the non-existence of such a relationship. As a result, in accordance with applicable regulations, the following actions are prohibited:

- Conditioning or threatening (directly, indirectly, or implicitly) to condition the issuance of a rating on the purchase of any other products or services of Fitch Ratings;
- Issuing, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to issue a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings;
- Modifying, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to modify a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings; and
- Issuing or threatening (either directly, indirectly, or implicitly) to issue a lower rating, lowering or threatening (either directly, indirectly, or implicitly) to lower an existing rating, refusing to issue a rating, or withdrawing or threatening (either directly, indirectly, or implicitly) to withdraw a rating, with respect to securities or money market instruments issued by an asset pool or as part of any asset-backed or mortgage-backed securities transaction, unless all or a portion of the assets within such pool or part of such transaction also are rated by Fitch Ratings, where such practice is engaged in by Fitch Ratings for an anticompetitive purpose.

3.1.5 Fitch Ratings shall where practical separate, operationally, legally, and physically, its rating business and rating analysts from other Fitch Ratings businesses that may present a conflict of interest. Fitch Ratings shall maintain policies establishing firewalls and governing the segregation of operations between Fitch Ratings and its non-rating affiliates designed to mitigate potential conflicts of interest. Fitch Ratings shall disclose why it believes those other businesses do not present a conflict of interest with its credit rating business.

3.2 Procedures and Policies

3.2.1 Fitch Ratings has adopted written internal procedures and mechanisms to identify and eliminate, or to manage and disclose, as appropriate, actual or potential conflicts of interest that may influence the opinions and analyses Fitch Ratings makes or the judgment and analyses of Fitch Ratings' employees involved in credit rating activities or who approve credit ratings and rating outlooks. Fitch Ratings has disclosed certain of its conflict avoidance and management measures on its free public website at www.fitchratings.com.

3.2.2 Fitch Ratings' disclosures of known actual and potential conflicts of interest shall be timely, clear, concise, specific, and prominent. When the actual or potential conflict of interest is unique or specific to a credit rating action with respect to a particular rated issuer, such conflict of interest should be disclosed in the same form and through the same means as the relevant credit rating action.

3.2.3 The general nature of Fitch Ratings' compensation arrangements with rated entities, along with certain other related considerations, is as follows:

- Fitch Ratings shall make every effort to manage the potential conflict arising from the payment of fees by issuers and ensure that Fitch Ratings' receipt of fees from issuers does not impair the independence, objectivity, or integrity of its ratings and rating actions.
- Fitch Ratings shall maintain a set fee schedule or schedules and make it available to all issuers and their agents;

provided, however, that Fitch Ratings reserves the right to periodically revise its fee schedule(s) or, as may be permitted by applicable law or contractual arrangements, otherwise adjust pricing without prior notice.

- Fitch Ratings shall not base any fees on the success of a bond issue or the issuer achieving any particular rating or other result.
- Fitch Ratings shall disclose in all of its published research that Fitch Ratings is paid fees by the issuers it rates, as well as an estimated range of typical fees.
- Any issuer may terminate its fee arrangement with Fitch Ratings without fear that its rating will be lowered for that reason.
- If Fitch Ratings were to receive from a rated entity compensation unrelated to Fitch Ratings' ratings and routine subscription and license fees for its published research and data (e.g., in respect of ancillary business), Fitch Ratings shall disclose the proportion such non-rating fees constitute against the fees Fitch Ratings (and its affiliates) receives from the entity for ratings and routine subscriptions and licenses.
- Fitch Ratings shall publicly disclose if it receives 10 percent or more of its annual revenue (the "Ten Percent Threshold") for a fiscal year (for Fitch Ratings, currently 1 January to 31 December) from a single issuer, originator, arranger, subscriber, or any of its affiliates. Moreover, in certain jurisdictions Fitch Ratings shall neither issue nor maintain a credit rating solicited by an entity if the Ten Percent Threshold is exceeded in respect of that specific entity in the most recently ended fiscal year.

3.2.4 Fitch Ratings will not hold or transact in trading instruments presenting a conflict of interest with Fitch Ratings' credit rating activities. For the avoidance of doubt, this prohibition does not prevent Fitch Ratings from investing in diversified collective investment schemes, including managed funds, or in maintaining bank accounts and/or holdings and/or investments in financial instruments that are consistent with routine treasury or other ordinary course of business operations, or in insuring Fitch Ratings' business in the ordinary course.

3.2.5 Fitch Ratings shall encourage issuers and originators of structured finance products to disclose publicly all relevant information with respect to such products to enable investors to conduct their own analyses independently of that of rating agencies. As specified below, Fitch Ratings expects that such public disclosure will happen.

3.2.6 If a rated entity (for example, a government or central bank) has, or is simultaneously pursuing, oversight functions related to Fitch Ratings, Fitch Ratings shall use different employees to conduct its rating actions with respect to such entity, and to develop or modify criteria that apply to such entity, than those employees involved in its oversight issues.

3.3 Analyst and Employee Independence

3.3.1 Reporting lines for Fitch Ratings employees and their compensation arrangements shall be structured to eliminate or effectively manage actual and potential conflicts of interest.

- Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not be compensated or evaluated on the basis of the amount of revenue that Fitch Ratings derives from issuers that the analyst rates or with which the analyst regularly interacts.
- Fitch Ratings shall conduct formal and periodic reviews of its compensation policies and practices for its analysts and other employees who participate in or who might otherwise have an effect on the rating process to ensure that these policies and practices do not compromise the objectivity of Fitch Ratings' rating process.

3.3.2 Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not initiate, or participate in, discussions regarding fees or payments related to the rating process with any entity that is rated or to be rated or with any third party related to that entity or related to a particular transaction that is rated or to be rated.

3.3.3 Fitch Ratings' employees, and in some cases family members of the employee (e.g., spouse, domestic partner, or dependent), shall not hold or transact in trading instruments or engage in any securities trading or other activities presenting conflicts of interest with such employees' involvement in Fitch Ratings' rating activities. The details as to these and similar restrictions are set forth in Fitch Ratings' Global Securities Trading and Conflicts of Interest Policy, made available on its free public website, www.fitchratings.com.

3.3.4 Fitch Ratings employees are prohibited from soliciting money, gifts, or favors from anyone with whom Fitch Ratings does business, and are prohibited from accepting gifts offered in the form of cash or cash equivalents or any gifts exceeding a minimal monetary value.

3.3.5 Any Fitch Ratings analyst who becomes involved in any personal relationship that creates the potential for any real or apparent conflict of interest (including, for example, any personal relationship with an employee of a rated entity or agent of such entity within his or her area of analytical responsibility), shall, in accordance with Fitch Ratings' policies and procedures and subject to applicable law, disclose the relationship to the appropriate manager or to a member of the Compliance team.

3.3.6 Fitch Ratings has established policies and related procedures for reviewing, as appropriate, the past work of analysts who leave the employ of Fitch Ratings and join an issuer that the analyst has been involved with, as set forth in Fitch Ratings' Look Back Procedure Reviewing Analytical Work of Leavers, made available on its free public website, www.fitchratings.com. If it appears that a conflict has influenced a credit rating, then Fitch Ratings will, in accordance with its policies and procedures, promptly disclose the potential conflict and, as appropriate, convene a committee to re-rate all credit ratings influenced by the potential conflict.

3.3.7 In certain jurisdictions, local law requires individuals performing credit rating activities to rotate coverage responsibilities on a periodic basis. Fitch Ratings has established and shall maintain policies providing for analytical rotation in accordance with applicable local regulatory requirements.

4. RESPONSIBILITIES TO INVESTORS AND OTHER MARKET PARTICIPANTS

4.1 Transparency and Timeliness of Ratings Disclosure

4.1.1 Fitch Ratings shall assist investors and market participants in developing a greater understanding of credit ratings by disclosing in language understandable to market participants, among other things, the nature and limitations of credit ratings and the risks of unduly relying on them to make investment or other financial decisions. Any Fitch Ratings credit rating agency that is subject to a credit rating agency registration and oversight program administered by a regional or national authority shall not state or imply that the authority endorses its credit ratings or use its registration status to advertise the quality of its credit ratings.

4.1.2 Fitch Ratings shall make every reasonable effort to ensure that the time between a rating committee determining a final rating action and the distribution of that rating action and related commentary should be as short as reasonably possible, consistent with applicable law.

4.1.3 Fitch Ratings' policy for distributing public ratings and the related commentary and updates is as follows:

- Fitch Ratings shall publish all public ratings and rating outlooks, and related rating actions and opinions, including any withdrawal of a rating, free of charge on a non-selective basis on its public website, www.fitchratings.com; and

- As appropriate or as is otherwise required, Fitch Ratings shall simultaneously distribute an announcement of the rating or rating action, together with any related commentary including rating outlooks, through wire services or other media outlets.

4.1.4 Among other disclosures, Fitch Ratings shall indicate with each of its published ratings:

- When such rating (including rating outlooks) was last updated or reviewed;
- A list of relevant methodologies (i.e., criteria reports), along with any applicable criteria variations or limitations on the rating, and where those criteria reports can be found; and
- The key rating drivers (i.e., what factors would impact the rating) so as to facilitate an understanding of the rating(s)' sensitivity (to the extent the relevant rating action is not based in whole or in part on confidential information).

4.1.5 Fitch Ratings shall base its rating analyses and rating decisions, which are Fitch Ratings' opinions, upon Fitch Ratings' established criteria, methodologies, and ratings definitions, applied in a consistent manner. All rating criteria and methodologies shall be available on Fitch Ratings' free public website, www.fitchratings.com. Fitch Ratings' criteria, methodologies, and ratings definitions shall identify the specific factors that it considers during the rating and surveillance processes.

- Where Fitch Ratings assigns an initial rating to a structured finance product, it shall provide information about the loss and cash-flow analysis upon which Fitch Ratings has relied, so as to enable investors and market participants to understand the basis for the rating. To the extent practical or as may be required by applicable law, Fitch Ratings shall also disclose the degree to which it analyzes how sensitive a rating of a structured finance product is to changes in Fitch Ratings' underlying rating assumptions.
- In its rating action commentary, Fitch Ratings shall differentiate its ratings of structured finance products from traditional corporate bond ratings through the inclusion of additional commentary or an appropriate modifier to the ratings, and in accordance with applicable law. Fitch Ratings shall clearly define a given rating symbol and apply it in a consistent manner for all types of securities to which that symbol is assigned.
- Fitch Ratings shall clearly indicate the attributes and limitations of each rating or rating outlook and the limits to which Fitch Ratings verifies information provided to it by the issuer or originator of a rated security (as to which latter point, see below).

4.1.6 When Fitch Ratings publishes a rating or rating outlook, or takes any other rating action with respect to a published rating or rating outlook, Fitch Ratings shall explain in the related commentary and reports the elements the rating committee found key to such rating or rating outlook or rating action (including key assumptions and data, as well as financial statement adjustments that deviate materially from those contained in the issuer's published financial statements (if not otherwise explained in the relevant criteria)), subject to any applicable laws with respect to the disclosure of confidential information and any restrictions imposed by applicable confidentiality agreements. Fitch Ratings shall always maintain complete editorial control over all rating actions, related commentaries, and all of its other published materials, including all reports, criteria, methodologies, ratings definitions, and other policies and procedures. Subject to applicable law, this control shall extend to when, and whether, Fitch Ratings shall take, or publish, any rating action.

4.1.7 To the extent reasonably feasible and appropriate (and, in certain jurisdictions, as may be required by law), prior to issuing or revising a rating, Fitch Ratings shall provide to the issuer advance, written notification of the rating action and the critical information and principal considerations upon which the rating decision was based. Fitch Ratings provides such information solely to allow the issuer to check for factual accuracy or the presence of non-public information. Fitch Ratings

shall duly evaluate any comments made by the issuer and accept them in its discretion as appropriate to correct factual errors or remove references to non-public information. Except as required by law, Fitch Ratings retains the right to publish the commentary at the most appropriate time and in whatever form it deems most appropriate in its editorial judgment. In certain circumstances, except as required by law, Fitch Ratings in its sole discretion may decide not to provide such advance notification if timely dissemination of the rating committee decision would be compromised. In such cases, Fitch Ratings shall inform the issuer as soon as practical thereafter and, generally, shall explain the reason for not notifying the issuer.

4.1.8 In order to promote transparency and to enable the market participants to best judge the aggregate performance of its ratings on debt instruments, Fitch Ratings, where possible or as may be required by applicable law, shall conduct periodic studies on the performance of Fitch Ratings-rated securities and issuers, including current and historical default rates by rating category and rating transition analyses. Fitch Ratings shall make all transition and default studies available on Fitch Ratings' free public website, www.fitchratings.com. Where feasible, this information shall include verifiable, quantifiable historical information about the performance of its ratings, organized and structured, and, where possible, standardized in such a way to assist investors and market participants in drawing performance comparisons between different rating agencies.

4.1.9 For each rating, Fitch Ratings shall, in accordance with its Rating Solicitation and Participation Disclosure Policy, publicly disclose whether the issuer participated in the rating process, and the solicitation status of the rating.

4.1.10 Fitch Ratings shall review and update, to the extent it deems appropriate or as is required by applicable law, its criteria and methodologies on a regular basis. Fitch Ratings shall publicly disclose, in a non-selective manner, any material modification to its methodologies. Where feasible and appropriate or as may otherwise be required by applicable law, Fitch Ratings shall undertake to disclose planned material modifications prior to the effective dates of such modifications.

5. THE TREATMENT OF CONFIDENTIAL INFORMATION; DISCLOSURE OF THE CODE; EXPECTATIONS OF ISSUERS

5.1 Disclosure of This Code and Communication with Market Participants

5.1.1 Fitch Ratings disclosures, including those specified in the provisions of this Code, shall be complete, fair, accurate, timely, and understandable to market participants.

5.1.2 Fitch Ratings shall use, maintain, and protect confidential and/or material non-public information in accordance with its policies governing the treatment of confidential information and applicable laws, rules, and regulations. Without limitation, these policies establish various restrictions on the sharing of confidential, ratings-related information with persons not involved in the performance of Fitch Ratings' credit rating activities.

5.1.3 Fitch Ratings welcomes comments and input from market participants and the public, including any questions, concerns, or complaints they may have regarding the business, operations, or activities of Fitch Ratings and its policies.

- Comments or complaints should be directed to a Regional Compliance Officer or submitted through the [Report an Issue / Whistleblowing](#) page on Fitch Ratings' free public website, www.fitchratings.com.
- Contact information for the Regional Compliance Officers is available on Fitch Ratings' free public website, www.fitchratings.com.

5.1.4 Fitch Ratings shall publish in a prominent position on the homepage of its free public website, www.fitchratings.com, links to: (1) this Code; (2) its methodologies; (3) its transition and default studies; (4) any other disclosures specified in the provisions of this Code, as applicable; and (5) certain other internal policies relevant to addressing and managing

conflicts of interest, preventing the misuse of material, non-public information, and ensuring compliance with applicable laws, rules, and regulations (see Appendix A to this Code).

5.2 What Fitch Ratings Expects of Issuers

5.2.1 Fitch Ratings expects that each issuer that has agreed to participate in the rating process, or its agents, will promptly supply to Fitch Ratings all information relevant to evaluating the ratings on such issuer or the relevant securities, including, without limitation, all material changes in any information previously provided, potential material events and the issuer's overall financial condition, which may require communication of non-public information to Fitch Ratings.

5.2.2 Fitch Ratings expects all such information to be timely, accurate, and complete in all respects.

5.2.3 Fitch Ratings expects issuers to respond to its questions as quickly as possible and to explain the reasons for any delay.

5.2.4 During any time period in which an issuer is reviewing commentary or reports to be published by Fitch Ratings, Fitch Ratings expects such issuer will not disclose the commentary or reports in advance of Fitch Ratings' publication or take advantage of the delay in publication in any way.

5.2.5 Should an issuer choose to stop cooperating with Fitch Ratings in the rating process, Fitch Ratings also reserves the right to continue to rate the issuer or any securities issued by the issuer, based on the information previously provided to Fitch Ratings by the issuer or its agents and any other public and/or non-public information available to Fitch Ratings.

5.2.6 Fitch Ratings expects that structured finance issuers and arrangers, and originators of structured finance products, will publicly disclose all relevant information regarding these products so that investors and other rating agencies can conduct their own analyses independently of the rating agency/agencies solicited by or on behalf of the issuers and/or originators to provide ratings.

6. DISCLAIMERS

6.1 Non-Reliance on This Code

6.1.1 Fitch Ratings does not intend to assume, and is not assuming, any responsibility or liability to any party arising out of, or with respect to, this Code. This Code is not intended to, and does not, form a part of any contract with anyone, and no one shall have any right (contractual or otherwise) to enforce any of this Code's provisions, either directly or indirectly.

6.1.2 Fitch Ratings may amend this Code at its sole discretion, in any way Fitch Ratings sees fit at any time. Fitch Ratings will disclose as soon as practicable any changes to this Code or changes to how Fitch Ratings is implementing or enforcing it.

6.2 Purpose & Use of Ratings

All Fitch Ratings credit ratings are subject to certain limitations and disclaimers. For a comprehensive or detailed list of these limitations and disclaimers, please refer to Fitch Ratings' Rating Definitions, available on Fitch Ratings' public website at www.fitchratings.com.

6.2.1 Fitch Ratings' ratings are opinions reflecting the ability of an entity or a securities issue to meet financial commitments such as interest, preferred dividends, and repayment of principal, in accordance with their terms. Ratings are not themselves facts and therefore cannot be described as being "accurate" or "inaccurate". Credit ratings do not directly address any risk other than credit risk. In particular, ratings do not deal with the risk of loss due to changes in interest rates and other market considerations.

6.2.2 In issuing and maintaining its ratings or rating outlooks, Fitch Ratings relies on factual information it receives from issuers, underwriters, and from other sources Fitch Ratings believes to be credible. Fitch Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

6.2.3 The manner of Fitch Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions, and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

6.2.4 Neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch Ratings and to the market in offering documents and other reports. In issuing its ratings Fitch Ratings must rely on the work of experts, including independent auditors with respect to financial statements, and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed. If any such information should turn out to contain misrepresentations or to be otherwise misleading, the rating or rating outlook associated with that information may not be appropriate. The assignment of a rating to any issuer or any security should not be viewed as a guarantee of the accuracy, completeness or timeliness of the information relied on in connection with the rating or the results obtained from the use of such information.

6.2.5 Fitch Ratings does not have a fiduciary relationship with any issuer, subscriber, or other individual. Nothing is intended to or should be construed as creating a fiduciary relationship between Fitch Ratings and any issuer or between Fitch Ratings and any user of its ratings.

6.2.6 Ratings do not constitute recommendations to buy, sell, or hold any security nor do they comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of any payments of any security.

6.2.7 Ratings may be changed, qualified, placed on Rating Watch, or withdrawn as a result of changes in, additions to, accuracy of, unavailability of, or inadequacy of information, or for any reason Fitch Ratings deems sufficient.

6.2.8 Fitch Ratings does not provide to any party any financial advice or legal, auditing, accounting, appraisal, valuation, or actuarial services. A rating should not be viewed as a replacement for such advice or services.

6.2.9 The assignment of a rating by Fitch Ratings shall not constitute consent by Fitch Ratings to use its name as an expert in connection with any registration statement, offering document, or other filings under any relevant securities laws.

APPENDIX A

Select Fitch Ratings Policies

Set forth below are a list of those policies that Fitch Ratings has made available on its free public website, www.fitchratings.com. These policies, along with other Fitch Ratings policies and procedures, are intended to be read in conjunction with, and to supplement and support, this Code. However, where more detailed requirements are set forth in a particular policy or procedure, the more detailed of such requirements shall apply.

- Firewall Policy
- Global Confidentiality Policy
- Global Securities Trading and Conflicts of Interest Policy
- Segregation of Commercial and Analytical Activities
- Policy on Complaint Handling
- Protocol for Responding to Confidential Tips Related to Fitch Rated Entities
- Rating Solicitation and Participation Disclosure Policy
- Restrictions on Advising Issuers and Others
- Rotation Policy
- Look Back Procedure Reviewing Analytical Work of Leavers
- Ancillary Business and Ancillary Services





 **Fitch**Ratings

[fitchratings.com](https://www.fitchratings.com)

Policies and Procedures re Non-Public Information

The following policies and procedures have been adopted and implemented by Fitch to prevent the misuse of material, non-public information and may be accessed at www.fitchratings.com/ethics.

- *Code of Conduct & Ethics*
- *Policy on Segregation of Commercial & Analytical Activities*
- *Global Securities Trading and Conflicts of Interest Policy*
- *Confidential Information Policy*



CODE OF CONDUCT & ETHICS



fitchratings.com

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DEFINITIONS

- “Boards” means the Boards of Directors of Fitch Ratings, Inc., Fitch Ratings Ltd and Fitch Ratings Ireland Limited.
- “Code” means this Code of Conduct and Ethics.
- “Chief Compliance Officer” is the individual who leads Fitch Ratings’ Compliance Department.
- “Compliance Department” or “Compliance” means a department of Fitch Ratings which is responsible for advising on, supporting and overseeing compliance with credit rating agency regulation globally.
- “Fitch Ratings” means Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name “Fitch Ratings”.
- “IOSCO Code of Conduct” means the IOSCO Code of Conduct Fundamentals for Credit Rating Agencies, as amended from time to time.
- “Ratings” is defined in Section 1.2.
- “Regional Compliance Officer” is a member of the Compliance Department who is responsible for overseeing the compliance program within a specific geographic region.
- “Ten Percent Threshold” is defined in Section 3.2.3 of this Code.

1. INTRODUCTION

1.1 General

Fitch Ratings is committed to providing the world's securities markets with objective, timely, independent, and forward-looking credit opinions. In this respect, Fitch Ratings is dedicated to several core principles — objectivity, independence, integrity, and transparency.

This Code is intended to provide information as to how Fitch Ratings will function in accordance with those principles and is designed to comply with applicable laws, rules, and regulations in the jurisdictions in which Fitch Ratings operates. This Code is based on the provisions of the IOSCO Code of Conduct. This Code is supplemented by and consistent with other internal policies and procedures that govern Fitch Ratings' activities, businesses, and operations, many of which are available on Fitch Rating's free public website, www.fitchratings.com (see also Appendix A). Fitch Ratings will disclose on a timely basis any changes to (i) this Code or (ii) how this Code is implemented and enforced.

Fitch Ratings expects its employees to act in accordance with the highest standards of personal and professional integrity and to comply with all applicable laws, rules and regulations, and all policies and procedures adopted by Fitch Ratings that govern the conduct of Fitch Ratings employees. Each employee is personally responsible for maintaining the highest levels of integrity to preserve the trust and confidence of global investors and market participants.

While Fitch Ratings will need to interpret how to most effectively implement the provisions in the Code when developing its policies, procedures and controls, and while from time to time Fitch Ratings may need to deviate from certain requirements in the Code, Fitch Ratings shall at all times remain true to its core principals and the underlying principles of the IOSCO Code of Conduct.

1.2 Rating Activities

Fitch Ratings publishes opinions using a variety of scales (collectively, "ratings"), the most common of which are credit ratings. Credit ratings are opinions on the relative ability of an entity to meet financial commitments, such as interest, preferred dividends, repayment of principal, insurance claims, or counterparty obligations. Information about Fitch Ratings' ratings and rating scales, including Fitch Ratings' ratings definitions and its definition of default, is available on Fitch Ratings' free public website at www.fitchratings.com.

Ratings may apply to a variety of entities, including sovereigns, financial institutions, and corporations, and to the securities or other obligations they issue, as well as to structured finance securities backed by receivables and other financial assets. Ratings may also reflect the financial strength of insurance companies, banks, and financial guarantors.

1.3 Risk Management

Fitch Ratings' risk management function is comprised of individuals with the appropriate experience to identify, assess, monitor, and report on risks arising from Fitch Ratings' activities, including, but not limited to regulatory, reputational, operational, and strategic risk. The risk management function has a reporting line independent of Fitch Ratings' internal audit, analytical and commercial groups, and provides periodic updates to the Boards and to senior management to assist them in overseeing Fitch Ratings' policies, procedures and internal controls, including this Code.

1.4 Training

In accordance with its policies and procedures, Fitch Ratings requires employees to complete formal training at reasonably regular intervals. The subject matter covered by the training is specific to each employee's responsibilities. The training

addresses, as applicable, this Code, credit rating methodologies, certain requirements imposed by the laws governing credit rating activities, and those internal policies, procedures, and controls for (i) managing conflicts of interest (ii) governing the holding and transacting in trading instruments and (iii) handling confidential and/or material non-public information. The policies, procedures and controls with respect to this training include measures designed to verify that employees undergo required training.

2. QUALITY AND INTEGRITY OF THE RATING PROCESS

2.1 Quality of the Rating Process

2.1.1 Credit ratings are Fitch Ratings' opinions about creditworthiness. They do not provide a guarantee of future performance of the rated entity or instrument.

2.1.2 When assigning ratings, Fitch Ratings shall use rating methodologies and criteria that are rigorous, systematic, and, where possible and/or as required by law, result in ratings that can be subjected to some form of objective validation based on historical experience.

2.1.3 The rating analysis and any rating action shall be based upon criteria and methodologies established by Fitch Ratings. Analysts shall apply a given criteria or methodology, and Fitch Ratings' rating scales, in a consistent manner, as determined by Fitch Ratings.

2.1.4 Ratings and rating outlooks shall be assigned by Fitch Ratings and not by any individual analyst employed by Fitch Ratings. Ratings shall reflect the consideration of all information (i) known to, and believed by, Fitch Ratings to be relevant, (ii) of sufficient quality, and (iii) from reliable sources, all in a manner generally consistent with Fitch Ratings' relevant established criteria and applicable rating methodologies. Fitch Ratings shall use people who, individually or collectively, have appropriate knowledge and experience in developing a rating opinion for the type of rating being considered.

2.1.5 Fitch Ratings shall maintain internal records to support its ratings and rating outlooks in accordance with its policies and applicable laws, rules, and regulations. Additionally, Fitch Ratings has established guidelines for the management, maintenance, retention and orderly disposition of its records, including records relating to the policies, procedures, criteria, and methodologies used to determine credit ratings and the standards of training, experience, and competence for credit analysts.

2.1.6 Fitch Ratings and its analysts shall take steps to avoid issuing any credit analyses or reports that knowingly contain misrepresentations or are otherwise misleading as to the general creditworthiness of an issuer or obligation. In addition:

- When deciding whether to rate or continue rating an obligation or issuer, Fitch Ratings shall assess whether it is able to devote sufficient personnel with sufficient skill sets to take an appropriate rating action, and whether its personnel are likely to have access to sufficient information needed in order to take such action. If the credit rating or a rating outlook involves a type of entity or financial instrument for which historical data is limited, Fitch Ratings shall disclose, clearly and in a prominent place, that limitation.
- Fitch Ratings has established a review function comprised of one or more senior personnel with the appropriate experience, to review the feasibility of providing a rating for a type of structure that is materially different from the structures Fitch Ratings has previously rated.
- Fitch Ratings has established and implemented a rigorous and formal review function responsible for periodically reviewing all aspects of its credit rating methodologies (including models and key assumptions) and significant changes to the credit rating methodologies. This function shall be separate from the business lines that are

responsible for rating various classes of issuers and obligations.

- Fitch Ratings shall assess whether existing methodologies and models used in the process of determining ratings of structured products remain appropriate when Fitch Ratings has determined that the risk characteristics of the assets underlying the relevant structured product have changed materially. Fitch Ratings shall refrain from issuing a rating in the case of a new, complex type of structured product, unless Fitch Ratings has determined that it has sufficient information and expertise to analyze the product.

2.1.7 Fitch Ratings shall structure its rating teams to promote continuity and avoid bias in the rating process.

2.1.8 Fitch Ratings shall ensure that sufficient personnel and financial resources are allocated to assigning, monitoring, and updating its ratings. Except for point-in-time ratings that Fitch Ratings clearly identifies as such, once a rating is published Fitch Ratings shall, in accordance with its established policies and procedures on surveillance and based upon information it receives from issuers and other information sources, monitor on an ongoing basis and update the rating by:

- Regularly reviewing the issuer's creditworthiness;
- Initiating a review of the rating upon becoming aware of any information that it believes might reasonably be expected to result in a rating action (including withdrawal of a rating), consistent with the relevant criteria and methodologies; and updating on a timely basis the rating, as appropriate, based on the results of any such review;
- Where appropriate, incorporating into subsequent monitoring all cumulative experience obtained, and applying changes in Fitch Ratings' criteria and assumptions to both existing ratings and subsequent ratings; and
- In cases where Fitch Ratings uses separate analytical teams for determining initial ratings and for subsequent monitoring of structured finance products, ensuring that each team shall have the requisite level of expertise and resources to perform its respective functions in a timely manner.

2.1.9 Fitch Ratings reserves the right to withdraw any rating at any time for any reason, including withdrawal without notice, if Fitch Ratings deems there is insufficient market interest in the rating or if a rating committee concludes that Fitch Ratings lacks sufficient information to maintain the rating or that any information provided to Fitch Ratings is unreliable. In the event a public rating is withdrawn, Fitch Ratings shall, in accordance with its policies and procedures, publish an appropriate commentary that includes the current rating(s) and states that the rating(s) has/have been withdrawn, the reason for the withdrawal, and that Fitch Ratings will no longer provide the rating(s) or analytical coverage of the issuer.

2.2 Integrity of the Rating Process

2.2.1 Fitch Ratings and its employees shall comply with all applicable laws and regulations governing its activities in each jurisdiction in which it operates.

2.2.2 Fitch Ratings and its employees shall deal fairly and honestly with issuers, investors, and other market participants.

2.2.3 Fitch Ratings' analysts shall be held to high standards of integrity, ethical behavior, and, subject to applicable law, Fitch Ratings shall not knowingly employ individuals where there is evidence that they have compromised integrity.

2.2.4 Fitch Ratings and its employees shall not, either implicitly or explicitly, give any assurance or guarantee of a particular rating prior to the final rating decision being taken in accordance with Fitch Ratings' established policies and procedures. Nothing in this Code shall preclude Fitch Ratings from providing rating assessments or other types of assessments (e.g., an assessment of creditworthiness that does not constitute a rating because the analysis is based on hypothetical scenarios and/or limited information).

2.2.5 Fitch Ratings and its employees shall not make promises or threats about potential credit rating actions to influence issuers, investors and other market participants to pay for credit ratings or other services.

2.2.6 Fitch Ratings' analysts are prohibited from making proposals or recommendations regarding the activities of rated entities or obligors, including but not limited to proposals or recommendations about corporate or legal structure, assets and liabilities, business operations, investment plans, lines of financing, business combinations, and the design of structured finance products. Consistent with this prohibition, in assessing the credit risk of a structured finance transaction, Fitch Ratings' analysts may properly hold a series of discussions with an issuer or its agents in order to:

- Understand and incorporate into their analysis the particular facts and features of the structured finance transaction, and any modification, as proposed by the issuer or its agents; and
- Explain to the issuer or its agents the rating implications of Fitch Ratings' methodologies as applied to the issuer's proposed facts and features.

2.2.7 Fitch Ratings' Chief Compliance Officer and staff oversee compliance with this Code, the policies referenced in this Code and the laws, rules, and regulations governing the activities of credit rating agencies. The Chief Compliance Officer, and any member of the Compliance Department, shall not vote on any rating committees and shall not report to any party responsible for the operational management of the rating function. Their compensation shall be independent of Fitch Ratings' rating operations. The Chief Compliance Officer also oversees the design, implementation, and performance of a periodic review and testing process through which compliance with this Code and related policies and procedures of Fitch Ratings shall be thoroughly assessed. The Compliance Team is also responsible for reviewing the adequacy of policies, procedures, and controls designed to ensure compliance with this Code and applicable laws and regulations.

2.2.8 Fitch Ratings' employees are not expected to be experts in the law. Nonetheless, they are expected to report to the Chief Compliance Officer, or their designee, the activities about which they have knowledge that a reasonable person would question as a potential violation of this Code or applicable law. The Chief Compliance Officer, or their designee, shall determine the merits of the situation and, if warranted, take appropriate action. Any employee who, in good faith, makes such a report shall not be retaliated against by Fitch Ratings or any other employees of Fitch Ratings. The Chief Compliance Officer has established and shall maintain procedures for employees to report any illegal, unethical, or inappropriate conduct, including, to the extent practical, through various telephonic and electronic means, on both an anonymous and a disclosed basis. Failure by any Fitch Ratings employee to comply with the provisions of this Code may result in disciplinary action being taken against the employee, up to and including the dismissal of the employee.

3. INDEPENDENCE AND AVOIDANCE OF CONFLICTS OF INTEREST

3.1 General

3.1.1 Fitch Ratings shall not forbear or refrain from taking a rating action based on the potential effect (economic, political, or otherwise) of the rating action on Fitch Ratings, an issuer, an investor, a subscriber, or other market participant.

3.1.2 Fitch Ratings and its analysts shall use care and professional judgment to maintain both the substance and appearance of independence and objectivity.

3.1.3 The determination of a rating shall be influenced only by factors known to Fitch Ratings and believed by Fitch Ratings to be relevant to such rating.

3.1.4 The rating or rating action Fitch Ratings assigns to an issuer or security shall not be affected by the existence of or potential for a business relationship between Fitch Ratings (or its affiliates or shareholders) and the issuer (or its affiliates) or

any other party, or the non-existence of such a relationship. As a result, in accordance with applicable regulations, the following actions are prohibited:

- Conditioning or threatening (directly, indirectly, or implicitly) to condition the issuance of a rating on the purchase of any other products or services of Fitch Ratings;
- Issuing, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to issue a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings;
- Modifying, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to modify a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings; and
- Issuing or threatening (either directly, indirectly, or implicitly) to issue a lower rating, lowering or threatening (either directly, indirectly, or implicitly) to lower an existing rating, refusing to issue a rating, or withdrawing or threatening (either directly, indirectly, or implicitly) to withdraw a rating, with respect to securities or money market instruments issued by an asset pool or as part of any asset-backed or mortgage-backed securities transaction, unless all or a portion of the assets within such pool or part of such transaction also are rated by Fitch Ratings, where such practice is engaged in by Fitch Ratings for an anticompetitive purpose.

3.1.5 Fitch Ratings shall where practical separate, operationally, legally, and physically, its rating business and rating analysts from other Fitch Ratings businesses that may present a conflict of interest. Fitch Ratings shall maintain policies establishing firewalls and governing the segregation of operations between Fitch Ratings and its non-rating affiliates designed to mitigate potential conflicts of interest. Fitch Ratings shall disclose why it believes those other businesses do not present a conflict of interest with its credit rating business.

3.2 Procedures and Policies

3.2.1 Fitch Ratings has adopted written internal procedures and mechanisms to identify and eliminate, or to manage and disclose, as appropriate, actual or potential conflicts of interest that may influence the opinions and analyses Fitch Ratings makes or the judgment and analyses of Fitch Ratings' employees involved in credit rating activities or who approve credit ratings and rating outlooks. Fitch Ratings has disclosed certain of its conflict avoidance and management measures on its free public website at www.fitchratings.com.

3.2.2 Fitch Ratings' disclosures of known actual and potential conflicts of interest shall be timely, clear, concise, specific, and prominent. When the actual or potential conflict of interest is unique or specific to a credit rating action with respect to a particular rated issuer, such conflict of interest should be disclosed in the same form and through the same means as the relevant credit rating action.

3.2.3 The general nature of Fitch Ratings' compensation arrangements with rated entities, along with certain other related considerations, is as follows:

- Fitch Ratings shall make every effort to manage the potential conflict arising from the payment of fees by issuers and ensure that Fitch Ratings' receipt of fees from issuers does not impair the independence, objectivity, or integrity of its ratings and rating actions.
- Fitch Ratings shall maintain a set fee schedule or schedules and make it available to all issuers and their agents;

provided, however, that Fitch Ratings reserves the right to periodically revise its fee schedule(s) or, as may be permitted by applicable law or contractual arrangements, otherwise adjust pricing without prior notice.

- Fitch Ratings shall not base any fees on the success of a bond issue or the issuer achieving any particular rating or other result.
- Fitch Ratings shall disclose in all of its published research that Fitch Ratings is paid fees by the issuers it rates, as well as an estimated range of typical fees.
- Any issuer may terminate its fee arrangement with Fitch Ratings without fear that its rating will be lowered for that reason.
- If Fitch Ratings were to receive from a rated entity compensation unrelated to Fitch Ratings' ratings and routine subscription and license fees for its published research and data (e.g., in respect of ancillary business), Fitch Ratings shall disclose the proportion such non-rating fees constitute against the fees Fitch Ratings (and its affiliates) receives from the entity for ratings and routine subscriptions and licenses.
- Fitch Ratings shall publicly disclose if it receives 10 percent or more of its annual revenue (the "Ten Percent Threshold") for a fiscal year (for Fitch Ratings, currently 1 January to 31 December) from a single issuer, originator, arranger, subscriber, or any of its affiliates. Moreover, in certain jurisdictions Fitch Ratings shall neither issue nor maintain a credit rating solicited by an entity if the Ten Percent Threshold is exceeded in respect of that specific entity in the most recently ended fiscal year.

3.2.4 Fitch Ratings will not hold or transact in trading instruments presenting a conflict of interest with Fitch Ratings' credit rating activities. For the avoidance of doubt, this prohibition does not prevent Fitch Ratings from investing in diversified collective investment schemes, including managed funds, or in maintaining bank accounts and/or holdings and/or investments in financial instruments that are consistent with routine treasury or other ordinary course of business operations, or in insuring Fitch Ratings' business in the ordinary course.

3.2.5 Fitch Ratings shall encourage issuers and originators of structured finance products to disclose publicly all relevant information with respect to such products to enable investors to conduct their own analyses independently of that of rating agencies. As specified below, Fitch Ratings expects that such public disclosure will happen.

3.2.6 If a rated entity (for example, a government or central bank) has, or is simultaneously pursuing, oversight functions related to Fitch Ratings, Fitch Ratings shall use different employees to conduct its rating actions with respect to such entity, and to develop or modify criteria that apply to such entity, than those employees involved in its oversight issues.

3.3 Analyst and Employee Independence

3.3.1 Reporting lines for Fitch Ratings employees and their compensation arrangements shall be structured to eliminate or effectively manage actual and potential conflicts of interest.

- Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not be compensated or evaluated on the basis of the amount of revenue that Fitch Ratings derives from issuers that the analyst rates or with which the analyst regularly interacts.
- Fitch Ratings shall conduct formal and periodic reviews of its compensation policies and practices for its analysts and other employees who participate in or who might otherwise have an effect on the rating process to ensure that these policies and practices do not compromise the objectivity of Fitch Ratings' rating process.

3.3.2 Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not initiate, or participate in, discussions regarding fees or payments related to the rating process with any entity that is rated or to be rated or with any third party related to that entity or related to a particular transaction that is rated or to be rated.

3.3.3 Fitch Ratings' employees, and in some cases family members of the employee (e.g., spouse, domestic partner, or dependent), shall not hold or transact in trading instruments or engage in any securities trading or other activities presenting conflicts of interest with such employees' involvement in Fitch Ratings' rating activities. The details as to these and similar restrictions are set forth in Fitch Ratings' Global Securities Trading and Conflicts of Interest Policy, made available on its free public website, www.fitchratings.com.

3.3.4 Fitch Ratings employees are prohibited from soliciting money, gifts, or favors from anyone with whom Fitch Ratings does business, and are prohibited from accepting gifts offered in the form of cash or cash equivalents or any gifts exceeding a minimal monetary value.

3.3.5 Any Fitch Ratings analyst who becomes involved in any personal relationship that creates the potential for any real or apparent conflict of interest (including, for example, any personal relationship with an employee of a rated entity or agent of such entity within his or her area of analytical responsibility), shall, in accordance with Fitch Ratings' policies and procedures and subject to applicable law, disclose the relationship to the appropriate manager or to a member of the Compliance team.

3.3.6 Fitch Ratings has established policies and related procedures for reviewing, as appropriate, the past work of analysts who leave the employ of Fitch Ratings and join an issuer that the analyst has been involved with, as set forth in Fitch Ratings' Look Back Procedure Reviewing Analytical Work of Leavers, made available on its free public website, www.fitchratings.com. If it appears that a conflict has influenced a credit rating, then Fitch Ratings will, in accordance with its policies and procedures, promptly disclose the potential conflict and, as appropriate, convene a committee to re-rate all credit ratings influenced by the potential conflict.

3.3.7 In certain jurisdictions, local law requires individuals performing credit rating activities to rotate coverage responsibilities on a periodic basis. Fitch Ratings has established and shall maintain policies providing for analytical rotation in accordance with applicable local regulatory requirements.

4. RESPONSIBILITIES TO INVESTORS AND OTHER MARKET PARTICIPANTS

4.1 Transparency and Timeliness of Ratings Disclosure

4.1.1 Fitch Ratings shall assist investors and market participants in developing a greater understanding of credit ratings by disclosing in language understandable to market participants, among other things, the nature and limitations of credit ratings and the risks of unduly relying on them to make investment or other financial decisions. Any Fitch Ratings credit rating agency that is subject to a credit rating agency registration and oversight program administered by a regional or national authority shall not state or imply that the authority endorses its credit ratings or use its registration status to advertise the quality of its credit ratings.

4.1.2 Fitch Ratings shall make every reasonable effort to ensure that the time between a rating committee determining a final rating action and the distribution of that rating action and related commentary should be as short as reasonably possible, consistent with applicable law.

4.1.3 Fitch Ratings' policy for distributing public ratings and the related commentary and updates is as follows:

- Fitch Ratings shall publish all public ratings and rating outlooks, and related rating actions and opinions, including any withdrawal of a rating, free of charge on a non-selective basis on its public website, www.fitchratings.com; and

- As appropriate or as is otherwise required, Fitch Ratings shall simultaneously distribute an announcement of the rating or rating action, together with any related commentary including rating outlooks, through wire services or other media outlets.

4.1.4 Among other disclosures, Fitch Ratings shall indicate with each of its published ratings:

- When such rating (including rating outlooks) was last updated or reviewed;
- A list of relevant methodologies (i.e., criteria reports), along with any applicable criteria variations or limitations on the rating, and where those criteria reports can be found; and
- The key rating drivers (i.e., what factors would impact the rating) so as to facilitate an understanding of the rating(s)' sensitivity (to the extent the relevant rating action is not based in whole or in part on confidential information).

4.1.5 Fitch Ratings shall base its rating analyses and rating decisions, which are Fitch Ratings' opinions, upon Fitch Ratings' established criteria, methodologies, and ratings definitions, applied in a consistent manner. All rating criteria and methodologies shall be available on Fitch Ratings' free public website, www.fitchratings.com. Fitch Ratings' criteria, methodologies, and ratings definitions shall identify the specific factors that it considers during the rating and surveillance processes.

- Where Fitch Ratings assigns an initial rating to a structured finance product, it shall provide information about the loss and cash-flow analysis upon which Fitch Ratings has relied, so as to enable investors and market participants to understand the basis for the rating. To the extent practical or as may be required by applicable law, Fitch Ratings shall also disclose the degree to which it analyzes how sensitive a rating of a structured finance product is to changes in Fitch Ratings' underlying rating assumptions.
- In its rating action commentary, Fitch Ratings shall differentiate its ratings of structured finance products from traditional corporate bond ratings through the inclusion of additional commentary or an appropriate modifier to the ratings, and in accordance with applicable law. Fitch Ratings shall clearly define a given rating symbol and apply it in a consistent manner for all types of securities to which that symbol is assigned.
- Fitch Ratings shall clearly indicate the attributes and limitations of each rating or rating outlook and the limits to which Fitch Ratings verifies information provided to it by the issuer or originator of a rated security (as to which latter point, see below).

4.1.6 When Fitch Ratings publishes a rating or rating outlook, or takes any other rating action with respect to a published rating or rating outlook, Fitch Ratings shall explain in the related commentary and reports the elements the rating committee found key to such rating or rating outlook or rating action (including key assumptions and data, as well as financial statement adjustments that deviate materially from those contained in the issuer's published financial statements (if not otherwise explained in the relevant criteria)), subject to any applicable laws with respect to the disclosure of confidential information and any restrictions imposed by applicable confidentiality agreements. Fitch Ratings shall always maintain complete editorial control over all rating actions, related commentaries, and all of its other published materials, including all reports, criteria, methodologies, ratings definitions, and other policies and procedures. Subject to applicable law, this control shall extend to when, and whether, Fitch Ratings shall take, or publish, any rating action.

4.1.7 To the extent reasonably feasible and appropriate (and, in certain jurisdictions, as may be required by law), prior to issuing or revising a rating, Fitch Ratings shall provide to the issuer advance, written notification of the rating action and the critical information and principal considerations upon which the rating decision was based. Fitch Ratings provides such information solely to allow the issuer to check for factual accuracy or the presence of non-public information. Fitch Ratings

shall duly evaluate any comments made by the issuer and accept them in its discretion as appropriate to correct factual errors or remove references to non-public information. Except as required by law, Fitch Ratings retains the right to publish the commentary at the most appropriate time and in whatever form it deems most appropriate in its editorial judgment. In certain circumstances, except as required by law, Fitch Ratings in its sole discretion may decide not to provide such advance notification if timely dissemination of the rating committee decision would be compromised. In such cases, Fitch Ratings shall inform the issuer as soon as practical thereafter and, generally, shall explain the reason for not notifying the issuer.

4.1.8 In order to promote transparency and to enable the market participants to best judge the aggregate performance of its ratings on debt instruments, Fitch Ratings, where possible or as may be required by applicable law, shall conduct periodic studies on the performance of Fitch Ratings-rated securities and issuers, including current and historical default rates by rating category and rating transition analyses. Fitch Ratings shall make all transition and default studies available on Fitch Ratings' free public website, www.fitchratings.com. Where feasible, this information shall include verifiable, quantifiable historical information about the performance of its ratings, organized and structured, and, where possible, standardized in such a way to assist investors and market participants in drawing performance comparisons between different rating agencies.

4.1.9 For each rating, Fitch Ratings shall, in accordance with its Rating Solicitation and Participation Disclosure Policy, publicly disclose whether the issuer participated in the rating process, and the solicitation status of the rating.

4.1.10 Fitch Ratings shall review and update, to the extent it deems appropriate or as is required by applicable law, its criteria and methodologies on a regular basis. Fitch Ratings shall publicly disclose, in a non-selective manner, any material modification to its methodologies. Where feasible and appropriate or as may otherwise be required by applicable law, Fitch Ratings shall undertake to disclose planned material modifications prior to the effective dates of such modifications.

5. THE TREATMENT OF CONFIDENTIAL INFORMATION; DISCLOSURE OF THE CODE; EXPECTATIONS OF ISSUERS

5.1 Disclosure of This Code and Communication with Market Participants

5.1.1 Fitch Ratings disclosures, including those specified in the provisions of this Code, shall be complete, fair, accurate, timely, and understandable to market participants.

5.1.2 Fitch Ratings shall use, maintain, and protect confidential and/or material non-public information in accordance with its policies governing the treatment of confidential information and applicable laws, rules, and regulations. Without limitation, these policies establish various restrictions on the sharing of confidential, ratings-related information with persons not involved in the performance of Fitch Ratings' credit rating activities.

5.1.3 Fitch Ratings welcomes comments and input from market participants and the public, including any questions, concerns, or complaints they may have regarding the business, operations, or activities of Fitch Ratings and its policies.

- Comments or complaints should be directed to a Regional Compliance Officer or submitted through the [Report an Issue / Whistleblowing](#) page on Fitch Ratings' free public website, www.fitchratings.com.
- Contact information for the Regional Compliance Officers is available on Fitch Ratings' free public website, www.fitchratings.com.

5.1.4 Fitch Ratings shall publish in a prominent position on the homepage of its free public website, www.fitchratings.com, links to: (1) this Code; (2) its methodologies; (3) its transition and default studies; (4) any other disclosures specified in the provisions of this Code, as applicable; and (5) certain other internal policies relevant to addressing and managing

conflicts of interest, preventing the misuse of material, non-public information, and ensuring compliance with applicable laws, rules, and regulations (see Appendix A to this Code).

5.2 What Fitch Ratings Expects of Issuers

5.2.1 Fitch Ratings expects that each issuer that has agreed to participate in the rating process, or its agents, will promptly supply to Fitch Ratings all information relevant to evaluating the ratings on such issuer or the relevant securities, including, without limitation, all material changes in any information previously provided, potential material events and the issuer's overall financial condition, which may require communication of non-public information to Fitch Ratings.

5.2.2 Fitch Ratings expects all such information to be timely, accurate, and complete in all respects.

5.2.3 Fitch Ratings expects issuers to respond to its questions as quickly as possible and to explain the reasons for any delay.

5.2.4 During any time period in which an issuer is reviewing commentary or reports to be published by Fitch Ratings, Fitch Ratings expects such issuer will not disclose the commentary or reports in advance of Fitch Ratings' publication or take advantage of the delay in publication in any way.

5.2.5 Should an issuer choose to stop cooperating with Fitch Ratings in the rating process, Fitch Ratings also reserves the right to continue to rate the issuer or any securities issued by the issuer, based on the information previously provided to Fitch Ratings by the issuer or its agents and any other public and/or non-public information available to Fitch Ratings.

5.2.6 Fitch Ratings expects that structured finance issuers and arrangers, and originators of structured finance products, will publicly disclose all relevant information regarding these products so that investors and other rating agencies can conduct their own analyses independently of the rating agency/agencies solicited by or on behalf of the issuers and/or originators to provide ratings.

6. DISCLAIMERS

6.1 Non-Reliance on This Code

6.1.1 Fitch Ratings does not intend to assume, and is not assuming, any responsibility or liability to any party arising out of, or with respect to, this Code. This Code is not intended to, and does not, form a part of any contract with anyone, and no one shall have any right (contractual or otherwise) to enforce any of this Code's provisions, either directly or indirectly.

6.1.2 Fitch Ratings may amend this Code at its sole discretion, in any way Fitch Ratings sees fit at any time. Fitch Ratings will disclose as soon as practicable any changes to this Code or changes to how Fitch Ratings is implementing or enforcing it.

6.2 Purpose & Use of Ratings

All Fitch Ratings credit ratings are subject to certain limitations and disclaimers. For a comprehensive or detailed list of these limitations and disclaimers, please refer to Fitch Ratings' Rating Definitions, available on Fitch Ratings' public website at www.fitchratings.com.

6.2.1 Fitch Ratings' ratings are opinions reflecting the ability of an entity or a securities issue to meet financial commitments such as interest, preferred dividends, and repayment of principal, in accordance with their terms. Ratings are not themselves facts and therefore cannot be described as being "accurate" or "inaccurate". Credit ratings do not directly address any risk other than credit risk. In particular, ratings do not deal with the risk of loss due to changes in interest rates and other market considerations.

6.2.2 In issuing and maintaining its ratings or rating outlooks, Fitch Ratings relies on factual information it receives from issuers, underwriters, and from other sources Fitch Ratings believes to be credible. Fitch Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

6.2.3 The manner of Fitch Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions, and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

6.2.4 Neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch Ratings and to the market in offering documents and other reports. In issuing its ratings Fitch Ratings must rely on the work of experts, including independent auditors with respect to financial statements, and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed. If any such information should turn out to contain misrepresentations or to be otherwise misleading, the rating or rating outlook associated with that information may not be appropriate. The assignment of a rating to any issuer or any security should not be viewed as a guarantee of the accuracy, completeness or timeliness of the information relied on in connection with the rating or the results obtained from the use of such information.

6.2.5 Fitch Ratings does not have a fiduciary relationship with any issuer, subscriber, or other individual. Nothing is intended to or should be construed as creating a fiduciary relationship between Fitch Ratings and any issuer or between Fitch Ratings and any user of its ratings.

6.2.6 Ratings do not constitute recommendations to buy, sell, or hold any security nor do they comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of any payments of any security.

6.2.7 Ratings may be changed, qualified, placed on Rating Watch, or withdrawn as a result of changes in, additions to, accuracy of, unavailability of, or inadequacy of information, or for any reason Fitch Ratings deems sufficient.

6.2.8 Fitch Ratings does not provide to any party any financial advice or legal, auditing, accounting, appraisal, valuation, or actuarial services. A rating should not be viewed as a replacement for such advice or services.

6.2.9 The assignment of a rating by Fitch Ratings shall not constitute consent by Fitch Ratings to use its name as an expert in connection with any registration statement, offering document, or other filings under any relevant securities laws.

APPENDIX A

Select Fitch Ratings Policies

Set forth below are a list of those policies that Fitch Ratings has made available on its free public website, www.fitchratings.com. These policies, along with other Fitch Ratings policies and procedures, are intended to be read in conjunction with, and to supplement and support, this Code. However, where more detailed requirements are set forth in a particular policy or procedure, the more detailed of such requirements shall apply.

- Firewall Policy
- Global Confidentiality Policy
- Global Securities Trading and Conflicts of Interest Policy
- Segregation of Commercial and Analytical Activities
- Policy on Complaint Handling
- Protocol for Responding to Confidential Tips Related to Fitch Rated Entities
- Rating Solicitation and Participation Disclosure Policy
- Restrictions on Advising Issuers and Others
- Rotation Policy
- Look Back Procedure Reviewing Analytical Work of Leavers
- Ancillary Business and Ancillary Services





 **Fitch**Ratings

[fitchratings.com](https://www.fitchratings.com)

EXECUTIVE SUMMARY

Objective:	To set forth the requirements regarding the segregation of commercial and Analytical Activities.
Application:	Fitch Ratings, Inc. and each of its credit rating affiliates that issues Ratings under the trade name "Fitch Ratings" (collectively "Fitch Ratings").

1. OVERVIEW

Fitch Ratings is a commercial enterprise. It receives compensation from Rated Entities and other third parties, in return for analysis performed with respect to Ratings.

When assigning Ratings, rating committees may only consider factors relevant to the creditworthiness of a Rated Entity or a Security. An existing or potential business relationship between Fitch Ratings (or its Non-Rating Affiliates) and the Rated Entity or any other third party must not be considered as part of the Analytical Activities.

To manage potential conflicts of interest arising from Analysts being influenced by business or financial considerations, Analysts are prohibited from participating in negotiations or discussions regarding fees or payments from Rated Entities or other third parties. Rather, Business and Relationship Management Group ("BRM") is responsible for carrying out all marketing and commercial activities on behalf of Fitch Ratings.

For the avoidance of doubt, the fact that Analysts are aware generally that Fitch Ratings receives compensation for its analytical work does not mean that Analysts are influenced by business considerations.

All Fitch Ratings employees are subject to this policy and must not take any action that could result in a contravention of any provision herein.

2. DEFINITIONS

"Analyst" and **"Primary Analyst"** shall have the meaning as set forth in *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)*

"Analytical Activities" means the evaluation, approval, review and issuance of Ratings, including the analysis of data and information, and developing or approving criteria or methodologies used for determining Ratings, including qualitative and quantitative models.

"Analytical Views" means the views of an Analyst or Analysts relating to Ratings, Securities, Rated Entities, transactions, sectors, countries, markets, research, criteria, methodologies, credit considerations or other related matters, including, without limitation, factual discussions about the products or services of the Fitch Group.

"Confidential Information" shall have the meaning as set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

"EU Analyst" means an analyst based in an EU CRA.

"EU CRA" means Fitch Ratings Ireland Limited (including any of its branches (wherever located)).

"EU CRA Regulation" means Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended from time to time).

"EU Endorsed CRA" means any of Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings CIS Ltd., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

"EU Endorsed CRA Analyst" means an analyst based in an EU Endorsed CRA.

“EU Endorsed Rating” means a Public International Rating where the relevant Primary Analyst is employed by an EU Endorsed CRA.

“EMS” means the Exception Management System.

“EU Public Rating” means a Public Rating with respect to which the primary analyst, as that term is used in the *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* is employed by an EU CRA.

“Fitch Group” means Fitch Group, Inc. and its subsidiaries and affiliates.

“Market Share Information” means the information as to the relative size, however measured, of Fitch Ratings’ share of the Ratings business, compared to other rating agencies, in a particular country, sector, product or other category or classification group, which information is not otherwise publicly available.

“Need to Know” shall have the meaning set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

“Non-Rating Affiliate” shall have the meaning as set forth in Fitch Group Bulletin 08.

“Private Ratings” are Ratings that Fitch Ratings has not published on its website, www.fitchratings.com.

“Public Rating” means a “credit rating” as described in Fitch Ratings’ Rating Definitions, which (i) is publicly available on Fitch Ratings’ website, www.fitchratings.com and/or (ii) the issuer has indicated to Fitch in writing that the issuer intends to request that Fitch publish.

“Rated Entity” means, along with its agents: (i) the issuer or obligor with respect to any Security that has received or is expected to receive, as the case may be, a Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned or is expected to assign, as the case may be, a Rating.

“Rating” shall have the meaning set forth in *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores* *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*.

“Rating Action” shall have the meaning set forth in Fitch Ratings’ Rating Definitions, published on Fitch Ratings’ website, www.fitchratings.com.

“Security” or “Securities” means any security, programme or other financial instrument.

“Senior Global Group Head” has the meaning as is set forth in *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads* *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads*

“Senior Analytical Management” means, collectively, the Global Analytical Head and all other managers listed in *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads*

“UK Analyst” means an analyst based in a UK CRA.

“UK CRA” means each of Fitch Ratings Ltd. and Fitch Ratings CIS Ltd. (including any of their branches (wherever located)).

“UK CRA Regulation” means Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (as amended from time to time).

“UK Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ireland Limited, Fitch Ratings España, S.A.U., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA Analyst” means an analyst based in a UK Endorsed CRA.

“UK Endorsed Rating” means a Public International Rating where the relevant Primary Analyst is employed by a UK Endorsed CRA.

“UK Public Rating” means a Public Rating with respect to which the Primary Analyst, as that term is used in the *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* is employed by UK CRA.

3. ANALYST COMMUNICATIONS OF ANALYTICAL VIEWS

Subject to the confidentiality obligations in Fitch Ratings: Bulletin 41: Confidential Information Policy and the prohibitions set forth in Section 8 below, Analysts may discuss or communicate their Analytical Views with BRM or any third party.

Further requirements relating to communications with journalists and in social media are outlined in *Fitch Group: Bulletin 05: Social Media Policy*.

4. PROHIBITION ON ANALYST INVOLVEMENT IN FEE NEGOTIATIONS

4.1. Analysts are prohibited from:

- 4.1.1. Initiating or participating in negotiations or discussions regarding fees or payments to Fitch Ratings related to any Rating, with any Rated Entity or other third party, or otherwise being provided information pertaining to engagement-specific fees or billing relating to a Rating.
- 4.1.2. Subject to Sections 9, 10 and 11 below, participating in sales or marketing of Ratings or other products or services of Fitch Ratings or any of its affiliates; and
- 4.1.3. Otherwise considering sales or marketing considerations when assigning, or taking any subsequent actions with respect to, Ratings.

4.2. Despite Fitch Ratings' controls, it is not always possible to prevent Analysts from receiving communications that contain fee or billing information. If an Analyst receives such information in violation of this Policy, relevant staff must ensure that the matter is promptly recorded in EMS, documenting all required remediation steps as is set forth in applicable operating procedures or process manuals, for example, [Fitch Ratings: Bulletin 02: The Rating Process Manual \(RPM\)](#) section 2 Separation between Commercial and Analytical Activities, and [Fitch Ratings: Bulletin 02A The BRM Process Manual](#) section 1.3 Segregation of Duties.

4.3. It is permissible for Analysts to become aware of fee or billing information related to a Rating that is publicly disclosed (e.g., through public offering documents for capital market issuance purposes or in a public tender document) or included in a prospectus or offering document. Receipt of fee or billing information in such circumstances is not a violation of this Policy and need not be recorded in EMS.

5. BRM NEGOTIATION OF FEES AND BILLINGS

- 5.1. BRM is responsible for pricing each request for Ratings. Only BRM (and on their behalf members of the Finance, accounting or billing departments, referred to collectively as “Finance”, and members of the Legal Department) may communicate with a Rated Entity or other third-party regarding fees or billings.
- 5.2. BRM and Finance are responsible for obtaining and recording all fee-related information, and for entering it into the appropriate systems.
- 5.3. All questions regarding fees, billings or general pricing policies received by Analysts, must be referred to the appropriate contact within BRM or Finance. Analysts may not provide the information to the requestor.
- 5.4. BRM and Finance must not communicate (in email or otherwise) information concerning individual fees or billings for Ratings to or with Analysts.

6. BRM COMMUNICATIONS TO ANALYSTS

To ensure that Analysts can perform their Analytical Activities in an environment free from commercial or financial pressure or influence, BRM must appropriately manage their communications with Analysts.

- 6.1. BRM may make a reasonable and balanced enquiry to an Analyst regarding Analytical Activities that is intended to clarify facts or the basis for an Analytical View.
- 6.2. However, BRM may not call into question, lobby or otherwise pressure an Analyst with respect to:
 - 6.2.1. Taking (or refraining to take) a particular Rating Action.
 - 6.2.2. Proposed changes to criteria or methodologies.
 - 6.2.3. Instances where the level of an indicative/initial, expected, or final Rating was lower than preliminary feedback initially provided to a Rated Entity or other third party.
 - 6.2.4. The recommendation or vote of a particular Analyst in a rating committee; or
 - 6.2.5. Other negative commercial implications or relationship issues that may arise from Analytical Activities and/or a Rating Action, including without limitation, negative commercial implications or relationship issues that may arise in connection with a product or service offered by an entity of the Fitch Group.

7. FITCH RATINGS' FINANCIAL & MARKET SHARE INFORMATION

Analysts may not be provided Fitch Ratings' financial or Market Share Information other than as is set forth below.

7.1. Fitch Ratings' Financial Information

Analysts are prohibited from receiving revenue information, P&L statements and other non-public documents describing the financial performance of the Fitch Group or Fitch Ratings (collectively, "Financial Information") other than as follows:

- 7.1.1. *Global/Regional/Sector-Level Information.* Finance may periodically provide aggregated Fitch Ratings revenue, budget, and expense items such as salary and travel, to Senior Analytical Management, to assist them in planning hiring needs for Analysts, and managing Analysts' expenses. This information may also be provided to Senior Analytical Management in the course of internal planning sessions, consistent with the requirements set forth below, and to monitor the execution of those plans, and also as part of regular update meetings for Senior Analytical Management.
- 7.1.2. *Country-Level Information.* Finance may periodically provide aggregated country-level Fitch Ratings' Financial Information to Analysts who are board members of local operating entities ("Local Board Members"), where the Financial Information is necessary to fulfill their local board or regulatory responsibilities.
- 7.1.3. *Aggregated Financial Information.* Analysts may periodically receive aggregated information on the overall financial performance of Fitch Ratings, in the context of discussions related to compensation.

7.2. Market Share Information.

Analysts may receive Market Share Information only as follows:

- 7.2.1. For purposes of demonstrating Fitch Ratings' knowledge of, coverage of or depth in a particular market or sector, BRM may include or mention Market Share Information in joint Analytical / BRM presentations, discussions and meetings with Rated Entities and other third parties.
- 7.2.2. Senior Analytical Management may receive relevant Market Share Information during internal planning sessions, consistent with the requirements set forth below in Section 9, and to monitor the execution of those plans.

7.2.3. If they are Local Board Members, where country-level Market Share Information is necessary for them to fulfill their local board or regulatory responsibilities.

7.2.4. If, as part of communicating strategic objectives set by the Fitch Group or Fitch Ratings, high-level Market Share Information is disclosed to all Fitch Group or Fitch Ratings' employees.

Tip: Any communication of Market Share Information to an Analyst should be appropriately balanced to not suggest that an Analyst is involved in commercial efforts designed to increase Fitch Ratings' market share.

8. INFORMATION SHARING BETWEEN BRM & ANALYSTS

8.1. Providing Advance Notice of Rating-Related Information to BRM

8.1.1. Rating Action Rule: EU & UK Ratings and EU & UK Endorsed Ratings.

Irrespective of any other provision of this Bulletin, analysts working on an EU or UK Public Rating or EU or UK Endorsed Rating are prohibited from disclosing to BRM staff located anywhere in the world (and BRM is prohibited from soliciting the information from Analysts or Rated Entities) advance, pre-publication notice or information regarding any Rating Action on an EU or UK Public Rating or an EU or UK Endorsed Rating¹, the timing as to when a rating committee for an EU or UK Public Rating or an EU or UK Endorsed Rating is to be held or is expected to be held², or the withdrawal of an EU or UK Public Rating or EU or UK Endorsed Rating for analytical reasons.³

- Analysts may only provide this information to BRM simultaneously with the public release of the information.
- All questions that BRM staff receive with respect to the above, must be referred to the appropriate Analysts.

8.1.2. *Need to Know Rule.* In many cases BRM has a Need-to-Know about Rating Actions and other related information in advance of the publication.⁴ These reasons may include enabling BRM to be prepared for calls from Rated Entities and other third parties, or to manage a commercial relationship more effectively. Accordingly, Analysts may provide to BRM staff with Need-to-Know advance (pre-publication) information regarding:

- A Rating Action with respect to a Private Rating because the Rated Entity has specified in writing its intention that the Rating be published at a future point (**NOTE: this is not permitted if the Rating Action Rule in Section 8.1.1 regarding EU & UK Ratings and EU & UK Endorsed Ratings applies**);
- A Rating Action with respect to a Public Rating (**NOTE: this is not permitted if the Rating Action Rule in Section 8.1.1 regarding EU & UK Ratings and EU & UK Endorsed Ratings applies**);
- A research or other report to be issued. However, if such a report includes or is issued

¹ Accordingly, it would not be permitted for BRM to be part of the standard review or approval process for RACs or other reports with respect to EU Public Ratings or EU Endorsed Ratings as well as with respect to UK Public Ratings or UK Endorsed Ratings.

² Target dates and deadlines for assigning new Ratings are a commercial term that may be negotiated by BRM. Accordingly, BRM is not prohibited from having information regarding target dates or deadlines, so long as they are not made aware of specific dates on which a rating committee for an EU Public Rating or EU Endorsed Rating as well as for a UK Public Rating or UK Endorsed Rating is to be held prior to those dates. For the avoidance of doubt, BRM is not prohibited from having information on dates on which a rating committee for an EU Public Rating or EU Endorsed Rating and for a UK Public Rating or UK Endorsed Rating was held after the final rating committee has already taken place.

³ As BRM would trigger a withdrawal of an EU Public Rating, EU Endorsed Rating, UK Public Rating or UK Endorsed Rating for commercial reasons, BRM is not prohibited from having information with respect to the fact of the withdrawal. However, BRM is still subject to the prohibitions in this Section regarding the associated Rating Action or the timing of the rating committee.

⁴ Securities trading by an employee that holds such Need to Know Confidential Information remains subject to Bulletin 13: Global Securities Trading and Conflicts of Interest Policy Bulletin 13: Global Securities Trading and Conflicts of Interest Policy Questions should be directed to the Compliance Department.

contemporaneously with a Rating Action with respect to an EU Public Rating, EU Endorsed Rating, UK Public Rating or UK Endorsed Rating then this is not permitted as the Rating Action Rule in Section 8.1.1 applies; and

- Criteria exposure drafts to be posted for comment.

8.1.3. If BRM receives Confidential Information pursuant to this Section, it must maintain the confidentiality of that Confidential Information per the requirements in *Fitch Ratings: Bulletin 41: Confidential Information Policy* until the information becomes publicly available.

8.2. Sharing of Market Intelligence

8.2.1. Analysts may notify BRM (and vice versa) of changes in other rating agencies' staff, products, services or criteria, or issues/errors of other rating agencies.

8.2.2. In addition to other types of permissible sharing of Confidential Information as may be set forth in Bulletin 41, BRM may share with Analysts (and vice versa) feedback they receive from Rated Entities or other third parties regarding:

- Rating Actions;
- Other analytical products, criteria or publications; or
- The products or services of other rating agencies, including relative strengths/weaknesses of those products or services.

However, if negative feedback or an unfavorable comparison of Fitch Ratings or its Analytical Activities is provided to BRM from an issuer or investor, then BRM should deliver the information to an Analyst of a sufficiently senior level, with care taken so as to not appear to be pressuring or influencing the applicable Analytical Activities. Care should be taken in passing on feedback about potential changes to criteria.

8.2.3. For planning, educational or market intelligence purposes, BRM may solicit information or views from Analysts, and Analysts may provide information or views to BRM, relating to:

- Subject to Fitch Ratings: Bulletin 41: Confidential Information Policy Rated Entities and other third parties (including unrated entities to whom BRM is marketing Fitch Ratings' products and services) which BRM may seek to contact to establish or advance a commercial relationship;
- Which Rated Entities or sectors may be more (or less) active in the capital markets at a given point of time; and
- Fitch Ratings' credit or other views on a Rated Entity, sector or market compared to those of other rating agencies, including the rating level of competitors and whether their criteria is likely to lead to higher or lower ratings.

9. INTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

9.1. Analytical Team Meetings

9.1.1. While periodic attendance at analytical team meetings may be appropriate, BRM staff may not regularly attend internal analytical team meetings where analytical matters such as upcoming rating committees, likely Rating Actions, etc., are expected to be discussed.

9.1.2. If BRM attends an internal analytical team meeting, they must leave the room/meeting prior to any discussion of non-public Rating Actions or other information prohibited by this Policy or Fitch Ratings: Bulletin 41: Confidential Information Policy *Fitch Ratings: Bulletin 41: Confidential Information Policy* being disclosed to BRM.

9.2. Internal Planning Sessions

- 9.2.1.** BRM and Analysts may attend or participate in certain parts of each other's planning sessions or similar meetings, provided that:
- Analysts are assigned topics, presentations and agenda items that focus only on credit, criteria and other analytical matters, including capital market developments.
 - BRM staff are assigned topics, presentations and agenda items that focus only on commercial or competitive aspects; and
 - BRM and Analyst managing directors participating in the planning sessions are responsible for carefully considering and managing any perception issues that may arise from "joint" presentations or materials.
- 9.2.2.** In addition, BRM may, during this planning process, consult Senior Analytical Management in developing revenue budgets, in revising relevant fee schedules, and to better understand the complexity of transactions for fee-setting purposes.
- 9.2.3.** However, in the context of these meetings and consultations, only Senior Analytical Management may access materials containing, or participate in discussions relating to, non-public Financial Information or Market Share Information. All other Analysts must leave the room/meeting prior to such discussions and may not receive or review the related documentation or presentations.

10. EXTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

- 10.1.** Joint meetings with BRM, Analysts, Rated Entities and/or other third parties are permitted so long as:
- 10.1.1.** Analysts leave the room/meeting before BRM begins discussing commercial matters or fee structures; and
- 10.1.2.** BRM leaves the room/meeting before the Rated Entity or other third parties begin the process of providing Confidential Information of the Rated Entity relevant to the assignment of ratings. However, Confidential Information may be shared subsequently with BRM as permitted by [Fitch Ratings: Bulletin 41: Confidential Information Policy](#)
- 10.2.** In addition to the requirements above, the following additional restrictions and conditions apply depending on the type of meeting:
- 10.2.1.** Commercial-Focused Meetings. Meetings, discussions or other interactions organized for the primary purpose of enabling Fitch Ratings to secure new business, or future business from existing Rated Entities, must be led by BRM. Analysts may attend or participate in such meetings only for the purpose of communicating Analytical Views.
- 10.2.2.** Dual-Purpose Commercial/Analytical Meetings. Meetings, discussions or other interactions designed to cover both commercial and analytical topics, must include both a BRM representative and an Analyst to address their respective topics.
- 10.2.3.** Meetings that include a discussion of criteria or methodologies. If such meetings include any discussion of the potential commercial impact of Fitch's criteria (including potential changes to criteria) then this element of the meeting must only involve BRM and any analysts must leave the room.

11. BUSINESS EVENTS & ENTERTAINMENT

Analysts may attend or be present at social events, networking events, conferences or dinners together with BRM, Rated Entities and other third parties, provided they do so in accordance with *Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy* *Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy*

12. QUESTIONS

For questions or issues concerning this Policy, please contact the Compliance Department at reporting@fitchratings.com.

Owner: Chief Compliance Officer

Summary of Changes: Appendix A

Supplements: The following policies or procedures are referenced in this Bulletin and should be consulted when interpreting and revising this Bulletin:

- *Fitch Rating Definitions*
- *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)*
- *Fitch Group: Bulletin 05: Social Media Policy*
- *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores* *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*
- *Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy*

Appendix A

Summary of Changes

August 27, 2025

Non-material changes to correct typos and clarify existing requirements in sections 4 and 8.

August 6, 2025

Update to the definition of Public Rating

August 20, 2024

Section 10.2.3 and a clarifying statement in section 8.2.2 have been added to reinforce the independence of analytical staff from business-related considerations. References to Sustainable Fitch have been excluded.

Minor editorial changes have been made to section 1 to simplify language and add clarity.

August 16, 2022

The clarifying statement “All Fitch Ratings employees are subject to this policy and must not take any action that could result in a contravention of any provision herein” was added to the preamble.

June 23, 2022

Bulletin 4 Section 8.1.1 footnote 3 was updated in relation to circumstances in which rating committee dates can be disclosed to BRM.

December 17, 2021

Bulletin 04 has been updated to include references to Sustainable Fitch.

December 2020

Bulletin 04 was modified to reflect Brexit-related changes to definitions in readiness for the FCA assuming regulatory oversight for Fitch Ratings UK business from 31 December 2020. No material changes have been made to this document.

March 2018

Bulletin 04 was modified to fix the numbering scheme. No material changes have been made to this document.

EXECUTIVE SUMMARY

Objective:	To establish employee reporting and other obligations designed to help identify and manage potential conflicts of interest.
Application:	Individuals employed by Fitch Ratings and their Family Members, and all Fitch Group, Inc. employees who have access to Confidential Information and/or perform material services for Fitch Ratings.

1. OVERVIEW

This Policy, which addresses Securities trading and other potential conflicts of interest between Fitch Ratings and its employees, contains prohibitions, restrictions and disclosure requirements applicable to employees that help identify and manage these potential conflicts, and ultimately protect Fitch Ratings' reputation.

2. DEFINITIONS

"Account" means any brokerage account out of which an Employee or their Family Member has the legal capability or potential to trade and/or hold Securities, unless the Account is maintained as a Blind Trust. For the avoidance of doubt, an "Account" includes brokerage accounts in which the Employee or his or her Family Member has a beneficial ownership interest or over which the Employee or his or her Family Member has discretion or control (e.g. as account owner, power of attorney, trustee, etc.).¹

"Analytical Activities" means data and information analysis and the evaluation, approval, issuing and review of (i) credit ratings, (ii) other opinions as to creditworthiness and (iii) non-credit ratings.

"Analytical Employee" means any Employee that performs Analytical Activities.

"Analytical Group Employee" or "AG Employee" means any Employee, including Analytical Employees, administrators and others that work in any of the following groups:

- Corporates, Infrastructure and Project Finance
- Structured Finance and Covered Bonds
- Risk
- Financial Institutions Group including:
 - Banks
 - Non-Banks ("NBF")
 - Insurance
 - Fund and Asset Manager ("FAM")
- Global Analytical Management
- Public Finance including:
 - International Public Finance
 - U.S. Public Finance

¹ In Hong Kong, "Account" also includes brokerage accounts (i) belonging to an Employee's minor children and (ii) in which an Employee's minor children hold beneficial interests.

- Model Development Team (“MDT”)
- Sovereigns

“**Blind Trust**” means a financial arrangement in which an owner of a brokerage account has granted the administration of the assets and trading activity within the account to an independent trust to prevent conflicts of interest. A brokerage account that an Employee or Family Member maintains under such an arrangement will not be an Account under this Bulletin if it meets the following criteria:

- The trust executor(s) has full discretion over the assets and is independent of the Employee and his or her Family Members and not otherwise related to the Employee; and
- The Employee and his or her Family Members have no knowledge of the holdings or trading activity of the trust.

“**BRM**” means Business & Relationship Management.

“**Business Entertainment**” means any activity where the primary purpose is to further business relations and includes, but is not limited to such activities as dinners, golf outings, sporting events, and theatre and concert performances.

“**Business Event**” means any activity, such as an industry conference, networking event, meeting or business meal, where the primary purpose is to engage in analytical, research or information-gathering activities (for AG Employees) or to conduct commercial activities (for BRM Employees).

“**Bulletin 13 Exceptions Committee**” is comprised of the Chief Compliance Officer, the General Counsel, the Chief Risk and Credit Officer, the relevant Executive Committee member and a Managing Director in the requesting employee’s direct management hierarchy.

“**Compliance**” means Fitch Ratings’ Global Compliance Group, which is responsible for supervising compliance with this Bulletin as well as other Fitch Ratings policies and procedures designed to control, mitigate and manage conflicts of interest or the appearance of conflicts of interest.

“**Close Personal Relationship**” is a personal relationship with a level of intimacy that would create the appearance of a personal influence in the management of business and/or Analytical Activities in a reasonable observer. A Close Personal Relationship is meant to cover relationships with a closer personal connection than mere friendships or acquaintances, and is often, but not exclusively, romantic or relational.

“**Compliance Monitoring System**” refers to the software system used to disclose and manage certain potential conflicts of interest, including but not limited to Securities trading activity and Account ownership of Employees and their Family Members.

“**Confidential Account**” means an Account owned by an EU or UK-based non-Analytical Employee’s Family Member, where the non-Analytical Employee has provided written certification that:

- The Employee has no knowledge of his or her respective Family Member’s Account and holdings;
- The Employee understands that he or she is prohibited from sharing inside information and that the Employee takes all reasonable steps to ensure that the respective Family Member has no access to such information; and
- That the Employee will notify Compliance immediately should he or she develop knowledge of his or her Family Member’s Account or holdings.

“Confidential Information” has the meaning as set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

“Dependent Child” means someone who is (i) under 18, (ii) unmarried and (iii) does not have a civil partner.

“E-feed Broker” means a financial institution that participates in automated electronic reporting of Securities transactions and holdings to Fitch Ratings.

“Employee” means an individual employed by Fitch Ratings or an employee of another Fitch Group, Inc. company who has access to Confidential Information and/or performs material services for Fitch Ratings.

“ETF” means exchange-traded fund.

“FAM” means the Fund & Asset Managers Group within Fitch Ratings.

“Family Members” means:

- An Employee's spouse or any partner of that person considered by national law as equivalent to the spouse;
- An Employee's Dependent Child, regardless of residence;
- Any relative or dependent sharing the Employee's home, to the extent allowed by local law;
- Any legal entity (e.g.: company, partnership, trust, etc.) whose managerial responsibilities are discharged by, controlled by, or established for the benefit of an Employee or a person listed above (excluding, for the avoidance of doubt, a Blind Trust);
- Any person that has granted investment discretion or trading authorization to an Employee or a person listed above; or
- In relation to employment related recusals see Exhibit A for variations to this definition applicable to the Employees specified in Exhibit A.

The definition does not include:

- An Employee's spouse during divorce proceedings; or
- An Employee's parent residing in the Employee's home if the Employee can certify that he or she does not have any knowledge of the parent's Securities holdings or trading activity.

“Fitch Ratings” means Fitch Ratings, Inc. and any of its credit ratings affiliates that issue ratings under the trade name Fitch Ratings.

“Gift” means a tangible item, a favor, credit or points received as part of a loyalty program under which an Employee has not earned the points or credits, or money received (in all cases, free of charge) by an Employee in connection with their work at Fitch Ratings. Gifts do not include Business Events or Business Entertainment.

“GSE” means government sponsored enterprise.

“Group Investment Restriction” means a restriction applicable to an Employee and his or her Family Members that is described in the Bulletin 13 Annex.

“Insider Trading” (sometimes referred to as “Insider Dealing”) means purchasing or selling a Security while aware of MNPI relating to or impacting the price of the Security.

“Key Management Position” in a Rated Entity means:

- A member of a board of directors of that entity;
- An executive officer (e.g.: President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Legal Officer, Treasurer, etc.) of that entity;
- Any role that reports directly to the Chief Financial Officer or Treasurer of that entity; or
- A role in that entity that regularly interfaces with Fitch Ratings or other credit rating agencies.

“Managed Account” means an Account where the owner does not have input into the specific investment decisions made in the Account. A Managed Account is under the control of an independent third-party who is a licensed broker, investment advisor or equivalent. Unlike a brokerage account that is maintained as a Blind Trust, an owner may have knowledge of the holdings and transactional activity in a Managed Account.

“Material Non-Public Information” or “MNPI” has the meaning as set forth in [Fitch Ratings: Bulletin 41: Confidential Information Policy](#) [Fitch Ratings: Bulletin 41: Confidential Information Policy](#)

“Non-Active Account” means any Account that an Employee certifies in writing is not used for purchasing or selling Reportable Securities. A Non-Active Brokerage Account is not considered an Account under this Policy. If a Reportable Securities transaction occurs in a Non-Active Brokerage Account, this account will be considered under this Policy to be an Account for a period of one year after the date of the last Reportable Securities transaction.

“Non-Marketable Security” means Securities or other ownership interests issued by a sovereign nation or any agency thereof, where those Securities or ownership interest are not transferable on any market exchanges.

“Outside Interest” is as described in Section 7.1.

“Political Cause” is as defined in Section 10.1.

“Private Investment” means Securities or other ownership interests in companies, organizations, partnerships, funds, assets or businesses, where those Securities or ownership interest are not publicly listed or traded.

“Rated Entity” means:

- The issuer, obligor, guarantor, or credit support provider with respect to any Security that is rated or in the process of being rated by Fitch Ratings;
- An entity to which Fitch Ratings has assigned or is in the process of assigning an Issuer Default Rating; and
- Originator, arranger, sponsor/servicer or any other party that interacts with a credit rating agency on behalf of an issuer, including any person directly or indirectly linked to that Rated Entity by control.

“Rating” is as defined in [Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores](#)

“Ratings Eligible Entity” means any entity with more than \$25 million (or the equivalent in another currency) in outstanding debt.

“Regional Group Head” means an individual who has regional management responsibility for a specific product area within an analytical group (e.g., the Regional Group Head for EMEA Corporates).

“Reportable Security” refers to any Security holding that is required to be disclosed to Fitch Ratings in accordance with this Bulletin. For clarity, Securities may be Reportable Securities even though this Bulletin does not restrict an

Employee or Family Member from holding or trading in that Security. For all Employees and their Family Members, a Reportable Security includes:

- Debt securities, such as bonds, notes, exchange traded notes and debentures;
- Equities, such as common stock and preferred stock;
- Financial derivative contracts, such as equity and index options (including employee stock options), rights and warrants and futures contracts;
- Municipal securities;
- Private Investments in Rated Entities or Ratings Eligible Entities;
- Structured products; and
- Obligations of GSEs, such as Fannie Mae or Freddie Mac.

For **Analytical Group Employees and their Family Members**, a Reportable Security also includes:

- Sector Funds

For **Analytical Group Employees in FAM and their Family Members**, a Reportable Security also includes:

- Mutual funds, ETFs, and other collective investment schemes; and
- Money market funds.

For **Analytical Group Employees in Sovereigns, International Public Finance, Financial Institutions and their Family Members**, this also includes:

- Direct obligations of a sovereign nation or any agency thereof; and
- Obligations fully guaranteed by a sovereign nation or any agency thereof.

The definition does not include:

Non-Marketable Securities issued by a sovereign nation or any agency thereof

“Reportable Securities Transaction” refers to a buy or sell transaction in any Reportable Security or that occurs in any Account.

“Reporting Groups” is as defined in Section 10.1.

“Restricted Stock” means any Security that, by contract or law, cannot be freely sold or transferred to another person.

“Sector Fund” means a mutual fund, ETF, or unit trust that concentrates its investments in a specific industry or market sector (e.g.: technology, financial services, healthcare, precious metals, etc.).

“Security” means any negotiable financial instrument or investment.

“Sri Lanka National Ratings – Associated Persons” means (1) directors, CEO and employees of Fitch Ratings Lanka and (2) members of Sri Lankan national rating committees.

“Temporary Worker” means any individual that is contracted for a fixed duration or an approximate end date directly by Fitch Ratings or indirectly via a third party.

“Tipping” means the act of providing MNPI about a publicly traded company to a person who is not authorized to have that information.

3. INTRODUCTION

Employees are expected to understand the requirements set forth in this Bulletin, and to take reasonable precautions to identify, manage and/or avoid conflicts of interest and the appearance of conflicts of interest.

Under no circumstance may an Employee perform Analytical Activities involving a Rated Entity or Security if he/she might be unduly influenced in any way and under no circumstance may an Employee use Confidential Information in the context of making his/her own personal investment decisions.

Employees are required to report personal investment information relating to Accounts and Reportable Securities belonging to them and their Family Members, to the extent allowed by law. This information will be used on a need to know basis for compliance monitoring purposes, and stored in secured servers and files. However, Fitch Ratings may be required to disclose this information in connection with a subpoena, court order, or as otherwise required by applicable law or by any judicial, legislative or regulatory authority, and may do so without prior notice to you.

4. SECURITIES TRANSACTIONS

Reportable Securities Transaction prohibitions, restrictions and requirements are designed to help Fitch Ratings and its Employees avoid conflicts of interest and Insider Trading violations. The type of applicable restriction(s) depends on the Employee's job function as follows:

All Employees and their Family Members are subject to the following, as detailed below:

- Insider Trading Prohibition;
- Thirty-Day Holding Period Restriction;
- Short Sale Prohibition;
- Futures and Options Prohibition;
- Pre-Clearance (FAM only – see section 4.6); and
- Securities Reporting (unless exempt from reporting as set forth in Section 6).

In addition to the above, Analytical Group Employees and certain non-Analytical Group Employees and their Family Members are subject to the following as detailed in the Bulletin 13 Annexes:

- Group Investment Restrictions
- Sri Lanka National Ratings – Associated Persons and their Family Members, are prohibited from trading in all securities rated or in the progress of being rated by Fitch Ratings Lanka which are set out in the Sri Lankan Securities Restricted List as detailed in Sri Lanka – Associated Persons' Employees Restricted Lists section on the Compliance Monitoring System for impacted employees.

4.1 Insider Trading Prohibition

Transacting in any security while in possession of MNPI (i.e., Insider Trading) or passing along such information to others who are not authorized to have it (i.e., Tipping) is illegal. Penalties for Insider Trading or Tipping can be severe. For example, the person who trades on MNPI, or who provides such information to others, may be subject to civil penalties, criminal fines and imprisonment. Additionally, the improper use or disclosure of MNPI could result in significant reputational damage to, or legal liability or regulatory liability for, Fitch Ratings.

Fitch Ratings strictly prohibits Insider Trading and Tipping. An Employee's failure to adhere to this requirement could result in dismissal from employment in addition to civil and criminal penalties.

4.2 Thirty Day Holding Period Restriction

Employees and their Family Members must hold Securities they purchase in any Account for at least 30 calendar days prior to selling the Security. The time frame is calculated on a last in, first out basis. This restriction does not apply to Securities transactions in Managed Accounts.

4.3 Short Sale Prohibition

Employees and their Family Members are prohibited from engaging in short selling strategies seeking to profit from downward price movements of Securities. Similarly, Employees and their Family Members are prohibited from selling Securities they have borrowed or that they do not own outright.

This prohibition does not apply to Securities transactions in Managed Accounts.

4.4 Futures and Options Prohibition

Employees and their Family Members are prohibited from engaging in futures and options trading, with the exception of buying protective puts. As protective puts are also subject to the 30-day holding period restriction described above, both the option expiration date as well as any sales to close or unwind some or all of the position, must be more than 30 calendar days after the initial purchase date of the put.

This prohibition does not apply to Securities transactions in Managed Accounts.

4.5 Group Investment Restrictions

Analytical Group Employees and certain non-Analytical Group Employees and their Family Members are subject to the Group Investment Restrictions applicable to the Employee's group, which restrict Employees and their Family Members from investing in certain industries, issuers, fund types and Security types. Group Investment Restrictions apply whether or not Fitch Ratings assigns or maintains a rating in respect of a specific issuer or Security. These restrictions are published in the Annex to this Policy.

If an Employee's Group Investment Restrictions change as a result of a transfer to a different group, the Employee and his or her Family Members remain subject to the previous Group Investment Restrictions for sixty (60) calendar days following the transfer, while also being subject to the Group Investment Restrictions, if any, applicable to the new group.

Analytical Group Employee Group Investment Restrictions apply to Securities transactions in Managed Accounts. It is each Analytical Group Employee's and his or her Family Members responsibility to ensure investment advisors comply with such restrictions. However, Group Investment Restrictions do not apply to Securities transactions in Managed Accounts for non-Analytical Employees.

Global Group Heads or their designees are responsible for establishing and maintaining their respective Group Investment Restrictions, and for promptly informing Compliance when changes are required.

4.6 Pre-Clearance

Employees may obtain pre-clearance in the Compliance Monitoring System prior to the execution of a Reportable Securities Transaction in their Accounts or their Family Members' Accounts. Approval will constitute an affirmation by Compliance that the transaction will not result in a violation of the provisions of this Bulletin if executed within seven business days following the date of approval. Employees who do not pre-clear transactions in Accounts and who transact in violation of any of the rules herein (including any applicable Group Investment Restrictions) will be subject to discipline, and the failure to pre-clear the transaction will be viewed

as an aggravating factor in the determination of the level of disciplinary penalty. FAM Employees must follow the FAM Trade Pre-Approval Request Procedure.

Reportable Securities Transactions in Managed Accounts are not subject to pre-clearance.

Fitch Ratings' President and Global Analytical Head must seek approval from the Fitch Ratings, Inc. Board of Directors prior to executing a Reportable Securities transaction.

5. DIVESTMENT AND RECUSAL REQUIREMENTS

5.1 Divestment Requirement

No Employee is permitted to perform Analytical Activities involving a Rated Entity or Security if he/she holds that Security or Securities of that Rated Entity. Employees and their Family Members who hold Securities that conflict with the Group Investment Restrictions must divest such Securities as soon as possible, but by no later than the timeframes below. Recusals may need to be put in place when such Securities cannot be divested immediately.

Reason Employee or Family Member Holds Restricted Securities	Divestment Deadline
New Employee	Prior to the Employee's start date
Employee Transfer	As soon as practical, in communication with Compliance
Securities Acquired through a Gift or Inheritance, or which become restricted following marriage	As soon as practical, in communication with Compliance

5.2 Recusal Requirement

It may be necessary in certain cases for Analytical Group Employees to recuse themselves from performing Analytical Activities for a Rated Entity or Security. A recusal may be required if an Analytical Group Employee or his or her Family Members hold a Security not permitted by the applicable Group Investment Restrictions, until the Security can be divested. This may exist where:

- An Employee or his or her Family Member purchased the Security in contravention of the requirements of this Policy;
- An Employee transfers to a Group which restricts ownership in a previously held Security;
- A Security held by an Employee or his or her Family Member becomes restricted following marriage;
- An Employee or his or her Family Member receives a restricted Security through inheritance or gift;
- An Employee or his or her Family Member holds Restricted Stock; or
- An Employee's Family Member is employed by an issuer of Securities, and holds Securities of that issuer (including Securities received as compensation).

In addition, other potential conflicts may arise that would require recusal, such as where:

- An Analytical Group Employee has a Close Personal Relationship with someone who holds a Key Management Position at an entity that operates in a sector prohibited under the Analytical Group Employee's Group Investment Restrictions;² and
- An Analytical Group Employee or his or her Family Member has an Outside Interest (as described in section 7.1 below) that creates a conflict of interest or the appearance of a conflict of interest with the Employee's work for or with Fitch Ratings.

6. ACCOUNTS AND SECURITIES REPORTING

This Section sets forth the requirements regarding the reporting of certain Accounts and Securities.

6.1 Reporting Obligations and Exemptions

Unless explicitly exempted in accordance with one of the three Exemptions set forth below, Employees must ensure that they and their Family Members disclose Accounts, Reportable Securities holdings and Reportable Securities Transactions in the manner set forth below. However, transactions and holdings in investments other than Securities, and the opening of Accounts that are prohibited by law from holding any type of Reportable Security (e.g., mutual-fund only-accounts, bank accounts that can only hold cash, etc.), are not subject to the disclosure, reporting and/or pre-clearance requirements of this Policy, except with respect to FAM employees, who are subject to the disclosure, reporting and/or pre-clearance requirements with respect to mutual fund accounts and mutual fund trading activity.

Exemption 1: Employees who by virtue of their role do not have routine access to electronic files and systems storing confidential ratings, or commercial or financial information are not subject to the Securities Reporting requirement. These roles include:

- Messengers, drivers, cleaning and cafeteria staff;
- HR staff;
- Front desk staff;
- Facilities; and
- Employees who work exclusively for non-ratings affiliates, but who are legally employed and paid by Fitch Ratings because the affiliate does not have a separate legal entity in the country in which the Employee works or resides, provided there are proper physical segregation and access controls between the Fitch Ratings' office and the affiliate's office.

Exemption 2: Reporting is not required for the following types of Securities transactions:

- Changes in the number, nature or character of Securities previously reported due to subsequent corporate actions (e.g.: stock splits, dividends, mergers and acquisitions, etc.);
- Securities transactions made in accordance with automatic investment plans, such as dividend reinvestments (provided that the initial investment in the Security and plan was Reported);
- Securities transactions in Blind Trusts (Accounts maintained as Blind Trusts are not reportable); and

² For Analytical Group Employees in Japan, Hong Kong, Singapore, Taiwan and voting members of Fitch Ratings Japan rating committees, please refer to Exhibit A for the variation in the definition of Family Members who would be deemed as having a "Close Personal Relationship" with the Employee.

- Securities transactions in Managed Accounts belonging to non-AG Employees and their Family Members, provided that Compliance has reviewed the Account agreement and confirmed that the Account qualifies for treatment as a Managed Account.

Exemption 3: Reporting of transactions, holdings or account statements is not required for the following Accounts, after written certification regarding Account status is provided to Compliance:

- Non-Active Brokerage Accounts of Employees and their Family Members, so long as the Account retains its Non-Active status; and
- Confidential Accounts belonging to Family Members of Employees, so long as the Account retains its Confidential Account status.

6.2 Accounts

Employees must report all Accounts owned by themselves and their Family Members via the Compliance Monitoring System unless specifically exempt from the reporting requirements under this Bulletin. For the avoidance of doubt, this requirement applies to Managed Accounts, and Accounts designated as Confidential Accounts or Non-Active Brokerage Accounts.

6.3 Reporting of Securities Transactions and Accounts

6.3.1 Manual Reporting Requirements

Unless an exemption is available or the Account is held at an Efeed Broker, Employees must manually report all Reportable Securities Transactions and other Securities holdings, and manually submit all Account statements, as set forth below. Employees who fail to submit required information or documents will be subject to disciplinary measures which may include being required to move their Account(s) to an Efeed Broker.

- *Reportable Securities Transactions.* Securities transactions in Accounts belonging to Employees and their Family Members must be reported by the Employee manually to the Compliance Monitoring System within 10 business days³ of the trade date.⁴
- *Account Statements.* Employees and their Family Members must upload quarterly statements for Accounts to the Compliance Monitoring System within 15 business days following the end of the calendar quarter, or as soon as practical. If there have been no transactions in an Account in any given quarter and the reporting in the Account is otherwise current, in lieu of uploading a quarterly statement an Employee may certify that there have been no transactions in the Account in a manner suitable to Compliance.
- *Other Reportable Securities Holdings.* An Employee must report the acquisition of Securities by Employees or their Family Members through other means such as by gift, inheritance, marriage, compensation payment (e.g., stock options or Restricted Stock), etc., manually via the Compliance Monitoring System. If such holdings result in a potential conflict under the Employee's Group Investment Restrictions, the Employee must discuss possible recusals and liquidations with Compliance and follow any required remediation plan set by Compliance.

³ All Analytical Group Employees who have an individual license with the Monetary Authority of Singapore (whether based in Singapore or elsewhere) must report listed Securities transactions in their accounts within 7 calendar days of the trade date.

⁴ This transaction reporting requirement does not apply to securities transactions executed in Accounts that Compliance has certified to be 1) Managed Accounts held by non-Analytical Employees or 2) Confidential Accounts.

6.3.2 Electronic (“EFeed”) Reporting Requirements

Fitch Ratings has arranged to receive automated electronic reporting of Securities holdings and transactions from a number of Efeed Brokers as discussed below. If Reportable Securities Transactions are electronically reported to Fitch Ratings through an Efeed Account, the Employee is not required to manually report them via the Compliance Monitoring System. A list of Efeed Brokers and instructions on how to link Accounts to electronic feeds is available from Compliance.

6.4 Efeed Broker Requirement

Any Account held by Fitch Ratings Employees and/or their Family Members in the US must be held at an E-feed Broker, unless the Account has been grandfathered⁵ in or one of the below exceptions applies. Employees who are not residents of the US may maintain Accounts at Brokers that do not provide an E-feed, but any such Account is subject to increased manual reporting under Section 6.3.1, and adherence to the manual reporting requirements will be strictly construed against the Employee. New Fitch Ratings Employees must transfer all non-E-feed Reportable Accounts to an approved E-feed Broker within 60 days of notification.

Employees are exempt from the Efeed Broker requirement in the following cases:

- Where an Employee’s Family Member works at a brokerage firm that does not provide Fitch Ratings with an electronic feed, but requires its employees to maintain their Accounts at that firm;
- Where an Employee or his or her Family Member holds a Security that cannot be legally sold or transferred to an E-feed Broker; and
- Accounts owned by an Employee or his or her Family Member set up for employee stock option plans that are limited to transactions in the sponsoring company’s stock.

7. OUTSIDE INTERESTS AND EXTERNAL RELATIONSHIPS

Employees are prohibited from holding any position as a partner, officer, director, trustee, board member, or controlling stakeholder of any Rated Entity or Ratings Eligible Entity that operates in a sector that is covered by the Employee’s group, or that otherwise presents a conflict of interest in respect of their position of employment at Fitch Ratings.

7.1 Employee Outside Interests

Employees are required to obtain approval from their Global Group Head (or, for non-Analytical Group Employees, other global management) and notify Compliance prior to engaging in any type of “Outside Interest” as described below:

- A position as a partner, officer, director, trustee, board member, or controlling stakeholder of any Rated Entity or Ratings Eligible Entity that the Employee is not outright prohibited from serving;
- A position as an officer or board member of a trade or professional organization or association;
- A position as an officer, board member or trustee of an educational institution;
- An elected or appointed government office; or

⁵ Accounts that are maintained in the United States and belong to Employees and their Family Members are not subject to the Efeed requirement if, prior to February 7, 2011 the Account was opened and the employee worked at Fitch Ratings. However, the employee will be required to close or transfer the Account if reporting requirements are not fulfilled or the employee violates Fitch Policy.

- Any position serving a government, public agency, authority, commission, regulatory body, or self-regulatory organization.

These requirements apply to both for-profit and non-profit organizations. Employees seeking approval to engage in an Outside Interest must submit a request for approval via the Compliance Monitoring System prior to beginning to engage in the Outside Interest.

7.1.1 Outside Employment

In addition to the Outside Interest requirements set forth in this Policy, Employees are directed to Fitch Group Bulletin 6: Employee Code of Conduct. That policy contains additional prohibitions and requirements relating to outside employment/activities under section 7 'Conflicts of Interest' including fully disclosing and obtaining approval in advance all Outside Employment by the Human Resources Department. For the avoidance of doubt, all Outside Interests are deemed Outside Employment

7.2 External Relationships

An Analytical Employee must immediately notify his/her Managing Director and Compliance if he/she has a Close Personal Relationship with someone who holds a Key Management Position at a Rated Entity or Ratings Eligible Entity that operates in any sector that is covered by the Analytical Employee's group. Similarly, an Analytical Employee in the International Public Finance, US Public Finance, or Sovereigns groups must notify his/her Managing Director and Compliance if he/she has a Close Personal Relationship with someone who holds an elected or appointed government office.

If the Analytical Employee has a Close Personal Relationship with someone who holds a Key Management Position at a Rated Entity or Ratings Eligible Entity that operates in any sector covered by the Analytical Employee's group, the Analytical Employee must file a recusal.

For Analytical Group Employees in Japan, Hong Kong, Singapore and Taiwan, and voting members of Fitch Ratings Japan rating committees please refer to Exhibit A for the variation in definition of Family Members who would be deemed as having a Close Personal Relationship with the employee.

8. GIFTS

All Employees, regardless of job function, are prohibited from soliciting or accepting Gifts in connection with their work at Fitch Ratings, other than as set forth in the below chart.

While Analytical Group Employees are also prohibited from extending gifts in connection with their work at Fitch Ratings, BRM and non-Analytical Group Employees may extend Gifts that are appropriate and reasonable given the circumstances.

Action	Analytical Employees	BRM and Non-Analytical Employees
Solicit or accept a Gift	Not Permitted	Not Permitted
Extend a Gift	Not Permitted	Permitted

Any exception to this requirement must be granted in advance by Compliance.

8.1 Protocol to be followed when a Gift is received:

- The Gift must be returned, donated or destroyed;
- The Employee must send a letter to the donor that explains Fitch Ratings' restriction against accepting Gifts and requests no Gifts be proffered in the future; and

- The Employee must disclose the Gift and upload a copy of the letter to the Compliance Monitoring System.

9. BUSINESS EVENTS AND BUSINESS ENTERTAINMENT POLICY

9.1 Business Events

When participating in Business Events, Employees are required to maintain a clear separation of analytical and commercial activity, and adhere to the requirements set forth in [Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities](#) Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities. Additional considerations and restrictions applicable to Analytical Group Employees are set forth below.

- 9.1.1 Analytical Group Employees may attend or present at Business Events, provided they remain aware of, and appropriately manage, perception issues that may arise from attendance at these events.
- 9.1.2 Furthermore, Business Event expenses incurred by Analytical Group Employees must be paid for by Fitch Ratings and must conform to Fitch Ratings' expense reimbursement policy. However:
 - An entity may only pay for an Analytical Group Employee's travel or lodging expense when attending a Business Event if it is related to an activity necessary to conduct Fitch Ratings' business, and if payment of that expense has been incorporated into the commercial agreement between the entity and Fitch Ratings;
 - A conference sponsor may pay for an Analytical Group Employee's attendance fee only if he or she is a speaker or panelist; and
 - Analytical Group Employees are permitted to accept supplies, food, and beverage during a Business Event only if the value of such items does not exceed \$25, or the equivalent in other currencies.
- 9.1.3 With the prior approval of their Regional Group Head, Analytical Group Employees may invite employee(s) of a Rated Entity, its affiliates, or investors to be their guest at appropriate Business Events.
- 9.1.4 An Analytical Group Employee may attend a reception at a Business Event, if the reception is open to all conference attendees without charge.

9.2 Business Entertainment

Business Entertainment must:

- 9.2.1 Be reasonable, customary and not overly frequent;
- 9.2.2 Include both Fitch Ratings Employees and those of the entity extending or sponsoring the Entertainment (otherwise it is deemed a Gift); and
- 9.2.3 Not lead to an influence in ratings or any decision to purchase goods or services from a supplier, or create the perception that such influence may exist.

Business Entertainment that is extravagant, prohibited by law or known to violate an external party's policy is prohibited under this Policy. Details as to the restrictions on Business Entertainment are set forth on the below chart:

Action	Analytical Employees	BRM and Non-Analytical Employees
Attend a Business Event paid by Fitch Ratings	Permitted	Permitted
Attend a Business Event paid by a third party	Not Permitted	Permitted
Extend Business Event	Permitted	Permitted
Attend Business Entertainment	Fitch Sponsored Only*	Permitted
Extend Business Entertainment	Not Permitted**	Permitted
Accept supplies and food/beverage during A business meeting (not exceeding \$25 or equivalent in other currency)	Permitted	Permitted

**Analytical Group Employee must excuse themselves from any fee related or commercial discussion while BRM employees must exclude themselves from any analytical discussion.*

*** Analytical Group Employees who are members of the Fitch Ratings Executive Committee are permitted to extend Business Entertainment.*

10. POLITICAL OR CHARITABLE CONTRIBUTIONS

10.1 Political Contributions

Under no circumstances may corporate funds, facilities, or services of any kind be paid or furnished (i) to any political candidate or prospective candidate for public office, (ii) to any political party, or (iii) to any political initiative, referendum, or other form of political campaign (each such candidate, party or campaign, individually, a "Political Cause") by any Employee or representative on behalf of Fitch Ratings. Nothing in this Bulletin prohibits an individual Employee or Fitch Ratings' representative from making a political contribution on his or her own behalf; however, any proposed contribution by any BRM Employee within the U.S. Public Finance group, International Public Finance group, or Sovereigns group (collectively referred to as the "Reporting Groups") or Analytical Employee within a Reporting Group in excess of US\$500, or the local currency equivalent, in the same calendar year to the same Political Cause must first be reported to and approved by the Personal Conflicts Monitoring team in Compliance.

10.2 Charitable Contributions

A charitable contribution on behalf of Fitch Ratings, excluding any gift made pursuant to an existing matching gift program, may only be made with the prior written approval in accordance with Section 3.7 of [Fitch Group: Bulletin 01: Anti-Corruption Policy](#) [Fitch Group: Bulletin 01: Anti-Corruption Policy](#) Nothing in this Bulletin prohibits an individual employee or representative of Fitch from making a charitable contribution on his or her own behalf.

11. EXCEPTIONS TO POLICY REQUIREMENTS

Under limited circumstances, exceptions to specific requirements of this Bulletin may be granted. The Bulletin 13 Exceptions Committee will consider exceptions not expressly contemplated in this Bulletin. To request an exception, the Employee and his/her Managing Director, Global Group Head or Regional Group Head must submit a request on the Compliance Monitoring System.

12. NON-COMPLIANCE

Failure to comply with this policy may lead to disciplinary action, up to and including dismissal from employment. In addition, with respect to certain policy requirements (e.g., the prohibitions on Insider Trading), the Employee may be subject to personal civil and criminal liability.

As may be required by law, Fitch Ratings will as soon as practicable disclose any case where a rating was potentially impacted by a conflict of interest, and indicate whether there was an actual impact to the rating.

If a violation involves a Security purchased by an Employee while in possession of MNPI, the Employee in violation must not sell the Security until he/she is no longer in possession of MNPI, typically after the rating action or other relevant event occurs and is published. In this event, the Employee must be in consultation with and follow the directions of Compliance.

13. QUESTIONS

For questions or issues concerning this Policy, please contact compliance@fitchratings.com.

Owner:	Chief Compliance Officer
Summary of Changes:	Appendix A
Supplements:	The following policies or procedures are referenced in this Bulletin and should be consulted when interpreting and revising this Bulletin: • Fitch Rating Definitions • Fitch Group: Bulletin 01: Anti-Corruption Policy • Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities

Exhibit A

Family Member definition for Employment Related Recusals

“Family Members” may be defined with additional variations or specifications in the following jurisdictions for the purpose of recusal from participation in or otherwise influencing the determination of a rating.

An employee must be recused in the following jurisdictions if he or she:

LATAM	
Colombia	Has a spouse or relatives up to the first degree of consanguinity, affinity or civil. Article 2.22.1.1.9, <u>Decree 2555, 2010</u>. In Colombia the family is established taking into the following issues among others: (i) degree of consanguinity; (ii) degree of affinity and (iii) civil. Articles 35 to 62, Civil Code: First degree of consanguinity/affinity • Consanguinity: Parents • Consanguinity: Children • Affinity: Spouses • Affinity: Parents-in-law • Affinity: Son-in-law / Daughter-in-law First Civil • Adoptive parents and adopted children
El Salvador	Has a spouse or relative within the first degree of consanguinity who are debtors of the financial system for credits that have been established sanitation reserves of 50% or more of the balance. Article 23 <u>Stock Market Regulation</u>. Has a spouse or relative within the fourth degree of consanguinity or second affinity of the members of the Board of Directors of the Ratings Agency or their respective spouses. <u>Annex 3- Administrators Registration Regulation in the Public Stock Registration of the Superintendencia de Valores</u>. Has a spouse and relatives within the first degree of consanguinity of the issuer’s employees. Article 95 (e) of <u>Stock Market Regulation</u>.
Honduras	Has a spouse or relative up to the fourth degree of consanguinity or second degree of affinity that are in any of the situations provided below: • People who have a subordination or dependency link with the issuer or companies related to it. • Officials who have a contract for the provision of professional services with the issuer or its related companies, with the issue being rated, or with a shareholder of more than 10% of their share capital. • People who provide or have provided within 12 months prior to the rating of financial advisory, consulting or auditing services for the financial statements of the issuer or its related companies. • The partners or administrators of the aforementioned persons as well as those who sign audit reports and opinions. • People who have provided directly or indirectly in the design, analysis, authorization and

	placement of the issue being rated. • People who have directly or indirectly held securities issued by the issuer or have received securities issued by the issuer as collateral. • The holders of securities issued by the issuer or have received securities issued by the issuer under guarantee. • People who have links with the issuer or issuance or who may be compromised by it. Article 25 #7 of CRAs Regulation (C-066/2010)
Nicaragua	The members of the Rating Committee, directors and shareholders of a Rating Company, must not be involved in the impediments established in articles 29,30,31,34 and 35 of the General Law of Banks, Non-Banking Financial Institutions and Financial Groups. Article 15 of CRA Regulation- Resolution No CD-SIBOIF-579-2-ABR1-2009. Has a spouse or partner permanently in de facto union or having a kinship relationship within the second degree of consanguinity or second affinity with a member of the Board of Directors of a rated bank. Article 29 #2 of CRA Regulation- Resolution No CD-SIBOIF-579-2-ABR1-2009. Has a spouse or relative within the fourth degree of consanguinity or second of affinity and that the latter had a personal interest or conflict of interest with rated banks. Article 34 of CRA Regulation - Resolution No CD-SIBOIF-579-2-ABR1-2009.
APAC	
Hong Kong	Has a spouse, partner, parent, child or sibling who works for a Rated Entity, pursuant to SFC Code of Conduct for Persons Providing Credit Rating Services, Para. 42(d)
Singapore	Has a spouse, son, adopted son, step-son, daughter, adopted daughter, step-daughter, father, step-father, mother, step-mother, brother, step-brother, sister or step-sister, who works for a Rated Entity, pursuant to MAS Code of Conduct for Credit Rating Agencies, Para. 7.5
Japan (also applies to Fitch Rating Japan rating committees)	Has a spouse, or a relative by blood or a relative by affinity of the first degree of kinship who works for a Rated Entity as an officer or in a similar role, pursuant to Articles 66-35 of Financial Instrument Exchange Acts and Article 308 of Cabinet Office Ordinance 52/2007
Taiwan	Has a spouse or a relative within the second degree of kinship who is a responsible person or managerial officer of a Rated Entity, pursuant to FSC Regulations Governing the Administration of Credit Rating Agencies, Article 22

Appendix A Summary of Changes

- An Exhibit was added to address the expanded definition of Family Members for employment related recusals for employees in the APAC region.
- Analytical Group names were updated to reflect organizational changes.
- The following provisions within Securities trading and reporting were amended:
 - removing the deadline for reporting an account;
 - reporting of transactions was reduced from 10 business days to 7 calendar days for employees licensed with the MAS authority; and
 - pre-clearance was made optional.
- Restrictions on Political Contributions were added for certain groups.
- Guidance was added for Charitable Contributions.

1 June 2021

Definition of Rated Entity changed to reflect relevant related third parties.

2 July 2021

Modified section 6.3.1 to reflect the method by which employees report manual account statements.

6 August 2021

Re-inserted footnote on pg. 9 that was inadvertently removed. Updated table in section 8 to remove permitted business expense already included in section 9.2.3. Fixed general formatting issues.

17 February 2022

This policy was modified to include the definition of Dependent Child and to add hyperlinks to the Bulletins referenced in the text.

24 February 2022

Typo corrected in Definition of Rated Entity.

27 May 2022

Updates made to Exhibit A to include LATAM countries.

25 Nov 2022

Definition of Sri Lanka National Ratings – Associated Persons added and additional investment restrictions for this group added under section 4.

Modified section 6.4 to clarify Efeed broker requirement for US resident employees including those living abroad but with accounts in the US.

Typos corrected in Exhibit A for Colombia and Honduras.

Removed reference to Compliance Hotlines under section 13. **10**

May 2023

Typo corrected to remove blank footnote.

25 April 2024

Addition of policy application to all Fitch Group, Inc. employees who have access to Confidential Information and/or perform material services for Fitch Ratings.

Section 7.3 on Outside Employment updated to remove reference to HR's Outside Employment and Consulting policy and replaced with correct policy reference, Fitch Group Bulletin 6: Employee Code of Conduct.

Section 2 clarification to definition under 'Reportable Security' to add 'Non-Marketable Securities' which will not be included in the scope of Government/Sovereign Reportable Securities

Section 2 new definition of Non-Marketable Security

10 December 2024

Moved Outside Employment section under Outside Interests as a new subsection 7.1.1.

March 2025

Section 2 deleted references to "Credit Policy" and "Criteria" under definition of "Analytical Group Employee" or "AG Employee."

Section 2 removed reference to "Chief Credit Officer" under definition of "Bulletin 13 Exceptions Committee" to reflect current team structure.

August 2025

Section 2 - added reference to "Chief Risk and Credit Officer" under definition of "Bulletin 13 Exceptions Committee".

September 2025

Section 2 – updated group name to "Corporates, Infrastructure and Project Finance" and removed "Global Infrastructure Group" to reflect structure change as part of Global Analytical Group Realignment.

Section 2 – clarification to definition 'Confidential Account'

Section 10.1 - removed reference to "Global Infrastructure Group" to reflect structure change as part of Global Analytical Group Realignment.

EXECUTIVE SUMMARY

- Objective:** To communicate Fitch Ratings' policy regarding the protection and permissible dissemination of Confidential Information, including Material Non-Public Information (MNPI).
- Application:** Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name "Fitch Ratings".

1. OVERVIEW

This Policy sets forth those requirements applicable to Fitch Ratings Representatives regarding the protection and permissible dissemination of Confidential Information, including MNPI and Confidential Analytical Information.

As outlined in this Policy, different restrictions apply to the dissemination of the different types of Confidential Information.

2. DEFINITIONS

"Analyst" shall have the meaning as set forth in Bulletin 02: *Rating Process Manual*.

"Confidential Information" means information that is not generally known to the public and that pertains to Fitch Ratings' finances, business or operations, or to a Rated Entity's finances, business or operations, or to an Analytical Product that Fitch Ratings has produced, or expects to produce, whether the information was provided by a third party or created or obtained by Fitch Ratings. Confidential Information includes but is not limited to Confidential Analytical Information and MNPI.

"Confidential Analytical Information" means any Confidential Information entrusted to a Fitch Ratings Representative by a Rated Entity or its agents or representatives for purposes of Fitch Ratings performing data and information analysis and the evaluation, approval, issuing and review of Credit Ratings.

"Credit Rating" means a Rating that assesses the creditworthiness of an issuer or its Securities.

"Analytical Products" shall have the meaning as set forth in *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*.

"EU" means the European Union.

"EU CRA" means Fitch Ratings Ireland Limited (including any of their branches (wherever located)).

"EU Endorsed CRA" means any of Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings CIS Ltd., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

EU Endorsed Rating means a Public International Rating where the relevant Primary Analyst is employed by Fitch Ratings Ltd (including its branch in Dubai), Fitch Ratings CIS Ltd (including its branch in Moscow), Fitch Ratings, Inc., Fitch Australia Pty Ltd. (including its branches in Taiwan and Korea), Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd.

"Fitch Ratings" means Fitch Ratings, Inc. and each of its credit rating affiliates that issues Ratings under the trade name "Fitch Ratings".

"Fitch Ratings Representatives" means all officers, directors and employees of Fitch Ratings and other persons performing similar functions for or on behalf of Fitch Ratings.

“Legitimate Business Interest” means that a prospective recipient of Confidential Information would be able to derive a legitimate business benefit from access to, or knowledge or possession of, the Confidential Information. That benefit may be to Fitch Ratings or its affiliates, or to the owner and/or provider of the Confidential Information and/or a third party. The Legitimate Business Interest standard is broader in scope (i.e., it permits a wider dissemination of the information) than the “Need to Know” principle.

“Material Nonpublic Information (“MNPI”), also referred to as “Inside Information” in some jurisdictions, means Confidential Information that a reasonable investor would consider important in deciding whether to buy, hold or sell a Security, or that relates, directly or indirectly, to one or more issuers or to one or more Securities which, if it were made public, would likely have a significant effect on the prices of those Securities. Examples of MNPI may include but are not limited to:

- potential or pending rating actions and non-rating opinions or views, and any related analyses, reports or press releases created by Fitch Ratings;
- information regarding the date/time that a rating committee has been scheduled if the resulting rating action is likely to have a significant effect on the price of issued and outstanding Securities, unless the date/time has been publicly disclosed in accordance with applicable legal or regulatory requirements;
- Fitch Ratings being awarded a mandate to produce an Analytical Product vis-à-vis a Rated Entity or Security, if knowledge of the mandate would itself result in disclosure of a material, nonpublic transaction or event of a Rated Entity;
- the withdrawal of an Analytical Product for analytical reasons;
- earnings or earnings projections;
- strategic plans;
- new products, discoveries or services;
- a pending or prospective merger, acquisition, tender offer or financing;
- the disposition of a subsidiary or a significant sale of assets;
- the gain or loss of a material contract, customer or supplier;
- a change in management;
- an increase or decrease in dividends, the declaration of a stock split, or the offering of Securities;
- government investigations or other actions; and
- material litigation, including potential litigation and litigation developments.

“Need to Know” means that, at the time information is to be provided, a prospective recipient of the information requires that specific information to perform his or her duly assigned tasks or services for or on behalf of Fitch Ratings. The Need to Know standard is narrower in scope (i.e., it permits less dissemination of the information) than the “Legitimate Business Interest” standard.

“Rated Entity” means: (i) the issuer or obligor with respect to any Security that has received or is expected to receive, as the case may be, a Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned or is expected to assign, as the case may be, a Rating.

“Rating” means a “Rating” as defined in Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores.

“Security(ies)” means any note, stock, treasury stock, security future, security-based swap or derivative, bond, debenture, evidence of indebtedness, certificate of interest or participation, money market instrument, units in collective investment undertakings, or other type of financial instrument representing a tradable asset.

“UK CRA” means each of Fitch Ratings Ltd. and Fitch Ratings CIS Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ireland Limited, Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

UK Endorsed Rating means a Public International Rating where the relevant Primary Analyst is employed by Fitch Ratings, Inc., Fitch Ratings Ireland Limited (including its branch offices in Frankfurt, Milan, Paris, Madrid, Barcelona, Stockholm and Warsaw), Fitch Australia Pty Ltd. (including its branches in Taiwan and Korea), Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd.

3. PERMISSIBLE USES OF CONFIDENTIAL INFORMATION

Fitch Ratings Representatives who have access to Confidential Information are not permitted to use or share that information for any purpose other than the conduct of Fitch Ratings’ business or operations or as expressly provided in this Policy.

4. PROTECTING CONFIDENTIAL INFORMATION

Fitch Ratings Representatives are required to protect and safeguard Confidential Information entrusted or made available to them from fraud, theft, misuse and inappropriate disclosure. This obligation includes but is not limited to undertaking the following:

- Fitch Ratings Representatives must store, maintain and transmit Confidential Information exclusively on or via Fitch-managed networks, systems and devices. Without limitation, this means that Fitch Ratings Representatives may not send Confidential Information to their personal email or messaging accounts, other than in accordance with Fitch Group Bulletin 17: Mobile Device Management Policy. Confidential Information may be disseminated through Fitch Ratings’ large file secure transfer solution only as described in the IT: Fitch Group: Bulletin 11: Acceptable Use Policy.
- When communicating with the public, investors or market participants, Fitch Ratings Representatives must support their analyses, opinions or views without revealing Confidential Information unless, in respect of Confidential Information pertaining to a particular Rated Entity, expressly permitted by the Rated Entity or its agents or representatives. In addition, these communications must not reflect or signal that a change in Rating or outlook may be forthcoming; and
- Fitch Ratings Representatives must access, use and maintain Confidential Information in a secure location, outside the view of persons not authorized to access the information. In addition, they must refrain from discussing Confidential Information where non-authorized persons might overhear it, such as in public places, at conferences or outside events, or in other conversations with third parties.

5. RESTRICTIONS ON DISSEMINATING CONFIDENTIAL INFORMATION

5.1 Permissible Sharing of Confidential Information other than MNPI or Confidential Analytical Information

Subject to the restrictions set forth in *Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities*, Fitch Ratings Representatives may share Confidential Information that does not constitute either MNPI or Confidential Analytical Information, with:

- other Fitch Ratings Representatives who have a Legitimate Business Interest in the Confidential Information;
- advisors and experts providing services to Fitch Ratings under a duty of confidentiality; and
- affiliates of Fitch Ratings that have a Legitimate Business Interest in the information, and are subject to a duty of confidentiality.

5.2 Permissible Sharing of MNPI

Subject to the restrictions set forth in Bulletin 4 and elsewhere in this Policy, Fitch Ratings Representatives may share MNPI only with:

- Fitch Ratings Representatives who have a Need to Know the MNPI;
- advisors and experts providing services to Fitch Ratings under a duty of confidentiality who have a Need to Know the MNPI;
- the Rated Entity or the issuer of the Security (or their agents or representatives) to which the MNPI pertains; and
- in connection with an Analytical Product relating to an issuer, obligor or Security that Fitch Ratings produced at the request of a third party, such third party.

Note that *Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy* imposes additional prohibitions on transacting in Securities while in possession of MNPI (i.e., the Insider Trading prohibition).

5.3 Permissible Sharing of Confidential Analytical Information by Non-EU/Non-UK Employees

Subject to the restrictions set forth in Bulletin 4 and elsewhere in this Policy, employees of Fitch Ratings outside the EU and UK may share Confidential Analytical Information, unless it is with respect to an EU or UK Endorsed Rating, with other Fitch Ratings Representatives, and advisors and experts providing services to Fitch Ratings under a duty of confidentiality, who have a Need to Know the information.

5.4 Permissible Sharing of Confidential Analytical Information by EU and UK Employees and by All Employees with respect to EU and UK Endorsed Ratings

Subject to the restrictions set forth in Bulletin 4 and elsewhere in this Policy, Analysts employed by an EU CRA or a UK CRA, and Analysts working on an EU or UK Endorsed Rating, may share Confidential Analytical Information only with:

- other Analysts who have a Need to Know the information;
- advisors and experts providing services to Fitch Ratings under a duty of confidentiality who have a Need to Know the information; and
- Fitch Ratings Representatives whose role involves advising or supporting Analysts or Analytical Activities (e.g., Legal, Compliance, Publishing, Credit Policy, Criteria, etc.) who have a Need to Know the information.

To the extent BRM staff (i) employed by an EU CRA or a UK CRA receive Confidential Analytical Information from a third party or (ii) receive Confidential Analytical Information with respect to an EU or UK Endorsed Rating from a third party, they may share the information only with Analysts, advisors/experts and Fitch

Ratings Representatives consistent with this Section, and with other BRM staff who have a Need to Know the information.

5.5 Production of Confidential Information in Governmental, Legal and Regulatory Processes

Nothing in this Policy shall prohibit Fitch Ratings from producing Confidential Information to any third party:

- as required under any applicable law, rule or regulation, or in response to a request for information in a subpoena or from any governmental or regulatory agency or authority; or
- in connection with any legal proceeding in which Fitch Ratings or any of its officers, directors, employees or affiliates is a named party.

5.6 Sharing of Confidential Analytical Information by Employees of Fitch Ratings Canada, Inc. (the “DRO”)

Employees of Fitch Ratings Canada Inc. (which includes BRM employees of Fitch Ratings Canada Inc.) may share Confidential Analytical Information only with other employees of Fitch Ratings Canada Inc. and employees of DRO affiliates of Fitch Ratings Canada, Inc.¹

6. RELIANCE BY ISSUERS

Fitch Ratings acknowledges that issuers and Rated Entities who disclose their Confidential Information to Fitch Ratings may rely upon Fitch Ratings’ obligations and limitations regarding the nondisclosure and protection of their Confidential Information as set forth in this Policy.

7. NO RESTRICTIONS ON REPORTING UNLAWFUL CONDUCT

Nothing in this Policy prohibits any Fitch Ratings Representative from reporting possible violations of law or regulations to any governmental agency or entity, including but not limited to the U.S. Department of Justice, the U.S. Securities and Exchange Commission, the U.S. Congress, and any U.S. agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of laws or regulations of any jurisdiction. Fitch Ratings Representatives are not required to seek authorization or notify Fitch Ratings that they have made such reports or disclosures.

8. QUESTIONS

For questions concerning this Policy, please contact the Compliance Department at reporting@fitchratings.com.

¹ A complete list of the DRO affiliates can be found at <https://www.fitchratings.com/regulatory>.

Owner: Chief Compliance Officer

[Fitch Ratings: Bulletin 02: The Rating Process Manual \(RPM\)](#)

Supplements:

[Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities](#)

[Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores](#)

[Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy](#)

[IT: Fitch Group: Bulletin 17: Mobile Device Management Policy](#)

Summary of Changes: Appendix A

Appendix A Summary of Changes

July 21, 2025

Non-material change to add section 5.6 regarding sharing of Confidential Analytical Information by Employees of Fitch Ratings Canada, Inc.

September 9, 2022

Referenced Fitch Group 17: Mobile Device Management Policy removing reference to former BYOD policy. Removed named secure large file transfer BigMail as that is no longer in use.

November 9, 2021

Hyperlinks removed for the BYOD Policy- Email on Personal Devices as this policy was archived on October 11, 2021.

September 23, 2021

Hyperlinks were updated throughout the policy and the effective date and version number were removed as PolicyTech keeps track of this information.

December 31, 2020

The policy was modified to add UK next to references of EU. This is to reflect the Financial Conduct Authority (FCA), assuming regulatory oversight from ESMA for Fitch Ratings' UK business, effective December 31, 2020.

August 28, 2019

This policy was modified to satisfy a Compliance Testing Finding regarding the acceptable use of large file transfer applications, such as BigMail. This policy was specifically modified to incorporate the Information Technology Acceptable Use Policy by reference.

December 31, 2018

Eliminated definition of Analytical Activities and modified definition of Rated Entities. Added language to apply to endorsed ratings the EU restriction about sharing certain confidential info with BRM. Finally, we tidied up some of the definitions and eliminated a footnote as unnecessary.

Policies and Procedures re Conflicts of Interest

The following policies and procedures have been established, and are maintained and enforced by Fitch to address and manage conflicts of interest and may be accessed at www.fitchratings.com/ethics.

- *Code of Conduct & Ethics*
- *Policy on Segregation of Commercial & Analytical Activities*
- *Firewall Policy*
- *Global Securities Trading and Conflicts of Interest Policy*
- *Ratings Solicitation and Participation Disclosure Policy*
- *Complaint Handling Policy*
- *Restriction on Providing Advice*
- *Ancillary Business and Ancillary Services*
- *Rotation Policy*
- *Look Back Procedure Reviewing Analytical Work of Leavers*



CODE OF CONDUCT & ETHICS



[fitchratings.com](https://www.fitchratings.com)

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DEFINITIONS

- “Boards” means the Boards of Directors of Fitch Ratings, Inc., Fitch Ratings Ltd and Fitch Ratings Ireland Limited.
- “Code” means this Code of Conduct and Ethics.
- “Chief Compliance Officer” is the individual who leads Fitch Ratings’ Compliance Department.
- “Compliance Department” or “Compliance” means a department of Fitch Ratings which is responsible for advising on, supporting and overseeing compliance with credit rating agency regulation globally.
- “Fitch Ratings” means Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name “Fitch Ratings”.
- “IOSCO Code of Conduct” means the IOSCO Code of Conduct Fundamentals for Credit Rating Agencies, as amended from time to time.
- “Ratings” is defined in Section 1.2.
- “Regional Compliance Officer” is a member of the Compliance Department who is responsible for overseeing the compliance program within a specific geographic region.
- “Ten Percent Threshold” is defined in Section 3.2.3 of this Code.

1. INTRODUCTION

1.1 General

Fitch Ratings is committed to providing the world's securities markets with objective, timely, independent, and forward-looking credit opinions. In this respect, Fitch Ratings is dedicated to several core principles — objectivity, independence, integrity, and transparency.

This Code is intended to provide information as to how Fitch Ratings will function in accordance with those principles and is designed to comply with applicable laws, rules, and regulations in the jurisdictions in which Fitch Ratings operates. This Code is based on the provisions of the IOSCO Code of Conduct. This Code is supplemented by and consistent with other internal policies and procedures that govern Fitch Ratings' activities, businesses, and operations, many of which are available on Fitch Rating's free public website, www.fitchratings.com (see also Appendix A). Fitch Ratings will disclose on a timely basis any changes to (i) this Code or (ii) how this Code is implemented and enforced.

Fitch Ratings expects its employees to act in accordance with the highest standards of personal and professional integrity and to comply with all applicable laws, rules and regulations, and all policies and procedures adopted by Fitch Ratings that govern the conduct of Fitch Ratings employees. Each employee is personally responsible for maintaining the highest levels of integrity to preserve the trust and confidence of global investors and market participants.

While Fitch Ratings will need to interpret how to most effectively implement the provisions in the Code when developing its policies, procedures and controls, and while from time to time Fitch Ratings may need to deviate from certain requirements in the Code, Fitch Ratings shall at all times remain true to its core principals and the underlying principles of the IOSCO Code of Conduct.

1.2 Rating Activities

Fitch Ratings publishes opinions using a variety of scales (collectively, "ratings"), the most common of which are credit ratings. Credit ratings are opinions on the relative ability of an entity to meet financial commitments, such as interest, preferred dividends, repayment of principal, insurance claims, or counterparty obligations. Information about Fitch Ratings' ratings and rating scales, including Fitch Ratings' ratings definitions and its definition of default, is available on Fitch Ratings' free public website at www.fitchratings.com.

Ratings may apply to a variety of entities, including sovereigns, financial institutions, and corporations, and to the securities or other obligations they issue, as well as to structured finance securities backed by receivables and other financial assets. Ratings may also reflect the financial strength of insurance companies, banks, and financial guarantors.

1.3 Risk Management

Fitch Ratings' risk management function is comprised of individuals with the appropriate experience to identify, assess, monitor, and report on risks arising from Fitch Ratings' activities, including, but not limited to regulatory, reputational, operational, and strategic risk. The risk management function has a reporting line independent of Fitch Ratings' internal audit, analytical and commercial groups, and provides periodic updates to the Boards and to senior management to assist them in overseeing Fitch Ratings' policies, procedures and internal controls, including this Code.

1.4 Training

In accordance with its policies and procedures, Fitch Ratings requires employees to complete formal training at reasonably regular intervals. The subject matter covered by the training is specific to each employee's responsibilities. The training

addresses, as applicable, this Code, credit rating methodologies, certain requirements imposed by the laws governing credit rating activities, and those internal policies, procedures, and controls for (i) managing conflicts of interest (ii) governing the holding and transacting in trading instruments and (iii) handling confidential and/or material non-public information. The policies, procedures and controls with respect to this training include measures designed to verify that employees undergo required training.

2. QUALITY AND INTEGRITY OF THE RATING PROCESS

2.1 Quality of the Rating Process

2.1.1 Credit ratings are Fitch Ratings' opinions about creditworthiness. They do not provide a guarantee of future performance of the rated entity or instrument.

2.1.2 When assigning ratings, Fitch Ratings shall use rating methodologies and criteria that are rigorous, systematic, and, where possible and/or as required by law, result in ratings that can be subjected to some form of objective validation based on historical experience.

2.1.3 The rating analysis and any rating action shall be based upon criteria and methodologies established by Fitch Ratings. Analysts shall apply a given criteria or methodology, and Fitch Ratings' rating scales, in a consistent manner, as determined by Fitch Ratings.

2.1.4 Ratings and rating outlooks shall be assigned by Fitch Ratings and not by any individual analyst employed by Fitch Ratings. Ratings shall reflect the consideration of all information (i) known to, and believed by, Fitch Ratings to be relevant, (ii) of sufficient quality, and (iii) from reliable sources, all in a manner generally consistent with Fitch Ratings' relevant established criteria and applicable rating methodologies. Fitch Ratings shall use people who, individually or collectively, have appropriate knowledge and experience in developing a rating opinion for the type of rating being considered.

2.1.5 Fitch Ratings shall maintain internal records to support its ratings and rating outlooks in accordance with its policies and applicable laws, rules, and regulations. Additionally, Fitch Ratings has established guidelines for the management, maintenance, retention and orderly disposition of its records, including records relating to the policies, procedures, criteria, and methodologies used to determine credit ratings and the standards of training, experience, and competence for credit analysts.

2.1.6 Fitch Ratings and its analysts shall take steps to avoid issuing any credit analyses or reports that knowingly contain misrepresentations or are otherwise misleading as to the general creditworthiness of an issuer or obligation. In addition:

- When deciding whether to rate or continue rating an obligation or issuer, Fitch Ratings shall assess whether it is able to devote sufficient personnel with sufficient skill sets to take an appropriate rating action, and whether its personnel are likely to have access to sufficient information needed in order to take such action. If the credit rating or a rating outlook involves a type of entity or financial instrument for which historical data is limited, Fitch Ratings shall disclose, clearly and in a prominent place, that limitation.
- Fitch Ratings has established a review function comprised of one or more senior personnel with the appropriate experience, to review the feasibility of providing a rating for a type of structure that is materially different from the structures Fitch Ratings has previously rated.
- Fitch Ratings has established and implemented a rigorous and formal review function responsible for periodically reviewing all aspects of its credit rating methodologies (including models and key assumptions) and significant changes to the credit rating methodologies. This function shall be separate from the business lines that are

responsible for rating various classes of issuers and obligations.

- Fitch Ratings shall assess whether existing methodologies and models used in the process of determining ratings of structured products remain appropriate when Fitch Ratings has determined that the risk characteristics of the assets underlying the relevant structured product have changed materially. Fitch Ratings shall refrain from issuing a rating in the case of a new, complex type of structured product, unless Fitch Ratings has determined that it has sufficient information and expertise to analyze the product.

2.1.7 Fitch Ratings shall structure its rating teams to promote continuity and avoid bias in the rating process.

2.1.8 Fitch Ratings shall ensure that sufficient personnel and financial resources are allocated to assigning, monitoring, and updating its ratings. Except for point-in-time ratings that Fitch Ratings clearly identifies as such, once a rating is published Fitch Ratings shall, in accordance with its established policies and procedures on surveillance and based upon information it receives from issuers and other information sources, monitor on an ongoing basis and update the rating by:

- Regularly reviewing the issuer's creditworthiness;
- Initiating a review of the rating upon becoming aware of any information that it believes might reasonably be expected to result in a rating action (including withdrawal of a rating), consistent with the relevant criteria and methodologies; and updating on a timely basis the rating, as appropriate, based on the results of any such review;
- Where appropriate, incorporating into subsequent monitoring all cumulative experience obtained, and applying changes in Fitch Ratings' criteria and assumptions to both existing ratings and subsequent ratings; and
- In cases where Fitch Ratings uses separate analytical teams for determining initial ratings and for subsequent monitoring of structured finance products, ensuring that each team shall have the requisite level of expertise and resources to perform its respective functions in a timely manner.

2.1.9 Fitch Ratings reserves the right to withdraw any rating at any time for any reason, including withdrawal without notice, if Fitch Ratings deems there is insufficient market interest in the rating or if a rating committee concludes that Fitch Ratings lacks sufficient information to maintain the rating or that any information provided to Fitch Ratings is unreliable. In the event a public rating is withdrawn, Fitch Ratings shall, in accordance with its policies and procedures, publish an appropriate commentary that includes the current rating(s) and states that the rating(s) has/have been withdrawn, the reason for the withdrawal, and that Fitch Ratings will no longer provide the rating(s) or analytical coverage of the issuer.

2.2 Integrity of the Rating Process

2.2.1 Fitch Ratings and its employees shall comply with all applicable laws and regulations governing its activities in each jurisdiction in which it operates.

2.2.2 Fitch Ratings and its employees shall deal fairly and honestly with issuers, investors, and other market participants.

2.2.3 Fitch Ratings' analysts shall be held to high standards of integrity, ethical behavior, and, subject to applicable law, Fitch Ratings shall not knowingly employ individuals where there is evidence that they have compromised integrity.

2.2.4 Fitch Ratings and its employees shall not, either implicitly or explicitly, give any assurance or guarantee of a particular rating prior to the final rating decision being taken in accordance with Fitch Ratings' established policies and procedures. Nothing in this Code shall preclude Fitch Ratings from providing rating assessments or other types of assessments (e.g., an assessment of creditworthiness that does not constitute a rating because the analysis is based on hypothetical scenarios and/or limited information).

2.2.5 Fitch Ratings and its employees shall not make promises or threats about potential credit rating actions to influence issuers, investors and other market participants to pay for credit ratings or other services.

2.2.6 Fitch Ratings' analysts are prohibited from making proposals or recommendations regarding the activities of rated entities or obligors, including but not limited to proposals or recommendations about corporate or legal structure, assets and liabilities, business operations, investment plans, lines of financing, business combinations, and the design of structured finance products. Consistent with this prohibition, in assessing the credit risk of a structured finance transaction, Fitch Ratings' analysts may properly hold a series of discussions with an issuer or its agents in order to:

- Understand and incorporate into their analysis the particular facts and features of the structured finance transaction, and any modification, as proposed by the issuer or its agents; and
- Explain to the issuer or its agents the rating implications of Fitch Ratings' methodologies as applied to the issuer's proposed facts and features.

2.2.7 Fitch Ratings' Chief Compliance Officer and staff oversee compliance with this Code, the policies referenced in this Code and the laws, rules, and regulations governing the activities of credit rating agencies. The Chief Compliance Officer, and any member of the Compliance Department, shall not vote on any rating committees and shall not report to any party responsible for the operational management of the rating function. Their compensation shall be independent of Fitch Ratings' rating operations. The Chief Compliance Officer also oversees the design, implementation, and performance of a periodic review and testing process through which compliance with this Code and related policies and procedures of Fitch Ratings shall be thoroughly assessed. The Compliance Team is also responsible for reviewing the adequacy of policies, procedures, and controls designed to ensure compliance with this Code and applicable laws and regulations.

2.2.8 Fitch Ratings' employees are not expected to be experts in the law. Nonetheless, they are expected to report to the Chief Compliance Officer, or their designee, the activities about which they have knowledge that a reasonable person would question as a potential violation of this Code or applicable law. The Chief Compliance Officer, or their designee, shall determine the merits of the situation and, if warranted, take appropriate action. Any employee who, in good faith, makes such a report shall not be retaliated against by Fitch Ratings or any other employees of Fitch Ratings. The Chief Compliance Officer has established and shall maintain procedures for employees to report any illegal, unethical, or inappropriate conduct, including, to the extent practical, through various telephonic and electronic means, on both an anonymous and a disclosed basis. Failure by any Fitch Ratings employee to comply with the provisions of this Code may result in disciplinary action being taken against the employee, up to and including the dismissal of the employee.

3. INDEPENDENCE AND AVOIDANCE OF CONFLICTS OF INTEREST

3.1 General

3.1.1 Fitch Ratings shall not forbear or refrain from taking a rating action based on the potential effect (economic, political, or otherwise) of the rating action on Fitch Ratings, an issuer, an investor, a subscriber, or other market participant.

3.1.2 Fitch Ratings and its analysts shall use care and professional judgment to maintain both the substance and appearance of independence and objectivity.

3.1.3 The determination of a rating shall be influenced only by factors known to Fitch Ratings and believed by Fitch Ratings to be relevant to such rating.

3.1.4 The rating or rating action Fitch Ratings assigns to an issuer or security shall not be affected by the existence of or potential for a business relationship between Fitch Ratings (or its affiliates or shareholders) and the issuer (or its affiliates) or

any other party, or the non-existence of such a relationship. As a result, in accordance with applicable regulations, the following actions are prohibited:

- Conditioning or threatening (directly, indirectly, or implicitly) to condition the issuance of a rating on the purchase of any other products or services of Fitch Ratings;
- Issuing, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to issue a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings;
- Modifying, or offering (either directly, indirectly, or implicitly) or threatening (either directly, indirectly, or implicitly) to modify a rating that is not determined in accordance with Fitch Ratings' established criteria and methodologies, based on whether the issuer (or its affiliates) purchases, or will purchase, any other products or services of Fitch Ratings; and
- Issuing or threatening (either directly, indirectly, or implicitly) to issue a lower rating, lowering or threatening (either directly, indirectly, or implicitly) to lower an existing rating, refusing to issue a rating, or withdrawing or threatening (either directly, indirectly, or implicitly) to withdraw a rating, with respect to securities or money market instruments issued by an asset pool or as part of any asset-backed or mortgage-backed securities transaction, unless all or a portion of the assets within such pool or part of such transaction also are rated by Fitch Ratings, where such practice is engaged in by Fitch Ratings for an anticompetitive purpose.

3.1.5 Fitch Ratings shall where practical separate, operationally, legally, and physically, its rating business and rating analysts from other Fitch Ratings businesses that may present a conflict of interest. Fitch Ratings shall maintain policies establishing firewalls and governing the segregation of operations between Fitch Ratings and its non-rating affiliates designed to mitigate potential conflicts of interest. Fitch Ratings shall disclose why it believes those other businesses do not present a conflict of interest with its credit rating business.

3.2 Procedures and Policies

3.2.1 Fitch Ratings has adopted written internal procedures and mechanisms to identify and eliminate, or to manage and disclose, as appropriate, actual or potential conflicts of interest that may influence the opinions and analyses Fitch Ratings makes or the judgment and analyses of Fitch Ratings' employees involved in credit rating activities or who approve credit ratings and rating outlooks. Fitch Ratings has disclosed certain of its conflict avoidance and management measures on its free public website at www.fitchratings.com.

3.2.2 Fitch Ratings' disclosures of known actual and potential conflicts of interest shall be timely, clear, concise, specific, and prominent. When the actual or potential conflict of interest is unique or specific to a credit rating action with respect to a particular rated issuer, such conflict of interest should be disclosed in the same form and through the same means as the relevant credit rating action.

3.2.3 The general nature of Fitch Ratings' compensation arrangements with rated entities, along with certain other related considerations, is as follows:

- Fitch Ratings shall make every effort to manage the potential conflict arising from the payment of fees by issuers and ensure that Fitch Ratings' receipt of fees from issuers does not impair the independence, objectivity, or integrity of its ratings and rating actions.
- Fitch Ratings shall maintain a set fee schedule or schedules and make it available to all issuers and their agents;

provided, however, that Fitch Ratings reserves the right to periodically revise its fee schedule(s) or, as may be permitted by applicable law or contractual arrangements, otherwise adjust pricing without prior notice.

- Fitch Ratings shall not base any fees on the success of a bond issue or the issuer achieving any particular rating or other result.
- Fitch Ratings shall disclose in all of its published research that Fitch Ratings is paid fees by the issuers it rates, as well as an estimated range of typical fees.
- Any issuer may terminate its fee arrangement with Fitch Ratings without fear that its rating will be lowered for that reason.
- If Fitch Ratings were to receive from a rated entity compensation unrelated to Fitch Ratings' ratings and routine subscription and license fees for its published research and data (e.g., in respect of ancillary business), Fitch Ratings shall disclose the proportion such non-rating fees constitute against the fees Fitch Ratings (and its affiliates) receives from the entity for ratings and routine subscriptions and licenses.
- Fitch Ratings shall publicly disclose if it receives 10 percent or more of its annual revenue (the "Ten Percent Threshold") for a fiscal year (for Fitch Ratings, currently 1 January to 31 December) from a single issuer, originator, arranger, subscriber, or any of its affiliates. Moreover, in certain jurisdictions Fitch Ratings shall neither issue nor maintain a credit rating solicited by an entity if the Ten Percent Threshold is exceeded in respect of that specific entity in the most recently ended fiscal year.

3.2.4 Fitch Ratings will not hold or transact in trading instruments presenting a conflict of interest with Fitch Ratings' credit rating activities. For the avoidance of doubt, this prohibition does not prevent Fitch Ratings from investing in diversified collective investment schemes, including managed funds, or in maintaining bank accounts and/or holdings and/or investments in financial instruments that are consistent with routine treasury or other ordinary course of business operations, or in insuring Fitch Ratings' business in the ordinary course.

3.2.5 Fitch Ratings shall encourage issuers and originators of structured finance products to disclose publicly all relevant information with respect to such products to enable investors to conduct their own analyses independently of that of rating agencies. As specified below, Fitch Ratings expects that such public disclosure will happen.

3.2.6 If a rated entity (for example, a government or central bank) has, or is simultaneously pursuing, oversight functions related to Fitch Ratings, Fitch Ratings shall use different employees to conduct its rating actions with respect to such entity, and to develop or modify criteria that apply to such entity, than those employees involved in its oversight issues.

3.3 Analyst and Employee Independence

3.3.1 Reporting lines for Fitch Ratings employees and their compensation arrangements shall be structured to eliminate or effectively manage actual and potential conflicts of interest.

- Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not be compensated or evaluated on the basis of the amount of revenue that Fitch Ratings derives from issuers that the analyst rates or with which the analyst regularly interacts.
- Fitch Ratings shall conduct formal and periodic reviews of its compensation policies and practices for its analysts and other employees who participate in or who might otherwise have an effect on the rating process to ensure that these policies and practices do not compromise the objectivity of Fitch Ratings' rating process.

3.3.2 Analysts and other employees who participate in or who might otherwise have an effect on the rating process shall not initiate, or participate in, discussions regarding fees or payments related to the rating process with any entity that is rated or to be rated or with any third party related to that entity or related to a particular transaction that is rated or to be rated.

3.3.3 Fitch Ratings' employees, and in some cases family members of the employee (e.g., spouse, domestic partner, or dependent), shall not hold or transact in trading instruments or engage in any securities trading or other activities presenting conflicts of interest with such employees' involvement in Fitch Ratings' rating activities. The details as to these and similar restrictions are set forth in Fitch Ratings' Global Securities Trading and Conflicts of Interest Policy, made available on its free public website, www.fitchratings.com.

3.3.4 Fitch Ratings employees are prohibited from soliciting money, gifts, or favors from anyone with whom Fitch Ratings does business, and are prohibited from accepting gifts offered in the form of cash or cash equivalents or any gifts exceeding a minimal monetary value.

3.3.5 Any Fitch Ratings analyst who becomes involved in any personal relationship that creates the potential for any real or apparent conflict of interest (including, for example, any personal relationship with an employee of a rated entity or agent of such entity within his or her area of analytical responsibility), shall, in accordance with Fitch Ratings' policies and procedures and subject to applicable law, disclose the relationship to the appropriate manager or to a member of the Compliance team.

3.3.6 Fitch Ratings has established policies and related procedures for reviewing, as appropriate, the past work of analysts who leave the employ of Fitch Ratings and join an issuer that the analyst has been involved with, as set forth in Fitch Ratings' Look Back Procedure Reviewing Analytical Work of Leavers, made available on its free public website, www.fitchratings.com. If it appears that a conflict has influenced a credit rating, then Fitch Ratings will, in accordance with its policies and procedures, promptly disclose the potential conflict and, as appropriate, convene a committee to re-rate all credit ratings influenced by the potential conflict.

3.3.7 In certain jurisdictions, local law requires individuals performing credit rating activities to rotate coverage responsibilities on a periodic basis. Fitch Ratings has established and shall maintain policies providing for analytical rotation in accordance with applicable local regulatory requirements.

4. RESPONSIBILITIES TO INVESTORS AND OTHER MARKET PARTICIPANTS

4.1 Transparency and Timeliness of Ratings Disclosure

4.1.1 Fitch Ratings shall assist investors and market participants in developing a greater understanding of credit ratings by disclosing in language understandable to market participants, among other things, the nature and limitations of credit ratings and the risks of unduly relying on them to make investment or other financial decisions. Any Fitch Ratings credit rating agency that is subject to a credit rating agency registration and oversight program administered by a regional or national authority shall not state or imply that the authority endorses its credit ratings or use its registration status to advertise the quality of its credit ratings.

4.1.2 Fitch Ratings shall make every reasonable effort to ensure that the time between a rating committee determining a final rating action and the distribution of that rating action and related commentary should be as short as reasonably possible, consistent with applicable law.

4.1.3 Fitch Ratings' policy for distributing public ratings and the related commentary and updates is as follows:

- Fitch Ratings shall publish all public ratings and rating outlooks, and related rating actions and opinions, including any withdrawal of a rating, free of charge on a non-selective basis on its public website, www.fitchratings.com; and

- As appropriate or as is otherwise required, Fitch Ratings shall simultaneously distribute an announcement of the rating or rating action, together with any related commentary including rating outlooks, through wire services or other media outlets.

4.1.4 Among other disclosures, Fitch Ratings shall indicate with each of its published ratings:

- When such rating (including rating outlooks) was last updated or reviewed;
- A list of relevant methodologies (i.e., criteria reports), along with any applicable criteria variations or limitations on the rating, and where those criteria reports can be found; and
- The key rating drivers (i.e., what factors would impact the rating) so as to facilitate an understanding of the rating(s)' sensitivity (to the extent the relevant rating action is not based in whole or in part on confidential information).

4.1.5 Fitch Ratings shall base its rating analyses and rating decisions, which are Fitch Ratings' opinions, upon Fitch Ratings' established criteria, methodologies, and ratings definitions, applied in a consistent manner. All rating criteria and methodologies shall be available on Fitch Ratings' free public website, www.fitchratings.com. Fitch Ratings' criteria, methodologies, and ratings definitions shall identify the specific factors that it considers during the rating and surveillance processes.

- Where Fitch Ratings assigns an initial rating to a structured finance product, it shall provide information about the loss and cash-flow analysis upon which Fitch Ratings has relied, so as to enable investors and market participants to understand the basis for the rating. To the extent practical or as may be required by applicable law, Fitch Ratings shall also disclose the degree to which it analyzes how sensitive a rating of a structured finance product is to changes in Fitch Ratings' underlying rating assumptions.
- In its rating action commentary, Fitch Ratings shall differentiate its ratings of structured finance products from traditional corporate bond ratings through the inclusion of additional commentary or an appropriate modifier to the ratings, and in accordance with applicable law. Fitch Ratings shall clearly define a given rating symbol and apply it in a consistent manner for all types of securities to which that symbol is assigned.
- Fitch Ratings shall clearly indicate the attributes and limitations of each rating or rating outlook and the limits to which Fitch Ratings verifies information provided to it by the issuer or originator of a rated security (as to which latter point, see below).

4.1.6 When Fitch Ratings publishes a rating or rating outlook, or takes any other rating action with respect to a published rating or rating outlook, Fitch Ratings shall explain in the related commentary and reports the elements the rating committee found key to such rating or rating outlook or rating action (including key assumptions and data, as well as financial statement adjustments that deviate materially from those contained in the issuer's published financial statements (if not otherwise explained in the relevant criteria)), subject to any applicable laws with respect to the disclosure of confidential information and any restrictions imposed by applicable confidentiality agreements. Fitch Ratings shall always maintain complete editorial control over all rating actions, related commentaries, and all of its other published materials, including all reports, criteria, methodologies, ratings definitions, and other policies and procedures. Subject to applicable law, this control shall extend to when, and whether, Fitch Ratings shall take, or publish, any rating action.

4.1.7 To the extent reasonably feasible and appropriate (and, in certain jurisdictions, as may be required by law), prior to issuing or revising a rating, Fitch Ratings shall provide to the issuer advance, written notification of the rating action and the critical information and principal considerations upon which the rating decision was based. Fitch Ratings provides such information solely to allow the issuer to check for factual accuracy or the presence of non-public information. Fitch Ratings

shall duly evaluate any comments made by the issuer and accept them in its discretion as appropriate to correct factual errors or remove references to non-public information. Except as required by law, Fitch Ratings retains the right to publish the commentary at the most appropriate time and in whatever form it deems most appropriate in its editorial judgment. In certain circumstances, except as required by law, Fitch Ratings in its sole discretion may decide not to provide such advance notification if timely dissemination of the rating committee decision would be compromised. In such cases, Fitch Ratings shall inform the issuer as soon as practical thereafter and, generally, shall explain the reason for not notifying the issuer.

4.1.8 In order to promote transparency and to enable the market participants to best judge the aggregate performance of its ratings on debt instruments, Fitch Ratings, where possible or as may be required by applicable law, shall conduct periodic studies on the performance of Fitch Ratings-rated securities and issuers, including current and historical default rates by rating category and rating transition analyses. Fitch Ratings shall make all transition and default studies available on Fitch Ratings' free public website, www.fitchratings.com. Where feasible, this information shall include verifiable, quantifiable historical information about the performance of its ratings, organized and structured, and, where possible, standardized in such a way to assist investors and market participants in drawing performance comparisons between different rating agencies.

4.1.9 For each rating, Fitch Ratings shall, in accordance with its Rating Solicitation and Participation Disclosure Policy, publicly disclose whether the issuer participated in the rating process, and the solicitation status of the rating.

4.1.10 Fitch Ratings shall review and update, to the extent it deems appropriate or as is required by applicable law, its criteria and methodologies on a regular basis. Fitch Ratings shall publicly disclose, in a non-selective manner, any material modification to its methodologies. Where feasible and appropriate or as may otherwise be required by applicable law, Fitch Ratings shall undertake to disclose planned material modifications prior to the effective dates of such modifications.

5. THE TREATMENT OF CONFIDENTIAL INFORMATION; DISCLOSURE OF THE CODE; EXPECTATIONS OF ISSUERS

5.1 Disclosure of This Code and Communication with Market Participants

5.1.1 Fitch Ratings disclosures, including those specified in the provisions of this Code, shall be complete, fair, accurate, timely, and understandable to market participants.

5.1.2 Fitch Ratings shall use, maintain, and protect confidential and/or material non-public information in accordance with its policies governing the treatment of confidential information and applicable laws, rules, and regulations. Without limitation, these policies establish various restrictions on the sharing of confidential, ratings-related information with persons not involved in the performance of Fitch Ratings' credit rating activities.

5.1.3 Fitch Ratings welcomes comments and input from market participants and the public, including any questions, concerns, or complaints they may have regarding the business, operations, or activities of Fitch Ratings and its policies.

- Comments or complaints should be directed to a Regional Compliance Officer or submitted through the [Report an Issue / Whistleblowing](#) page on Fitch Ratings' free public website, www.fitchratings.com.
- Contact information for the Regional Compliance Officers is available on Fitch Ratings' free public website, www.fitchratings.com.

5.1.4 Fitch Ratings shall publish in a prominent position on the homepage of its free public website, www.fitchratings.com, links to: (1) this Code; (2) its methodologies; (3) its transition and default studies; (4) any other disclosures specified in the provisions of this Code, as applicable; and (5) certain other internal policies relevant to addressing and managing

conflicts of interest, preventing the misuse of material, non-public information, and ensuring compliance with applicable laws, rules, and regulations (see Appendix A to this Code).

5.2 What Fitch Ratings Expects of Issuers

5.2.1 Fitch Ratings expects that each issuer that has agreed to participate in the rating process, or its agents, will promptly supply to Fitch Ratings all information relevant to evaluating the ratings on such issuer or the relevant securities, including, without limitation, all material changes in any information previously provided, potential material events and the issuer's overall financial condition, which may require communication of non-public information to Fitch Ratings.

5.2.2 Fitch Ratings expects all such information to be timely, accurate, and complete in all respects.

5.2.3 Fitch Ratings expects issuers to respond to its questions as quickly as possible and to explain the reasons for any delay.

5.2.4 During any time period in which an issuer is reviewing commentary or reports to be published by Fitch Ratings, Fitch Ratings expects such issuer will not disclose the commentary or reports in advance of Fitch Ratings' publication or take advantage of the delay in publication in any way.

5.2.5 Should an issuer choose to stop cooperating with Fitch Ratings in the rating process, Fitch Ratings also reserves the right to continue to rate the issuer or any securities issued by the issuer, based on the information previously provided to Fitch Ratings by the issuer or its agents and any other public and/or non-public information available to Fitch Ratings.

5.2.6 Fitch Ratings expects that structured finance issuers and arrangers, and originators of structured finance products, will publicly disclose all relevant information regarding these products so that investors and other rating agencies can conduct their own analyses independently of the rating agency/agencies solicited by or on behalf of the issuers and/or originators to provide ratings.

6. DISCLAIMERS

6.1 Non-Reliance on This Code

6.1.1 Fitch Ratings does not intend to assume, and is not assuming, any responsibility or liability to any party arising out of, or with respect to, this Code. This Code is not intended to, and does not, form a part of any contract with anyone, and no one shall have any right (contractual or otherwise) to enforce any of this Code's provisions, either directly or indirectly.

6.1.2 Fitch Ratings may amend this Code at its sole discretion, in any way Fitch Ratings sees fit at any time. Fitch Ratings will disclose as soon as practicable any changes to this Code or changes to how Fitch Ratings is implementing or enforcing it.

6.2 Purpose & Use of Ratings

All Fitch Ratings credit ratings are subject to certain limitations and disclaimers. For a comprehensive or detailed list of these limitations and disclaimers, please refer to Fitch Ratings' Rating Definitions, available on Fitch Ratings' public website at www.fitchratings.com.

6.2.1 Fitch Ratings' ratings are opinions reflecting the ability of an entity or a securities issue to meet financial commitments such as interest, preferred dividends, and repayment of principal, in accordance with their terms. Ratings are not themselves facts and therefore cannot be described as being "accurate" or "inaccurate". Credit ratings do not directly address any risk other than credit risk. In particular, ratings do not deal with the risk of loss due to changes in interest rates and other market considerations.

6.2.2 In issuing and maintaining its ratings or rating outlooks, Fitch Ratings relies on factual information it receives from issuers, underwriters, and from other sources Fitch Ratings believes to be credible. Fitch Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

6.2.3 The manner of Fitch Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions, and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

6.2.4 Neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch Ratings and to the market in offering documents and other reports. In issuing its ratings Fitch Ratings must rely on the work of experts, including independent auditors with respect to financial statements, and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed. If any such information should turn out to contain misrepresentations or to be otherwise misleading, the rating or rating outlook associated with that information may not be appropriate. The assignment of a rating to any issuer or any security should not be viewed as a guarantee of the accuracy, completeness or timeliness of the information relied on in connection with the rating or the results obtained from the use of such information.

6.2.5 Fitch Ratings does not have a fiduciary relationship with any issuer, subscriber, or other individual. Nothing is intended to or should be construed as creating a fiduciary relationship between Fitch Ratings and any issuer or between Fitch Ratings and any user of its ratings.

6.2.6 Ratings do not constitute recommendations to buy, sell, or hold any security nor do they comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of any payments of any security.

6.2.7 Ratings may be changed, qualified, placed on Rating Watch, or withdrawn as a result of changes in, additions to, accuracy of, unavailability of, or inadequacy of information, or for any reason Fitch Ratings deems sufficient.

6.2.8 Fitch Ratings does not provide to any party any financial advice or legal, auditing, accounting, appraisal, valuation, or actuarial services. A rating should not be viewed as a replacement for such advice or services.

6.2.9 The assignment of a rating by Fitch Ratings shall not constitute consent by Fitch Ratings to use its name as an expert in connection with any registration statement, offering document, or other filings under any relevant securities laws.

APPENDIX A

Select Fitch Ratings Policies

Set forth below are a list of those policies that Fitch Ratings has made available on its free public website, www.fitchratings.com. These policies, along with other Fitch Ratings policies and procedures, are intended to be read in conjunction with, and to supplement and support, this Code. However, where more detailed requirements are set forth in a particular policy or procedure, the more detailed of such requirements shall apply.

- Firewall Policy
- Global Confidentiality Policy
- Global Securities Trading and Conflicts of Interest Policy
- Segregation of Commercial and Analytical Activities
- Policy on Complaint Handling
- Protocol for Responding to Confidential Tips Related to Fitch Rated Entities
- Rating Solicitation and Participation Disclosure Policy
- Restrictions on Advising Issuers and Others
- Rotation Policy
- Look Back Procedure Reviewing Analytical Work of Leavers
- Ancillary Business and Ancillary Services





 **Fitch**Ratings

[fitchratings.com](https://www.fitchratings.com)

EXECUTIVE SUMMARY

Objective:	To set forth the requirements regarding the segregation of commercial and Analytical Activities.
Application:	Fitch Ratings, Inc. and each of its credit rating affiliates that issues Ratings under the trade name "Fitch Ratings" (collectively "Fitch Ratings").

1. OVERVIEW

Fitch Ratings is a commercial enterprise. It receives compensation from Rated Entities and other third parties, in return for analysis performed with respect to Ratings.

When assigning Ratings, rating committees may only consider factors relevant to the creditworthiness of a Rated Entity or a Security. An existing or potential business relationship between Fitch Ratings (or its Non-Rating Affiliates) and the Rated Entity or any other third party must not be considered as part of the Analytical Activities.

To manage potential conflicts of interest arising from Analysts being influenced by business or financial considerations, Analysts are prohibited from participating in negotiations or discussions regarding fees or payments from Rated Entities or other third parties. Rather, Business and Relationship Management Group ("BRM") is responsible for carrying out all marketing and commercial activities on behalf of Fitch Ratings.

For the avoidance of doubt, the fact that Analysts are aware generally that Fitch Ratings receives compensation for its analytical work does not mean that Analysts are influenced by business considerations.

All Fitch Ratings employees are subject to this policy and must not take any action that could result in a contravention of any provision herein.

2. DEFINITIONS

"Analyst" and **"Primary Analyst"** shall have the meaning as set forth in *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)*

"Analytical Activities" means the evaluation, approval, review and issuance of Ratings, including the analysis of data and information, and developing or approving criteria or methodologies used for determining Ratings, including qualitative and quantitative models.

"Analytical Views" means the views of an Analyst or Analysts relating to Ratings, Securities, Rated Entities, transactions, sectors, countries, markets, research, criteria, methodologies, credit considerations or other related matters, including, without limitation, factual discussions about the products or services of the Fitch Group.

"Confidential Information" shall have the meaning as set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

"EU Analyst" means an analyst based in an EU CRA.

"EU CRA" means Fitch Ratings Ireland Limited (including any of its branches (wherever located)).

"EU CRA Regulation" means Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended from time to time).

"EU Endorsed CRA" means any of Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings CIS Ltd., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

"EU Endorsed CRA Analyst" means an analyst based in an EU Endorsed CRA.

“EU Endorsed Rating” means a Public International Rating where the relevant Primary Analyst is employed by an EU Endorsed CRA.

“EMS” means the Exception Management System.

“EU Public Rating” means a Public Rating with respect to which the primary analyst, as that term is used in the *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* is employed by an EU CRA.

“Fitch Group” means Fitch Group, Inc. and its subsidiaries and affiliates.

“Market Share Information” means the information as to the relative size, however measured, of Fitch Ratings’ share of the Ratings business, compared to other rating agencies, in a particular country, sector, product or other category or classification group, which information is not otherwise publicly available.

“Need to Know” shall have the meaning set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

“Non-Rating Affiliate” shall have the meaning as set forth in Fitch Group Bulletin 08.

“Private Ratings” are Ratings that Fitch Ratings has not published on its website, www.fitchratings.com.

“Public Rating” means a “credit rating” as described in Fitch Ratings’ Rating Definitions, which (i) is publicly available on Fitch Ratings’ website, www.fitchratings.com and/or (ii) the issuer has indicated to Fitch in writing that the issuer intends to request that Fitch publish.

“Rated Entity” means, along with its agents: (i) the issuer or obligor with respect to any Security that has received or is expected to receive, as the case may be, a Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned or is expected to assign, as the case may be, a Rating.

“Rating” shall have the meaning set forth in *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores* *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*.

“Rating Action” shall have the meaning set forth in Fitch Ratings’ Rating Definitions, published on Fitch Ratings’ website, www.fitchratings.com.

“Security” or “Securities” means any security, programme or other financial instrument.

“Senior Global Group Head” has the meaning as is set forth in *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads* *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads*

“Senior Analytical Management” means, collectively, the Global Analytical Head and all other managers listed in *Fitch Ratings: Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads*

“UK Analyst” means an analyst based in a UK CRA.

“UK CRA” means each of Fitch Ratings Ltd. and Fitch Ratings CIS Ltd. (including any of their branches (wherever located)).

“UK CRA Regulation” means Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (as amended from time to time).

“UK Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ireland Limited, Fitch Ratings España, S.A.U., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA Analyst” means an analyst based in a UK Endorsed CRA.

“UK Endorsed Rating” means a Public International Rating where the relevant Primary Analyst is employed by a UK Endorsed CRA.

“UK Public Rating” means a Public Rating with respect to which the Primary Analyst, as that term is used in the *Fitch Ratings: Bulletin 02: The Rating Process Manual (RPM)* is employed by UK CRA.

3. ANALYST COMMUNICATIONS OF ANALYTICAL VIEWS

Subject to the confidentiality obligations in Fitch Ratings: Bulletin 41: Confidential Information Policy and the prohibitions set forth in Section 8 below, Analysts may discuss or communicate their Analytical Views with BRM or any third party.

Further requirements relating to communications with journalists and in social media are outlined in *Fitch Group: Bulletin 05: Social Media Policy*.

4. PROHIBITION ON ANALYST INVOLVEMENT IN FEE NEGOTIATIONS

4.1. Analysts are prohibited from:

- 4.1.1. Initiating or participating in negotiations or discussions regarding fees or payments to Fitch Ratings related to any Rating, with any Rated Entity or other third party, or otherwise being provided information pertaining to engagement-specific fees or billing relating to a Rating.
- 4.1.2. Subject to Sections 9, 10 and 11 below, participating in sales or marketing of Ratings or other products or services of Fitch Ratings or any of its affiliates; and
- 4.1.3. Otherwise considering sales or marketing considerations when assigning, or taking any subsequent actions with respect to, Ratings.

4.2. Despite Fitch Ratings' controls, it is not always possible to prevent Analysts from receiving communications that contain fee or billing information. If an Analyst receives such information in violation of this Policy, relevant staff must ensure that the matter is promptly recorded in EMS, documenting all required remediation steps as is set forth in applicable operating procedures or process manuals, for example, [Fitch Ratings: Bulletin 02: The Rating Process Manual \(RPM\)](#) section 2 Separation between Commercial and Analytical Activities, and [Fitch Ratings: Bulletin 02A The BRM Process Manual](#) section 1.3 Segregation of Duties.

4.3. It is permissible for Analysts to become aware of fee or billing information related to a Rating that is publicly disclosed (e.g., through public offering documents for capital market issuance purposes or in a public tender document) or included in a prospectus or offering document. Receipt of fee or billing information in such circumstances is not a violation of this Policy and need not be recorded in EMS.

5. BRM NEGOTIATION OF FEES AND BILLINGS

- 5.1. BRM is responsible for pricing each request for Ratings. Only BRM (and on their behalf members of the Finance, accounting or billing departments, referred to collectively as “Finance”, and members of the Legal Department) may communicate with a Rated Entity or other third-party regarding fees or billings.
- 5.2. BRM and Finance are responsible for obtaining and recording all fee-related information, and for entering it into the appropriate systems.
- 5.3. All questions regarding fees, billings or general pricing policies received by Analysts, must be referred to the appropriate contact within BRM or Finance. Analysts may not provide the information to the requestor.
- 5.4. BRM and Finance must not communicate (in email or otherwise) information concerning individual fees or billings for Ratings to or with Analysts.

6. BRM COMMUNICATIONS TO ANALYSTS

To ensure that Analysts can perform their Analytical Activities in an environment free from commercial or financial pressure or influence, BRM must appropriately manage their communications with Analysts.

- 6.1. BRM may make a reasonable and balanced enquiry to an Analyst regarding Analytical Activities that is intended to clarify facts or the basis for an Analytical View.
- 6.2. However, BRM may not call into question, lobby or otherwise pressure an Analyst with respect to:
 - 6.2.1. Taking (or refraining to take) a particular Rating Action.
 - 6.2.2. Proposed changes to criteria or methodologies.
 - 6.2.3. Instances where the level of an indicative/initial, expected, or final Rating was lower than preliminary feedback initially provided to a Rated Entity or other third party.
 - 6.2.4. The recommendation or vote of a particular Analyst in a rating committee; or
 - 6.2.5. Other negative commercial implications or relationship issues that may arise from Analytical Activities and/or a Rating Action, including without limitation, negative commercial implications or relationship issues that may arise in connection with a product or service offered by an entity of the Fitch Group.

7. FITCH RATINGS' FINANCIAL & MARKET SHARE INFORMATION

Analysts may not be provided Fitch Ratings' financial or Market Share Information other than as is set forth below.

7.1. Fitch Ratings' Financial Information

Analysts are prohibited from receiving revenue information, P&L statements and other non-public documents describing the financial performance of the Fitch Group or Fitch Ratings (collectively, "Financial Information") other than as follows:

- 7.1.1. *Global/Regional/Sector-Level Information.* Finance may periodically provide aggregated Fitch Ratings revenue, budget, and expense items such as salary and travel, to Senior Analytical Management, to assist them in planning hiring needs for Analysts, and managing Analysts' expenses. This information may also be provided to Senior Analytical Management in the course of internal planning sessions, consistent with the requirements set forth below, and to monitor the execution of those plans, and also as part of regular update meetings for Senior Analytical Management.
- 7.1.2. *Country-Level Information.* Finance may periodically provide aggregated country-level Fitch Ratings' Financial Information to Analysts who are board members of local operating entities ("Local Board Members"), where the Financial Information is necessary to fulfill their local board or regulatory responsibilities.
- 7.1.3. *Aggregated Financial Information.* Analysts may periodically receive aggregated information on the overall financial performance of Fitch Ratings, in the context of discussions related to compensation.

7.2. Market Share Information.

Analysts may receive Market Share Information only as follows:

- 7.2.1. For purposes of demonstrating Fitch Ratings' knowledge of, coverage of or depth in a particular market or sector, BRM may include or mention Market Share Information in joint Analytical / BRM presentations, discussions and meetings with Rated Entities and other third parties.
- 7.2.2. Senior Analytical Management may receive relevant Market Share Information during internal planning sessions, consistent with the requirements set forth below in Section 9, and to monitor the execution of those plans.

7.2.3. If they are Local Board Members, where country-level Market Share Information is necessary for them to fulfill their local board or regulatory responsibilities.

7.2.4. If, as part of communicating strategic objectives set by the Fitch Group or Fitch Ratings, high-level Market Share Information is disclosed to all Fitch Group or Fitch Ratings' employees.

Tip: Any communication of Market Share Information to an Analyst should be appropriately balanced to not suggest that an Analyst is involved in commercial efforts designed to increase Fitch Ratings' market share.

8. INFORMATION SHARING BETWEEN BRM & ANALYSTS

8.1. Providing Advance Notice of Rating-Related Information to BRM

8.1.1. Rating Action Rule: EU & UK Ratings and EU & UK Endorsed Ratings.

Irrespective of any other provision of this Bulletin, analysts working on an EU or UK Public Rating or EU or UK Endorsed Rating are prohibited from disclosing to BRM staff located anywhere in the world (and BRM is prohibited from soliciting the information from Analysts or Rated Entities) advance, pre-publication notice or information regarding any Rating Action on an EU or UK Public Rating or an EU or UK Endorsed Rating¹, the timing as to when a rating committee for an EU or UK Public Rating or an EU or UK Endorsed Rating is to be held or is expected to be held², or the withdrawal of an EU or UK Public Rating or EU or UK Endorsed Rating for analytical reasons.³

- Analysts may only provide this information to BRM simultaneously with the public release of the information.
- All questions that BRM staff receive with respect to the above, must be referred to the appropriate Analysts.

8.1.2. Need to Know Rule. In many cases BRM has a Need-to-Know about Rating Actions and other related information in advance of the publication.⁴ These reasons may include enabling BRM to be prepared for calls from Rated Entities and other third parties, or to manage a commercial relationship more effectively. Accordingly, Analysts may provide to BRM staff with Need-to-Know advance (pre-publication) information regarding:

- A Rating Action with respect to a Private Rating because the Rated Entity has specified in writing its intention that the Rating be published at a future point (**NOTE: this is not permitted if the Rating Action Rule in Section 8.1.1 regarding EU & UK Ratings and EU & UK Endorsed Ratings applies**);
- A Rating Action with respect to a Public Rating (**NOTE: this is not permitted if the Rating Action Rule in Section 8.1.1 regarding EU & UK Ratings and EU & UK Endorsed Ratings applies**);
- A research or other report to be issued. However, if such a report includes or is issued

¹ Accordingly, it would not be permitted for BRM to be part of the standard review or approval process for RACs or other reports with respect to EU Public Ratings or EU Endorsed Ratings as well as with respect to UK Public Ratings or UK Endorsed Ratings.

² Target dates and deadlines for assigning new Ratings are a commercial term that may be negotiated by BRM. Accordingly, BRM is not prohibited from having information regarding target dates or deadlines, so long as they are not made aware of specific dates on which a rating committee for an EU Public Rating or EU Endorsed Rating as well as for a UK Public Rating or UK Endorsed Rating is to be held prior to those dates. For the avoidance of doubt, BRM is not prohibited from having information on dates on which a rating committee for an EU Public Rating or EU Endorsed Rating and for a UK Public Rating or UK Endorsed Rating was held after the final rating committee has already taken place.

³ As BRM would trigger a withdrawal of an EU Public Rating, EU Endorsed Rating, UK Public Rating or UK Endorsed Rating for commercial reasons, BRM is not prohibited from having information with respect to the fact of the withdrawal. However, BRM is still subject to the prohibitions in this Section regarding the associated Rating Action or the timing of the rating committee.

⁴ Securities trading by an employee that holds such Need to Know Confidential Information remains subject to Bulletin 13: Global Securities Trading and Conflicts of Interest Policy Bulletin 13: Global Securities Trading and Conflicts of Interest Policy Questions should be directed to the Compliance Department.

contemporaneously with a Rating Action with respect to an EU Public Rating, EU Endorsed Rating, UK Public Rating or UK Endorsed Rating then this is not permitted as the Rating Action Rule in Section 8.1.1 applies; and

- Criteria exposure drafts to be posted for comment.

8.1.3. If BRM receives Confidential Information pursuant to this Section, it must maintain the confidentiality of that Confidential Information per the requirements in *Fitch Ratings: Bulletin 41: Confidential Information Policy* until the information becomes publicly available.

8.2. Sharing of Market Intelligence

8.2.1. Analysts may notify BRM (and vice versa) of changes in other rating agencies' staff, products, services or criteria, or issues/errors of other rating agencies.

8.2.2. In addition to other types of permissible sharing of Confidential Information as may be set forth in Bulletin 41, BRM may share with Analysts (and vice versa) feedback they receive from Rated Entities or other third parties regarding:

- Rating Actions;
- Other analytical products, criteria or publications; or
- The products or services of other rating agencies, including relative strengths/weaknesses of those products or services.

However, if negative feedback or an unfavorable comparison of Fitch Ratings or its Analytical Activities is provided to BRM from an issuer or investor, then BRM should deliver the information to an Analyst of a sufficiently senior level, with care taken so as to not appear to be pressuring or influencing the applicable Analytical Activities. Care should be taken in passing on feedback about potential changes to criteria.

8.2.3. For planning, educational or market intelligence purposes, BRM may solicit information or views from Analysts, and Analysts may provide information or views to BRM, relating to:

- Subject to Fitch Ratings: Bulletin 41: Confidential Information Policy Rated Entities and other third parties (including unrated entities to whom BRM is marketing Fitch Ratings' products and services) which BRM may seek to contact to establish or advance a commercial relationship;
- Which Rated Entities or sectors may be more (or less) active in the capital markets at a given point of time; and
- Fitch Ratings' credit or other views on a Rated Entity, sector or market compared to those of other rating agencies, including the rating level of competitors and whether their criteria is likely to lead to higher or lower ratings.

9. INTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

9.1. Analytical Team Meetings

9.1.1. While periodic attendance at analytical team meetings may be appropriate, BRM staff may not regularly attend internal analytical team meetings where analytical matters such as upcoming rating committees, likely Rating Actions, etc., are expected to be discussed.

9.1.2. If BRM attends an internal analytical team meeting, they must leave the room/meeting prior to any discussion of non-public Rating Actions or other information prohibited by this Policy or Fitch Ratings: Bulletin 41: Confidential Information Policy *Fitch Ratings: Bulletin 41: Confidential Information Policy* being disclosed to BRM.

9.2. Internal Planning Sessions

- 9.2.1. BRM and Analysts may attend or participate in certain parts of each other's planning sessions or similar meetings, provided that:
- Analysts are assigned topics, presentations and agenda items that focus only on credit, criteria and other analytical matters, including capital market developments.
 - BRM staff are assigned topics, presentations and agenda items that focus only on commercial or competitive aspects; and
 - BRM and Analyst managing directors participating in the planning sessions are responsible for carefully considering and managing any perception issues that may arise from "joint" presentations or materials.
- 9.2.2. In addition, BRM may, during this planning process, consult Senior Analytical Management in developing revenue budgets, in revising relevant fee schedules, and to better understand the complexity of transactions for fee-setting purposes.
- 9.2.3. However, in the context of these meetings and consultations, only Senior Analytical Management may access materials containing, or participate in discussions relating to, non-public Financial Information or Market Share Information. All other Analysts must leave the room/meeting prior to such discussions and may not receive or review the related documentation or presentations.

10. EXTERNAL JOINT MEETINGS WITH BRM & ANALYSTS

10.1. Joint meetings with BRM, Analysts, Rated Entities and/or other third parties are permitted so long as:

- 10.1.1. Analysts leave the room/meeting before BRM begins discussing commercial matters or fee structures; and
- 10.1.2. BRM leaves the room/meeting before the Rated Entity or other third parties begin the process of providing Confidential Information of the Rated Entity relevant to the assignment of ratings. However, Confidential Information may be shared subsequently with BRM as permitted by [Fitch Ratings: Bulletin 41: Confidential Information Policy](#)

10.2. In addition to the requirements above, the following additional restrictions and conditions apply depending on the type of meeting:

- 10.2.1. Commercial-Focused Meetings. Meetings, discussions or other interactions organized for the primary purpose of enabling Fitch Ratings to secure new business, or future business from existing Rated Entities, must be led by BRM. Analysts may attend or participate in such meetings only for the purpose of communicating Analytical Views.
- 10.2.2. Dual-Purpose Commercial/Analytical Meetings. Meetings, discussions or other interactions designed to cover both commercial and analytical topics, must include both a BRM representative and an Analyst to address their respective topics.
- 10.2.3. Meetings that include a discussion of criteria or methodologies. If such meetings include any discussion of the potential commercial impact of Fitch's criteria (including potential changes to criteria) then this element of the meeting must only involve BRM and any analysts must leave the room.

11. BUSINESS EVENTS & ENTERTAINMENT

Analysts may attend or be present at social events, networking events, conferences or dinners together with BRM, Rated Entities and other third parties, provided they do so in accordance with [Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy](#) *Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy*

12. QUESTIONS

For questions or issues concerning this Policy, please contact the Compliance Department at reporting@fitchratings.com.

Owner: Chief Compliance Officer

Summary of Changes: Appendix A

Supplements: The following policies or procedures are referenced in this Bulletin and should be consulted when interpreting and revising this Bulletin:

- [Fitch Rating Definitions](#)
- [Fitch Ratings: Bulletin 02: The Rating Process Manual \(RPM\)](#)
- [Fitch Group: Bulletin 05: Social Media Policy](#)
- [Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores](#) *Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*
- [Fitch Ratings: Bulletin 13: Global Securities Trading and Conflicts of Interest Policy](#)

Appendix A

Summary of Changes

August 27, 2025

Non-material changes to correct typos and clarify existing requirements in sections 4 and 8.

August 6, 2025

Update to the definition of Public Rating

August 20, 2024

Section 10.2.3 and a clarifying statement in section 8.2.2 have been added to reinforce the independence of analytical staff from business-related considerations. References to Sustainable Fitch have been excluded.

Minor editorial changes have been made to section 1 to simplify language and add clarity.

August 16, 2022

The clarifying statement “All Fitch Ratings employees are subject to this policy and must not take any action that could result in a contravention of any provision herein” was added to the preamble.

June 23, 2022

Bulletin 4 Section 8.1.1 footnote 3 was updated in relation to circumstances in which rating committee dates can be disclosed to BRM.

December 17, 2021

Bulletin 04 has been updated to include references to Sustainable Fitch.

December 2020

Bulletin 04 was modified to reflect Brexit-related changes to definitions in readiness for the FCA assuming regulatory oversight for Fitch Ratings UK business from 31 December 2020. No material changes have been made to this document.

March 2018

Bulletin 04 was modified to fix the numbering scheme. No material changes have been made to this document.

EXECUTIVE SUMMARY

- Objective:** To manage potential conflicts of interest regarding Fitch Ratings' assignment (both pending and actual) or maintenance of Ratings on certain affiliated entities by setting forth prohibitions and disclosure requirements on the assignment or maintenance of Ratings where there is a common control, ownership interest or other affiliation between Fitch Ratings and that entity.
- Application:** Fitch Ratings, Inc. and each of its Rating affiliates that issues Ratings under the trade name "Fitch Ratings"
- Effective Date:** 31 December 2020
- Version:** 11.4
- Replaces:** Bulletin 10, *Firewall Policy*, Version 11.3 (30 November 2020)

1. INTRODUCTION

1.1. As a general matter, Fitch Ratings is prohibited from assigning or maintaining Ratings on any entity directly or indirectly controlling, controlled by or under common control with Fitch Ratings. For affiliations not involving control, Fitch Ratings must eliminate, or manage and disclose, potential conflicts arising out of it having a direct or indirect interest in a Rated Entity, or if a Rated Entity has a direct or indirect interest in Fitch Ratings.

1.2. EU and UK Requirements

Pursuant to the more stringent requirements set forth in EU law and UK law, each EU and UK CRA:

- is prohibited from assigning a Rating on an entity or its Securities if: (i) the entity owns 10% or more of the EU or UK CRA, (ii) any of the Shareholders or Control Persons of the EU or UK CRA own 10% or more of the entity or a Related Third Party, or (iii) any of these Shareholders or Control Persons is a member of the board of directors of the entity or a Related Third Party; and
- must make additional disclosures in connection with any Rating of a Rated Entity or its Securities rated by this EU or UK CRA, if any of these Shareholders or Control Persons have a smaller (i.e., from 5% up to less than 10%) ownership interest in the Rated Entity.

1.3. EU and UK Endorsed CRAs

Each EU or UK Endorsed CRA:

- is prohibited from assigning an international scale Rating on an entity or its Securities if: (i) the entity owns 10% or more of this EU or UK Endorsed CRA, (ii) any of the Shareholders or Control Persons of this EU or UK Endorsed CRA own 10% or more of the entity or a Related Third Party, or (iii) any of these Shareholders or Control Persons is a member of the board of directors of the entity or a Related Third Party; and
- must make additional disclosures in connection with any international scale Rating of a Rated Entity or its Securities rated by this EU or UK Endorsed CRA, if any of these Shareholders or Control Persons have a smaller (i.e., from 5% up to less than 10%) ownership interest in the Rated Entity.

1.4. Additional Information

Fitch Ratings: Bulletin 10A: Firewall Policy sets forth the control, ownership and board membership information necessary to implement this Policy.

2. DEFINITIONS

“Affiliate” means any entity designated as an Affiliate in Bulletin 10A.

“BRM” means Business and Relationship Management.

“Control Person(s)” means a person or entity designated as a Control Person in Bulletin 10A.

“CRA” means a credit rating agency.

“Director Affiliations” means, with respect to any Fitch Director, his or her service as a director, officer or trustee of a Rated Entity.

“Disclosable Interest” means, with respect to an entity, an Equity Interest or directorship identified as a Disclosable Interest in Bulletin 10A.

“Disqualifying Interest” means, with respect to an entity, an Equity Interest or directorship identified as a Disqualifying Interest in Bulletin 10A.

“Equity Interest” means, with respect to an entity, a percentage of any of the capital, voting rights or any other ownership interest of the entity or any of its Related Third Parties.

“EU” means the European Union.

“EU Analyst” means an analyst employed by an EU CRA.

“EU CRA” means Fitch Ratings Ireland Limited (including any of its branches (wherever located)).

“EU Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings CIS Ltd., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“EU Endorsed CRA Analyst” means an analyst employed by an EU Endorsed CRA.

“EU Endorsed Rating” means an international scale Public Rating where the relevant primary analyst is an EU Endorsed CRA Analyst.

“Fitch Director(s)” means an individual who is a member of the Board of Directors of Fitch Group, Inc., Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings (Thailand) Ltd, Fitch Ratings Lanka Ltd. S.A., Fitch Ratings CIS Limited, and Fitch Ratings Ireland Limited.

“Fitch Ratings” means Fitch Ratings, Inc. and each of its Rating affiliates that issues Ratings under the trade name “Fitch Ratings”.

“Private Rating” means a Rating which Fitch Ratings has not published on its website, www.fitchratings.com.

“Public Rating” means a Rating which Fitch Ratings has published on its website, www.fitchratings.com.

“Rated Entity” means (i) the issuer, obligor or (but only with respect to Ratings assigned by an EU or UK CRA) a Related Third Party with respect to any Security that has a current Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has currently assigned a Rating. The requirements with respect to Rated Entities as set forth in this Policy apply regardless of the type, nature or legal form of the Rated Entity, including whether it is a for-profit or not-for-profit entity.

“Rating” means a “Rating” as defined in Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores that assesses the creditworthiness of an issuer or its Securities. For purposes of this Bulletin 10, “Rating” includes any indication of the likely direction of the Rating.

“Related Third Party” means (i) with respect to an entity, any other entity (x) who holds, directly or indirectly, a 20% or more Equity Interest in the first entity, (y), in which 20% or more of the Equity Interest is held directly or indirectly by the first entity¹ or (z) who is otherwise, directly or indirectly linked to the first entity by control; and (ii) with respect to any entity that issues Securities which are part of a structured finance transaction, an arranger/sponsor², servicer³ or originator⁴ with respect to that transaction which substantially interacts with an EU or UK Analyst, or an EU or UK Endorsed CRA Analyst with respect to an EU or UK Endorsed Rating, as the case may be, on behalf of the issuer of the Securities. Prohibitions and disclosures with respect to Related Third Parties are only applicable to Ratings assigned by an EU or UK CRA or to international scale Ratings assigned by an EU or UK Endorsed CRA.

“Security” means any security, programme or other financial instrument.

“Shareholder” means a person or entity designated as a Shareholder of Fitch Ratings in Bulletin 10A.

“Surveillance Analyst” means the analyst to whom responsibility for ongoing surveillance of a structured finance transaction is typically transferred after the Rating has been published.

“UK Analyst” means an analyst employed by a UK CRA.

“UK CRA” means each of Fitch Ratings Ltd. and Fitch Ratings CIS Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ireland Limited, Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA Analyst” means an analyst employed by a UK Endorsed CRA

“UK Endorsed Rating” means an international scale Public Rating where the relevant primary analyst is an UK Endorsed CRA Analyst.

¹ Related Third Parties of Related Third Parties are not included. For example, where Company A is the Rated Entity and it owns a 20% Equity Interest in Company B, Company B is a Related Third Party of Company A, but if Company C also owns a 20% or more Equity Interest in Company B, Company C is not a Related Third Party of Company A unless there is some other link of control between Company A and Company C.

² For the sake of clarity, the terms “arranger” and “sponsor” used in this definition each refer to the lead structurer of the relevant transaction. If there is more than one structurer of a transaction, the structurer that has the most interaction with Fitch Ratings will be deemed the lead structurer for the purposes of this definition.

³ For the purposes of this definition, the term “servicer” (i) excludes all subservicers; (ii) refers to any “servicer”, “master servicer” and “special servicer”; (iii) refers, in the case of asset-backed commercial paper and credit-linked notes, to the “administrative agent”; and (iv) refers, in the case of structured credit transactions, to the asset manager. In the case of multiple servicers, master servicers or special servicers, the following servicers will be deemed to be “Related Third Parties” for purposes of this definition: (a) only those acting with respect to 15% or more of the underlying assets; and (b) where there is no servicer which acts with respect to 15% or more of the underlying assets, the top three servicers which act in respect of the largest percentages of these assets.

⁴ For purposes of this definition, the term “originator” refers, in the case of structured credit transactions that do not have originators, to the asset manager. In case of multiple originators, the following originators will be deemed to be “Related Third Parties” for the purposes of this definition: (a) only those supplying 15% or more of the underlying assets; and (b) if there are no originators which supply 15% or more of the underlying assets, the top three originators which supply the largest percentages of these assets.

3. PROHIBITIONS ON ASSIGNING OR MAINTAINING RATINGS

This Section sets forth those circumstances under which Fitch Ratings is prohibited from initiating or maintaining a Rating on an entity and/or its Securities. No Fitch Ratings CRA may initiate or maintain a Rating on any other Fitch Ratings CRA. The following are additional restrictions:

3.1. Within the EU and UK:

An EU or UK CRA is prohibited from assigning a Rating⁵ on an entity or its Securities if, in Bulletin 10A, that entity, or a Related Third Party⁶, is listed as having a Disqualifying Interest within the EU or UK.

If an EU or UK CRA is currently maintaining a Rating on a Rated Entity and/or its Securities, and Compliance subsequently obtains knowledge that there is a Disqualifying Interest in the EU or UK with respect to this Rated Entity, then Compliance will initiate the assessment process set forth in Section 5.2 to determine whether this Rating can continue to be maintained. The results of the assessment process will be communicated in writing to the applicable regional analytical group head and the relevant BRM staff member(s), as appropriate, for implementation.

3.2. EU and UK Endorsed Ratings:

An EU or UK Endorsed CRA is prohibited from assigning a Rating on an entity or its Securities if, in Bulletin 10A, that entity, or a Related Third Party⁷, is listed as having a Disqualifying Interest within the EU or UK.

If an EU or UK Endorsed CRA is currently maintaining a Rating on a Rated Entity and/or its Securities, and Compliance subsequently obtains knowledge that there is a Disqualifying Interest in the EU or UK with respect to this Rated Entity, then Compliance will initiate the assessment process set forth in Section 5.2 to determine whether this Rating can continue to be maintained. The results of the assessment process will be communicated in writing to the applicable regional analytical group head and the relevant BRM staff member(s), as appropriate, for implementation.

3.3. Outside the EU or UK (other than an EU or UK Endorsed CRAs):

A CRA located outside the EU or UK (other than an EU or UK Endorsed CRA) is prohibited from initiating or maintaining a Rating on an entity or its Securities if it is listed in Bulletin 10A as having a Disqualifying Interest outside the EU or UK.

⁵ A Rating is considered to be assigned by an EU CRA if the primary analyst covering the Rated Entity or Security is employed by that EU CRA. A Rating is considered to be assigned by a UK CRA if the primary analyst covering the Rated Entity or Security is employed by that UK CRA.

⁶ The primary analyst is responsible for determining the Related Third Parties, if any, of an entity, and checking Bulletin 10A for information with respect to any such Related Third Parties. The primary analyst should contact EMEA Regulatory Compliance with any questions.

⁷ The primary analyst is responsible for determining the Related Third Parties, if any, of an entity, and checking Bulletin 10A for information with respect to any such Related Third Parties. The primary analyst should contact EMEA Regulatory Compliance with any questions.

4. DISCLOSURES

This Section sets forth those circumstances where initiating or maintaining a Rating on an entity and/or its Securities is not prohibited under Section 3, but nonetheless for purposes of managing and disclosing potential conflicts, further disclosures are appropriate or necessary.

4.1. Disclosable Interests

If Bulletin 10A indicates that Fitch Ratings has a Disclosable Interest with respect to an entity, or if Fitch Ratings is permitted to assign or maintain a Rating following conclusion of the assessment process set forth in Section 5.2, then Fitch Ratings shall publicly disclose the existence of that Disclosable Interest by posting the information on the Fitch Ratings public website, and:

- with respect to each Public Rating of the Rated Entity and its Securities, and any subsequent changes to or affirmations of that Public Rating, by including a link to the posted disclosures in the relevant rating action commentaries; and
- with respect to each Private Rating of the Rated Entity and its Securities, and any subsequent changes to or affirmations of that Private Rating, by including the URL or link to the posted disclosures in the relevant rating letter or any subsequent rating action letter.

4.2. Global Disclosure of Director Affiliations

Fitch Ratings will provide market participants and the public with information, provided to Fitch annually by Fitch's Directors, pertaining to the Director Affiliations, by annually posting or updating the information on its public website, and

- in the case of a Public Rating, by including a link to the posted disclosures in the rating action commentaries setting forth the Public Rating(s) of the Rated Entity or its Securities, and any subsequent changes to or affirmations of such Public Rating(s); or
- in the case of a Private Rating, by including the URL or link to the posted disclosures in the rating letter with respect to such Private Rating, and any subsequent rating action letters.

5. OTHER CONTROLS & REQUIREMENTS

5.1. Employee Notification Requirement

If an employee becomes aware that (i) any ownership, directorship, control or other information set forth in Bulletin 10A is incorrect or incomplete, or (ii) a change in the facts or circumstances has occurred that may be relevant to a prior determination permitting Fitch Ratings to initiate or maintain a Rating on an entity or its Securities, the employee must promptly inform Compliance (by email at reporting@fitchratings.com) and their manager. In such cases:

- other than carrying out ongoing monitoring tasks with respect to existing Ratings, the employee must cease all further rating activities with respect to that entity and/or its Securities unless and until notified otherwise by Compliance; and
- Compliance will initiate the assessment process, in accordance with Section 5.2, to determine whether rating activities with respect to that entity and/or its Securities can proceed or continue and, if so, whether any additional restrictions, limitations or disclosures would be appropriate.

5.2. Compliance Responsibilities:

Compliance shall:

- *Bulletin 10A*. Produce, update and publish Bulletin 10A internally on a regular basis.

- *Assessment Process Relating To Potential Conflicts of Interest.* Upon identifying a new potential conflict of interest that may trigger a prohibition in accordance with Section 3, convene a group of internal stakeholders charged with performing a documented assessment of:
 - the specifics of the potential conflict,
 - whether Fitch Ratings may assign, or continue to maintain, a Rating on the entity or its Securities given the potential conflict and, if so, whether any previously assigned Ratings should be re-examined,
 - the type and nature of the appropriate disclosures if the Rating can be assigned or maintained, and
 - whether any additional measures are required to manage the potential conflict.

Upon completion of the assessment, Compliance will communicate the results to relevant Fitch Ratings employees.

- *Director Affiliations.* Produce, update and publish on Fitch Ratings' website, www.fitchratings.com, the disclosure of Director Affiliations set forth in Section 4.2.
- *Disclosable Interests.* Produce, update and publish on Fitch Ratings' website, www.fitchratings.com, the Disclosable Interests set forth in Section 4.1.

5.3. BRM

Prior to entering into an engagement whereby the counterparty requests Fitch Ratings to assign, or to monitor, a Rating for an entity or Rated Entity and/or its Securities, the relevant BRM employee shall confirm whether the prohibitions of this Policy apply, by taking the steps set forth in the relevant policies and procedures governing BRM.

5.4. Analytical Group

Prior to assigning a new Rating, or taking any rating action with respect to an existing Rating, the primary Analyst assigned to the Rating (or in the case of previously assigned Structured Finance Ratings, the appointed Surveillance Analyst) shall confirm whether the prohibitions (for all Ratings) or disclosure obligations (for Private Ratings⁸) of this Policy apply, by taking the steps set forth in the relevant policies and procedures governing the ratings process.

6. QUESTIONS

For questions or issues concerning this Policy, please contact Compliance at reporting@fitchratings.com.

Owner: Chief Compliance Officer

Summary of Changes: Appendix A

Supplements: [Fitch Ratings: Bulletin 10A: Firewall Policy](#)

[Fitch Group: Bulletin 08: Firewall Policy-Segregation of Credit Rating](#)

⁸ Analysts' obligations with respect to the disclosure requirements in this Policy pertain only to Private Ratings. Compliance is responsible for coordinating the process such that the necessary disclosures are made in connection with Public Ratings (see Section 5.2)

Appendix A Summary of Changes**June 2018**

1. Limitations on assigning Ratings to entities affiliated with Marc Ladreit de Lacharriere were removed in light of Fimalac sale of remaining minority share in Fitch Group to Hearst.
2. Revised definition of Related Third Party to more closely track the language of the EU CRA Regulation.
3. Expanded EU requirements to apply to endorsed ratings.

January 2020

To clarify the meaning of the terms arranger, sponsor, servicer and originator, as used in the definition of 'Related Third Party' In connection with a structured finance transaction.

June 2020

Definition of 'Fitch Director(s)' updated to reflect merger of Fitch Deutschland GmbH into Fitch Ratings Ireland Limited.

November 2020

Definition of 'Fitch Director(s)' updated to reflect merger of Fitch España S.A.U.(including a branch in Sweden) into Fitch Ratings Ireland Limited.

December 2020

Addition of UK references to cover supervision by the new UK Regulator, the FCA, starting 31st December 2020.

Definitions section updated to include new UK-related definitions and revised EU-related definitions

EXECUTIVE SUMMARY

Objective:	To establish employee reporting and other obligations designed to help identify and manage potential conflicts of interest.
Application:	Individuals employed by Fitch Ratings and their Family Members, and all Fitch Group, Inc. employees who have access to Confidential Information and/or perform material services for Fitch Ratings.

1. OVERVIEW

This Policy, which addresses Securities trading and other potential conflicts of interest between Fitch Ratings and its employees, contains prohibitions, restrictions and disclosure requirements applicable to employees that help identify and manage these potential conflicts, and ultimately protect Fitch Ratings' reputation.

2. DEFINITIONS

"Account" means any brokerage account out of which an Employee or their Family Member has the legal capability or potential to trade and/or hold Securities, unless the Account is maintained as a Blind Trust. For the avoidance of doubt, an "Account" includes brokerage accounts in which the Employee or his or her Family Member has a beneficial ownership interest or over which the Employee or his or her Family Member has discretion or control (e.g. as account owner, power of attorney, trustee, etc.).¹

"Analytical Activities" means data and information analysis and the evaluation, approval, issuing and review of (i) credit ratings, (ii) other opinions as to creditworthiness and (iii) non-credit ratings.

"Analytical Employee" means any Employee that performs Analytical Activities.

"Analytical Group Employee" or "AG Employee" means any Employee, including Analytical Employees, administrators and others that work in any of the following groups:

- Corporates, Infrastructure and Project Finance
- Structured Finance and Covered Bonds
- Risk
- Financial Institutions Group including:
 - Banks
 - Non-Banks ("NBF")
 - Insurance
 - Fund and Asset Manager ("FAM")
- Global Analytical Management
- Public Finance including:
 - International Public Finance
 - U.S. Public Finance

¹ In Hong Kong, "Account" also includes brokerage accounts (i) belonging to an Employee's minor children and (ii) in which an Employee's minor children hold beneficial interests.

- Model Development Team (“MDT”)
- Sovereigns

“**Blind Trust**” means a financial arrangement in which an owner of a brokerage account has granted the administration of the assets and trading activity within the account to an independent trust to prevent conflicts of interest. A brokerage account that an Employee or Family Member maintains under such an arrangement will not be an Account under this Bulletin if it meets the following criteria:

- The trust executor(s) has full discretion over the assets and is independent of the Employee and his or her Family Members and not otherwise related to the Employee; and
- The Employee and his or her Family Members have no knowledge of the holdings or trading activity of the trust.

“**BRM**” means Business & Relationship Management.

“**Business Entertainment**” means any activity where the primary purpose is to further business relations and includes, but is not limited to such activities as dinners, golf outings, sporting events, and theatre and concert performances.

“**Business Event**” means any activity, such as an industry conference, networking event, meeting or business meal, where the primary purpose is to engage in analytical, research or information-gathering activities (for AG Employees) or to conduct commercial activities (for BRM Employees).

“**Bulletin 13 Exceptions Committee**” is comprised of the Chief Compliance Officer, the General Counsel, the Chief Risk and Credit Officer, the relevant Executive Committee member and a Managing Director in the requesting employee’s direct management hierarchy.

“**Compliance**” means Fitch Ratings’ Global Compliance Group, which is responsible for supervising compliance with this Bulletin as well as other Fitch Ratings policies and procedures designed to control, mitigate and manage conflicts of interest or the appearance of conflicts of interest.

“**Close Personal Relationship**” is a personal relationship with a level of intimacy that would create the appearance of a personal influence in the management of business and/or Analytical Activities in a reasonable observer. A Close Personal Relationship is meant to cover relationships with a closer personal connection than mere friendships or acquaintances, and is often, but not exclusively, romantic or relational.

“**Compliance Monitoring System**” refers to the software system used to disclose and manage certain potential conflicts of interest, including but not limited to Securities trading activity and Account ownership of Employees and their Family Members.

“**Confidential Account**” means an Account owned by an EU or UK-based non-Analytical Employee’s Family Member, where the non-Analytical Employee has provided written certification that:

- The Employee has no knowledge of his or her respective Family Member’s Account and holdings;
- The Employee understands that he or she is prohibited from sharing inside information and that the Employee takes all reasonable steps to ensure that the respective Family Member has no access to such information; and
- That the Employee will notify Compliance immediately should he or she develop knowledge of his or her Family Member’s Account or holdings.

“Confidential Information” has the meaning as set forth in *Fitch Ratings: Bulletin 41: Confidential Information Policy*

“Dependent Child” means someone who is (i) under 18, (ii) unmarried and (iii) does not have a civil partner.

“E-feed Broker” means a financial institution that participates in automated electronic reporting of Securities transactions and holdings to Fitch Ratings.

“Employee” means an individual employed by Fitch Ratings or an employee of another Fitch Group, Inc. company who has access to Confidential Information and/or performs material services for Fitch Ratings.

“ETF” means exchange-traded fund.

“FAM” means the Fund & Asset Managers Group within Fitch Ratings.

“Family Members” means:

- An Employee’s spouse or any partner of that person considered by national law as equivalent to the spouse;
- An Employee’s Dependent Child, regardless of residence;
- Any relative or dependent sharing the Employee’s home, to the extent allowed by local law;
- Any legal entity (e.g.: company, partnership, trust, etc.) whose managerial responsibilities are discharged by, controlled by, or established for the benefit of an Employee or a person listed above (excluding, for the avoidance of doubt, a Blind Trust);
- Any person that has granted investment discretion or trading authorization to an Employee or a person listed above; or
- In relation to employment related recusals see Exhibit A for variations to this definition applicable to the Employees specified in Exhibit A.

The definition does not include:

- An Employee’s spouse during divorce proceedings; or
- An Employee’s parent residing in the Employee’s home if the Employee can certify that he or she does not have any knowledge of the parent’s Securities holdings or trading activity.

“Fitch Ratings” means Fitch Ratings, Inc. and any of its credit ratings affiliates that issue ratings under the trade name Fitch Ratings.

“Gift” means a tangible item, a favor, credit or points received as part of a loyalty program under which an Employee has not earned the points or credits, or money received (in all cases, free of charge) by an Employee in connection with their work at Fitch Ratings. Gifts do not include Business Events or Business Entertainment.

“GSE” means government sponsored enterprise.

“Group Investment Restriction” means a restriction applicable to an Employee and his or her Family Members that is described in the Bulletin 13 Annex.

“Insider Trading” (sometimes referred to as “Insider Dealing”) means purchasing or selling a Security while aware of MNPI relating to or impacting the price of the Security.

“Key Management Position” in a Rated Entity means:

- A member of a board of directors of that entity;
- An executive officer (e.g.: President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Legal Officer, Treasurer, etc.) of that entity;
- Any role that reports directly to the Chief Financial Officer or Treasurer of that entity; or
- A role in that entity that regularly interfaces with Fitch Ratings or other credit rating agencies.

“Managed Account” means an Account where the owner does not have input into the specific investment decisions made in the Account. A Managed Account is under the control of an independent third-party who is a licensed broker, investment advisor or equivalent. Unlike a brokerage account that is maintained as a Blind Trust, an owner may have knowledge of the holdings and transactional activity in a Managed Account.

“Material Non-Public Information” or “MNPI” has the meaning as set forth in [Fitch Ratings: Bulletin 41: Confidential Information Policy](#) [Fitch Ratings: Bulletin 41: Confidential Information Policy](#)

“Non-Active Account” means any Account that an Employee certifies in writing is not used for purchasing or selling Reportable Securities. A Non-Active Brokerage Account is not considered an Account under this Policy. If a Reportable Securities transaction occurs in a Non-Active Brokerage Account, this account will be considered under this Policy to be an Account for a period of one year after the date of the last Reportable Securities transaction.

“Non-Marketable Security” means Securities or other ownership interests issued by a sovereign nation or any agency thereof, where those Securities or ownership interest are not transferable on any market exchanges.

“Outside Interest” is as described in Section 7.1.

“Political Cause” is as defined in Section 10.1.

“Private Investment” means Securities or other ownership interests in companies, organizations, partnerships, funds, assets or businesses, where those Securities or ownership interest are not publicly listed or traded.

“Rated Entity” means:

- The issuer, obligor, guarantor, or credit support provider with respect to any Security that is rated or in the process of being rated by Fitch Ratings;
- An entity to which Fitch Ratings has assigned or is in the process of assigning an Issuer Default Rating; and
- Originator, arranger, sponsor/servicer or any other party that interacts with a credit rating agency on behalf of an issuer, including any person directly or indirectly linked to that Rated Entity by control.

“Rating” is as defined in [Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores](#)

“Ratings Eligible Entity” means any entity with more than \$25 million (or the equivalent in another currency) in outstanding debt.

“Regional Group Head” means an individual who has regional management responsibility for a specific product area within an analytical group (e.g., the Regional Group Head for EMEA Corporates).

“Reportable Security” refers to any Security holding that is required to be disclosed to Fitch Ratings in accordance with this Bulletin. For clarity, Securities may be Reportable Securities even though this Bulletin does not restrict an

Employee or Family Member from holding or trading in that Security. For all Employees and their Family Members, a Reportable Security includes:

- Debt securities, such as bonds, notes, exchange traded notes and debentures;
- Equities, such as common stock and preferred stock;
- Financial derivative contracts, such as equity and index options (including employee stock options), rights and warrants and futures contracts;
- Municipal securities;
- Private Investments in Rated Entities or Ratings Eligible Entities;
- Structured products; and
- Obligations of GSEs, such as Fannie Mae or Freddie Mac.

For **Analytical Group Employees and their Family Members**, a Reportable Security also includes:

- Sector Funds

For **Analytical Group Employees in FAM and their Family Members**, a Reportable Security also includes:

- Mutual funds, ETFs, and other collective investment schemes; and
- Money market funds.

For **Analytical Group Employees in Sovereigns, International Public Finance, Financial Institutions and their Family Members**, this also includes:

- Direct obligations of a sovereign nation or any agency thereof; and
- Obligations fully guaranteed by a sovereign nation or any agency thereof.

The definition does not include:

Non-Marketable Securities issued by a sovereign nation or any agency thereof

“Reportable Securities Transaction” refers to a buy or sell transaction in any Reportable Security or that occurs in any Account.

“Reporting Groups” is as defined in Section 10.1.

“Restricted Stock” means any Security that, by contract or law, cannot be freely sold or transferred to another person.

“Sector Fund” means a mutual fund, ETF, or unit trust that concentrates its investments in a specific industry or market sector (e.g.: technology, financial services, healthcare, precious metals, etc.).

“Security” means any negotiable financial instrument or investment.

“Sri Lanka National Ratings – Associated Persons” means (1) directors, CEO and employees of Fitch Ratings Lanka and (2) members of Sri Lankan national rating committees.

“Temporary Worker” means any individual that is contracted for a fixed duration or an approximate end date directly by Fitch Ratings or indirectly via a third party.

“Tipping” means the act of providing MNPI about a publicly traded company to a person who is not authorized to have that information.

3. INTRODUCTION

Employees are expected to understand the requirements set forth in this Bulletin, and to take reasonable precautions to identify, manage and/or avoid conflicts of interest and the appearance of conflicts of interest.

Under no circumstance may an Employee perform Analytical Activities involving a Rated Entity or Security if he/she might be unduly influenced in any way and under no circumstance may an Employee use Confidential Information in the context of making his/her own personal investment decisions.

Employees are required to report personal investment information relating to Accounts and Reportable Securities belonging to them and their Family Members, to the extent allowed by law. This information will be used on a need to know basis for compliance monitoring purposes, and stored in secured servers and files. However, Fitch Ratings may be required to disclose this information in connection with a subpoena, court order, or as otherwise required by applicable law or by any judicial, legislative or regulatory authority, and may do so without prior notice to you.

4. SECURITIES TRANSACTIONS

Reportable Securities Transaction prohibitions, restrictions and requirements are designed to help Fitch Ratings and its Employees avoid conflicts of interest and Insider Trading violations. The type of applicable restriction(s) depends on the Employee's job function as follows:

All Employees and their Family Members are subject to the following, as detailed below:

- Insider Trading Prohibition;
- Thirty-Day Holding Period Restriction;
- Short Sale Prohibition;
- Futures and Options Prohibition;
- Pre-Clearance (FAM only – see section 4.6); and
- Securities Reporting (unless exempt from reporting as set forth in Section 6).

In addition to the above, Analytical Group Employees and certain non-Analytical Group Employees and their Family Members are subject to the following as detailed in the Bulletin 13 Annexes:

- Group Investment Restrictions
- Sri Lanka National Ratings – Associated Persons and their Family Members, are prohibited from trading in all securities rated or in the progress of being rated by Fitch Ratings Lanka which are set out in the Sri Lankan Securities Restricted List as detailed in Sri Lanka – Associated Persons' Employees Restricted Lists section on the Compliance Monitoring System for impacted employees.

4.1 Insider Trading Prohibition

Transacting in any security while in possession of MNPI (i.e., Insider Trading) or passing along such information to others who are not authorized to have it (i.e., Tipping) is illegal. Penalties for Insider Trading or Tipping can be severe. For example, the person who trades on MNPI, or who provides such information to others, may be subject to civil penalties, criminal fines and imprisonment. Additionally, the improper use or disclosure of MNPI could result in significant reputational damage to, or legal liability or regulatory liability for, Fitch Ratings.

Fitch Ratings strictly prohibits Insider Trading and Tipping. An Employee's failure to adhere to this requirement could result in dismissal from employment in addition to civil and criminal penalties.

4.2 Thirty Day Holding Period Restriction

Employees and their Family Members must hold Securities they purchase in any Account for at least 30 calendar days prior to selling the Security. The time frame is calculated on a last in, first out basis. This restriction does not apply to Securities transactions in Managed Accounts.

4.3 Short Sale Prohibition

Employees and their Family Members are prohibited from engaging in short selling strategies seeking to profit from downward price movements of Securities. Similarly, Employees and their Family Members are prohibited from selling Securities they have borrowed or that they do not own outright.

This prohibition does not apply to Securities transactions in Managed Accounts.

4.4 Futures and Options Prohibition

Employees and their Family Members are prohibited from engaging in futures and options trading, with the exception of buying protective puts. As protective puts are also subject to the 30-day holding period restriction described above, both the option expiration date as well as any sales to close or unwind some or all of the position, must be more than 30 calendar days after the initial purchase date of the put.

This prohibition does not apply to Securities transactions in Managed Accounts.

4.5 Group Investment Restrictions

Analytical Group Employees and certain non-Analytical Group Employees and their Family Members are subject to the Group Investment Restrictions applicable to the Employee's group, which restrict Employees and their Family Members from investing in certain industries, issuers, fund types and Security types. Group Investment Restrictions apply whether or not Fitch Ratings assigns or maintains a rating in respect of a specific issuer or Security. These restrictions are published in the Annex to this Policy.

If an Employee's Group Investment Restrictions change as a result of a transfer to a different group, the Employee and his or her Family Members remain subject to the previous Group Investment Restrictions for sixty (60) calendar days following the transfer, while also being subject to the Group Investment Restrictions, if any, applicable to the new group.

Analytical Group Employee Group Investment Restrictions apply to Securities transactions in Managed Accounts. It is each Analytical Group Employee's and his or her Family Members responsibility to ensure investment advisors comply with such restrictions. However, Group Investment Restrictions do not apply to Securities transactions in Managed Accounts for non-Analytical Employees.

Global Group Heads or their designees are responsible for establishing and maintaining their respective Group Investment Restrictions, and for promptly informing Compliance when changes are required.

4.6 Pre-Clearance

Employees may obtain pre-clearance in the Compliance Monitoring System prior to the execution of a Reportable Securities Transaction in their Accounts or their Family Members' Accounts. Approval will constitute an affirmation by Compliance that the transaction will not result in a violation of the provisions of this Bulletin if executed within seven business days following the date of approval. Employees who do not pre-clear transactions in Accounts and who transact in violation of any of the rules herein (including any applicable Group Investment Restrictions) will be subject to discipline, and the failure to pre-clear the transaction will be viewed

as an aggravating factor in the determination of the level of disciplinary penalty. FAM Employees must follow the FAM Trade Pre-Approval Request Procedure.

Reportable Securities Transactions in Managed Accounts are not subject to pre-clearance.

Fitch Ratings' President and Global Analytical Head must seek approval from the Fitch Ratings, Inc. Board of Directors prior to executing a Reportable Securities transaction.

5. DIVESTMENT AND RECUSAL REQUIREMENTS

5.1 Divestment Requirement

No Employee is permitted to perform Analytical Activities involving a Rated Entity or Security if he/she holds that Security or Securities of that Rated Entity. Employees and their Family Members who hold Securities that conflict with the Group Investment Restrictions must divest such Securities as soon as possible, but by no later than the timeframes below. Recusals may need to be put in place when such Securities cannot be divested immediately.

Reason Employee or Family Member Holds Restricted Securities	Divestment Deadline
New Employee	Prior to the Employee's start date
Employee Transfer	As soon as practical, in communication with Compliance
Securities Acquired through a Gift or Inheritance, or which become restricted following marriage	As soon as practical, in communication with Compliance

5.2 Recusal Requirement

It may be necessary in certain cases for Analytical Group Employees to recuse themselves from performing Analytical Activities for a Rated Entity or Security. A recusal may be required if an Analytical Group Employee or his or her Family Members hold a Security not permitted by the applicable Group Investment Restrictions, until the Security can be divested. This may exist where:

- An Employee or his or her Family Member purchased the Security in contravention of the requirements of this Policy;
- An Employee transfers to a Group which restricts ownership in a previously held Security;
- A Security held by an Employee or his or her Family Member becomes restricted following marriage;
- An Employee or his or her Family Member receives a restricted Security through inheritance or gift;
- An Employee or his or her Family Member holds Restricted Stock; or
- An Employee's Family Member is employed by an issuer of Securities, and holds Securities of that issuer (including Securities received as compensation).

In addition, other potential conflicts may arise that would require recusal, such as where:

- An Analytical Group Employee has a Close Personal Relationship with someone who holds a Key Management Position at an entity that operates in a sector prohibited under the Analytical Group Employee's Group Investment Restrictions;² and
- An Analytical Group Employee or his or her Family Member has an Outside Interest (as described in section 7.1 below) that creates a conflict of interest or the appearance of a conflict of interest with the Employee's work for or with Fitch Ratings.

6. ACCOUNTS AND SECURITIES REPORTING

This Section sets forth the requirements regarding the reporting of certain Accounts and Securities.

6.1 Reporting Obligations and Exemptions

Unless explicitly exempted in accordance with one of the three Exemptions set forth below, Employees must ensure that they and their Family Members disclose Accounts, Reportable Securities holdings and Reportable Securities Transactions in the manner set forth below. However, transactions and holdings in investments other than Securities, and the opening of Accounts that are prohibited by law from holding any type of Reportable Security (e.g., mutual-fund only-accounts, bank accounts that can only hold cash, etc.), are not subject to the disclosure, reporting and/or pre-clearance requirements of this Policy, except with respect to FAM employees, who are subject to the disclosure, reporting and/or pre-clearance requirements with respect to mutual fund accounts and mutual fund trading activity.

Exemption 1: Employees who by virtue of their role do not have routine access to electronic files and systems storing confidential ratings, or commercial or financial information are not subject to the Securities Reporting requirement. These roles include:

- Messengers, drivers, cleaning and cafeteria staff;
- HR staff;
- Front desk staff;
- Facilities; and
- Employees who work exclusively for non-ratings affiliates, but who are legally employed and paid by Fitch Ratings because the affiliate does not have a separate legal entity in the country in which the Employee works or resides, provided there are proper physical segregation and access controls between the Fitch Ratings' office and the affiliate's office.

Exemption 2: Reporting is not required for the following types of Securities transactions:

- Changes in the number, nature or character of Securities previously reported due to subsequent corporate actions (e.g.: stock splits, dividends, mergers and acquisitions, etc.);
- Securities transactions made in accordance with automatic investment plans, such as dividend reinvestments (provided that the initial investment in the Security and plan was Reported);
- Securities transactions in Blind Trusts (Accounts maintained as Blind Trusts are not reportable); and

² For Analytical Group Employees in Japan, Hong Kong, Singapore, Taiwan and voting members of Fitch Ratings Japan rating committees, please refer to Exhibit A for the variation in the definition of Family Members who would be deemed as having a "Close Personal Relationship" with the Employee.

- Securities transactions in Managed Accounts belonging to non-AG Employees and their Family Members, provided that Compliance has reviewed the Account agreement and confirmed that the Account qualifies for treatment as a Managed Account.

Exemption 3: Reporting of transactions, holdings or account statements is not required for the following Accounts, after written certification regarding Account status is provided to Compliance:

- Non-Active Brokerage Accounts of Employees and their Family Members, so long as the Account retains its Non-Active status; and
- Confidential Accounts belonging to Family Members of Employees, so long as the Account retains its Confidential Account status.

6.2 Accounts

Employees must report all Accounts owned by themselves and their Family Members via the Compliance Monitoring System unless specifically exempt from the reporting requirements under this Bulletin. For the avoidance of doubt, this requirement applies to Managed Accounts, and Accounts designated as Confidential Accounts or Non-Active Brokerage Accounts.

6.3 Reporting of Securities Transactions and Accounts

6.3.1 Manual Reporting Requirements

Unless an exemption is available or the Account is held at an Efeed Broker, Employees must manually report all Reportable Securities Transactions and other Securities holdings, and manually submit all Account statements, as set forth below. Employees who fail to submit required information or documents will be subject to disciplinary measures which may include being required to move their Account(s) to an Efeed Broker.

- *Reportable Securities Transactions.* Securities transactions in Accounts belonging to Employees and their Family Members must be reported by the Employee manually to the Compliance Monitoring System within 10 business days³ of the trade date.⁴
- *Account Statements.* Employees and their Family Members must upload quarterly statements for Accounts to the Compliance Monitoring System within 15 business days following the end of the calendar quarter, or as soon as practical. If there have been no transactions in an Account in any given quarter and the reporting in the Account is otherwise current, in lieu of uploading a quarterly statement an Employee may certify that there have been no transactions in the Account in a manner suitable to Compliance.
- *Other Reportable Securities Holdings.* An Employee must report the acquisition of Securities by Employees or their Family Members through other means such as by gift, inheritance, marriage, compensation payment (e.g., stock options or Restricted Stock), etc., manually via the Compliance Monitoring System. If such holdings result in a potential conflict under the Employee's Group Investment Restrictions, the Employee must discuss possible recusals and liquidations with Compliance and follow any required remediation plan set by Compliance.

³ All Analytical Group Employees who have an individual license with the Monetary Authority of Singapore (whether based in Singapore or elsewhere) must report listed Securities transactions in their accounts within 7 calendar days of the trade date.

⁴ This transaction reporting requirement does not apply to securities transactions executed in Accounts that Compliance has certified to be 1) Managed Accounts held by non-Analytical Employees or 2) Confidential Accounts.

6.3.2 Electronic (“EFeed”) Reporting Requirements

Fitch Ratings has arranged to receive automated electronic reporting of Securities holdings and transactions from a number of Efeed Brokers as discussed below. If Reportable Securities Transactions are electronically reported to Fitch Ratings through an Efeed Account, the Employee is not required to manually report them via the Compliance Monitoring System. A list of Efeed Brokers and instructions on how to link Accounts to electronic feeds is available from Compliance.

6.4 Efeed Broker Requirement

Any Account held by Fitch Ratings Employees and/or their Family Members in the US must be held at an E-feed Broker, unless the Account has been grandfathered⁵ in or one of the below exceptions applies. Employees who are not residents of the US may maintain Accounts at Brokers that do not provide an E-feed, but any such Account is subject to increased manual reporting under Section 6.3.1, and adherence to the manual reporting requirements will be strictly construed against the Employee. New Fitch Ratings Employees must transfer all non-E-feed Reportable Accounts to an approved E-feed Broker within 60 days of notification.

Employees are exempt from the Efeed Broker requirement in the following cases:

- Where an Employee's Family Member works at a brokerage firm that does not provide Fitch Ratings with an electronic feed, but requires its employees to maintain their Accounts at that firm;
- Where an Employee or his or her Family Member holds a Security that cannot be legally sold or transferred to an E-feed Broker; and
- Accounts owned by an Employee or his or her Family Member set up for employee stock option plans that are limited to transactions in the sponsoring company's stock.

7. OUTSIDE INTERESTS AND EXTERNAL RELATIONSHIPS

Employees are prohibited from holding any position as a partner, officer, director, trustee, board member, or controlling stakeholder of any Rated Entity or Ratings Eligible Entity that operates in a sector that is covered by the Employee's group, or that otherwise presents a conflict of interest in respect of their position of employment at Fitch Ratings.

7.1 Employee Outside Interests

Employees are required to obtain approval from their Global Group Head (or, for non-Analytical Group Employees, other global management) and notify Compliance prior to engaging in any type of “Outside Interest” as described below:

- A position as a partner, officer, director, trustee, board member, or controlling stakeholder of any Rated Entity or Ratings Eligible Entity that the Employee is not outright prohibited from serving;
- A position as an officer or board member of a trade or professional organization or association;
- A position as an officer, board member or trustee of an educational institution;
- An elected or appointed government office; or

⁵ Accounts that are maintained in the United States and belong to Employees and their Family Members are not subject to the Efeed requirement if, prior to February 7, 2011 the Account was opened and the employee worked at Fitch Ratings. However, the employee will be required to close or transfer the Account if reporting requirements are not fulfilled or the employee violates Fitch Policy.

- Any position serving a government, public agency, authority, commission, regulatory body, or self-regulatory organization.

These requirements apply to both for-profit and non-profit organizations. Employees seeking approval to engage in an Outside Interest must submit a request for approval via the Compliance Monitoring System prior to beginning to engage in the Outside Interest.

7.1.1 Outside Employment

In addition to the Outside Interest requirements set forth in this Policy, Employees are directed to Fitch Group Bulletin 6: Employee Code of Conduct. That policy contains additional prohibitions and requirements relating to outside employment/activities under section 7 'Conflicts of Interest' including fully disclosing and obtaining approval in advance all Outside Employment by the Human Resources Department. For the avoidance of doubt, all Outside Interests are deemed Outside Employment

7.2 External Relationships

An Analytical Employee must immediately notify his/her Managing Director and Compliance if he/she has a Close Personal Relationship with someone who holds a Key Management Position at a Rated Entity or Ratings Eligible Entity that operates in any sector that is covered by the Analytical Employee's group. Similarly, an Analytical Employee in the International Public Finance, US Public Finance, or Sovereigns groups must notify his/her Managing Director and Compliance if he/she has a Close Personal Relationship with someone who holds an elected or appointed government office.

If the Analytical Employee has a Close Personal Relationship with someone who holds a Key Management Position at a Rated Entity or Ratings Eligible Entity that operates in any sector covered by the Analytical Employee's group, the Analytical Employee must file a recusal.

For Analytical Group Employees in Japan, Hong Kong, Singapore and Taiwan, and voting members of Fitch Ratings Japan rating committees please refer to Exhibit A for the variation in definition of Family Members who would be deemed as having a Close Personal Relationship with the employee.

8. GIFTS

All Employees, regardless of job function, are prohibited from soliciting or accepting Gifts in connection with their work at Fitch Ratings, other than as set forth in the below chart.

While Analytical Group Employees are also prohibited from extending gifts in connection with their work at Fitch Ratings, BRM and non-Analytical Group Employees may extend Gifts that are appropriate and reasonable given the circumstances.

Action	Analytical Employees	BRM and Non-Analytical Employees
Solicit or accept a Gift	Not Permitted	Not Permitted
Extend a Gift	Not Permitted	Permitted

Any exception to this requirement must be granted in advance by Compliance.

8.1 Protocol to be followed when a Gift is received:

- The Gift must be returned, donated or destroyed;
- The Employee must send a letter to the donor that explains Fitch Ratings' restriction against accepting Gifts and requests no Gifts be proffered in the future; and

- The Employee must disclose the Gift and upload a copy of the letter to the Compliance Monitoring System.

9. BUSINESS EVENTS AND BUSINESS ENTERTAINMENT POLICY

9.1 Business Events

When participating in Business Events, Employees are required to maintain a clear separation of analytical and commercial activity, and adhere to the requirements set forth in [Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities](#) Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities Additional considerations and restrictions applicable to Analytical Group Employees are set forth below.

- 9.1.1 Analytical Group Employees may attend or present at Business Events, provided they remain aware of, and appropriately manage, perception issues that may arise from attendance at these events.
- 9.1.2 Furthermore, Business Event expenses incurred by Analytical Group Employees must be paid for by Fitch Ratings and must conform to Fitch Ratings' expense reimbursement policy. However:
 - An entity may only pay for an Analytical Group Employee's travel or lodging expense when attending a Business Event if it is related to an activity necessary to conduct Fitch Ratings' business, and if payment of that expense has been incorporated into the commercial agreement between the entity and Fitch Ratings;
 - A conference sponsor may pay for an Analytical Group Employee's attendance fee only if he or she is a speaker or panelist; and
 - Analytical Group Employees are permitted to accept supplies, food, and beverage during a Business Event only if the value of such items does not exceed \$25, or the equivalent in other currencies.
- 9.1.3 With the prior approval of their Regional Group Head, Analytical Group Employees may invite employee(s) of a Rated Entity, its affiliates, or investors to be their guest at appropriate Business Events.
- 9.1.4 An Analytical Group Employee may attend a reception at a Business Event, if the reception is open to all conference attendees without charge.

9.2 Business Entertainment

Business Entertainment must:

- 9.2.1 Be reasonable, customary and not overly frequent;
- 9.2.2 Include both Fitch Ratings Employees and those of the entity extending or sponsoring the Entertainment (otherwise it is deemed a Gift); and
- 9.2.3 Not lead to an influence in ratings or any decision to purchase goods or services from a supplier, or create the perception that such influence may exist.

Business Entertainment that is extravagant, prohibited by law or known to violate an external party's policy is prohibited under this Policy. Details as to the restrictions on Business Entertainment are set forth on the below chart:

Action	Analytical Employees	BRM and Non-Analytical Employees
Attend a Business Event paid by Fitch Ratings	Permitted	Permitted
Attend a Business Event paid by a third party	Not Permitted	Permitted
Extend Business Event	Permitted	Permitted
Attend Business Entertainment	Fitch Sponsored Only*	Permitted
Extend Business Entertainment	Not Permitted**	Permitted
Accept supplies and food/beverage during A business meeting (not exceeding \$25 or equivalent in other currency)	Permitted	Permitted

**Analytical Group Employee must excuse themselves from any fee related or commercial discussion while BRM employees must exclude themselves from any analytical discussion.*

*** Analytical Group Employees who are members of the Fitch Ratings Executive Committee are permitted to extend Business Entertainment.*

10. POLITICAL OR CHARITABLE CONTRIBUTIONS

10.1 Political Contributions

Under no circumstances may corporate funds, facilities, or services of any kind be paid or furnished (i) to any political candidate or prospective candidate for public office, (ii) to any political party, or (iii) to any political initiative, referendum, or other form of political campaign (each such candidate, party or campaign, individually, a "Political Cause") by any Employee or representative on behalf of Fitch Ratings. Nothing in this Bulletin prohibits an individual Employee or Fitch Ratings' representative from making a political contribution on his or her own behalf; however, any proposed contribution by any BRM Employee within the U.S. Public Finance group, International Public Finance group, or Sovereigns group (collectively referred to as the "Reporting Groups") or Analytical Employee within a Reporting Group in excess of US\$500, or the local currency equivalent, in the same calendar year to the same Political Cause must first be reported to and approved by the Personal Conflicts Monitoring team in Compliance.

10.2 Charitable Contributions

A charitable contribution on behalf of Fitch Ratings, excluding any gift made pursuant to an existing matching gift program, may only be made with the prior written approval in accordance with Section 3.7 of [Fitch Group: Bulletin 01: Anti-Corruption Policy](#). Nothing in this Bulletin prohibits an individual employee or representative of Fitch from making a charitable contribution on his or her own behalf.

11. EXCEPTIONS TO POLICY REQUIREMENTS

Under limited circumstances, exceptions to specific requirements of this Bulletin may be granted. The Bulletin 13 Exceptions Committee will consider exceptions not expressly contemplated in this Bulletin. To request an exception, the Employee and his/her Managing Director, Global Group Head or Regional Group Head must submit a request on the Compliance Monitoring System.

12. NON-COMPLIANCE

Failure to comply with this policy may lead to disciplinary action, up to and including dismissal from employment. In addition, with respect to certain policy requirements (e.g., the prohibitions on Insider Trading), the Employee may be subject to personal civil and criminal liability.

As may be required by law, Fitch Ratings will as soon as practicable disclose any case where a rating was potentially impacted by a conflict of interest, and indicate whether there was an actual impact to the rating.

If a violation involves a Security purchased by an Employee while in possession of MNPI, the Employee in violation must not sell the Security until he/she is no longer in possession of MNPI, typically after the rating action or other relevant event occurs and is published. In this event, the Employee must be in consultation with and follow the directions of Compliance.

13. QUESTIONS

For questions or issues concerning this Policy, please contact compliance@fitchratings.com.

Owner:	Chief Compliance Officer
Summary of Changes:	Appendix A
Supplements:	The following policies or procedures are referenced in this Bulletin and should be consulted when interpreting and revising this Bulletin: • Fitch Rating Definitions • Fitch Group: Bulletin 01: Anti-Corruption Policy • Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities Fitch Ratings: Bulletin 04: Segregation of Commercial & Analytical Activities

Exhibit A

Family Member definition for Employment Related Recusals

“Family Members” may be defined with additional variations or specifications in the following jurisdictions for the purpose of recusal from participation in or otherwise influencing the determination of a rating.

An employee must be recused in the following jurisdictions if he or she:

LATAM	
Colombia	Has a spouse or relatives up to the first degree of consanguinity, affinity or civil. Article 2.22.1.1.9, <u>Decree 2555, 2010</u>. In Colombia the family is established taking into the following issues among others: (i) degree of consanguinity; (ii) degree of affinity and (iii) civil. Articles 35 to 62, Civil Code: First degree of consanguinity/affinity • Consanguinity: Parents • Consanguinity: Children • Affinity: Spouses • Affinity: Parents-in-law • Affinity: Son-in-law / Daughter-in-law First Civil • Adoptive parents and adopted children
El Salvador	Has a spouse or relative within the first degree of consanguinity who are debtors of the financial system for credits that have been established sanitation reserves of 50% or more of the balance. Article 23 <u>Stock Market Regulation</u>. Has a spouse or relative within the fourth degree of consanguinity or second affinity of the members of the Board of Directors of the Ratings Agency or their respective spouses. <u>Annex 3- Administrators Registration Regulation in the Public Stock Registration of the Superintendencia de Valores</u>. Has a spouse and relatives within the first degree of consanguinity of the issuer’s employees. Article 95 (e) of <u>Stock Market Regulation</u>.
Honduras	Has a spouse or relative up to the fourth degree of consanguinity or second degree of affinity that are in any of the situations provided below: • People who have a subordination or dependency link with the issuer or companies related to it. • Officials who have a contract for the provision of professional services with the issuer or its related companies, with the issue being rated, or with a shareholder of more than 10% of their share capital. • People who provide or have provided within 12 months prior to the rating of financial advisory, consulting or auditing services for the financial statements of the issuer or its related companies. • The partners or administrators of the aforementioned persons as well as those who sign audit reports and opinions. • People who have provided directly or indirectly in the design, analysis, authorization and

	placement of the issue being rated. • People who have directly or indirectly held securities issued by the issuer or have received securities issued by the issuer as collateral. • The holders of securities issued by the issuer or have received securities issued by the issuer under guarantee. • People who have links with the issuer or issuance or who may be compromised by it. Article 25 #7 of CRAs Regulation (C-066/2010)
Nicaragua	The members of the Rating Committee, directors and shareholders of a Rating Company, must not be involved in the impediments established in articles 29,30,31,34 and 35 of the General Law of Banks, Non-Banking Financial Institutions and Financial Groups. Article 15 of CRA Regulation- Resolution No CD-SIBOIF-579-2-ABR1-2009. Has a spouse or partner permanently in de facto union or having a kinship relationship within the second degree of consanguinity or second affinity with a member of the Board of Directors of a rated bank. Article 29 #2 of CRA Regulation- Resolution No CD-SIBOIF-579-2-ABR1-2009. Has a spouse or relative within the fourth degree of consanguinity or second of affinity and that the latter had a personal interest or conflict of interest with rated banks. Article 34 of CRA Regulation - Resolution No CD-SIBOIF-579-2-ABR1-2009.
APAC	
Hong Kong	Has a spouse, partner, parent, child or sibling who works for a Rated Entity, pursuant to SFC Code of Conduct for Persons Providing Credit Rating Services, Para. 42(d)
Singapore	Has a spouse, son, adopted son, step-son, daughter, adopted daughter, step-daughter, father, step-father, mother, step-mother, brother, step-brother, sister or step-sister, who works for a Rated Entity, pursuant to MAS Code of Conduct for Credit Rating Agencies, Para. 7.5
Japan (also applies to Fitch Rating Japan rating committees)	Has a spouse, or a relative by blood or a relative by affinity of the first degree of kinship who works for a Rated Entity as an officer or in a similar role, pursuant to Articles 66-35 of Financial Instrument Exchange Acts and Article 308 of Cabinet Office Ordinance 52/2007
Taiwan	Has a spouse or a relative within the second degree of kinship who is a responsible person or managerial officer of a Rated Entity, pursuant to FSC Regulations Governing the Administration of Credit Rating Agencies, Article 22

Appendix A

Summary of Changes

- An Exhibit was added to address the expanded definition of Family Members for employment related recusals for employees in the APAC region.
- Analytical Group names were updated to reflect organizational changes.
- The following provisions within Securities trading and reporting were amended:
 - removing the deadline for reporting an account;
 - reporting of transactions was reduced from 10 business days to 7 calendar days for employees licensed with the MAS authority; and
 - pre-clearance was made optional.
- Restrictions on Political Contributions were added for certain groups.
- Guidance was added for Charitable Contributions.

1 June 2021

Definition of Rated Entity changed to reflect relevant related third parties.

2 July 2021

Modified section 6.3.1 to reflect the method by which employees report manual account statements.

6 August 2021

Re-inserted footnote on pg. 9 that was inadvertently removed. Updated table in section 8 to remove permitted business expense already included in section 9.2.3. Fixed general formatting issues.

17 February 2022

This policy was modified to include the definition of Dependent Child and to add hyperlinks to the Bulletins referenced in the text.

24 February 2022

Typo corrected in Definition of Rated Entity.

27 May 2022

Updates made to Exhibit A to include LATAM countries.

25 Nov 2022

Definition of Sri Lanka National Ratings – Associated Persons added and additional investment restrictions for this group added under section 4.

Modified section 6.4 to clarify Efeed broker requirement for US resident employees including those living abroad but with accounts in the US.

Typos corrected in Exhibit A for Colombia and Honduras.

Removed reference to Compliance Hotlines under section 13. **10**

May 2023

Typo corrected to remove blank footnote.

25 April 2024

Addition of policy application to all Fitch Group, Inc. employees who have access to Confidential Information and/or perform material services for Fitch Ratings.

Section 7.3 on Outside Employment updated to remove reference to HR's Outside Employment and Consulting policy and replaced with correct policy reference, Fitch Group Bulletin 6: Employee Code of Conduct.

Section 2 clarification to definition under 'Reportable Security' to add 'Non-Marketable Securities' which will not be included in the scope of Government/Sovereign Reportable Securities

Section 2 new definition of Non-Marketable Security

10 December 2024

Moved Outside Employment section under Outside Interests as a new subsection 7.1.1.

March 2025

Section 2 deleted references to "Credit Policy" and "Criteria" under definition of "Analytical Group Employee" or "AG Employee."

Section 2 removed reference to "Chief Credit Officer" under definition of "Bulletin 13 Exceptions Committee" to reflect current team structure.

August 2025

Section 2 - added reference to "Chief Risk and Credit Officer" under definition of "Bulletin 13 Exceptions Committee".

September 2025

Section 2 – updated group name to "Corporates, Infrastructure and Project Finance" and removed "Global Infrastructure Group" to reflect structure change as part of Global Analytical Group Realignment.

Section 2 – clarification to definition 'Confidential Account'

Section 10.1 - removed reference to "Global Infrastructure Group" to reflect structure change as part of Global Analytical Group Realignment.

EXECUTIVE SUMMARY

Objective: To set forth the disclosure requirements regarding solicitation status, and Rated Entity participation in the rating process.

Application: All Fitch Ratings employees globally.

1. OVERVIEW

Fitch Ratings believes that investors benefit from increased rating coverage by Fitch Ratings, whether or not such Public Ratings are requested by, or on behalf of, Rated Entities; requested by, or on behalf of, Rated Entities but subsequently maintained by Fitch Ratings at its initiative; requested by investors; or initiated and freely provided by Fitch Ratings. Fitch Ratings uses the same criteria and rating committee procedures for Solicited Ratings as for Unsolicited Ratings. In some cases, the Rated Entity (and its agents) may choose not to participate in the rating process. For any Public Rating that Fitch Ratings assigns or maintains, irrespective of the participation status, Fitch Ratings believes that it has sufficient information to rate the Rated Entity and/or securities.

This Policy sets forth Fitch Ratings' disclosure requirements with respect to:

- the solicitation status of all Public Ratings; and
- situations without Issuer Participation in the rating process.

2. DEFINITIONS¹

"EU CRA" means Fitch Ratings Ireland Limited (including any of its branches (wherever located)).

"Fitch Ratings" means Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name "Fitch Ratings".

"Issuer Participation" means:

- with respect to structured finance Public Ratings, that the originator(s), issuer(s), placement agent(s) or other parties to the structured finance debt issuance have engaged in discussions with Fitch Ratings regarding the underlying collateral or the origination processes used to originate or monitor that collateral; and
- with respect to all other Public Ratings, that either of the following have occurred in the current analytical cycle and, in any case, within the 12 months preceding the date of the most recent rating action:
 - o the Rated Entity's management engaged in substantive discussion of the primary topics driving the relevant Public Ratings, or
 - o the Rated Entity, directly or indirectly, provided internal forecasts, risk management data or other non-public disclosure considered as part of the rating process.

"Public Rating" means a "credit rating" as described in Fitch Ratings' Rating Definitions, available on its website, www.fitchratings.com which is published, or is intended to be published, by Fitch Ratings on its public website.

¹ Note that these definitions do not change the requirement imposed by US securities law for Fitch Ratings to specify, in each Rating Information Disclosure Form, whether the relevant credit rating was: (i) paid for by the obligor being rated or the issuer, underwriter, depositor, or sponsor of the security or money market instrument being rated; (ii) paid for by a person other than the obligor being rated or the issuer, underwriter, depositor, or sponsor of the security or money market instrument being rated; or (iii) uncompensated.

“RAC” means a rating action commentary.

“Rated Entity” means (i) the issuer or obligor with respect to any security that has received or is expected to receive, as the case may be, a Public Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned or is expected to assign, as the case may be, a Public Rating.

“Related Third Party” means the originator, arranger, sponsor, servicer or any other party that interacts with Fitch Ratings on behalf of a Rated Entity, including any person directly or indirectly linked to that Rated Entity by control.

“Solicited Rating” means a Public Rating that is assigned or maintained at the request of the Rated Entity or a Related Third Party.

“With Access to Internal Documents” means access to internal forecasts, risk management data or other non-public disclosure considered as part of the rating process.

“With Access to Management” means:

- with respect to structured finance Public Ratings, substantive discussions with the originator(s), issuer(s), placement agent(s) or other parties with responsibility for the issuance or administration of the structured finance debt issuance; and
- with respect to all other Public Ratings, substantive discussions of the primary topics driving the relevant Public Ratings with the Rated Entity’s staff with managerial responsibilities for issuance or administration of the debt issuance.

“With Rated Entity or Related Third Party Participation” means, the same as Issuer Participation.

“UK CRA” means each of Fitch Ratings Ltd. (including any of its branches (wherever located)).

“Unsolicited Ratings” means a Public Rating that (i) is assigned or maintained at the request of a person other than the Rated Entity or a Related Third Party, (ii) is assigned or maintained by Fitch Ratings at its own initiative and without compensation or (iii) was initially or at one time a Solicited Rating, but which is subsequently maintained by Fitch Ratings at its initiative and without compensation.

3. DISCLOSURES

3.1. Disclosure of Solicitation Status of Public Ratings

Fitch Ratings will disclose whether a Public Rating is a Solicited Rating or an Unsolicited Rating (i) in every RAC related to the assignment of a Public Rating, or the taking of any rating action with respect to a specific Rated Entity and (ii) on the Rated Entity/issuance summary page of the Fitch Ratings website.²

3.2. Disclosure when no Issuer Participation

²In addition, Rated Entity specific research reports must include the following statement “For information on the solicitation status of the ratings included within this report please refer to solicitation status shown in the relevant entity’s summary page of the Fitch Ratings website.

Fitch Ratings will disclose all cases where there has been no Issuer Participation in the rating process in every RAC in which it assigns a Public Rating, or takes any rating action with respect to a specific rated Entity.³

3.3. Additional Disclosure of Issuer Participation Status for Unsolicited Ratings

For each Unsolicited Rating, Fitch will include the following participation status disclosures in every RAC in which it assigns a Public Rating, or takes and rating action with respect to a specific rated Entity:

ADDITIONAL DISCLOSURES FOR UNSOLICITED CREDIT RATINGS

With Rated Entity or Related Third Party Participation	Yes / No
With Access to Internal Documents	Yes / No
With Access to Management	Yes / No

Taking into account the definitions of With Rated Entity or Related Third Party Participation, With Access to Internal Documents and With Access to Management, the following correspondences are expected:

- with respect to structured finance Public Ratings, a With Rated Entity or Related Third Party Participation response of “yes” should correspond to a With Access to Management response of “yes”; and
- with respect to all other Public Ratings, a With Rated Entity or Related Third Party Participation response of “yes” should correspond to an With Access to Internal Documents response of “yes” and/or a With Access to Management response of “yes”;

3.4. Additional Disclosures Relating to EU CRAs and UK CRAs

For Public Ratings for which the primary analyst is based in an EU CRA or UK CRA, Fitch Ratings will additionally (i) include within every RAC in which it assigns a Public Rating, or takes a rating action with respect to a specific Rated Entity, a color-coded indication that identifies Unsolicited Ratings with respect to which there was no Issuer Participation, and (ii) apply a similar color-coding to these current Unsolicited Ratings provided in the Rated Entity/issuance summary page of the Fitch Ratings website.

3.5. Additional Disclosures

Fitch Ratings will make any additional disclosures as required by applicable law or regulations, or by any relevant regulatory body.

3.6. Prohibitions on Unsolicited Ratings

Fitch Mexico S.A. de C.V. is prohibited from assigning unsolicited Mexican national scale ratings. There may be prohibitions with respect to national scale ratings under applicable local law in various countries. Any questions as to whether such prohibitions exist and, if so, how they apply, should be directed to Compliance.

4. QUESTIONS

For questions or issues concerning this Policy, please contact Regulatory Affairs, Policies and Procedures at RAPPRRegAffairs@fitchratings.com.

³In addition, Rated Entity-specific research reports must include the following statement “For information on the participation status, in the rating process, of an issuer listed in this report, please refer to the most recent rating action commentary for the relevant issuer, available on the Fitch Ratings website.”.

Owner:	Susan Launi, Regulatory Affairs, Policies and Procedures
Summary of Changes:	Appendix A
Supplements:	None

Appendix A Summary of Changes

Date: 7 December 2023

The following changes have been made:

- Updated footnotes 2 and 3 (and related body text) to reflect such approach as the required method of disclosing solicitation status and participation status within Rated Entity specific research reports following the transition period introduced on 3 March 2023.

Date: 3 March 2023

The following changes have been made:

- Removed 'or research update' from the definition of Issuer Participation.
- Removed "via link" from Section 3.1.
- Added footnotes 2 and 3.

Date: 15 March 2022

The following change has been made:

- Additional detail has been added to Section 3.1 on what is considered to be Rated Entity specific research.

Date: 14 December 2020

The following changes have been made:

- The defined term of "EU Fitch CRA" has been replaced with "EU CRA" and a new defined term of "UK CRA" has been added.
- The defined term of "Rating" has been replaced with "Public Rating".
- The additional disclosure requirements previously applicable to Ratings with primary analysts based in an EU Fitch CRA as specified in Section 3.4, are now applicable Public Ratings with primary analysts based in an EU CRA or a UK CRA.
- Definition of Related Third Party has been amended to align with the EU CRA Regulation and UK CRA Regulation definitions.

The above changes have been made in light of the completion of the implementation period regarding the exit of the UK from the EU (scheduled for 31 December 2020) and to incorporate standardised definitions.

In addition:

- The definition of Issuer Participation has been clarified with the insertion of "directly or indirectly". This is for clarification purposes.

EXECUTIVE SUMMARY

- Objective:** To establish procedures for the receipt, retention and treatment of (i) complaints regarding credit ratings, models, methodologies and compliance with applicable securities laws specific to credit rating agencies and policies and procedures developed under regulatory requirements specific to credit rating agencies and (ii) confidential, anonymous complaints by employees or users of credit ratings.
- Application:** All employees of Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name "Fitch Ratings". ("Fitch Ratings")

1. OVERVIEW

This policy outlines procedures for the receipt, retention and treatment of (i) complaints regarding credit ratings, models, methodologies and compliance with applicable securities laws specific to credit rating agencies and policies and procedures developed under regulatory requirements specific to credit rating agencies and (ii) confidential, anonymous complaints by employees or users of credit ratings.

Employees are reminded that they have the right to report suspected violations of federal law or regulation directly to any governmental agency or entity. They do not need the prior authorization from Fitch Ratings and they are not required to notify Fitch Ratings that they have made any report or disclosure to a governmental agency or entity.

2. DEFINITIONS

"Analytical Complaint" is a Complaint regarding (i) credit ratings, models or methodologies and/or (ii) Other Products.

"Assistant Investigator" means a person or persons who assist the Investigator in investigating the Complaint. The Investigator may appoint one or more Assistant Investigators at his or her discretion. An Assistant Investigator may not be a subject of the Complaint nor be a member of the group that is the subject of the Complaint.

"Conduct Complaint" is a Complaint regarding compliance with any Relevant Law or applicable securities laws specific to credit rating agencies or any of Fitch Ratings' policies and procedures developed to comply with those laws.

"Complaint" means an expression of dissatisfaction received by Fitch Ratings from any source (including an employee) that contains an allegation of a specific breach or failure by Fitch Ratings regarding (i) credit ratings, models, methodologies (ii) Other Products and/or (iii) compliance with any Relevant Law or applicable securities laws specific to credit rating agencies or any of Fitch Ratings' policies and procedures developed to comply with those laws. Matters that are being addressed as part of either the internal or external rating appeal process described in Section 3.2 herein are handled according to the relevant sections of the RPM and therefore not covered under this Policy. For the avoidance of doubt, the following are not considered Complaints: (a) feedback reflecting day-to-day Compliance, Risk, Legal, and Internal Audit functions, including but not limited to reports, conclusions, observations or recommendations, (b) the Credit Review Group's reviews and/or reports, (c) matters recorded in, and in accordance with, Fitch Ratings' Exception Management System and (d) good faith fee disputes.

"Complaint Log" means the database used by Fitch Ratings to record the receipt of Complaints, to retain records of Complaints, and to track the treatment of Complaints.

"Complaint Manager" means a senior staff member (holding the title of Senior Director or a Managing Director) in the group or department of the employee who receives a Complaint. In groups or departments where the titles "Managing Director" or "Senior Director" are not used, the Complaint Manager is the senior most staff member of that group or department¹.

¹ In the event that the Global Group Head or Global Product Head of the employee's group or department is named in the Complaint and/or is the subject matter of the complaint, the Complaint Manager shall be the Chief Compliance Officer.

“**CRG**” means the Credit Review Group.

“**Eligible Person**” means an employee of Fitch Ratings as well as a Fitch Ratings’ former employee, job applicant, trainee, contractor, shareholder, board member or other person who acquired information on alleged breaches of any Relevant Law in a work-related context.

“**Investigator**” means the member of CRG (as described in Bulletin 37) or Compliance who investigates a Complaint. The Chief Risk & Credit Officer assigns Investigators to Analytical Complaints, and the Chief Compliance Officer assigns Investigators to Conduct Complaints. The Investigator may not be a named party in the Complaint nor be a subject of the Complaint.

“**Relevant Law**” means the laws which fall within the scope of Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and applicable national laws of EU member states which extend such protection (e.g. a breach of law concerning public procurement, prevention of money laundering or protection of privacy and personal data).

“**RPM**” means Bulletin 2: The Ratings Process Manual.

“**Senior Operations Manager**” means an employee reporting directly to the Chief Operating Officer.

3. COMPLAINT HANDLING

3.1 Reporting and Investigating Complaints

- 3.1.a Any Fitch Ratings employee who receives a communication that may constitute a Complaint shall promptly refer it to a Complaint Manager².
- 3.1.b If an identifiable Eligible Person makes a communication that may constitute a Conduct Complaint which involves an alleged breach of any Relevant Law, then the Chief Compliance Officer (or his or her designee) shall acknowledge in writing receipt of such communication within seven days of receipt.
- 3.1.c The Complaint Manager will discuss the communication with the employee who initially received it and determine if the communication is a Complaint. If the Complaint Manager determines that the communication is a Complaint, he or she shall then determine whether the Complaint is an Analytical Complaint or a Conduct Complaint and record it as such in the Complaint Log³. The Complaint Manager shall, in consultation with Compliance and Legal, determine if a Conduct Complaint involves an allegation of a breach of any Relevant Law communicated by an Eligible Person and shall record such determination (if positive) in the Complaint Log. If the Complaint Manager determines that the communication is not a Complaint, no further action is necessary, provided that the Chief Compliance Officer shall notify the identifiable Eligible Person, who made the communication, of such determination. If the Complaint Manager is uncertain whether the communication is a Complaint, she/he will consult with Compliance to make this determination and proceed as described above based on the outcome of that consultation.
- 3.1.d If any member of Risk, Compliance, Human Resources or Legal receives or becomes aware of a communication that may constitute a Complaint outside of the procedure in Section 3.1.c above, that person shall ensure that (i) a relevant Complaint Manager is informed of the communication under Section 3.1.a above and (ii) such Complaint Manager complies with

² Any employee who receives a verbal communication that may constitute a Complaint shall ask the complainant to provide a written description of the Complaint. If the complainant refuses to provide a written description, the employee who receives the verbal communication shall summarize the facts provided by the complainant in writing and deliver the written summary to the Complaint Manager.

³ The Complaint Log also automatically notifies the relevant Global Group Head, Senior Operations Manager or Global Product Head, and the member of Fitch Ratings’ Executive Committee responsible for the area being investigated, of Complaints relevant to their business group and function, for information.

Section 3.1.c above.

- 3.1.e The Complaint Log automatically notifies the Head of Credit Review of Analytical Complaints or Chief Compliance Officer of Conduct Complaints that the Complaint has been filed. The Head of Credit Review or Chief Compliance Officer, as applicable, reviews any report he or she receives and verifies (i) that the communication meets the definition of a Complaint and (ii) that it has been correctly designated as an Analytical Complaint or a Conduct Complaint⁴. If he or she determines that the report is a Complaint and that it has been properly designated, he or she shall appoint an Investigator within the Complaint Log and the Complaint Log will automatically notify the Investigator for handling. If he or she determines that the report is a Complaint but that it has been inappropriately designated, he or she shall change the designation and the process shall continue under the new designation. If he or she determines that the report is not a Complaint, he or she shall mark the matter in the Complaint Log as “dismissed/no action”, and the matter is closed.
- 3.1.f The Complaint Log automatically notifies the Investigator that he or she has been assigned as an Investigator. Upon receiving notice of the appointment, the Investigator may appoint one or more Assistant Investigators at his or her discretion, and shall proceed to investigate the allegations in the Complaint in accordance with the procedures set forth in Appendix A or B, as applicable. The investigation may include a review of email or other relevant documents, personal interviews, or other investigatory methods at the discretion of the Investigator.⁵ If, during an investigation, the Investigator identifies facts or allegations that expand the scope of the matter – including when an Analytical Complaint reveals potential Conduct Complaint issues, or when a Conduct Complaint reveals potential Analytical Complaint issues – the Investigator must promptly inform the Complaint Manager and ensure the new facts or allegations are recorded in the Complaint Log and that appropriate investigation steps are conducted.
- 3.1.g Once an investigation is complete, the Investigator shall complete mandatory Complaint Log elements, including preparing a memorandum of findings and recommendations, and uploading the memorandum and any other relevant documents into the Complaint Log. The Investigator must state in the memorandum that there is nothing that was uncovered during the investigation that requires further investigation, either conduct or analytical, outside of what is discussed in the memorandum.
- 3.1.h If the Investigator makes any recommendations as a result of the findings in the Investigation, he or she shall discuss those recommendations with the Chief Risk & Credit Officer (for Analytical Complaints), the Chief Compliance Officer (for Conduct Complaints), and the relevant Regional Group Head or Global Group Head, or designee (with respect to analytical employees), the relevant Global Product Head, or designee (with respect to BRM employees), or the relevant Senior Operations Manager, or designee (with respect to Operations employees), who shall decide on any remediations (including disciplinary actions) after consultation with the Investigator, and subject to completing 3.1.i where applicable.
- 3.1.i If the Investigator identifies any potential breach by an employee of any requirement set forth in Bulletin 4, Bulletin 13 or Bulletin 41 then the Investigator shall submit a Report (as defined in the Fitch Ratings’ Employee Accountability Procedure) to determine whether there has been such a breach (and if so the level) in accordance with this Employee Accountability Procedure⁶.

⁴ If a Complaint could be accurately categorized in either or both categories, the Head of Credit Review and the Chief Compliance Officer shall consult regarding the appropriate classification.

⁵ The Investigator shall consider whether it would be appropriate to notify the relevant BRM Managing Director covering a rated entity associated with the subject of the Complaint, and shall notify that individual, if appropriate. The Investigator shall consider whether it would be appropriate to notify the relevant office head or country head in cases where a Complaint relates to an Analytical Matter on a national scale rating, and shall notify that individual, if appropriate.

⁶ In the case of Conduct Complaints with respect Bulletin 4, Bulletin 13 or Bulletin 41, the same member of Compliance staff shall act as the Investigator for the purpose of this Policy and the Report Recipient for the purpose of the Employee Accountability Procedure.

- 3.1.j The Investigator shall consider whether any notices to the complainant are advisable and reasonable under Section 3.5 herein, and shall send any such notices in his or her discretion, provided that, with respect to a Conduct Complaint which is made by an Eligible Person and involves an alleged breach of any Relevant Law, the Investigator shall (i) provide feedback to the complainant (if identifiable) within 90 days from the written acknowledgment of receipt of the Complaint; and (ii) update such complainant periodically thereafter until the conclusion of the investigation and, if so requested in writing by the complainant, such further feedback shall be provided at intervals of 90 days.
- 3.1.k When all Complaint Log elements have been addressed, the Investigator shall record the final disposition of the Complaint, including any disciplinary action or remediation, and close the Complaint in the Complaint Log.
- 3.1.l The Investigator shall send a copy of the memorandum of findings and recommendations to the relevant Global Group Head, Senior Operations Manager or Global Product Head and the member of Fitch Ratings' Executive Committee responsible for the area investigated.

3.2 External Appeals by Rated Entities or Internal Appeals by a Fitch Ratings Employee

Fitch Ratings expects that concerns raised by a rated entity during the rating process with respect to analytical matters will be addressed through the external rating appeal process described in the RPM.

Similarly, Fitch Ratings expects that concerns raised by a Fitch Ratings employee during the rating process with respect to analytical matters will be addressed through the internal appeal process set forth in the RPM. These matters are therefore excluded from applicability under this Policy.

If subsequent to the completion of the external or internal appeal process, or after the completion of the rating process, a party continues to assert that Fitch Ratings committed a failure or breach in respect of an analytical matter, the relevant rating committee chair or Regional Group Head must discuss with CRG whether the matter is a Complaint subject to this Policy. If they determine the matter is a Complaint, the rating committee chair or Regional Group Head will act as the Complaint Manager and shall log the Complaint and categorize it as an Analytical Complaint or a Conduct Complaint. The investigation shall then proceed as described above.

3.3 Anonymous Complaints

Any employee or user of credit ratings may make an anonymous complaint through Fitch Ratings' third-party service provider, Navex, through the "Ethics Hotline". Navex intakes reports via phone or webpage and provides a summary of the reports to Fitch Ratings without reference to any personally identifying information of the complainant. When Fitch Ratings receives a report through Navex, it assesses the report and handles any Complaint in the same manner as a Complaint reported by an identifiable individual⁷. Links and phone numbers to the anonymous reporting service are available to employees through a link on Fitch Ratings' intranet via "Reportable Events and Whistleblowing" on the FX homepage, and to members of the general public at fitchratings.com.

3.4 Confidential Log

The Confidential Log contains Complaints (i) submitted on a non-anonymous basis with respect to which the complainant has requested to be unidentified, (ii) submitted by an Eligible Person and involving an alleged breach of any Relevant Law irrespective of whether or not the complainant has requested to be unidentified, or (iii) that the Chief Risk & Credit Officer, Chief Compliance Officer or Legal otherwise designates as deserving confidential internal treatment. Information regarding Complaints contained in the Confidential Log will generally be available only to those individuals who need access to the information for the purpose of investigating and/or resolving the Complaint or for other necessary purposes. The Confidential Log is for the convenience of Fitch

⁷ Reports made through Navex are automatically distributed to senior individuals in several different functional groups, including the Chief Compliance Officer. In these cases, the Chief Compliance Officer acts as Complaint Manager and is responsible for inputting the report into the Complaint Log.

Ratings only and is intended to minimize the internal access to certain Complaints. It is not meant to imply that the information meets the definition of “confidential” in any Fitch Ratings policy or in any other law or regulation, nor that the complainant is entitled to confidentiality.

Fitch Ratings may receive a Complaint from an identified or identifiable individual who wishes to remain unnamed during the course of the investigation. Fitch Ratings will strive to meet, to the extent reasonable and permitted by applicable law or regulations, any request for confidentiality by the complainant. Should the complainant request confidentiality, the Complaint Manager shall record that request, and the details of the Complaint, in the Confidential Log. Fitch Ratings shall not and cannot make any guarantee of confidentiality to a complainant or any other party, and must thoroughly investigate all Complaints even if doing so could reveal the source, or likely source, of the Complaint. Complainants desiring anonymity are encouraged to report matters through the anonymous methods described in Section 3.3 above. The presence of a Complaint on the Confidential Log does not imply a guarantee of confidentiality.

3.5 Responses to Complainants

Subject to Sections 3.1.b, 3.1.c and 3.1.j above, Fitch Ratings will seek to provide the complainant notice, within 30 days of receiving the Complaint, that the Complaint is under review, although Fitch Ratings is under no obligation to notify the complainant and may decide not to do so in some cases⁸. Fitch Ratings will strive to resolve the Complaint and provide a written response to the complainant within 90 days of initial receipt of the Complaint. However, resolution of any given Complaint may extend beyond 90 days due to the complexity of the investigation or for other reasons, and Fitch Ratings may provide a written response to the complainant outside of this time period or not at all⁹. Other than standard form letters or notices that a Complaint has been received and is being reviewed and/or has been resolved, Legal must review all written responses to the complainant prior to Fitch Ratings sending the response.

4. RESPONSIBILITY FOR COMPLAINT RESOLUTION

Employees must not individually or unilaterally investigate or resolve Complaints. Any employee receiving a communication that may be a Complaint must promptly notify a Complaint Manager and support any ensuing investigation, including engaging with the relevant support or control function (e.g., CRG, Compliance, Human Resources or Legal) as set forth below.

4.1 Coverage of Analytical Complaints

CRG is responsible for managing the resolution of Analytical Complaints. CRG will consult with Compliance should one report involve both Analytical Complaints and Conduct Complaints and CRG and Compliance will assign relevant roles based on the outcome of that consultation.

4.2 Coverage of Conduct Complaints

Compliance is responsible for managing the resolution of Conduct Complaints. Compliance will consult with CRG should the Complaint involve both Analytical Complaints and Conduct Complaints and CRG and Compliance will assign relevant roles based on the outcome of that consultation.

4.3 Legal

CRG and Compliance will promptly consult Legal if a Complaint involves an alleged violation of a law, rule or regulation, and/or if the complainant is threatening any kind of legal action, and will agree which function should be primarily responsible for handling the Complaint. If Legal is assigned primary responsibility as a result of any such agreement, the individual assigned as a representative from Legal shall be the Investigator under this

⁸ Where the Complaint is filed by a party who signed engagement letter(s) with Fitch (Hong Kong) Limited (Fitch Hong Kong's Client), an acknowledgement of a complaint shall be issued within seven days of the day of receipt.

⁹ Where the Complaint is filed by a Fitch Hong Kong's Client, Fitch Hong Kong shall communicate its investigation results to the complainants clearly and promptly, in alignment with the timing specifications herein.

Policy and shall handle the Complaint in full conformity with this Policy.¹⁰

4.4 Human Resources

CRG, Compliance and Legal will promptly consult with Human Resources if a portion of any Complaint also involves employment-related or personnel matters that are not Complaints. If the portion of a report that involves employment-related or personnel matters can be segregated from an Analytical Complaint or Conduct Complaint, then Legal and/or HR shall be responsible for the investigation of that portion, while CRG or Compliance shall be responsible for handling the Complaint under this Policy. If the portion of the Complaint that involves employment-related or personnel matters cannot be segregated from an Analytical Complaint or Conduct Complaint, then CRG, Compliance, Legal and HR shall agree which function should be primarily responsible for handling the matter. Any portion of a report that constitutes a Complaint shall be handled in full conformity with this Policy in the same manner as any other Complaint.

5. DOCUMENTATION AND REPORTING REQUIREMENTS

5.1 Complaint Logging

The Complaint Manager must promptly log any Complaint and all required fields in the Complaint Log as described above in Section 3.1.b. The Complaint Manager must also upload all written communications from the complainant and any relevant documents. For verbal Complaints, the Complaint Manager must also enter a summary of the details of the Complaint into the appropriate field in the Complaints Log, and indicate that the written summary relates to a verbal Complaint.

5.2 Completeness of Complaint Log

Upon completion of the investigation, the Investigator shall ensure that all material information and documentation relating to the receipt, retention and treatment of the Complaint, including a memorandum of findings and recommendations (if any), documentation received from the complainant, correspondence to and from the complainant, and a description as to the final resolution of the Complaint, is saved in the Complaint Log.

5.3 Internal Reporting

Compliance and Risk shall each prepare a report summarizing Complaints handled under this policy and their resolutions, and the Chief Compliance Officer and the Chief Risk & Credit Officer shall present their respective reports to the Board of Directors on a quarterly basis.

6. QUESTIONS

Questions regarding this Policy, including whether a particular communication constitutes a Complaint, should be directed to Compliance at reporting@fitchratings.com.

Owner:	Chief Compliance Officer
Summary of Changes:	Appendix C
Supplements:	N/A

¹⁰ A representative from Legal acting as Investigator may also be the Complaint Manager, depending on how the initial report was received.

APPENDIX A**SUMMARY PROCEDURES FOR HANDLING ANALYTICAL MATTER COMPLAINTS**

The following procedures pertain to the investigation and resolution of Analytical Matter Complaints that involve criteria misapplication, model-related matters (including Complaints involving assumptions), and the analytical performance of analysts. Complaints deemed unrelated to analytical matters are not bound by the procedures described below, including the timelines for Complaint investigation and resolution.

Section 1: Procedures

1. As per Bulletin 25, Analytical Matter Complaints will be directed to the Chief Risk & Credit Officer (“CRCO”) or designee who will appoint a member of his or her staff to investigate the Complaint.
2. The CRCO or Regional Credit Officer (“RCO”) may acknowledge receipt of the Complaint via email or other means (as applicable) to the Complainant as soon as feasible after receiving the Complaint.
3. The designee, in coordination with the CRCO/RCO and the Legal Department, is responsible for drafting the complaint response letter, as well as a recommendations memo to the relevant GGH, as applicable, if actions are deemed necessary for the resolution for the Complaint.
4. The CRCO/RCO will be responsible for sending the Complaint response letter to the Complainant if it is decided that a written response will be provided (Fitch may elect not to provide a written response as per Bulletin 25 – see Section 2 below). Should a written response be provided, Fitch will strive to resolve the Complaint and provide a written response to the Complainant up to 60 days of initial receipt of the Complaint in most cases.
5. If the Credit Review Group (“CRG”) makes recommendations for improvement to the GGH, he/she will provide CRG with a management response via email showing acceptance of the recommendation or providing alternative remediation plans or proposing no remediation at all.
6. CRG will review the GGH’s management response to the recommendations and will determine if it is satisfactory. Any dispute or disagreement will be resolved by Fitch’s Global Analytical Head.
7. If CRG determines that the Complaint should be dismissed from an analytical matter perspective and/or that no response to the Complainant is necessary, an explanation will be noted in the Complaint Log.
8. If a Complaint is entered in the Complaint Log, but the Complainant either withdraws it during the investigation process or does not provide additional information needed to investigate the Complaint (as applicable), CRG will determine whether the Complaint will be investigated under these procedures and may choose to not send a Complaint acknowledgment and/or response letter to the Complainant. The Complaint withdrawal will be noted in the Complaint Log.
9. Upon the end of the Complaint investigation, the designee will send a copy of the written response letter and memorandum of findings and recommendations (when applicable) to the pertinent GGH, responsible MD, the Chief Compliance Officer (if applicable), the Global Analytical Head, the Chief Risk & Credit Officer, the Legal Department, and the appropriate Country Head in case of Complaints involving National Scale ratings for their information.
10. The implementation of any agreed upon remediation plan will be tracked by CRG via MetricStream.

Section 2: Electing Not to Provide a Written Response

Not responding to a complainant is a matter of judgement. The specific circumstances when CRG would elect not to provide a response may include, but are not limited to, the following:

- a) The Complaint threatens litigation and the Legal Department has taken responsibility for the form and content of any response.

- b) The Complaint is generic in nature and lacks specificity in relation to potential criteria misapplication issues or wrongdoing by Fitch (e.g. "I believe the rating of Issuer ABC is wrong", "I disagree with the rating – our Company's rating should be notches higher").
 - c) The Complaint is comprised of insults or accusations without evidence (e.g. "Fitch helps crooks steal money from investors", "Fitch doesn't know what it is doing", "Fitch criteria are garbage").
 - d) Upon investigation, CRG concludes that a potential Complaint response would be identical to the one the analytical team had already provided in its interactions with the complainant.
 - e) The Complaint is a repetition of prior Complaints that have already been investigated and addressed.
- In all cases, a rationale for not responding to a complainant should be provided in the Complaint Log. Under the circumstances above, CRG will typically only produce a memorandum of findings and recommendations in relation to item d).

Section 3: Complaint Log Management

It is CRG's responsibility to maintain the Complaint Log. At a minimum, the Complaint Log will store the following materials for each Complaint:

- The Complaint letter, as applicable.
- Any material provided by the Complainant which supports or explains the Complaint.
- The CRCO/RCO acknowledgment memorandum/communication to the Complainant, as applicable.
- The final Complaint response letter, as applicable.
- The recommendations memorandum to the GGH or designee, as applicable.
- The recommendations memorandum acknowledgment by the GGH or designee, as applicable.
- The memorandum of findings and recommendations to the persons in item #9 above, as applicable.
- A note that the Complaint has been withdrawn or an explanation if no response is provided to the Complainant, when applicable.

CRG is also responsible for updating the Jira Support team when there are changes to Fitch Ratings' GGHs, executive committee members, and other relevant positions involved in the analytical matter complaints process. This is to assure that automated complaint notifications reach the appropriate stakeholders, as applicable.

The Complaints will be classified in the Complaint Log as follows:

- Upheld: Complaint is substantiated. These will normally include recommendations that require a management response and remediation plans.
- Dismissed with recommendations: Complaint is not substantiated, but CRG provided recommendations requiring a management response.
- Dismissed without recommendations: Complaint is not substantiated. This category also includes a Complaint which was screened by CRG and determined not to fall under Bulletin 25 parameters (the Complaint was withdrawn, CRG chose to not respond/investigate, or referred the matter to another group for review).
- Incorrect Entry: Complaints deemed to have been entered by mistake or entered due to technical tests or system demos.

APPENDIX B**PROCEDURES FOR HANDLING CONDUCT COMPLAINTS**

The following procedures pertain to the investigation and resolution by Compliance of Conduct Complaints regarding compliance with applicable laws or any of Fitch Ratings' policies and procedures developed to comply with applicable laws, as defined in Bulletin 25. Complaints deemed unrelated to Conduct Complaints are not bound by the procedures described below.

Section 1: Procedures

1. As per Bulletin 25, Conduct Complaints will be directed to the Chief Compliance Officer ("CCO") or designee (e.g., the Head of Compliance for EMEA, APAC or the Americas ("Head of Compliance")) who will appoint a member of their staff as Investigator to investigate the Complaint.
2. The CCO, Head of Compliance or Investigator may in his or her discretion acknowledge receipt of the Complaint via email or other means (as applicable) to the complainant as soon as feasible after receiving the Complaint, provided that the CCO (or his or her designee) shall acknowledge in writing within seven days of receipt any communication that may constitute a Conduct Complaint and that is made by an identifiable Eligible Person who alleges a breach of any Relevant Law.
3. The Investigator will be responsible for:
 - Identifying the relevant parties who will provide information or assist in the investigation and resolution of the Complaint.
 - Setting up the necessary meetings and coordinating with the relevant parties for the provision of information or the completion of actions necessary to investigate or resolve the Complaint.
 - Reviewing all information considered relevant to the Complaint.
 - If necessary, drafting a memorandum of findings and recommendations to the Chief Compliance Officer and applicable senior management (GGH or Regional Group Head or designee (with respect to analytical employees), Global Product Head or designee (with respect to BRM employees), or Senior Operations Manager or designee (with respect to Operations employees)), who shall decide on any remediations after consultation with the Investigator and subject to any potential reporting as set forth in the Employee Accountability Procedure.
 - If necessary, and in coordination with the CCO or his or her Head of Compliance and the Legal Department, drafting a Complaint response.
 - Managing the Complaint Log by making sure all material documentation and information relating to the receipt, retention and treatment of the Complaint is saved and all pertinent fields and values are completed.
4. Subject to paragraph 5 below., the Investigator will be responsible for sending the Complaint response to the complainant if it is decided that a written response will be provided (Fitch may elect not to provide a written response as per Bulletin 25). Should a written response be provided, Fitch will strive to resolve the Complaint and provide a written response to the complainant within 90 days of initial receipt of the Complaint in most cases.
5. With respect to a Conduct Complaint which is made by an Eligible Person and involves an alleged breach of any Relevant Law, the Investigator shall provide feedback to the complainant (if identifiable) within 90 days from the acknowledgment of receipt of the allegations pursuant to Section 2 above. The Investigator shall update such complainant periodically thereafter until the conclusion of the investigation and, if so requested in writing by the complainant, such further feedback shall be provided at intervals of 90 days.
6. If Compliance makes recommendations to senior management, he/she will provide Compliance with a response via email showing acceptance of the recommendation or providing alternative remediation plans or proposing no remediation at all. A timeline for the effective and consistent implementation of any remediation plan will be noted. If no remediation plan is proposed by Compliance, no communication with the GGH is necessary.
7. Compliance will review the management response to the recommendations and will determine if it is satisfactory. Any dispute or disagreement between the recommendations by Compliance and senior management will be

discussed with the CCO and resolved by Fitch's Chief Risk & Credit Officer and/or the Legal Department or Human Resources as necessary. The response to the complainant may describe the agreed upon recommendations or remediation plans, as applicable.

8. If Compliance determines that the Complaint should be dismissed (see more at Section 2 below) from a conduct matter perspective and/or that no response to the complainant is necessary, an explanation will be noted in the Complaint Log.

9. The Investigator will refer the Complaint to the appropriate Fitch department for investigation and resolution if the Complaint pertains to matters that are not conduct-related.

10. If a Complaint is entered in the Complaint Log, but the complainant either withdraws their Complaint during the investigation process or does not provide additional information needed to investigate the Complaint (as applicable), Compliance will determine whether the Complaint will be investigated under these procedures and may choose to not send a Complaint acknowledgment and/or written response to the complainant. The Complaint withdrawal will be noted in the Complaint Log.

11. Upon the end of the Complaint investigation, the Investigator will send a copy of the written response and memorandum of findings and recommendations (when applicable) to the relevant senior manager (e.g., GGH, responsible MD, the Chief Compliance Officer (if applicable), the Global Analytical Head, the Legal Department, Senior Operations Manager or Global Product Head, the member of Fitch Ratings' Executive Committee responsible for the area investigated, and the appropriate Country Head in case of Complaints involving National Scale ratings) for their information.

12. The implementation of any agreed upon remediation plan will be tracked by Compliance in MetricStream.

Section 2: Complaint Log Management

1. It is the Investigator's responsibility to maintain the Complaint Log updated with all applicable fields and values completed. At a minimum, the Complaint Log will store the following materials for each Complaint:

- The Complaint letter or any document such as an email from the complainant describing or supporting the Complaint, as applicable.
- The Investigator's acknowledgment/communication to the complainant, as applicable.
- The final written Complaint response, as applicable.
- The memorandum of findings and recommendations to the persons in item #10 above, as applicable.
- The recommendations memorandum acknowledgment by the GGH or designee, as applicable.
- A note that the Complaint has been withdrawn (see below re "Dismissed without recommendations") or explanation if no response is provided to the complainant, when applicable.

2. The Complaints will be classified in the Complaint Log as follows:

- Upheld: Complaint is substantiated. These will normally include recommendations that require a management response and remediation plan.
- Dismissed with recommendations: Complaint is not substantiated, but Compliance provided recommendations requiring a management response.
- Dismissed without recommendations: Complaint is not substantiated. This category also includes a Complaint which was screened by Compliance and determined not to fall under Bulletin 25 parameters (e.g., the Complaint was withdrawn (refer to item #9 above), Compliance chose to not respond/investigate, or referred the matter to another group for review).
- Incorrect Entry: Complaints deemed to have been entered by mistake or entered due to technical tests or system demonstrations.

APPENDIX C**Summary of Changes****15 Sep 2020**

Material changes to the text of the Policy

1. Definition of Complaint has been amended to:
 - a. clarify that expressions of dissatisfaction received from any source (including employees), are defined as Complaints and are subject to this Policy,
 - b. remove the exclusion of Internal Incidents from the definition of Complaint, and
 - c. remove the exclusion of BRM Matters from the definition of Complaint but continuing to exclude good faith fee disputes from the definition of Complaint.
2. Clarification added to Section 4 regarding Complaints handled by HR and/or Legal.
3. Clarification added to Section 4 regarding Complaints that fall into more than one category of Complaint and are handled by more than one control function.

12 July 2022

Non-material updates made to Footnote 8 and 9 to reflect Hong Kong specific requirements in complaint handling.

06 June 2023

Combined Bulletin 25 with separately published Bulletin 25 Appendix A and Bulletin 25 Appendix B to form a single document.

08 Mar 2024

Corrected two page numbers that were incorrectly displayed

28 Jan 2025

Non material changes for the addition of provisions relating to the handling of Conduct Complaints which fall within the scope of the EU Whistleblowing Directive.

12 Mar 2025

- Replaced references to “CPG”/“Credit Policy Group” with “Risk” and “Credit Review Group” as applicable and replaced references to “Chief Credit Officer” with “Chief Risk & Credit Officer” to reflect current team structure.
- Moved multiple responsibilities from the Chief Credit Officer to the Head of Credit Review.
- Section 5.3 Internal Reporting: Updated section to reflect existing practice, whereby each of the CRCO and the Chief Compliance Officer report quarterly to the Board on Complaints handled by their groups.

22 Apr 2025

Non-material changes to include both 12 Mar 2025 changes together with 28 Jan 2025 and which were replaced due to overwrite.

01 Oct 2025

Added cross-over escalation and documentation requirements in Sections 3.1.f and 3.1.g: notify the Complaint Manager when scope expands, record in the Complaint Log, and state in the memorandum whether any further conduct or analytical investigation is required.

EXECUTIVE SUMMARY

- Objective:** To establish requirements and standards for compliance with prohibitions on providing advice to Rated Entities and Related Third Parties.
- Application:** Fitch Ratings, Inc. and each of its credit rating affiliates operating under the “Fitch Ratings” trade name (collectively, “Fitch Ratings”).

1. OVERVIEW

Fitch Ratings is dedicated to maintaining objectivity, independence, integrity and transparency in the rating process. Consistent with these principles and applicable law, Fitch Ratings does not provide advisory or consulting services to any Rated Entity or Related Third Party.

In furtherance of this goal, this Policy specifically addresses the restriction on Fitch Ratings, Fitch Ratings Representatives and Fitch Affiliates, providing such Advice.

2. DEFINITIONS

“Advice” means the provision of advisory or consulting services or the making of proposals or recommendations, on a formal or informal basis.

“Credit Rating” shall have the meaning as is set forth in Bulletin 07: *Credit Products – Defined: Ratings, Assessments, Opinions and Scores*.

“EU CRA” means Fitch Ratings Ireland Limited (including any of their branches (wherever located)).

“EU” means the European Union.

“Fitch Affiliates” means (i) with respect to an EU CRA and UK CRA, any person or entity (A) holding, directly or indirectly, at least 5% of either the capital or the voting rights of the EU CRA or UK CRA, or (B) being otherwise in a position to exercise significant influence on the business activities of the EU CRA or UK CRA, or (ii) with respect to any of Fitch Ratings’ credit rating affiliates (a “Fitch Ratings CRA”), any person or entity directly or indirectly controlling, controlled by, or under common control with that Fitch Ratings CRA.

“Fitch Ratings Representatives” means the officers, directors, and employees of Fitch Ratings and other persons performing similar functions for or on behalf of Fitch Ratings.

“Rated Entity” means an issuer or obligor in respect of which Fitch Ratings has assigned, or expects to assign, a Credit Rating.

“Related Third Party” means (i) with respect to a Rated Entity for which an EU CRA or UK CRA has assigned, or expects to assign, a Credit Rating, any other entity who holds, directly or indirectly, a 20% or more equity interest in such Rated Entity or who is otherwise, directly or indirectly linked to it by control and (ii) with respect to any Security for which a Fitch Ratings CRA has assigned, or expects to assign, a Credit Rating, the obligor, issuer, sponsor, servicer, originator, underwriter or arranger with respect to that Security.

“Security” or “Securities” means any note, stock, treasury stock, security future, security-based swap or derivative, bond, debenture, evidence of indebtedness, certificate of interest or participation, money market instrument, units in collective investment undertakings, or other type of financial instrument representing a tradable asset.

“UK CRA” means each of Fitch Ratings Ltd. and Fitch Ratings CIS Ltd. (including any of their branches (wherever located)).

3. RESTRICTIONS ON PROVIDING ADVICE

3.1. Prohibited Advice

Fitch Ratings, Fitch Ratings Representatives and Fitch Affiliates shall not provide Advice to a Rated Entity or Related Third Party with respect to:

- The corporate or legal structure of the Rated Entity or a Security;
- The assets or liabilities of the Rated Entity or a Security;
- The business operations, investment plans, lines of financing, business combinations or other activities of the Rated Entity; or
- With respect to structured finance Securities, the design (structure, enhancement levels, cash flow waterfall, etc.) of such a Security.

3.2. Examples of Permissible Communications

The types of information, communications or services listed below, provided they are appropriately delivered, do not constitute prohibited Advice. Other types of information, communications or services may be similarly permissible when appropriately delivered:

- Explaining rating criteria, and the bases, assumptions and rationales behind rating decisions;
- Providing information about the output of expected loss and cash flow models with respect to structured finance Securities (so long as the information is delivered in a manner that is not perceived as Fitch Ratings providing Advice about the credit enhancement or structure of the transaction);
- Directing inquiring parties to criteria reports and special reports for more information about rating methodologies;
- Responding to requests for rating confirmations upon changes to the terms of a Security;
- Explaining or listing of key drivers of ratings or credit enhancement, or how different characteristics may have driven results;
- Describing or explaining characteristics of rating peer groups;
- Explaining possible triggers for upgrades or downgrades of ratings, credit assessments or other credit opinions provided by Fitch Ratings; and
- Conducting Rating Assessment Services in a manner consistent with relevant internal policies or procedures.

4. IDENTIFICATION AND HANDLING OF POLICY VIOLATIONS

Potential violations of this Policy shall be handled in accordance with the below.

4.1. Reporting Potential Violations

Fitch Ratings Representatives are required to promptly report suspected violations of this Policy to the Compliance Department.

4.2. Assessing Potential Violations

Upon identification or notification of a perceived violation of this Policy, Compliance, Risk, Legal and a senior member of the relevant Analytical Group shall assess and make a determination whether the communication(s) in question constituted prohibited Advice.

During the assessment process and until further notice, the individual(s) responsible for providing the potentially prohibited Advice shall cease all further activities with respect to the Rated Entity and/or the Securities.

4.3. Remediating Violations

In addition to any other investigatory, remedial or disciplinary actions that Fitch Ratings may take, if the above-mentioned assessment concludes that Fitch Ratings, a Fitch Ratings Representative or a Fitch Affiliate provided prohibited Advice:

- *For Existing Credit Ratings:* A Regional Credit Officer or their designee, together with a committee consisting of other senior analysts who were not involved in providing the prohibited Advice and who satisfy the quorum and other requirements in Bulletin 2: *The Rating Process Manual*, will promptly convene a rating committee to analyze any Credit Ratings previously assigned to the Rated Entity(/ies) or Security(/ies) potentially impacted by the prohibited Advice. In such cases, the committee shall take action on each potentially impacted Credit Rating, which may include the withdrawal or affirmation of the Credit Rating(s); and,
- *For New (Unassigned) Credit Ratings:* Compliance, Risk and Legal will, in consultation with relevant senior members of the commercial and/or analytical groups, determine whether it would be appropriate under the circumstances for Fitch Ratings to assign a Credit Rating.

4.4. Disclosure or Notice of Violations

Any Rating Action Commentary for Credit Ratings assigned by a committee convened pursuant to this Policy shall include a statement that the rating action was the result of an assessment conducted under this Policy. Risk, in consultation with Legal and Compliance, may also determine it appropriate under the circumstances to require additional disclosures or notifications to third parties including the person(s) or entity(/ies) who engaged Fitch Ratings to provide the Credit Rating.

5. QUESTIONS

Questions regarding this Policy, including whether particular types of information, communications or services are permissible, should be directed to the Compliance Department at reporting@fitchratings.com.

Owner: Chief Compliance Officer

Summary of Changes: Appendix A

Supplements: The following policies or procedures are referenced in this Bulletin and should be consulted when interpreting and revising this Bulletin:

- [*Fitch Ratings: Bulletin 02: The Rating Process Manual \(RPM\)*](#)
- [*Fitch Ratings: Bulletin 07: Credit Products – Defined: Ratings, Assessments, Opinions and Scores*](#)

Appendix A

Summary of Changes

March 2025

Modified Policy to remove obligations related to Sustainable Fitch to reflect current ownership structure. Sustainable Fitch is a division of Fitch Solutions, not Fitch Ratings. Removed related definitions for ESG-related activity.

Section 4. Identification and Handling of Policy Violations

- Replaced references to 'Credit Policy Group' with 'Risk' to reflect current team structure
- For remediating violations for existing credit ratings, changed responsibility for convening a rating committee from the Chief Credit Officer (or designee) to a Regional Credit Officer (or designee)

December 2021

Modified Policy to include obligations relating to Sustainable Fitch. Updated Definitions to reflect ESG-related activity and aligned Policy with standard formatting and corrected non-material typos.

EXECUTIVE SUMMARY

Objective: To define “ancillary business” and to set out the EU CRA Regulation and UK CRA Regulation disclosure requirements with respect to “ancillary services”.

Application: Global Fitch Ratings analytical staff and global BRM staff; the provision with respect to EU and UK disclosure requirements applies to analytical staff and BRM staff based in any EU CRA, EU Endorsed CRA, UK CRA or UK Endorsed CRA.

Effective Date: December 14, 2020

1. OVERVIEW

This Policy sets forth Fitch Ratings’ definition of “ancillary business”, as well as disclosure requirements applicable to each EU CRA, EU Endorsed CRA, UK CRA and UK Endorsed CRA with respect to “ancillary services” as defined in the EU CRA Regulation and UK CRA Regulation.

2. DEFINITIONS

“**BRM**” means the Fitch Ratings Business & Relationship Management team.

“**EU CRA**” means Fitch Ratings Ireland Limited (including any its branches (wherever located)).

“**EU CRA Regulation**” means Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended from time to time).

“**EU Endorsed CRA**” means any of Fitch Ratings, Inc., Fitch Ratings Ltd., Fitch Ratings CIS Ltd., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“**EU Endorsed CRA Analyst**” means an analyst based in an EU Endorsed CRA.

“**EU Endorsed Rating**” means an international scale Public Rating where the relevant primary analyst is an EU Endorsed CRA Analyst.

“**Fitch Group**” means Fitch Group, Inc. and its subsidiaries and affiliates.

“**Fitch Ratings**” means, collectively, Fitch Ratings, Inc. and each of its credit rating affiliates that issues ratings under the trade name “Fitch Ratings”.

“**Public Rating**” means a “credit rating” as described in Fitch Ratings’ Rating Definitions, available on its website, www.fitchratings.com which is published, or is intended to be published, by Fitch Ratings on its public website.

“**RAC**” means a rating action commentary.

“**Rated Entity**” means (i) the issuer or obligor with respect to any security that has received a Public Rating from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned a Public Rating.

“**Related Third Party**” means the originator, arranger, sponsor, servicer or any other party that interacts with Fitch Ratings on behalf of a Rated Entity, including any person directly or indirectly linked to that Rated Entity by control.

“**UK CRA**” means Fitch Ratings Ltd. (including any of its branches (wherever located)).

“**UK CRA Regulation**” means Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (as amended from time to time).

“UK Endorsed CRA” means any of Fitch Ratings, Inc., Fitch Ratings Ireland Limited, Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch (Hong Kong) Ltd., Fitch Ratings Japan Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (including any of their branches (wherever located)).

“UK Endorsed CRA Analyst” means an analyst based in a UK Endorsed CRA.

“UK Endorsed Rating” means an international scale Public Rating where the relevant primary analyst is a UK Endorsed CRA Analyst.

3. ANCILLARY BUSINESS AND ANCILLARY SERVICES

3.1. Definition of Ancillary Business

The term “ancillary business” with respect to Fitch Ratings means any business other than the provision of independent analysis and rating and other opinions regarding a variety of risks in the financial markets. Over time, Fitch Ratings has developed, and will continue to develop, new rating scales, surveillance products, research products and other analytical services; however, these new scales, products and services will always reflect Fitch Ratings’ independent risk analysis. Fitch Ratings’ rating and other opinions — for example, credit ratings, rating assessments, credit opinions, scores and other relative measures of financial or operational strength — do not comment on the suitability of any particular type of investment or the appropriate level of risk for any user of these opinions. In preparing its opinions, Fitch Ratings is indifferent to the rating or assessment levels achieved and neither suggests nor cautions against individual “target” levels of rating or assessment. Consequently, Fitch Ratings does not provide advisory or consulting services to any entity; advisory or consulting services would constitute ancillary businesses.

3.2. Examples of Fitch Ratings’ Core Business

Examples of Fitch Ratings’ “core” business include, but are not limited to, the following:

- assignment and monitoring of public and private ratings;
- issuance of opinions other than in the form of a rating — for example, credit assessments, credit opinions, scores and signals;
- issuance of preliminary ratings, expected ratings and indicative or initial ratings;
- issuance of rating assessments which provide corporate entities the opportunity to receive an indication of what impact a certain set of events would have upon their ratings or credit assessments (e.g., an acquisition or recapitalization);
- confirmation of existing ratings, based on a proposed action or inaction;
- in the context of structured finance transactions, provision of feedback to the transaction parties with respect to rating levels based on information provided by the transaction parties and their advisors;
- model development;
- dissemination of RACs, rating reports, research reports and other publications, including, inter alia, methodologies, models, newsletters, commentaries and industry studies;
- Criteria development and updates;
- regular verbal and written dialogue with all market participants, including, inter alia, investors, intermediaries, regulators and the media; and
- organizing and participating in conferences, speaking engagements and educational seminars.

3.3. EU CRA Regulation Requirements and UK CRA Regulation Requirements Regarding Ancillary Services

Any ancillary business, as defined in Section 3.1, conducted within the Fitch Group is provided by separate companies outside Fitch Ratings or by separate divisions, all of which are subject to Fitch Group's *Firewall Policy – Segregation of Credit Rating Activities* and therefore do not present any conflicts of interest for Fitch Ratings.

- If a separate division of an EU CRA or of an EU Endorsed CRA provides any services to a Rated Entity, or to any Related Third Party of such Rated Entity, that are within the definition of “ancillary services” as determined pursuant to the EU CRA Regulation, then that EU CRA or EU Endorsed CRA, as the case may be, will disclose such “ancillary services” in the relevant RAC for such Rated Entity.
- If a separate division of a UK CRA or of a UK Endorsed CRA provides any services to a Rated Entity, or to any Related Third Party of such Rated Entity, that are within the definition of “ancillary services” as determined pursuant to the UK CRA Regulation, then that UK CRA or UK Endorsed CRA, as the case may be, will disclose such “ancillary services” in the relevant RAC for such Rated Entity.

The relevant BRM staff of the EU CRA, EU Endorsed CRA, UK CRA or UK Endorsed CRA, where the primary analyst is based, will be responsible for ensuring such disclosures are made by providing the necessary disclosure language to the relevant analytical staff for inclusion in the relevant RAC.

4. QUESTIONS

For questions or issues concerning this Policy, please contact Regulatory Affairs, Policies and Procedures at RAPPRegAffairs@fitchratings.com.

Owner:	Susan Launi, Regulatory Affairs, Policies and Procedures
Summary of Changes:	Appendix A
Supplements:	Fitch Group Bulletin 8: <i>Firewall Policy – Segregation of Credit Rating Activities</i>

Appendix A

Summary of Changes

The following definition changes have been made:

- Replaced Credit Rating with Public Rating.
- Replaced Endorsed CRA with EU Endorsed CRA and UK Endorsed CRA.
- Replaced Endorsed Rating with EU Endorsed Rating and UK Endorsed Rating.
- Replaced EU Fitch CRA with EU CRA and UK CRA.
- Added EU Endorsed CRA Analyst, UK Endorsed CRA Analyst and UK CRA Regulation.
- Definition of Related Third Party has been amended to align with the EU CRA Regulation and UK CRA Regulation definitions.

Section 3.3 has been expanded in order to include the disclosure requirements applicable a separate division of a UK CRA or a UK Endorsed CRA that has provided ancillary services to a Rated Entity.

The above changes have been made in light of the completion of the implementation period regarding the exit of the UK from the EU (scheduled for 31 December 2020) and to incorporate standardised definitions.

EXECUTIVE SUMMARY

Objective:	To communicate Fitch Ratings' policy governing Analyst rotation
Application:	Fitch Ratings Analysts participating in the assignment of Credit Ratings (and in some cases, Non-Credit Ratings) by Fitch Ratings' subsidiaries operating in certain jurisdictions, as set forth below

1. OVERVIEW

Fitch Ratings has established this Policy, which governs Analyst rotation, pursuant to certain jurisdictional regulatory requirements.

This policy only applies to Analysts performing Credit Rating Activities, except in respect of Mexican National Scale Ratings, where it also applies to Analysts performing Non-Credit Rating Activities.

The type and nature of the rotation requirements differ depending on the Rating group to which the Analyst belongs, the role of the Analyst (i.e., primary, secondary, rating committee chair or voting member), or the relevant jurisdiction, as set forth in detail in the country-specific sections below and in Appendix B. Note that, for the purposes of this Policy, covered bond ratings are not considered to be structured finance ratings.

NB: Extraterritorial Reach. With respect to the following countries, rotation requirements apply not just to the Analysts located in the relevant country, but also to Analysts located outside of the country where the Analyst is rating/reviewing a Rated Entity located within the relevant country, as described below. Analysts are encouraged to review the following table when conducting ratings issued by Fitch Ratings affiliates located outside of their own jurisdiction. Extraterritorial requirements apply in addition to any requirements applicable to an Analyst due to the location of the Analyst.

Country with Extraterritorial Requirements	Extraterritorial Requirements
Japan	Rotation requirements apply to committee voting members for international scale Public Credit Ratings assigned (i.e. primary Analyst employed by FRJ) or endorsed by FRJ¹, regardless of where the Analyst is located. Rotation requirements apply to primary Analysts for international scale Public Credit Ratings endorsed by FRJ, regardless of where the Analyst is located.
Mexico	Rotation requirements apply to Mexican National Scale Public Ratings (both Credit Ratings and Non-Credit Ratings) with respect to any Rated Entity (and/or its securities), regardless of where the Analyst is located.
Panama	Rotation requirements apply to Panamanian National Scale Public Credit Ratings and Private Credit Ratings with respect to any banking institution or insurance institution (and/or its securities), regardless of where the Analyst is located.

2. DEFINITIONS

Analysts means those individuals who perform Credit Rating Activities; however, individuals who perform Non-

¹ A Credit Rating is deemed "endorsed" by FRJ if it has formally progressed through the internal FRJ endorsement process and continues to be endorsed.

Credit Rating Activities are also included within the definition of “Analysts” under the Mexican rotation requirements for National Scale Public Ratings. Analysts can include primary Analysts, secondary Analysts, rating committee chairs and persons who vote in committees, based on which roles are subject to local law rotation requirements, as set forth in further detail in the jurisdiction-specific sections below and in **Appendix B**.

Consecutively Participating Analyst is a term used exclusively for purposes of the Japan rotation requirements. It pertains to international scale Public Credit Ratings of insurance companies and non-financial corporates (and their securities) assigned or endorsed by FRJ. A Consecutively Participating Analyst is a voting committee member who voted in all rating committees held during the prior FRJ fiscal year (which is currently the calendar year) with respect to such an entity (and, if applicable, its securities), where the rating committee assigned new international scale Public Credit Ratings, or affirmed, reviewed (i.e., reviewed – no action, downgraded, upgraded) or withdrew existing international scale Public Credit Ratings.² An Analyst who did not vote in all committees held with respect to the relevant Rated Entity (and, if applicable, its securities) during the prior financial year of FRJ is not considered a Consecutively Participating Analyst.

Cooling Off Period means the time period during which the relevant Analyst is prohibited from engaging in specified Credit Rating Activities (or Non-Credit Rating Activities, in the case of Mexico), as set forth in **Appendix B**.

Credit Rating means a Rating that assesses the creditworthiness of an issuer or an issuance.

Credit Rating Activities include data and information analysis and the evaluation, approval, issuance and review of Credit Ratings, including acting as the chairperson or as a voting member of a preliminary, final or appeal Credit Rating committee. Credit Rating Activities do not include general analytical management activities and oversight (including discussing issues with Analysts under direct supervision), attendance at management meetings or participating as an observer (i.e., non-voting member) in a credit rating committee.

Endorsed CRA means any of Fitch Ratings, Inc., Fitch Australia Pty Ltd., Fitch Ratings Brasil Ltda., Fitch Ratings Canada, Inc., Fitch (Hong Kong) Ltd., Fitch Mexico S.A. de C.V. or Fitch Singapore Pte. Ltd. (or any branch of one of these entities, wherever located).³⁴

Endorsed Rating means an international scale Public Credit Rating where the relevant primary Analyst is an Endorsed Rating Analyst.

Endorsed Rating Analyst means an Analyst employed by an Endorsed CRA.

EU Analyst means an Analyst employed by an EU CRA.

EU CRA means Fitch Ratings Ireland Limited (including any of its branches (wherever located)).

EU CRA Regulation means Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended from time to time).

European CRA means an EU CRA or a UK CRA.

European CRA Analyst means an Analyst based in a European CRA

Fitch Ratings means Fitch Ratings, Inc. and each of its credit rating affiliates that issues Ratings under the trade name “Fitch Ratings”.

FRJ means Fitch Ratings Japan Limited.

Fitch Mexico means Fitch Mexico S.A. de C.V.

IPF means International Public Finance.

National Scale means, when used to describe a Rating, that that Rating is assigned or maintained using a national rating

² For purposes of determining a Consecutively Participating Analyst, rating committees where a Rated Entity was placed on Rating Watch, placed under criteria observation or removed from under criteria observation, and in each case with no other rating action taken are not included.

³ Although international scale Public Credit Ratings where the relevant primary Analyst is employed by Fitch Ratings Japan Ltd. are also endorsed, they are not included in this definition given that there are separate Japanese rotation requirements.

⁴ Subsequent to 31 December 2022, international public Credit Ratings where the relevant primary Analyst is employed by an EU CRA or a UK CRA are endorsed for the purposes of the UK CRA Regulation and EU CRA Regulation respectively. However, such ratings are not defined as Endorsed Ratings for the purpose of this Bulletin because the EU rotation requirements are replicated in the UK CRA Regulation.

scale, as set forth in Fitch Ratings' Ratings Definitions on its public website, www.fitchratings.com.

Non-Credit Rating means a Rating which assesses attributes other than or in addition to the creditworthiness of an entity (e.g., Investment Management Quality Ratings, Servicer Ratings, etc.).

Non-Credit Rating Activities include data and information analysis and the evaluation, approval, issuance and review of Non-Credit Ratings, including acting as the chairperson of a committee. Non-Credit Rating Activities do not include general analytical management activities and oversight (including discussing issues with Analysts under direct supervision), attendance at management meetings or participating as an observer (i.e., non-voting member) in a committee.

Private Credit Ratings are Credit Ratings that have not been published by Fitch Ratings on its public website, www.fitchratings.com.

Private Ratings are Ratings that have not been published by Fitch Ratings on its public website, www.fitchratings.com.

Public Credit Ratings are Credit Ratings that have been published by Fitch Ratings on its public website, www.fitchratings.com.

Public Ratings are Ratings that have been published by Fitch Ratings on its public website, www.fitchratings.com.

Rated Entity means (i) the issuer or obligor with respect to any Security that has received a Credit Rating (or as applicable, a Non-Credit Rating) from Fitch Ratings or (ii) an entity to which Fitch Ratings has assigned a Credit Rating (or as applicable, a Non-Credit Rating).

Rating shall have the meaning set forth in *Bulletin 7: Credit Products – Defined; Ratings, Assessment, Opinions and Scores*.

Rotation Clock Start Date, with respect to an Analyst, is the date on which the Rotation Period for that Analyst is deemed to start, based on the jurisdictional requirements and the Rating group to which the Analyst belongs, as set forth in **Appendix B**.

Rotation Party is the entity or entities around which Analysts must rotate, as set forth in **Appendix B**.

Rotation Period is the period of time that an Analyst is permitted to be involved in Credit Rating Activities (or, as applicable, Non-Credit Rating Activities) with respect to the relevant Rotation Party before rotation is required.

Security means any security, programme or other financial instrument.

SF Rotation Party means the following (which includes related third parties⁵):

- (i) For sole originator⁶ structured finance transactions, the originator of the transaction; or
- (ii) For multi-originator structured finance transactions, the arranger/sponsor⁷ of the transaction;

provided, that, if the same originator and arranger participate together on three different sole-originator transactions with respect to new Public Credit Ratings in a twelve-month period for which the same EU Analyst has been assigned as either primary Analyst or secondary Analyst, that Analyst must be rotated away from such originator (unless the originator and the arranger are the same entity), regardless of whether the Rotation Period has expired. In such cases, this EU Analyst is not permitted to participate in Credit Rating Activities with respect to transactions involving the originator for a minimum of two consecutive years.

UK Analyst means an Analyst employed by a UK CRA.

UK CRA means Fitch Ratings Ltd. (including its branches (wherever located)).

⁵ The definition of a "related third party" is the originator, arranger, sponsor, servicer or any other party that interacts with a credit rating agency on behalf of a rated entity, including any person directly or indirectly linked to that rated entity by control.

⁶ For any structured credit transaction that does not have an originator – for example, managed CLOs and CDOs – the originator for purposes of this definition is the asset manager. For US RMBS and US CMBS issued by Fannie Mae or Freddie Mac, for purposes of this definition, is Fannie Mae or Freddie Mac (as applicable), and thus is the SF Rotation Party.

⁷ For sake of clarity, the terms "arranger" and "sponsor" used in this definition each refer to the lead structurer of the relevant transaction. If there is more than one structurer of a transaction, the structurer that has the most interaction with Fitch Ratings will be deemed the lead structurer for purposes of this definition.

UK CRA Regulation means Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (as amended from time to time).

3. EU AND UK ROTATION REQUIREMENTS

3.1. The EU and UK rotation requirements, as set forth in detail in Appendix B and detailed in the EU CRA Regulation and the UK CRA Regulation, apply only to European CRA Analysts performing Credit Rating Activities in respect of international scale Public Credit Ratings.

For the avoidance of doubt:

- for Analysts formerly employed by Fitch Deutschland GmbH, Fitch France S.A.S., Fitch Italia S.p.A., Fitch Ratings España, S.A.U (including its branch in Stockholm) and Fitch Polska S.A. to whom the EU rotation requirements applied immediately prior to their transfer to Fitch Ratings Ireland Limited, rotation clocks applicable to primary Analysts, secondary Analysts or Rating committee chairs (as the case may be) with respect to the same Rotation Party will continue.
- for Analysts who continue to be employed by a UK CRA after 31 December 2020 to whom the EU rotation requirements applied immediately prior to this date, rotation clocks applicable to primary Analysts, secondary Analysts or Rating committee chairs (as the case may be) with respect to the same Rotation Party will continue. Similarly, for UK Analysts who transfer to an EU CRA and EU Analysts who transfer to a UK CRA, rotation clocks applicable to primary Analysts, secondary Analysts or Rating committee chairs (as the case may be) with respect to the same Rotation Party will continue.

3.2. Additionally, the following principles apply in respect of the EU and UK, and override the rules set forth in **Appendix B**. European CRA Analysts should therefore consult **Appendix B** first and then determine whether any of the following principles apply.

- **Multiple Roles.** If a European CRA Analyst serves as more than one of the primary Analyst, secondary Analyst and Rating committee chair for the same Rotation Party, without taking a consecutive two-year break between each of these roles, the Rotation Period shall be counted from the first role held by that European CRA Analyst, and shall be for the shortest period applicable (of four or five years) of the roles undertaken, aggregating all time spent in each of the roles. For example, if a European CRA Analyst served as a secondary Analyst for two years and then became the primary Analyst for the same Rotation Party, he/she may only serve for an additional two years as the primary Analyst. Likewise, if an EU Analyst served for three years as a Rating committee chair for a Rotation Party and then became the primary Analyst, he/she would be able to serve as primary Analyst for only one year.
- **Rating Switches Between Public and Private.** Where a European CRA Analyst is subject to EU or UK rotation requirements with respect to an international scale Public Credit Rating which is then converted into a Private Credit Rating (**1st Conversion**), time spent by that European CRA Analyst on Credit Rating Activities on that Private Credit Rating after the date of the 1st Conversion will not count towards the Rotation Periods in Appendix B, but will count towards the Cooling Off Periods in Appendix B. If that Private Credit Rating is later converted back into an international scale Public Credit Rating (**2nd Conversion**) before the relevant Cooling Off Period has expired, then all the time spent by that European CRA Analyst on Credit Rating Activities after the 2nd Conversion must be added to the time spent on Credit Rating Activities on that Public Credit Rating prior to the 1st Conversion when calculating that European CRA Analyst's Rotation Period. If a Credit Rating that has always been a Private Credit Rating is converted into an international scale Public Credit Rating that is subject to EU or UK rotation requirements, the Rotation Clock Start Date will be the date this Public Credit Rating is published.
- **European CRA Analyst Moves Between European CRA and Endorsed CRA.** When a European CRA Analyst transfers between a European CRA and an Endorsed CRA, she or he carries her/his rotation

clock to the new location, subject to the following principles:

- (i) Where a European CRA Analyst was employed by a European CRA subject to the EU or UK rotation requirements and transferred, prior to 1 January 2019, to become an employee of an Endorsed CRA (**Transfer 1A**), any time spent on an international scale Public Credit Rating after Transfer 1A but prior to 1 January 2019 does not count towards:
 - o the Rotation Period with respect to the relevant Rotation Party;
 - o the Cooling Off Period, unless and until the Analyst ceases Credit Rating Activities with respect to that Rotation Party for the time period specified under the rules applicable in that Endorsed CRA; and
 - o unless this Analyst had successfully completed such a Cooling Off Period prior to 1 January 2019, that Analyst's rotation clock restarted on 1 January 2019 with respect to that Public Credit Rating (with time on the rotation clock equal to the time at Transfer 1A), and the rotation rules of that Endorsed CRA apply.
- (ii) Where a European CRA Analyst was employed by a European CRA subject to the EU or UK rotation requirements and transferred, on or after 1 January 2019, to become an employee of an Endorsed CRA (**Transfer 1B**), and continued Credit Rating Activities on an international scale Public Credit Rating she/he was working on prior to Transfer 1B, her/his clock continues but is now subject to the rotation rules applicable to the Endorsed CRA.

If the Analyst subsequently transfers to become an employee of a European CRA subject to EU or UK rotation requirements (**Transfer 2**), the EU or UK rotation rules again apply with respect to that Public Credit Rating. The Analyst carries her/his rotation clock to the European CRA, unless the Analyst ceased Credit Rating activities with respect to the relevant Rotation Party for two continuous years – which would reset the rotation clock to zero. If that is not the case, the Analyst may be subject to immediate rotation at the time of Transfer 2.

- **Early Start to Cooling Off Period.** If, at any time prior to the start of the applicable Cooling Off Period, a European CRA Analyst ceases Credit Rating Activities with respect to a Rotation Party, for a consecutive period of two or more years, his or her rotation clock with respect to that Rotation Party will be reset to zero. For example, because serving as a chair of a Rating committee, or voting in a Rating committee, is a point-in-time event, if on the day following such service, and for two years thereafter, the European CRA Analyst undertakes no other Credit Rating Activity with respect to that Rotation Party, his/her rotation clock for that Rotation Party is reset to zero. Conversely, if the European CRA Analyst does engage in any Credit Rating Activity with respect to that Rotation Party at any time after such service but before the two years have elapsed, he/she loses any accrued "cooling off" time, and his/her rotation clock continues uninterrupted.
- **Long-Term Leave.** In the event a European CRA Analyst takes long-term leave – e.g., maternity leave or sick leave – his/her rotation clock(s) will continue. Should such a European CRA Analyst return to work at Fitch Ratings two or more years after starting long-term leave, his/her rotation clock(s) will be reset to zero.
- **Employee Leaves and then is Re-hired by Fitch Ratings⁸.** Where a European CRA Analyst leaves the employment of a European CRA (**prior employment**) and then, after a period of time, returns to the employment of a European CRA and is asked to perform Credit Rating Activities with respect to an entity which was a Rotation Party for that European CRA Analyst in his/her prior employment (and subject also to the principle above with respect to moving between offices, if applicable):
 - (i) if during their absence that European CRA Analyst has refrained from any Credit Rating Activities with respect to that Rotation Party for a period of two or more years, their Rotation Period is reset with respect to that Rotation Party and will start running again if and when they commence Credit

⁸ In such cases, Human Resources shall promptly contact Ratings Operations Support, who will in turn contact the relevant employee to obtain the information necessary to implement this principle. Ratings Operations Support will then provide the relevant information to IT for incorporation into the applicable systems.

Rating Activities with respect to that Rotation Party;

- (ii) if during their absence that European CRA Analyst has refrained from any Credit Rating Activities with respect to that Rotation Party for a period of less than two years, their Rotation Period is paused with respect to that Rotation Party and will continue to run when they commence Credit Rating Activities with respect to that Rotation Party; and
- (iii) if that European CRA Analyst specifies that during their absence they conducted Credit Rating Activities with respect to that Rotation Party (albeit at another credit rating agency), the time spent on such Credit Rating Activities (as indicated by that European CRA Analyst) during their absence will be counted in assessing how much of their Rotation Period remains under section 3 of this Policy.

- **Sale or Merger Involving Rated Entity⁹**

- (i) **In the context of a share acquisition:** if the shares of a Rated Entity are transferred to a new parent company, the Rated Entity remains the same and therefore the Rotation Period(s) continue to run and will not restart for that Rated Entity.

- (ii) **In the context of a business/asset transfer:**

- o if all or part of the business of a Rated Entity is transferred to a different entity (the **Purchasing Entity**), the Purchasing Entity is not the same legal person as the Rated Entity and therefore there is no continuity or connection between the Rotation Period(s) which apply to the Rated Entity and any Rotation Period(s) which apply to the Rating of the Purchasing Entity. The rotation periods for the Rated Entity and the Purchasing Entity remain separate.
- o notwithstanding the sub-paragraph immediately above, if all, or substantially all of the business of a Rated Entity is transferred to a different entity (the **Purchasing Entity**) and the business or assets transferred become all or substantially all of the Purchasing Entity's business (i.e. the Purchasing Entity was a shell or had nominal assets and liabilities prior to the transfer), for the purposes of this Policy, the Purchasing Entity will be considered the same as the Rated Entity and the Rotation Period(s) which applied to the Rated Entity should continue with respect to the Purchasing Entity.

- (iii) **In the context of a merger:** Where a Rated Entity merges with another entity (the **Merger Partner**), the Rotation Period(s) which apply to the resultant entity of the merger (the **Merger Entity**) are separate from any Rotation Periods which applied to either the Rated Entity or the Merger Partner, unless the business of the Rated Entity which has transferred to the Merger Entity now forms all or substantially all of the business of the Merger Entity (i.e. the Merger Partner was a shell or had nominal assets and liabilities prior to the merger), in which case the Rotation Period(s) applicable to the Rated Entity continue to apply with respect to the Merger Entity.

- **Switching Solicitation Status.** If a Rotation Party switches between solicited and unsolicited status, the relevant rules applicable to the new status, as set forth in **Appendix B**, shall apply.
- **Analyst Changes Rating Groups.** In the event a European CRA Analyst changes rating groups and continues to perform Credit Rating Activities with respect to any Rotation Party from the prior rating group, he/she carries his/her rotation clock to the new rating group.
- **Withdrawn Rating Re-Assigned.** If an international scale Public Credit Rating that is subject to European CRA rotation requirements is withdrawn, the Rotation Period(s) for each Analyst related to that Public Credit Rating will pause for so long as that Public Credit Rating is withdrawn. If an international scale Public Credit Rating is assigned again to the relevant Rated Entity or securities, as the case may be, within two years of the withdrawal, Rotation Period(s) for each such Analyst

⁹ If, as a result of a sale or merger involving a Rated Entity, there is a change in the Rotation Party or any other aspect of the rotation-related information stored in Fitch's systems, the relevant European CRA analyst must email Ratings Operations Support with any such changes. Any European CRA Analyst who needs guidance with respect to the application of this section should contact the Legal Department.

conducting Credit Rating Activities will continue to run from the date the new final international scale Public Credit Rating is assigned. If an international scale Public Credit Rating is assigned again to that Rated Entity or securities, as the case may be, after two years or more since the withdrawal, then these Rotation Period(s) reset and start again.

4. ROTATION REQUIREMENTS FOR ENDORSED RATINGS

4.1. Primary Analysts, secondary Analysts and Rating committee chairs with respect to Endorsed Ratings are subject to the rotation requirements set out in **Appendix B**.

4.2. Additionally, the following principles apply in respect of Endorsed Ratings, and override the rules set forth in **Appendix B**. Endorsed Rating Analysts should therefore consult **Appendix B** first and then determine whether any of the following principles apply.

- **Multiple Roles.** If an Endorsed Rating Analyst served as more than one of the primary Analyst, secondary Analyst and Rating committee chair for the same Rotation Party in the course of 2019, the Rotation Period shall be counted from the first role held by that Endorsed Rating Analyst and shall be for the period applicable to that first role (of seven, eight or nine years).
- **Rating Switches Between Public and Private.** Where an Endorsed Rating Analyst is subject to rotation requirements with respect to an Endorsed Rating which is then converted into a Private Credit Rating (**1st Conversion**), time spent by that Endorsed Rating Analyst on Credit Rating Activities on that Private Credit Rating after the date of the 1st Conversion will not count towards the Rotation Periods in Appendix B, but will count towards the Cooling Off Periods in Appendix B. If that Private Credit Rating later converted back into an Endorsed Rating (**2nd Conversion**) before the relevant Cooling Off Period has expired, then all the time spent by that Endorsed Rating Analyst on the Credit Rating Activities after the 2nd Conversion must be added to the time spent on Credit Rating Activities on that Endorsed Rating prior to the 1st Conversion when calculating that Endorsed Analyst's Rotation Period. If a Credit Rating that has always been a Private Rating is converted into an Endorsed Rating, the Rotation Clock Start Date will be the date this Endorsed Rating is published.
- **Endorsed Rating Analyst Moves Between Offices Applying Rotation with respect to Endorsed Ratings.** When an Endorsed Rating Analyst transfers between Endorsed CRAs, he or she carries his/her rotation clock to the new location.
- **Endorsed Rating Analyst Moves Between Endorsed CRA and European CRA.** When an Endorsed Rating Analyst transfers, on or after 1 January 2019, between an Endorsed CRA and a European CRA, she or he carries her/his rotation clock to the new location and will be subject to the rules applicable to that European CRA, subject to the following principles:
 - (i) If that European CRA is exempt from rotation (**Transfer 1A**), any time spent on an international scale Public Credit Rating after Transfer does not count towards:
 - o the Rotation Period with respect to the relevant Rotation Party; and
 - o the Cooling Off Period, unless and until the Analyst ceases Credit Rating Activities with respect to that Rotation Party for the time period specified under the rules applicable in that Endorsed CRA, however
 - o note that all European CRAs are subject to rotation requirements with respect to Rating committee chairs, therefore Rating committee chair rotation clocks with respect to the same Rotation Party would continue in the event of any transfer to a European CRA.
 - (ii) If the European CRA is subject to rotation (**Transfer 1B**), and the Analyst continues Credit Rating Activities on an international scale Public Credit Rating she/he was working on prior to Transfer 1B, her/his clock continues but is now subject to the rotation rules applicable to the European CRA. Note that, given the shorter Rotation Periods applicable in the EU and the UK, the Analyst may be subject

to immediate rotation at the time of Transfer 1B.

If the Analyst subsequently transfers to become an employee of an Endorsed CRA (**Transfer 2**), the rotation rules applicable to that Endorsed CRA again apply with respect to that Public Credit Rating. The Analyst carries her/his rotation clock to the Endorsed CRA, unless the Analyst ceased Credit Rating activities with respect to the relevant Rotation Party for 12 continuous months – which would reset the rotation clock to zero.

- **Early Start to Cooling Off Period.** If, at any time prior to the start of the applicable Cooling Off Period, an Endorsed Rating Analyst ceases Credit Rating Activities with respect to a Rotation Party, for a consecutive period of 12 months or more, his or her rotation clock with respect to that Rotation Party will be reset to zero. For example, because serving as a chair of a Rating committee, or voting in a Rating committee, is a point-in time event, if on the day following such service, and for 12 months thereafter, the Endorsed Rating Analyst undertakes no other Credit Rating Activity with respect to that Rotation Party, his/her rotation clock for that Rotation Party is reset to zero. Conversely, if the Endorsed Rating Analyst does engage in any Credit Rating Activity with respect to that Rotation Party at any time after such service but before the 12 months have elapsed, he/she loses any accrued “cooling off” time, and his/her rotation clock continues uninterrupted.
- **Long-Term Leave.** In the event an Endorsed Rating Analyst takes long-term leave – e.g., maternity leave or sick leave – his/her rotation clock(s) will continue. Should such an Endorsed Rating Analyst return to work at Fitch Ratings 12 or more months after starting long-term leave, his/her rotation clock(s) will be reset to zero.
- **Employee Leaves and then is Re-hired by Fitch Ratings¹⁰.** Where an Endorsed Rating Analyst subject to rotation leaves the employment of an Endorsed CRA (**prior employment**) and then, after a period of time, returns to the employment of an Endorsed CRA and is asked to perform Credit Rating Activities with respect to an entity which was a Rotation Party for that Endorsed Rating Analyst in his/her prior employment (and subject also to the principle above with respect to moving between offices, if applicable):
 - (i) if during their absence that Endorsed Rating Analyst has refrained from any Credit Rating Activities with respect to that Rotation Party for a period of 12 months or more, their Rotation Period is reset with respect to that Rotation Party and will commence running again if and when they commence Credit Rating Activities with respect to that Rotation Party;
 - (ii) if during their absence that Endorsed Rating Analyst has refrained from any Credit Rating Activities with respect to that Rotation Party for a period of less than 12 months, their Rotation Period is paused with respect to that Rotation Party and will continue to run when they commence Credit Rating Activities with respect to that Rotation Party; and
 - (iii) if that Endorsed Rating Analyst specifies that during their absence they conducted Credit Rating Activities with respect to that Rotation Party (albeit at another credit rating agency), the time spent on such Credit Rating Activities (as indicated by that Endorsed Rating Analyst) during their absence will be counted in assessing how much of their Rotation Period remains under section 4 of this Policy.

¹⁰ In such case, Human Resources shall promptly contact Ratings Operations Support, who will in turn contact the relevant employee to obtain the information necessary to implement this principle. Ratings Operations Support will then provide the relevant information to IT for incorporation into the applicable systems.

- **Sale or Merger Involving Rated Entity¹¹.**
 - (i) **In the context of a share acquisition:** if the shares of a Rated Entity are transferred to a new parent company, the Rated Entity remains the same and therefore the Rotation Period(s) continue to run and will not restart for that Rated Entity.
 - (ii) **In the context of a business/asset transfer:**
 - o if all or part of the business of a Rated Entity is transferred to a different entity (the **Purchasing Entity**), the Purchasing Entity is not the same legal person as the Rated Entity and therefore there is no continuity or connection between the Rotation Period(s) which apply to the Rated Entity and any Rotation Period(s) which apply to the Rating of the Purchasing Entity. The rotation periods for the Rated Entity and the Purchasing Entity remain separate.
 - o notwithstanding the sub-paragraph immediately above, if all, or substantially all of the business of a Rated Entity is transferred to a different entity (the **Purchasing Entity**) and the business or assets transferred become all or substantially all of the Purchasing Entity's business (i.e. the Purchasing Entity was a shell or had nominal assets and liabilities prior to the transfer), for the purposes of this Policy, the Purchasing Entity will be considered the same as the Rated Entity and the Rotation Period(s) which applied to the Rated Entity should continue with respect to the Purchasing Entity.
 - (iii) **In the context of a merger:** Where a Rated Entity merges with another entity (the **Merger Partner**), the Rotation Period(s) which apply to the resultant entity of the merger (the **Merger Entity**) are separate from any Rotation Periods which applied to either the Rated Entity or the Merger Partner, unless the business of the Rated Entity which has transferred to the Merger Entity now forms all or substantially all of the business of the Merger Entity (i.e. the Merger Partner was a shell or had nominal assets and liabilities prior to the merger), in which case the Rotation Period(s) applicable to the Rated Entity continue to apply with respect to the Merger Entity.
- **Switching Solicitation Status.** This has no impact on the Rotation Periods set forth in **Appendix B**.
- **Analyst Changes Rating Groups.** In the event an Endorsed Rating Analyst changes rating groups and continues to perform Credit Rating Activities with respect to any Rotation Party from the prior rating group, he/she carries his/her rotation clock to the new rating group.
- **Withdrawn Rating Re-Assigned.** If an Endorsed Rating is withdrawn, the Rotation Period(s) for each Analyst related to that Endorsed Rating will pause for so long as that Endorsed Rating is withdrawn. If an Endorsed Rating is assigned again by an Endorsed CRA to the relevant Rated Entity or securities, as the case may be, within 12 months of the withdrawal, the Rotation Period(s) for each such Analyst conducting Credit Rating Activities will continue to run from the date the new Rating is assigned. If an international scale Public Credit Rating is assigned again by an Endorsed CRA to that Rated Entity or securities, as the case may be, after 12 months, or more, since the withdrawal, then these Rotation Period(s) reset and start again.

5. JAPANESE ROTATION REQUIREMENTS

The Japanese rotation requirements apply to international scale Public Credit Ratings assigned or endorsed by FRJ¹² which means that these requirements apply not only to Analysts employed by FRJ, but also to Analysts

¹¹ If, as a result of a sale or merger involving a Rated Entity, there is a change in the Rotation Party or any other aspect of the rotation-related information stored in Fitch's system, the relevant Endorsed Rating Analyst must email Ratings Operations Support with any such changes. An Endorsed Rating Analyst who needs guidance with respect to the application of this section should contact the Legal Department.

¹² A Credit Rating is deemed "assigned" by FRJ when the primary Analyst is an employee of FRJ. A Credit Rating is deemed "endorsed by FRJ" if it has formally progressed through the internal FRJ endorsement process and has been endorsed.

located outside Japan if they work on Ratings assigned or endorsed by FRJ¹³. These rotation requirements also differ between international scale Public Credit Ratings of insurance companies, non-financial corporates (and their securities) and structured finance transactions, and all other international scale Public Credit Ratings. See Appendix B for the details.

6. QUESTIONS

For questions concerning this policy, please contact Compliance.

Owner:	Heather Merrigan, Chief Compliance Officer
Appendices:	Appendix A – Summary of Changes Appendix B – Table of Rotation Requirements
Supplements:	Bulletin 2: The Rating Process Manual

¹³ Previously, FRJ has endorsed only certain Japanese insurance companies and non-financial corporate international scale Public Credit Ratings. If FRJ were to endorse any international scale Public Credit Ratings other than insurance companies or non-financial corporates, local Compliance will contact the relevant lead Analyst and discuss the related rotation requirements.

Appendix A

Summary of Changes

December 31, 2018

- Streamlined and made clearer the regulatory requirements.
- Added Appendix B, which sets forth the rotation requirements across countries in table format, subject to any principles specified in the Policy.
- Included rotation for specified analysts working on Endorsed Ratings.

January 19, 2019

- Adjusted the definition of SF Rotation Party. The original definition was drafted for the EU rules; we subsequently used it for the Endorsed Ratings, but without changing the reference of the cooling -off period so it worked for Endorsed Ratings: EU cooling-off is 2 years; Endorsed Ratings have a 1-year cooling-off.

April 30, 2019

- Clarifications to the definition of SF Rotation Party and EU Analyst
- Added new principles to Sections 3.2 and 4.2 related to EU Analyst moving between an EU Fitch CRA and an Endorsed CRA
- Added clarifying footnotes 7, 8, 9 and 10 to other principles in Sections 3.2 and 4.2
- Additional textual clarifications and correction of typos

May 31, 2020

- Changes made to reflect the Fitch Ratings Ireland Limited structure. All Analysts employed by Fitch Ratings Ireland Limited (including its branches wherever located) are subject to EU rotation requirements with effect from 31 May 2020.

December 11, 2020

- Updates to reflect the conclusion of the Brexit transition period, scheduled for 31 December 2020. Text updated so that all provisions previously applicable to Credit Ratings where an Analyst is located in an EU CRA registered with the European Securities and Markets Authority ("ESMA") will continue to apply where an Analyst is located in a UK CRA registered with the Financial Conduct Authority ("FCA") (or any branch of such CRA).
- Conforming changes to rotation requirements for Costa Rica, El Salvador, Honduras, Mexico, Panama and Japan which have been approved and implemented are now reflected in the Bulletin.
- As a branch of Fitch Ratings, Inc. Canada is included within the definition of Endorsed CRA and therefore the US rotation requirements are being applied. Canada has been included in Appendix B to align with the inclusion of other branches in the table.

March 21, 2023

- Footnote 1 has been deleted. No longer relevant.
- The extraterritorial requirements for Costa Rica, El Salvador, Honduras, Mexico and Panama have been clarified. Corresponding changes have been made in the Appendix B.
- Rotation requirements for the Dominican Republic have been added to both this policy and to Appendix B.
- Sections 6 to ten have been removed. The relevant information is included in section 1.

June 21, 2023

- The extraterritorial requirements applicable to Panama have been expanded to also apply to insurance companies following a regulatory change. The corresponding changes have been made in Appendix B.
- References to fee letters have been removed from the section 1 as this information was not viewed to be relevant for the users of the policy. The corresponding changes have been made in Appendix B.

October 29, 2024

- Non-material changes regarding Mexico

November 04, 2025

- Removal of the requirements applicable to Russia, Honduras, El Salvador and Dominican Republic.
- Addition of other minor textual clarifications.
- Clarification of Applicable Rating Type in Appendix B in order to include where applicable: international scale Public Credit Ratings in respect of which the primary Analyst or surveillance Analyst is based in a European CRA but the chair and/or secondary Analyst is not based in a European CRA.

Bulletin 34 Appendix B

Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Australia	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with Rotation Party	Endorsed Ratings	No	Rated Entity
Australia	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Australia	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Australia	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Australia	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Australia	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Brazil	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Brazil	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Brazil	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Brazil	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Brazil	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Brazil	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Canada	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Canada	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Canada	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Canada	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Canada	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Canada	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Dubai	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Dubai	Secondary Analyst - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Dubai	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Dubai	Secondary Analyst - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Dubai	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Dubai	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Dubai	Secondary Analyst - SF (solicited Credit Ratings)	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Dubai	Secondary Analyst - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Dubai	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Dubai	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
France	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
France	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
France	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
France	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
France	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
France	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
France	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
France	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Germany	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as a primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Germany	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Germany	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Germany	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Germany	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Germany	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Germany	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Germany	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Hong Kong	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Hong Kong	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Hong Kong	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Hong Kong	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Hong Kong	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Hong Kong	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Italy	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Italy	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Italy	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Italy	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Italy	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Italy	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Italy	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Italy	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Japan	Primary Analyst - All Rated Entities (and their securities) except SF, insurance companies and non- financial corporates (and their securities)	Beginning on 17 December 2010, (i) for relevant Credit Ratings existing on 17 December 2010, that date (i.e., 17 December 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot serve as primary Analyst for the Rotation Party	International Scale Public Credit Ratings assigned or endorsed by FRJ	Yes - if the relevant Credit Rating is endorsed by FRJ, rotation applies regardless of Analyst location	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Japan	Voting members of rating committees - SF	Beginning on 3 September 2020, for any rating committee held, the date that the Analyst was assigned as a voting member in Rating Cart for the immediately preceding rating committee with respect to the same Rotation Party. Rating Cart for a rating committee with respect to the Rated Entity.	Analyst is permitted to vote in final rating committees for the relevant Rotation Party provided that at least one- third of the voting members in any such final rating committee did not vote in the immediately preceding final rating committee held for the same Rotation Party. If that is not the case, a sufficient number of voting members who voted in the immediately preceding final rating committee held for the same Rotation Party must rotate off the relevant Rotation Party so that the remaining number of such voting members does not exceed one- third of the total of voting members in that final	Analyst has rotated off a Rotation Party with respect to a final rating committee, he or she is permitted to participate as a voting member in any subsequent final rating committee with respect to that Rotation Party, provided that at least one- third of the voting members in such rating final committee did not vote	If the Rotation Period is triggered for an Analyst, he or she must not serve as a voting member in the relevant rating committee for the Rotation Party.	International Scale Public Credit Ratings assigned or endorsed by FRJ	Yes - rotation applies regardless of Analyst location	If there is a single originator and arranger, the Rotation Party consists of the originator/arranger pair. If there is more than one originator, the originator of this originator/arranger pair would be the one who provides the largest quantity of assets to the asset pool at closing.

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Japan	Voting members of rating committees of insurance companies and non-financial corporates (and their securities)	Beginning on 1 January 2015 and for each calendar year thereafter, for relevant Credit Ratings, the date in that calendar year that the Analyst is initially assigned as a voting member in Rating Cart for a rating committee with respect to the Rated Entity.	Analysts are permitted to vote in the first final rating committees for the relevant Rated Entities, held during a calendar year, provided that at least one-third of the voting members in any such rating committee are not Consecutively Participating Analysts (meaning they voted in all final rating committees held during the prior calendar year as set out in the definition of "Consecutively Participating Analyst"). If that is not the case, the number of Consecutively Participating Analysts that bring the number down to one-third must rotate off the relevant Rated Entity. No restrictions apply	If an Analyst has rotated off a relevant Rated Entity, he or she is permitted to participate in any subsequent final rating committee with respect to that Rated Entity, provided that the restriction specified under Rotation Period is fulfilled where applicable.	If the Rotation Period is triggered for an Analyst, he or she must not serve as a voting member in any rating committee for the relevant Rated Entity (and, if applicable, its securities).	International Scale Public Credit Ratings assigned or endorsed by FRJ	Yes - rotation applies regardless of Analyst location	Rated Entity
Korea	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Korea	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Korea	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Korea	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Korea	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Korea	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Mexico	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Mexico	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Mexico	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Mexico	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Mexico	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Mexico	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Mexico	Primary Analyst - IPF	Beginning on 10 October 2014, (i) for relevant Ratings existing on 10 October 2014, that date (i.e., 10 October 2014) and (ii) for all other relevant Ratings, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	5 years	1 year	Cannot serve as primary Analyst or secondary Analyst for the Rotation Party	Mexican IPF National Scale Public Credit Ratings with respect to any Rated Entity (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Mexico	Secondary Analyst - IPF	Beginning on 10 October 2014, (i) for relevant Ratings existing on 10 October 2014, that date (i.e., 10 October 2014) and (ii) for all other relevant Ratings, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	1 year	Cannot serve as primary Analyst or secondary Analyst for the Rotation Party	Mexican IPF National Scale Public Credit Ratings with respect to any Rated Entity (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Mexico	Voting member of IPF rating committee	Beginning on 10 October 2014, (i) for relevant Credit Ratings existing on 10 October 2014, that date (i.e., 10 October 2014) and (ii) for all other relevant Ratings assigned after that date, the most recent final Rating Effective Date in ARCs of such Credit Rating subsequent to the Analyst being initially recorded, or first recorded after a Cooling Off Period, as a voting member in Rating Cart for a rating committee with respect to the Rated Entity.	7 years	1 year	Cannot serve as primary Analyst, secondary Analyst, rating committee chair or other rating committee voting member for the Rotation Party	Mexican IPF National Scale Public Credit Ratings with respect to any Rated Entity (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Mexico	Primary or surveillance Analyst - all rating groups except IPF	Beginning on 10 October 2014, (i) for relevant Ratings existing on 10 October 2014, that date (i.e., 10 October 2014) and (ii) for all other relevant Ratings, the most recent final Rating Effective Date in ARCs subsequent to the Analyst initially being assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the Rated Entity or relevant transaction, as the case may be.	7 years	1 year	Cannot serve as primary or surveillance Analyst for the Rotation Party	Mexican National Scale Public Ratings (both Credit Ratings and Non- Credit Ratings) with respect to any Rated Entity (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity or SF Rotation Party, as the case may be.
Panama	Primary Analyst - Banks	Beginning on 4 February 2010, (i) for relevant Credit Ratings existing on 4 February 2010, that date (i.e., 4 February 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	5 years	1 year	Cannot serve as primary Analyst for the Rotation Party	Panamanian National Scale Public Credit Ratings and Private Credit Ratings with respect to any banking institution (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Panama	Secondary Analyst - Banks	Beginning on 4 February 2010, (i) for relevant Credit Ratings existing on 4 February 2010, that date (i.e., 4 February 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	6 years	1 year	Cannot serve as primary or secondary Analyst for the Rotation Party	Panamanian National Scale Public Credit Ratings and Private Credit Ratings with respect to any banking institution (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Panama	Primary Analyst - Insurance	Beginning on 10 March 2023, (i) for relevant Credit Ratings existing on 10 March 2023, that date (i.e., 10 March 2023), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	5 years	1 year	Cannot serve as primary Analyst for the Rotation Party	Panamanian National Scale Public Credit Ratings and Private Credit Ratings with respect to any insurance institution (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Panama	Secondary Analyst - Insurance	Beginning on 10 March 2023, (i) for relevant Credit Ratings existing on 10 March 2023, that date (i.e., 10 March 2023), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	6 years	1 year	Cannot serve as primary or secondary Analyst for the Rotation Party	Panamanian National Scale Public Credit Ratings and Private Credit Ratings with respect to any insurance institution (and/or its securities)	Yes - rotation applies regardless of Analyst location	Rated Entity
Poland	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Poland	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Poland	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Poland	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Poland	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Poland	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 31 May 2020, (i) for relevant Credit Ratings existing on 31 May 2020, that date (i.e., 31 May 2020), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Poland	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Poland	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Saudi Arabia	Primary Analyst, Secondary Analyst or Committee Chair (solicited and unsolicited international scale Public Credit Ratings)	If Primary Analysts, Secondary Analysts or Committee Chairs are to be based in Saudi Arabia (for solicited or unsolicited international scale Public Credit Ratings) then contact Compliance to discuss the related rotation requirements.						
Singapore	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Singapore	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Singapore	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Singapore	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Singapore	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Singapore	Rating committee chair - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Spain	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Spain	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Spain	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Spain	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Spain	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Spain	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Spain	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Spain	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Sweden	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Sweden	Secondary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Sweden	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Sweden	Secondary Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 1 October 2018, (i) for relevant Credit Ratings existing on 1 October 2018, that date (i.e., 1 October 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Sweden	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Sweden	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
Sweden	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 1 February 2018, (i) for relevant Credit Ratings existing on 1 February 2018, that date (i.e., 1 February 2018), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Sweden	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
Taiwan	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
Taiwan	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
Taiwan	Rating committee chair - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
Taiwan	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
Taiwan	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party
Taiwan	Rating committee chair- SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
UK	Primary Analyst - all rating groups (solicited and unsolicited Credit Ratings) except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
UK	Secondary Analyst - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
UK	Rating committee chair - all rating groups except SF, Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
UK	Secondary Analyst - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity
UK	Rating committee chair - Sovereigns and IPF, and any unsolicited Credit Rating of any other rating group except SF	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	Rated Entity

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
UK	Primary or surveillance Analyst - SF (solicited and unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	4 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
UK	Secondary Analyst - SF (solicited Credit Ratings)	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
UK	Secondary Analyst - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	5 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
UK	Rating committee chair - SF (solicited Credit Ratings)	Beginning on 30 June 2013, (i) for relevant Credit Ratings existing on 30 June 2013, that date (i.e., 30 June 2013), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party
UK	Rating committee chair - SF (unsolicited Credit Ratings)	Beginning on 16 August 2010, (i) for relevant Credit Ratings existing on 16 August 2010, that date (i.e., 16 August 2010), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years	2 years	Cannot undertake Credit Rating Activities with respect to the Rotation Party	International Scale Public Credit Ratings	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
US	Primary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary Analyst in Global Work Center for the Rated Entity.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	Rated Entity
US	Secondary Analyst - all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
US	Rating committee chair- all rating groups (solicited and unsolicited international scale Public Credit Ratings) except SF	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the Rated Entity.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary analyst is based in a European CRA	No	Rated Entity
US	Primary Analyst or surveillance Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the primary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as primary or surveillance Analyst in Global Work Center for the relevant transaction.	7 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings	No	SF Rotation Party
US	Secondary Analyst - SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being assigned as the secondary Analyst in Global Work Center for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially assigned, or first assigned after a Cooling Off Period, as secondary Analyst in Global Work Center for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 8 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

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Country (analyst location unless Extraterritorial Reach applies)	Role & Rating Group	Rotation Clock Start Date	Rotation Period	Cooling Off Period	Prohibited Activities During Cooling Off Period	Applicable Rating Type	Extraterritorial Reach	Rotation Party*
US	Rating committee chair- SF (solicited and unsolicited international scale Public Credit Ratings)	Beginning on 1 January 2019, (i) for relevant Credit Ratings existing on 1 January 2019, that date (i.e., 1 January 2019), (ii) for any relevant Credit Rating newly assigned after that date, the most recent final Rating Effective Date in ARCs, subsequent to the Analyst being recorded as the rating committee chair in Rating Cart for the Rated Entity and (iii) for all other relevant Credit Ratings, the date the Analyst is initially recorded, or first recorded after a Cooling Off Period, as a rating committee chair in Rating Cart for the relevant transaction.	7 years; provided that any Rotation Period beginning in 2019 shall be 9 years	1 year	Cannot undertake Credit Rating Activities with respect to the Rotation Party	Endorsed Ratings and international scale public credit ratings in respect of which the primary or surveillance analyst is based in a European CRA	No	SF Rotation Party

* If the same Rotation Party exists in different market sectors, e.g. the Rated Entity for Covered Bonds and the SF Rotation Party for a SF transaction are the same entity, the rotation requirements are applicable to the Rotation Party regardless of the market sectors.

EXECUTIVE SUMMARY

- Objective:** To identify and manage potential conflicts of interest that may arise when an analytical employee of Fitch Ratings (defined below) accepts employment with a Rated Entity or Transaction Participant.
- Application:** Analysts and Credit Officers employed by Fitch Ratings, Inc. ("Fitch") or any credit rating affiliate listed in Item 3 of Fitch's Form NRSRO filed annually with the US Securities and Exchange Commission (collectively, "Fitch Ratings").

1. OVERVIEW

- 1.1.** This document establishes procedures for the review of the analytical work product, produced during the specified time period, of any Fitch Ratings' Analyst or Credit Officer who accepts subsequent employment with a Rated Entity or Transaction Participant, to determine whether that work product was influenced by a conflict of interest.
- 1.2.** These requirements do not apply to employees participating in assigning ratings or opinions other than Ratings (e.g., servicer ratings).

2. DEFINITIONS

- 2.1. Analyst** shall have the meaning set forth in Bulletin 2: Rating Process Manual.
- 2.2. Analytical Activities** means the evaluation, approval, review and issuance of Ratings, including the analysis of data and information.
- 2.3. Analytical Group** means a sector-specific group of Fitch Ratings that performs Analytical Activities, including the Enhanced Analytics teams.
- 2.4. Chief Compliance Officer** means the Chief Compliance Officer of Fitch Ratings.
- 2.5. Chief Risk and Credit Officer** means the Chief Risk and Credit Officer of Fitch Ratings.
- 2.6. Compliance** means the compliance team of Fitch Ratings.
- 2.7. Conflicts Review Committee** means an independent review committee convened to review Ratings that a Designated Person has concluded, pursuant to a Further Risk Based Assessment, may have been influenced by a Leaver's conflict of interest.
- 2.8. Credit Officer** means the Chief Risk and Credit Officer or any GCO or RCO
- 2.9. Credit Officer Group ("COG")** means the group of Credit Officers within the Fitch Risk Group
- 2.10. Designated Person ("DP")** means an Analyst titled Senior Director or above appointed by a Managing Director in the Leaver's Analytical Group to conduct a Further Risk Based Assessment with respect to Leavers from that Analytical Group. DPs appointed for one Analytical Group may also be used to conduct Further Risk Based Assessments for other Analytical Groups. If the Leaver is a Credit Officer, the DP will be a member of COG titled Senior Director or above appointed by a Managing Director in the Leaver's COG team or the Chief Risk and

Credit Officer. DPs appointed for one COG team may also be used to conduct Further Risk Based Assessments for other COG teams.

2.11. Enhanced Analytics means the teams within the Analytical Groups working on non-coverage analytical initiatives.

2.12. Further Risk Based Assessment means a review of a Leaver's analytical work product with respect to a Rated Entity or Transaction Participant, identified by an Initial Risk Based Assessment, to determine whether there is a possibility that this Leaver's conflict of interest may have influenced the rating process with respect to such entity.

2.13. GCO shall have the meaning set forth in Bulletin 2: Rating Process Manual.

2.14. Initial Risk Based Assessment means a review of the Leaver's analytical work product with respect to a Rated Entity or Transaction Participant to determine whether there is a possibility of a conflict of interest that may have influenced the rating process with respect to such entity.

2.15. Last Committee Participation Date means, during the three-year period prior to the Leaver's Termination Date, the last date, if any, on which the Leaver participated in a rating committee (including appeal committees) as the primary Analyst, the surveillance Analyst, the secondary Analyst, the committee chair or another voting member, which rating committee assigned or took action with respect to (i) the Rating(s) of the Leaver's subsequent employer or (ii) a Rating where the Leaver's subsequent employer was a Transaction Participant.

2.16. Leaver means an Analyst or a Credit Officer whose employment with Fitch Ratings has been terminated.

2.17. Legal Department means the legal department of Fitch Ratings.

2.18. Look Back Mailbox means the mailbox (at lookback.mailbox@fitchratings.com) used by ROS to record information regarding Leavers and actions taken pursuant to this Procedure.

2.19. PolicyTech means the IT system used by Fitch Ratings to publish current Policy Documents (as defined in Bulletin 1B: Policy Management Framework), and to store related information and includes any successor system which may be introduced to replace part or all of PolicyTech's functionality.

2.20. Rated Entity means an entity to which Fitch Ratings has assigned a Rating.

2.21. Rating means "credit rating" as described in Fitch Ratings' Rating Definitions, available on its website, www.fitchratings.com.

2.22. Ratings Operations Support (ROS) shall have the meaning set forth in Bulletin 2: Rating Process Manual.

2.23. RCO shall have the meaning set forth in Bulletin 2: Rating Process Manual.

2.24. Relevant Period means the period starting from the Leaver's Termination Date and looking back for the longer of (i) the one-year period preceding the relevant Last Committee Participation Date and (ii) the two-year period preceding the Leaver's Termination Date.

2.25. Senior Officer means any named Officer of Fitch Ratings, any member of Fitch Ratings' Executive Committee, or any Global Group Head or Regional Group Head of an Analytical Group, or the Chief Risk and Credit Officer.

2.26. Termination Date means the date at which an Analyst's or Credit Officer's employment by Fitch Ratings is terminated.

2.27. Transaction Participant means the obligor, issuer, arranger, underwriter or sponsor of a security or money market instrument to which Fitch Ratings has assigned a Rating.

3. INITIAL RISK BASED ASSESSMENT

3.1. Human Resources Notification to ROS. Human Resources (HR) shall promptly notify ROS of any Leaver's Termination Date, specifying whether the termination was voluntary or involuntary and the name of that Leaver's supervisor, by emailing the Look Back Mailbox. HR shall ask each Leaver who has voluntarily terminated their employment about their future plans, including intended employment, study, retirement and time off. HR shall promptly send the information obtained to the Look Back Mailbox. If HR obtains this information, from any source, for any Leaver whose employment was terminated by Fitch Ratings, HR shall promptly send this information to the Look Back Mailbox.

3.2. Where Leaver's Subsequent Employer Unknown. If the Leaver does not disclose their subsequent employer or the Leaver's termination is involuntary, ROS will attempt to determine the Leaver's subsequent employer by conducting a LinkedIn search three months after the Leaver's Termination Date. If there are no results from the LinkedIn search or ROS is not otherwise provided with the name of the Leaver's subsequent employer, no further action is required until the annual review process (as described in section 6 below).

3.3. Initial Risk Based Assessment. Within five business days of obtaining or receiving the name of a Leaver's subsequent employer, ROS shall conduct an Initial Risk Based Assessment to determine whether there is a Last Committee Participation Date for that Leaver with respect to the subsequent employer. If there is a Last Committee Participation Date, ROS shall determine whether, during the Relevant Period, the Leaver participated in any other rating committee(s) (including appeal committees) as the primary Analyst, the surveillance Analyst, the secondary Analyst, the committee chair or another voting member, which rating committee assigned or took action with respect to (i) the Rating(s) of the Leaver's subsequent employer or (ii) a Rating where the Leaver's subsequent employer was a Transaction Participant. If so,

- a) If the Leaver was the primary Analyst, the surveillance Analyst, the secondary Analyst or the committee chair of one or more of those rating committees, ROS shall promptly instruct the DP for the relevant Analytical Group or COG, as the case may be, to conduct a Further Risk Based Assessment with respect to the Rating(s) determined at those rating committees, copying the Look Back Mailbox; or
- b) If the Leaver was a voting member but not the primary Analyst, the surveillance Analyst, the secondary Analyst or the committee chair of one or more of the relevant rating committees and (x) the decision of one or more of these rating committees was the subject of an appeal, (y) one or more of these rating committees decided on a three notch or more upgrade of the relevant Rating(s) and/or upgraded the relevant Rating(s) to BBB- or higher or (z) ROS otherwise discovers any reason that might indicate that the relevant Ratings(s) may have been influenced by the Leaver's conflict of interest, ROS shall promptly instruct the DP for the relevant Analytical Group or COG, as the case may be,

to conduct a Further Risk Based Assessment with respect to the Rating(s) determined at those rating committees, copying the Look Back Mailbox.

The instruction to the DP shall also include the following information: (i) the Leaver's name, (ii) the Termination Date, (iii) the subsequent employer, (iv) the Last Committee Participation Date, (v) whether the subsequent employer was the Rated Entity or a Transaction Participant with respect to each such rating committee, (vi) the date of each such rating committee, (vii) whether the Leaver was the primary Analyst, the surveillance Analyst, the secondary Analyst, the committee chair or another voting member of each such rating committee and (viii) if there was any other reason for instructing a DP to conduct a Further Risk Based Assessment, details of that reason. If ROS determines that the conditions for referral to a DP are not met, ROS shall document that decision by emailing the Look Back Mailbox, setting forth the reason(s).

3.4. Eligibility of DP. If the DP participated in any of the rating committees specified in ROS' instruction to conduct a Further Risk Based Assessment and/or was the direct supervisor of the Leaver at any time during the 12 months prior to the Leaver's Last Committee Participation Date the DP shall promptly notify a Managing Director in the relevant Analytical Group or COG, as the case may be, copying the Look Back Mailbox, and that Managing Director shall select another eligible DP and notify ROS. ROS shall promptly email the new DP, copying the Look Back Mailbox, with the information described in section 3.3 above.

4. FURTHER RISK BASED ASSESSMENT

4.1. If instructed by ROS, the DP shall perform a Further Risk Based Assessment for the Relevant Period. For purposes of determining if a Leaver's conflict of interest may have influenced a Rating, the DP must consider the following factors, among other possible factors:

- a) The emails between the Rated Entity or Transaction Participant and the Leaver (which ROS will obtain from Compliance and forward to the DP);
- b) The Rating(s) of the Rated Entity compared to those of its peers (issued by Fitch Ratings or issued publicly by another rating agency) to assess if the Rating(s) appeared to be outliers based on price characteristics of bonds, CDS or equity based indicators or, in the case of Structured Finance, a review of the Rating(s) compared to relevant peer transactions to assess if the Rating(s) appeared to be outliers;
- c) Exceptions to any Fitch Ratings' policy or procedure granted, such as delayed rating committees, publication of RACs, committee quorums, etc.;
- d) Criteria variations or ratings that vary from implied ratings produced by any rating models used, including whether the rating file clearly documented a reasonable basis or rationale for the variation; and
- e) Outcome of any appeal committee(s).

4.2. In addition, as part of the Further Risk Based Assessment, the DP must assess whether, in the time period between the Last Committee Participation Date and the Leaver's Termination Date, the DP reasonably believes that the Leaver's conflict may have influenced the relevant Rating(s), notwithstanding the fact that the Leaver participated in no further rating committees. The factors to be considered include, but are not necessarily limited to:

- a) Whether the Rating(s) assigned to the Rated Entity or Rating(s) where the Leaver's subsequent employer was a Transaction Participant during this period appeared to be inconsistent with those assigned during the 12 months prior to the Leaver's Last Committee Participation Date; and

- b) The emails described in section 4.1(a) above.

4.3. The DP must complete the Further Risk Based Assessment within the later of (i) 30 days of their appointment and (ii) 30 days of the Leaver's Termination Date. If, based on consideration of relevant factors, the DP concludes that no conflict of interest of the Leaver influenced the Rating(s), the DP shall document the results of the analysis in the Further Risk Based Assessment template and submit the document to the Look Back Mailbox, copying the relevant Global Group Head, the Chief Risk and Credit Officer and HR. Once this completed document is submitted, no further action is necessary.

4.4. If, based on consideration of relevant factors, the DP concludes that a conflict of interest of the Leaver may have influenced the Rating(s), the DP shall refer the matter to an RCO (or in case the Leaver is the RCO to the Chief Risk and Credit Officer) and initiate a Conflicts Review Committee as described in section 5. In addition, the DP shall:

- a) Publish within one business day (but subject to any issuer notification requirements in Bulletin 2: The Rating Process Manual) a rating action commentary (RAC) placing the applicable Rating(s) on Rating Watch. Fitch Ratings must disclose in the RAC: (a) that the review was prompted by the Analyst's or Credit Officer's (as the case may be) departure; (b) that the Rating(s) may have been influenced by the Leaver's conflict of interest; and (c) the date and the associated Rating(s) of each prior rating action that Fitch Ratings believes may have been influenced by the Leaver's conflict of interest; and
- b) Send a copy of this RAC to the Look Back Mailbox, with a copy to the relevant Global Group Head, the Chief Risk and Credit Officer and HR.

5. CONFLICTS REVIEW COMMITTEE

5.1. A Conflicts Review Committee must be promptly convened by the DP, in consultation with the relevant RCO (or in case the Leaver is the RCO to the Chief Risk and Credit Officer¹), to review (and possibly re-rate) all Ratings identified by the DP as potentially influenced by the Leaver's conflict of interest and must complete this review within 15 calendar days of the publication of the RAC referred to in subsection 4.4.1 above.

5.1.1 A Conflicts Review Committee quorum shall be composed of at least five members and:

- a) must include at least two Senior Directors who did not participate as rating committee members with regard to the Rating(s) under consideration;
- b) must include the DP;
- c) a majority of the Conflicts Review Committee shall not have participated in the original rating committee(s); and
- d) the chair shall not have participated as a rating committee member with regard to the Rating(s).

5.2. Following the conclusion of the Conflicts Review Committee, the chair shall ensure that a RAC is published, within one business day (but subject to any issuer notification requirements in Bulletin 2: The Rating Process Manual), based on the determination of whether the current Rating(s) must be revised (as applicable), containing the following:

¹ As a member of the Executive Committee and in accordance with Bulletin 02: The Rating Process Manual, the Chief Risk and Credit Officer would not attend any such committee.

- 5.2.1** A revised Rating, if appropriate, including: (a) a statement that the review was prompted by the Leaver's departure; (b) an explanation that the reason for the action is the discovery that a Rating(s) in one or more prior rating actions was influenced by a conflict of interest; (c) the date and the associated Rating(s) of each prior rating action that Fitch Ratings has determined was influenced by this conflict, if any, and (d) a description of the impact this conflict had on each such prior rating action, if any; or

An affirmation of the Rating, if appropriate, including: (a) a statement that the review was prompted by the Leaver's departure; (b) an explanation of why no rating action was taken with respect to the Rating(s) notwithstanding the conflict of interest; (c) the date and the associated Rating(s) of each prior rating action that Fitch Ratings has determined was influenced by this conflict, if any; and (d) a description of the impact this conflict had on each such prior rating action, if any.

- 5.2.2** A summary report of the Conflicts Review Committee's findings (including a list of impacted Rating(s)) shall be provided to the Chief Compliance Officer within one business day following the conclusion of the Conflicts Review Committee. A copy of the published RAC shall be sent to the Look Back Mailbox.

6. FIVE YEAR SEC REPORTING

6.1. ROS will review the public LinkedIn profile of each Leaver at the end of each December, beginning with the first December following that Leaver's Termination Date, and continuing for a period of five years from that Termination Date, to determine whether, during the 12-month period prior to that Leaver starting work with the subsequent employer, any of the following occurred:

- 6.1.1** If the Leaver was a Senior Officer of Fitch Ratings, the subsequent employer was a Rated Entity or a Transaction Participant;
- 6.1.2** If the Leaver was an Analyst or a Credit Officer, the subsequent employer was a Rated Entity or a Transaction Participant and that Analyst or Credit Officer, as the case may be, participated in a rating committee (including appeal committees) as the primary Analyst, the surveillance Analyst, the secondary Analyst, the committee chair or another voting member, which rating committee assigned or took action with respect to (i) the Rating(s) of the Leaver's subsequent employer or (ii) a Rating where the Leaver's subsequent employer was a Transaction Participant; and
- 6.1.3** If the subsequent employer was a Rated Entity or a Transaction Participant, the Leaver supervised an Analyst or a Credit Officer, as the case may be, who participated in a rating committee (including appeal committees) as the primary Analyst, the surveillance Analyst, the secondary Analyst, the committee chair or another voting member, which rating committee assigned or took action with respect to (i) the Rating(s) of the Leaver's subsequent employer or (ii) a Rating where the Leaver's subsequent employer was a Transaction Participant.

6.2. If, after completing a 12-month review as described in section 6.1 above, ROS determines that any of the fact patterns described in subsections 6.1.1 through 6.1.3 exists, ROS shall promptly prepare a list setting forth the name of each relevant Rated Entity, and specifying which fact pattern applied to that Rated Entity, and provide that list to the Chief Compliance Officer (with a copy to the Look Back Mailbox). The Chief Compliance Officer shall promptly provide that list to the US SEC.

6.3. Additionally, if any of the fact patterns described in subsections 6.1.1 through 6.1.3 exists, ROS shall conduct an Initial Risk Based Assessment. If ROS determines that the conditions for referral to a DP are met: (i) for years one and two, ROS shall instruct a DP to, and the DP shall, conduct a Further Risk Based Assessment

and (ii) for years three through five, ROS shall instruct a DP to consider the need for a Further Risk Based Assessment, and the DP shall conduct a Further Risk Based Assessment if the DP has reason to believe that the Leaver's conflict of interest may have influenced the relevant Rating(s).

7. FILE MAINTENANCE²

7.1. All documentation (including documents, workpapers, writings, drawings, graphs, images, charts, and data or data compilations) relating to the look back review process, including the scope, parameters, findings and conclusions of the review, including supporting materials, will be retained by ROS for ten years from the date of creation/receipt. For records that are replaced with an updated record, the ten year period will start from the date the record is replaced.

7.2. ROS is responsible for retaining, for a ten year period, documentation concerning the development and modification of this procedure or guidance notes relating to this procedure, for which guidance notes they are the owner, in accordance with the requirements of Bulletin 01B ("Policy Management Framework"). For records that are replaced with an updated record, the ten year period will start from the date the record is replaced.

7.3. Documentation relating to the look back review process or procedure may be retained for longer than 10 years (or any other required time period), if ROS considers such longer retention useful or necessary.

7.4. All documentation subject to retention under this section, must be stored in electronic form and maintained in accordance with Bulletin 41: ("Confidential Information Policy") and in a manner that makes them readily identifiable and retrievable by authorized personnel.

7.5. The objective of this procedure is to discard documentation that has aged past the retention period, in accordance with practices that preserve the security of any confidential information contained in them, unless subject to unusual circumstances such as threatened or pending litigation or a government investigation. Upon becoming aware of any subpoena, formal inquiry, or request of any government authority or the existence of any legal or regulatory action that involves Fitch Ratings, its employees or records, employees must retain ALL documentation and emails, and any other documents, paperwork, files, records, correspondence and other information (including information generally regarded as aged past the retention period or information that is duplicative of other retained information) concerning the subject matter of the subpoena, inquiry, request or action pending further guidance from the Legal Department.

Owners: Karen Skinner and Kevin Duignan

Supplemental Documents: None

² Where the legal or regulatory requirements of any jurisdiction in which Fitch Ratings is located impose additional requirements or longer retention periods than those mentioned in this section, Fitch Ratings personnel located in that jurisdiction must comply with the requirements of that local jurisdiction. Any questions as to legal and/or regulatory requirements for any jurisdictions should be raised with the Legal Department.

Appendix A

December 2025

- 1) References to Core Operations have been replaced by ROS
- 2) References to CPG have been replaced with COG
- 3) References to Chief Credit Officer have been replaced with Chief Risk and Credit Officer

5 December 2023

- 1) The procedure application has been expanded to Credit Officers. Corresponding changes made throughout the procedure.

19 January 2023

- 1) Definitions Compliance and PolicyTech have been added
- 2) Section 7 on file maintenance and record keeping has been updated to remove reference to Bulletin 11 and add details on the retention period.

29 June 2022

- 1) Amended Global Operations Management (GOM) to Core Operations
- 2) Analytical Group definition clarified to include the enhanced analytics teams
- 3) Definitions for Core Operations and Enhanced Analytics added
- 4) Remove SF ODT from the Designate Person definition and remove the role of SF ODT from the procedure.
- 5) Rating definition amended to reference the Rating Definitions. Definition for Rating definitions added.
- 6) Amended lead Analyst to primary Analyst through the procedure and added surveillance Analyst to be treated in the same manner as the primary Analyst
- 7) Reference to the issuer notification requirement from Bulletin 2 added to section 4.4. (a)

11 April 2019

- 1) Amend definition of Relevant Period to apply the EU definition globally.

- 2) Removed the definition of “EU Fitch Ratings” as no longer used in the Procedure.

12 March 2018

- 1) Remove ALQ questionnaire – replace with email from GOM.
- 2) Designated Person – appointed by MD, not RGH; DPs for SF come from ODT.
- 3) Introduced two-stage review: Initial Risk Based Assessment (conducted by GOM) and Further Risk Based Assessment conducted by the DP.
- 4) Generally streamlined the process.

Policies and Procedures re Internal Controls

The following policy has been adopted and implemented with respect to internal controls.

- *Framework on Internal Control Structure Governing the Determination of Credit Ratings*

EXECUTIVE SUMMARY

1. INTRODUCTION

This document describes Fitch Ratings, Inc.'s ("FRI") and Fitch Ratings Limited's ("FRL"), including any of FRI's and FRL's subsidiaries that issue credit ratings under the trade name of Fitch Ratings (collectively, "Fitch Ratings"), internal controls related to the issuance of Credit Ratings. The definition of Credit Ratings, along with both other capitalized terms that may be used in this document and other material information pertaining to Credit Ratings, are set forth on Fitch Ratings' publicly available website at <https://www.fitchratings.com/site/definitions>.

2. BOARD OVERSIGHT

The Board of Directors of FRI (the "FRI Board"), FRIL (the "FRIL Board") and FRL (the "FRL Board") (collectively, the "Boards") operate under structured procedures. Each of the Boards performs its oversight activities on behalf of Fitch Ratings globally. In addition, where necessary pursuant to applicable local law, the local boards of directors of other Fitch Ratings' subsidiaries may perform additional oversight activities.

Among other matters, the Boards are responsible for the oversight and management of FRI, FRIL and FRL in accordance with their fiduciary responsibilities and standards established by the laws of the jurisdictions in which FRI, FRIL and FRL are organized, including approval of all components of the internal control framework, as well as overseeing that its components are subject to monitoring and regular update by management.

The Boards have delegated responsibility for the day-to-day running of FRI, FRIL and FRL to a senior management team with sufficient skill and experience to ensure the sound and prudent management of FRI, FRIL and FRL. The senior management team is responsible for the development and performance of controls and for assessing the adequacy and effectiveness of the control environment, establishing, implementing and updating the internal policies and procedures¹ supporting the internal control framework. In establishing these policies and procedures, the senior management team has a documented decision-making process and defined roles and responsibilities.

The Boards oversee, among other matters:

- a. The process and maintenance of internal controls for the determination and issuance of Credit Ratings;
- b. The publishing of new and materially amended criteria and methodologies pertaining to determining Credit Ratings;
- c. The approval of new and materially amended policies pertaining to determining Credit Ratings;
- d. The program designed to manage conflicts of interest;
- e. The compensation and promotion processes; and
- f. The compliance and governance processes, including the effectiveness of the criteria review & approval group.

¹ The term "policies and procedures" refer to internal documents that govern or direct how Fitch Ratings or its staff should perform activities that are subject to the requirements of CRAR.

3. POLICY FRAMEWORK

All Fitch Ratings policies and procedures reflect Fitch Ratings' Code of Conduct & Ethics, which is based upon the global best practices outlined in the IOSCO Code of Conduct Fundamentals for Credit Rating Agencies, and, with respect to any given jurisdiction in which Fitch Ratings conducts Credit Rating activities, are consistent with all laws, rules and regulations applicable to Fitch Ratings in such jurisdiction.

During the policy development or amendment stage, input is gathered from relevant constituents within Fitch Ratings including, where appropriate, the senior management of the Global Analytical Groups, the Risk Group, the Legal Group, Ratings Operations (including Regulatory Affairs, Policies and Procedures), the Business and Relationship Management Group ("BRM"), the Compliance Department ("Compliance"), and any others as may be appropriate. Once a new or amended policy is finalized, it is subject to review and approval in accordance with Fitch Ratings' internal protocols. Certain of Fitch Ratings' policies are also subject to review by the Boards. This document has been formally reviewed and approved by both the senior management of FRI and FRL and the Boards. As a result of their respective approvals, the Compliance Department has been granted the authority to access necessary information, conduct monitoring, enforce Compliance measures, and conduct any other activities necessary to perform the specified Compliance functions outlined herein.

4. THREE LINES OF DEFENSE

Fitch Ratings' internal control structure is designed to ensure that Fitch Ratings employees comply with Fitch Ratings' policies and procedures relating to or associated with the issuance of Credit Ratings. This control structure follows the model of the three lines of defense (Control Functions), and is ultimately overseen by the Boards:

- a. First Line of Defense: The management teams within the Global Analytical Groups, BRM and Ratings Operations (see below in 5);
- b. Second Line of Defense: the Risk Group, and the Compliance Department (see below in 6); and
- c. Third Line of Defense: Internal Audit (see below in 7) and external or outsourced third-party audits, as needed.

Each of the three lines of defense is further supported by the Information Technology group ("IT") and the Information Security group (IS) (see below in 8 and 9).

5. FIRST LINE OF DEFENSE

The overall responsibility to ensure that Fitch Ratings' policies and procedures relating to or associated with the issuance of Credit Ratings are followed rests with the senior managers and all members of the first line of defense.

5.1. Global Analytical Group

The senior managers of the Global Analytical Group are: (i) the Senior Global Group Heads; (ii) the Global Group Heads, each covering an analytical group; and (iii) the Regional Group Heads covering certain geographical areas.

5.2. Business Relationship Management

Fitch Ratings maintains a separate BRM Group which carries out ratings-related commercial and marketing activities independently of the Global Analytical Groups. This structure helps ensure that analytical staff is not influenced by business considerations. All discussions with an issuer, originator, arranger, sponsor, servicer or any other party that interacts with Fitch Ratings on behalf of the issuer concerning rating fees, fee arrangements or billings are handled by BRM, finance and accounting staff, members of the Legal Department, or others who are employed by Fitch Ratings to handle billing or fee collection matters, outside the Global Analytical Groups. BRM staff also follows policies and procedures designed to ensure compliance with anti-money laundering laws, international sanctions, and anti-bribery and corruption laws, as well as other aspects of credit rating agency regulation.

5.3. Ratings Operations

Ratings Operations is responsible for developing, implementing and monitoring procedures and controls with respect to the Credit Rating process in response to regulation, Fitch Ratings policy, and senior management guidance. Ratings Operations works with members of the Global Analytical Groups, BRM, Compliance, Risk, Human Resources, Legal and IT to identify risks and implement procedural, training and/or technical solutions in support of Fitch Ratings' control framework and analysts' compliance with the firm's policies and procedures. Ratings Operations also produces management reports and analysis to support the Global Analytical Groups' compliance with the various procedures outlined in the Ratings Process Manual.

6. SECOND LINE OF DEFENSE

Fitch Ratings' core control functions of Risk and Compliance comprise the Second Line of Defense. These functions operate at a global, rather than local level, with staff based in Fitch Ratings' offices around the world providing support and oversight to all Fitch Ratings offices globally.

In addition to its oversight activities outlined below, Risk contributes to the development of a training program, the Fitch Credit Academy, to provide a formal structure to develop and assess the knowledge and skills analysts need to be effective in evaluating credit. Analysts are trained on fundamental credit concepts, and in some cases specialized curricula designed to provide relevant knowledge and skills appropriate for each Global Analytical Group, sector and region, as applicable.

6.1 Risk

The Risk Group is independent of the Global Analytical Groups, managed by the Chief Risk & Credit Officer (CRCO) and includes the Credit Officer Group, the Credit Review Group, the Criteria Review and Approval Group, the Operational Risk Team and the Credit Commentary & Research Group. The CRCO reports to the President of Fitch Ratings.

6.1.1 The Credit Officer Group

The Credit Officer Group comprises Group Credit Officers (GCOs) who leverage their participation in the mainstream of rating committees and analytical group discussions to ensure new or developing issues are shared and addressed across Analytical Groups. The GCOs therefore serve as an oversight function with respect to Fitch Ratings' analytical work. In fulfilling these responsibilities, the GCOs conduct the following activities, among others:

- Aggregate risks across ratings by focusing on risk identification and promoting coordination across sectors and regions; and may challenge credit thinking with alternative viewpoints;
- Conduct reviews for assessing ratings performance and ratings comparability;
- Link rating trends with current fundamentals, macro-economic developments and expectations by sector;
- Monitor Analytical Groups to ensure consideration of new developments with an appropriate sense of urgency and rigor and reports on and make recommendations in certain cases;
- Oversee the execution of reviewing unique or complex ratings proposals by the Analytical teams;
- Develop and publish areas of topical research that address current credit market issues, and/or can be used to frame priorities or identify the next potential credit market development; and
- Review analytical exceptions, incidents and complaints from a substantive perspective.

The work of the GCOs informs the regular reporting of the CRCO on the effectiveness of Fitch Ratings' policies and procedures to the Board.

6.1.2 The Credit Review Group

The Credit Review Group scrutinizes the work of the Analytical Groups in two main areas:

- CRG carries out reviews of rating committees and committee papers and against Criteria as part of the Evaluating Committee Robustness (ECR) program; and
- CRG carries out the role of primary Investigator on Analytical Complaints when submitted to Fitch Ratings, in which role they work with GCOs and Analytical Management to evaluate Complaints and generate recommendations for action where appropriate.

6.1.3 The Criteria Review and Approval Group

CRAG is independent of the Global Analytical Groups and includes the Chief Criteria Officer, Head of Model Validation, Manager of Ratings Performance Analytics and Criteria Officers. The Chief Criteria Officer reports to the CRCO. CRAG serves as an oversight function with respect to Fitch Ratings' credit ratings criteria and related models. In fulfilling these responsibilities, CRAG conducts the following activities, among others:

- Oversees review and approval process for rating criteria (and related models and key assumptions), recommending approval to the Boards, and ensures appropriate inclusion of qualitative and quantitative assumptions, sensitivities and key ratings drivers. (Analytical Groups remain responsible for proposing suitable criteria that support ratings and are supported by back testing);
- Conducts regular transition and default studies and develops other quantitative ratings performance indicators to monitor the performance of Fitch Ratings' credit ratings over time and across analytical sectors and geographical regions to review the consistency of application of criteria;
- Manages a database of criteria and models to measure compliance with the requirements to review such criteria and models and to ensure only validated models are controlled;
- Reviews criteria back-testing and conducts model validation; and

- Oversees the identification, review, resolution, and reporting of errors related to models and criteria.

The work of CRAG informs the regular reporting of the CRCO on the effectiveness of Fitch Ratings' policies and procedures to the Board.

6.1.4 The Operational Risk Review Team

The Operational Risk Review Team sits within Fitch's second line and provides oversight of the policies, procedures and controls designed to manage the risk of loss arising out of Fitch Ratings' operations, including the risk of legal, reputational, strategic and commercial business. In fulfilling these responsibilities, the Team conducts the following activities, among others:

- Execution of the annual analysis of Fitch Ratings' operational risks, via review and analysis of the Risk & Control Self Assessments (RCSA) conducted by each first line risk owner, which includes the evaluation of the effectiveness of existing, new or changed operational controls;
- Coordinates quarterly Operational Risk Committee meetings with first- and second-line risk owners;
- Works with other business areas to support policies and procedures related to business continuity plans and disaster recovery;
- Manages the annual Dodd Frank attestation process, to include coordinating all Internal Audit control testing results, data and information with all other potential findings (Exceptions & Incidents, complaints, RCSA), and working with various stakeholders to ensure appropriate outcomes; and
- Actions monthly reporting for IT incidents, whilst owning governance for report content and distribution.

The work of the Operational Risk Team informs the regular reporting of the CRCO on the effectiveness of Fitch Ratings' policies and procedures to the Board.

6.2 The Compliance Department

Compliance is responsible for advising on, supporting and overseeing compliance with the various laws, rules and regulations governing the issuance of Credit Ratings ("CRA Regulations") promulgated in the jurisdictions in which Fitch Ratings operates, along with those requirements set forth in Fitch Ratings' Code of Conduct & Ethics and related policies regarding complaints, conflicts of interest and confidentiality (collectively, "Conduct Policies"). Compliance supports, monitors and reports on Fitch Ratings' compliance with CRA Regulations and the Conduct Policies on an ongoing basis through the functions described below, as well as by analyzing information obtained via Fitch Ratings' Ethics Hotline and internal incident reporting systems.

Compliance is led by the Global Chief Compliance Officer (the "CCO"), who reports jointly into the General Counsel of Fitch Group, and the Independent Directors of the Board of FRI (the "Independent Directors"). Compliance is present in multiple locations with local Compliance Officers as needed for resources and required by regulations. The CCO informs the Independent Directors and the General Counsel on the goals, strategy and status of the Compliance Department, the compliance program, and certain other Compliance processes and controls including those undertaken by the Department's four core functions, as described further below:

- 6.2.1 Regulatory Compliance:** Regulatory Compliance is responsible for maintaining (either directly or in conjunction with local country management) Fitch Ratings' license or registration in all jurisdictions where Fitch Ratings is licensed or registered as a credit rating agency. This maintenance includes making periodic (e.g. monthly, annual, etc.) reporting and filings and any additional "as needed" reporting, along with making any necessary public or regulatory disclosures of issues or events. In addition, this team manages all regulatory exams and other regulatory requests for documents and information. Further, the team helps coordinate Fitch Ratings' responses to all exam findings and recommendations, and tracks and monitors

Fitch Ratings' completion of agreed management actions. The team regularly liaises with regulators on a global basis through in-person visits or conference calls. Moreover, Regulatory Compliance is responsible for oversight of the processes regarding the handling and resolution of Conduct Complaints, as defined in Fitch Ratings' Complaints Handling policy. Finally, Regulatory Compliance conducts outreach to Fitch Ratings' offices in Latin America, Asia, Europe, and the Middle East through either on-site visits or teleconferences. Regulatory Compliance is overseen by Regional Heads of Regulatory Compliance for EMEA, APAC, Latin America and North America. The Regulatory Compliance team heads in each jurisdiction are responsible for implementing new procedures or disclosures as required by changing regulations. Regulatory Compliance team heads in each region are responsible for disseminating information of regulatory change to members of their own teams and to Regulatory Compliance Officers in other regions as well;

- 6.2.2 **Personal Conflicts Monitoring:** The Personal Conflicts Monitoring team ("PCM") administers Fitch Ratings' Global Securities Trading and Conflicts of Interest Policy ("Bulletin 13"). Bulletin 13 establishes policies designed to minimize actual and apparent conflicts that may arise from employees' personal investment activity, outside interests and external relationships, and gifts, business events and entertainment. PCM utilizes a third-party trade surveillance platform to monitor Fitch Ratings employees' trading activity. PCM also administers the initial securities holdings certification and compliance questionnaire for new hires, as well as an annual compliance recertification of securities holdings and compliance questions for existing staff. Further, PCM is responsible for administering the exceptions and recusals that arise as a result of a potential conflict related to Bulletin 13;
- 6.2.3 **Compliance Testing and E-Surveillance team:** The Compliance Testing team conducts testing throughout Fitch Ratings to assess compliance with Fitch Ratings' policies and procedures, and the effectiveness of internal controls implemented with respect to its Credit Rating and related regulatory activities. Compliance Testing develops annually a risk-based compliance test plan derived from, among other factors, outcomes of compliance risk assessments, previous Compliance Testing findings and risks identified through regulatory findings or other issues, incidents or trends. Compliance Testing conducts its testing throughout the year and presents its reports, including corrective action plans for issues identified, to senior management. Compliance Testing also monitors the aging of previously identified issues, and escalates overdue issues as appropriate. Further, E-Surveillance is responsible for performing surveillance of Analytical Group and BRM employees' electronic communications. In particular, E-Surveillance flags communications that could represent breaches or violations of Fitch Ratings' policies or procedures for review and follow-up, and where appropriate triggers disciplinary or remedial action; and
- 6.2.4 **Compliance Communications and Data, Systems and Metrics:** Compliance officers sitting outside of the above three functional teams provide support to those teams with respect to managing Fitch Ratings' policy, procedure and training framework globally, delivering regulatory disclosures, and creating reports and metrics for monitoring the effectiveness of Compliance controls.

7. INTERNAL AUDIT

Internal Audit ("IA") is the third line of defense assisting senior management and the Boards in protecting the assets and reputation of Fitch Ratings. In particular, IA provides independent and objective assurance as to the adequacy and effectiveness of Fitch Ratings' internal controls framework, controls and governance processes. The Head of IA reports to the Independent Directors and the General Counsel for administrative purposes. At least annually, the Head of IA submits to the Independent Directors and the General Counsel an internal audit plan for review and approval. The internal audit plan consists of a work schedule for the following fiscal year. It is developed based on a prioritization of the audit universe using a risk-based methodology, including input from the

Independent Directors, the General Counsel and other members of Fitch Ratings' senior management. The Head of IA reviews and adjusts the plan, as necessary, in response to changes in Fitch Ratings' business, risks, operations, programs, systems and controls. Any significant deviation from the approved internal audit plan is communicated to the Independent Directors and the General Counsel through periodic reporting or direct communication, as applicable. After the conclusion of an internal audit engagement, the Head of IA (or his or her designee) issues and distributes a written report. The audit report includes Management's response and corrective action with regard to the specific findings and recommendations. Management's response includes a timetable for anticipated completion of corrective actions. IA is also responsible for appropriate follow-up, and all findings remain in an "open issues file" until cleared. The Head of IA periodically reports to the Independent Directors and the General Counsel on the purpose, authority and responsibility of IA as well as progress and performance regarding the audit plan.

IA also oversees the testing of internal controls supporting the ratings process. The testing is done globally and at least semi-annually supporting the assessment of the effectiveness of internal controls under the US SEC Dodd-Frank Control Act and ESMA Guidelines on Internal Controls.

8. GLOBAL IT STRUCTURE AND SYSTEMS

Fitch Group's IT function manages the technology infrastructure for Fitch Ratings globally. IT is headed by Fitch Group's Chief Information Officer. In addition to typical IT tasks and responsibilities, IT also:

- Maintains and monitors infrastructure including desktops, networks and data applications and process for ongoing operations;
- Plays a material role in supporting business continuity plans, including those related to the issuance and publication of credit ratings;
- Manages and tests disaster recovery plans; and
- Together with Ratings Operations, develops custom applications required to support core ratings activities such as workflow systems, analysis and surveillance systems, and publishing and document management systems, and maintains those applications and systems.

9. GLOBAL INFORMATION SECURITY STRUCTURE AND SYSTEMS

Fitch Group's IS function manages the information security infrastructure for Fitch Ratings globally. The IS function is headed by Fitch Group's Chief Information Security Officer ("CISO"), who reports to Fitch Group's Chief Information Officer.

Information Security:

- Creates, manages, and leads the implementation of Fitch Group's information security program;
- Identifies and addresses the risks associated with Fitch Ratings' technology processes used in the issuance of credit ratings, along with IT and senior members of the business, legal and Compliance teams;
- Plays a material role in developing operational resilience plans, including those related to the issuance and publication of credit ratings;
- Implements and manages foundational security controls designed to prevent and detect information security threats, and designs and tracks objective metrics tied to those controls; and
- Manages access control for all systems, ratings data and applications in compliance with

confidentiality and conflict of interest policies.

Owner:	Chief Compliance Officer
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Supplements:	None
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Policies and Procedures re Books and Records

The following policies and procedures have been established to address books and records.

- *The Business and Relationship Management Process Manual (sections 9.1, 9.2 and 9.3)*
- *File Maintenance and Recordkeeping Policy*



Business and Relationship Management Process Manual (BRM PM)

Business and Relationship Management Process Manual (BRM PM)

9 File Maintenance, Recordkeeping, and Information Security

9.1 Overview

BRM's file maintenance and recordkeeping procedure addresses the filing and retention of documents used or created in support of the BRM process. These documents include but are not limited to materials used in the marketing of Fitch Ratings' services as well as documents created in support of the engagement process. The retention periods for BRM-related documents are specified in Section 9.3 below.

9.2 General Guidelines

BRM Network Drives

Unless noted otherwise, all documents/files/data required for retention must be stored in accordance with BRM's file maintenance and recordkeeping procedures as stipulated in this Section 9. BRM staff must retain all required documentation on their respective group's Fitch Ratings' network drives. All Fee Agreements created, executed and saved via CLM meet the file maintenance and record keeping requirements in this Section 9. For Fee Agreements executed prior to the launch of CLM, the storage of these Fee Agreements on the Finance Department PAD, SAP/Fiori or other finance systems meet the file maintenance and recordkeeping requirements for these documents. BRM staff may maintain duplicate copies of such information in BRM's various applications/systems. To the extent that the legal or regulatory requirements of any jurisdiction in which Fitch Ratings is located are inconsistent with any provision of this Section 9, Fitch Ratings' personnel located in such jurisdiction shall comply with the requirements of the local jurisdiction.

BRM Global Drive

BRM maintains the BRM Global Drive to store various globally applicable forms, templates and reports as described in this BRM PM. Additionally, the BRM Global Drive is used to store BRM's Fee Agreement templates and fee schedules.

Access to the BRM Global Drive is managed by Fitch's IdentityNow. The Head of the BRM Global Governance Group, in addition to the applicable Global Product Head, must approve all access requests.

Safeguarding Confidential Information

Fitch Ratings employees must be familiar with the requirements with respect to Confidential Information under [Bulletin 41](#) and must comply with all requirements therein. Among the requirements in [Bulletin 41](#) is a duty to safeguard Confidential Information and store, maintain and transmit Confidential Information exclusively on or via Fitch Ratings' managed networks, systems and devices. Without limitation, this means that Fitch Ratings' employees may not send Confidential Information to personal email or messaging accounts, or (other than in accordance with the [BYOD Policy – Email on Personal Devices](#)), store it on personal devices or drives. BRM staff must refer to [Bulletin 41](#) and the [BYOD Policy – Email on Personal Devices](#), both of which are available on PolicyTech, for specific details.

As of May 2025, the Ontario Securities Commission (OSC) officially registered Fitch Ratings Canada, Inc. (FRCI) as the "designated rating organization" (DRO) in Canada, replacing Fitch Ratings, Inc. According to OSC regulations, neither a DRO, nor its BRM staff, can share confidential information entrusted to it with non-DRO affiliates. As a result, FRCI BRM staff cannot share confidential information which has been entrusted to FRCI BRM staff by an issuer with non-DRO affiliate staff. For purposes of this regulation, the following are non-DRO affiliates (i.e. with whom confidential information cannot be shared by FRCI staff):

- Fix SCR S.A. Agente de Calificacion de Riesgo (Argentina)
- Fitch Chile Clasificadora de Riesgo Limitada (Chile, JV or Associate)
- Fitch (China) Bohua Credit Ratings Ltd 惠誉博华信用评级有限公司 (China)
- Fitch Ratings (Beijing) Limited 惠誉（北京）信用评级有限公司 (China)
- Fitch Ratings Colombia, S.A. Sociedad Calificadora de Valores (Colombia)
- India Ratings & Research Private Limited (India)
- PT Fitch Ratings Indonesia (Indonesia)
- Korea Ratings Corporation (South Korea)
- Fitch Ratings Lanka Ltd. (Sri Lanka)
- FITCH RATINGS (THAILAND) LIMITED (Thailand)
- FIX-SCR URUGUAY CALIFICADORA DE RIESGO S.A. (Uruguay)

Business and Relationship Management Process Manual (BRM PM)

- Fitch Centroamerica, S.A. (Panama)
- Fitch Costa Rica Calificadora de Riesgo S.A. (Panama)
- Apoyo & Asociados Internacionales S.A.C. Clasificadora de Riesgo (Peru)

Moreover, per Bulletin 41, BRM employees of Fitch Ratings Canada Inc. may share Confidential Analytical Information only with other employees of Fitch Ratings Canada Inc. and employees of DRO affiliates of Fitch Ratings Canada, Inc. A complete list of the DRO affiliates can be found at <https://www.fitchratings.com/regulatory>

Social Media Policy

Fitch Ratings employees must be familiar with the requirements of [Fitch Group Bulletin 5: Social Media Policy and Guidelines](#). Some key elements of the policy include:

- Only authorized Fitch Group branded accounts and their administrators may communicate on behalf of Fitch, speaking in the first person as Fitch.
- Fitch Ratings employees must only use authorized and approved electronic corporate communication channels for Business-Related Communications as defined in [Fitch Ratings' Bulletin 47: Electronic Communications Policy](#) ("Fitch Ratings Bulletin 47"). Fitch Ratings Employees are prohibited from using personal email accounts, Social Media Messaging (SMM) or Instant Messaging (IM) applications such as WeChat, Facebook Messenger, or WhatsApp for Business-Related Communications, unless approved in accordance with Fitch Ratings Bulletin 47. As of the date of publication of this version of the BRM PM, Microsoft Teams instant messaging is a company-supported or approved digital communication channel; and, BRM employees may use Microsoft Teams instant messaging for Business-Related Communication. Per Fitch Ratings Bulletin 47, all instant messages, whether in a group chat, a one-to-one chat, or a channel chat (within a team), are stored and subject to monitoring for compliance in accordance with Fitch's policies and procedures and Fitch's legal and regulatory obligations.
- Fitch's [Bulletin 41](#) applies to social media applications. Confidential Information must not be shared on social media, and Fitch must protect personally identifiable information (PII) of any issuer, consumer, employee, contingent worker, agent, supplier or third party.
- Fitch employees are to act quickly to report any content and or engagement that violates the Social Media Policy and raise any concerns for review at social@thefitchgroup.com.

BRM staff must refer to [Fitch Group Bulletin 5](#) for specific details.

Storage Restrictions

Under no circumstances shall electronic BRM-related issuer-specific files be stored on any personal drives, any computer or device other than a Fitch Ratings' issued desktop or laptop or on a restricted drive or file system maintained by Fitch Ratings. Until disposed of as described below, copies of any physical documents must remain on Fitch Ratings' premises in secured storage, or in approved offsite facilities.

Form of Retention

Documents that originate in hard copy must be scanned into an electronic file to a quality standard similar to that of the hard copy original. If the original hard copy is in color, the scanned copy must also be in color.

Disposal of Physical Documents

Once scanned, the scanned version of the document must be checked against the physical document to ensure that all pages have been scanned and are of an acceptable quality. After the scanned version has been checked against the physical document, the scanned version must be electronically filed and the physical documents disposed of properly. If the documents are public documents, they may simply be discarded or recycled. If they are confidential in nature, BRM employees must take precautions to ensure that the physical documents are disposed of in a secure fashion.

Responsibility for Filing Documents

Each member of the BRM team is responsible for making certain that all required documentation, is completed and or filed in a timely and accurate manner.

Policies and procedures related to BRM activities and processes are maintained in the PolicyTech application, which is available on FX. PolicyTech is used to manage the creation, approval, distribution, attestation and storage of all policies and procedures. Any new or revised policy and or procedure document will be housed in PolicyTech.

Business and Relationship Management Process Manual (BRM PM)

Redundant/Duplicative Documents

Information that is duplicative of other retained information and lacks any additional significance need not be retained. Identical copies of items already maintained in Fitch Ratings' files (as distinguished from copies that have been annotated or otherwise modified and contain additional information) should be discarded at regular intervals.

9.3 BRM File Retention Periods

Permanently Retained

The following business and relationship management documents must be permanently retained by BRM:

- o Executed Fee Agreements;
- o Records of solicited and unsolicited status of each Rating; and
- o Executed confidentiality agreements.

Retained for 5 Years from the Date of Creation or Receipt

The following documents or other communications must be retained by BRM for a period of 5 years from the date of creation (if created by Fitch Ratings), or receipt (if received by Fitch Ratings):

- o Electronic or written communications concerning fee negotiations;
- o Marketing materials including issuer and banker presentations shown to any external party.
- o Material external and internal electronic communications relating to the initiation or withdrawal of a credit Rating, as addressed in this BRM PM, including emails and pitch books relating to potential new business.

To the extent that legal or regulatory requirements of any jurisdiction in which Fitch Ratings is located are inconsistent with the file retention periods stipulated in this Section 9.3, Fitch Ratings' personnel located in such jurisdiction must comply with the requirements of the jurisdiction, although retention periods specified above cannot be shortened. The head of Fitch Ratings' office in such jurisdiction must record such procedures in the files of the office and notify the appropriate personnel of their contents. As of the date of publication of this BRM PM, local jurisdictions that depart from those stipulated herein include: Germany, Hong Kong, Singapore, the United Arab Emirates, and Sri Lanka. BRM staff in these jurisdictions should contact the head of their office to access their local jurisdictional file retention policy.

File Retention Period Sample Summary Table

Document Type	Minimum Retention Period
Issuer Marketing Presentations	5 years from date of creation or receipt
Banker Marketing Presentations	5 years from date of creation or receipt
Originator Marketing Presentations	5 years from date of creation or receipt
Communications related to Fee Negotiations	5 years from the date of creation or receipt
Fee Schedules	Permanent
Executed Fee Agreements	Permanent
Records of Solicitation Status	Permanent
Executed Confidentiality Agreements	Permanent

EXECUTIVE SUMMARY

- Objective:** To establish requirements for the management, maintenance and orderly disposal of records relating to Analytical Activities and relating to policies, procedures, criteria and methodologies
- Application:** All analytical groups, Middle Office, the Credit Officer Group, the Credit Review Group and the Criteria Review and Approval Group

1. OVERVIEW

This Bulletin identifies categories of Documents and emails that must be retained to comply with applicable laws and regulations, as well as with Fitch Ratings' own business needs. It identifies where certain Documents must be stored and the timeframes for which they must be maintained. It also sets out Fitch Ratings' policy for the disposal of Documents at the end of this timeframe and for the preservation of Documents in certain circumstances, including litigation or investigations.

2. DEFINITIONS

For the purposes of this Bulletin, the following capitalized terms have the following meanings:

"Analytical Activities" means activities conducted by Fitch Ratings personnel relating to the initiation, determination, maintenance, modification, confirmation, verification or withdrawal of Analytical Products.

"Analytical File" means one or more electronic files containing all the Documents and emails relating to Analytical Activities for an Issuer, security or transaction that are required to be retained under this Bulletin.

"Analytical File Share" or "AFS" means a SharePoint application that analytical staff must use to electronically house Documents related to an Issuer, security or transaction, during the course of their use in the analysis of that Issuer, security or transaction.

"Analytical Product" means any public or private monitored rating, point-in-time rating (including initial and indicative ratings), rating assessment, credit opinion, credit score and any other type of analytical rating or score, if any, from time to time issued or assigned by Fitch Ratings, including rating outlooks and rating watches.

"Designated Person" means an individual designated by an SGGH or GGH to make decisions under this Bulletin.

"Document" means any paper or electronically-stored information, including documents, workpapers, writings, drawings, graphs, images, charts, models, and data or data compilations. Note: Emails are not considered Documents under this Bulletin. However email retention within Analytical Files is mandated in certain sections of this Bulletin (in particular Sections 4.1 and 7 and Appendix 1) and all emails received in Fitch Ratings' email system are also subject to Fitch Ratings' IT email retention policy.

"Document Manager" or "DM" means an application used to manage the retention and deletion of Documents related to Analytical Activities for an Issuer, security or transaction that are required to be retained under this Bulletin.

"Fitch Ratings" means Fitch Ratings, Inc., and each of Fitch Ratings, Inc.'s subsidiaries that issue Analytical Products under the trade name of Fitch Ratings.

"GGH" means Global Group Head as specified in Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads

“Issuer” means an issuer of securities, or any other legal person, in respect of which Fitch Ratings conducts or has conducted Analytical Activities.

“Obsolete” means information that has aged past the relevant retention period specified in the appendices to this Bulletin and that is subject to disposal in accordance with this Bulletin.

“Redundant” means information that is duplicative of other retained information and lacks additional analytical significance.

“SGGH” means Senior Global Group Head as specified in Bulletin 22: Senior Global, Global, Regional & Enhanced Analytics Group Heads.

3. SCOPE AND COVERAGE

3.1. Groups/Personnel Covered

This Bulletin applies to the members of (i) all analytical groups, (ii) the Middle Office, (iii) the Criteria Review and Approval Group, (iv) the Credit Review Group, and (v) the Credit Officer Group, in each case, worldwide.

3.2. Information Covered

This Bulletin applies to all Documents created or received on or after August 16, 2010 in the possession of any of the groups and/or personnel specified in Section 3.1. Documents located in remote offices, including home offices, or at any other offsite location are subject to this Bulletin and shall be managed consistently with it.

Documents created or received prior to August 16, 2010 shall also be maintained in accordance with this Bulletin where feasible and otherwise in accordance with the file maintenance and recordkeeping policy applicable to such Documents in effect at their time of creation or receipt.

3.3. Local Jurisdictional Requirements

Where the legal or regulatory requirements of any jurisdiction in which Fitch Ratings is located impose additional requirements or longer retention periods than this Bulletin, Fitch Ratings personnel located in that jurisdiction must comply with the requirements of that local jurisdiction. Where such requirements exist in local credit rating agency regulations, the Compliance department must notify the SGGHs and GGHs responsible for any area affected by any of these requirements. Procedures to meet local requirements must be approved by the relevant SGGH or GGH for their respective group(s), or a relevant Designated Person. The relevant SGGH, GGH or Designated Person, as the case may be, shall produce such procedures in accordance with Bulletin 01B: Policy Management Framework, and notify the Compliance Group of their contents.

4. ROLES AND RESPONSIBILITIES

4.1. Maintaining Analytical Files

Primary analysts and surveillance analysts, as the case may be, are responsible for maintaining in AFS, during the course of the rating process, an Analytical File for the Issuers, securities and/or transactions they cover. The Analytical File must include all evidence to support the analysis and must be uploaded to DM on completion of the rating process. More details on the Documents that are considered part of an Analytical File are listed in Appendix 1. In addition, details on the process for naming and tagging Documents specific to each analytical group are maintained [on FX here](#).

At the option of the relevant primary analyst or surveillance analyst, copies of published research, Rating Action Commentaries, and rating histories may also be included in the Analytical File.

For the avoidance of doubt, Bulletin 4 (“Segregation of Commercial and Analytical Activities”) prohibits analysts from possessing or controlling documents that contain fee information (including invoices and any other documents pertaining to fee agreements) and therefore these documents must not be included in the Analytical File. This restriction does not apply where the fee information is publicly disclosed in a document (such as a public offering document or public tender document) and where that document is part of the Analytical File.

4.1.1 Additional Information Regarding the Use of Analytical File Share During the Rating Process

Use of AFS allows Fitch Ratings to restrict access by management line, region and recusal status. Therefore, in addition to the contents of the Analytical Files, other Documents used or created in support of Analytical Activities related to an Issuer, security or transaction must be stored in AFS and not group shared drives. However, Documents pertaining to models, tools or other automated file workflows may be maintained on group shared drives if such workflows have not been integrated with AFS. Each analytical group is responsible for identifying categories of Documents that can be maintained outside of AFS during the rating process. A list of such categories is centrally maintained [on FX here](#).

Analysts may also maintain working copies of Documents stored in AFS on their individual Fitch Ratings home drive, OneDrive, or Fitch Ratings laptop during the course of their use in the analysis of that issuer, security or transaction (also see Section 6.2). Updated working copies must be uploaded to AFS as soon as is practical, to ensure the Analytical File remains up to date. Analysts must also take care when sharing any such Documents outside of AFS (including sharing via email or OneDrive) to the extent practical, in order to comply with applicable Fitch Ratings policies.

Primary analysts and surveillance analysts, as the case may be, must ensure any Documents that originate in hard copy are scanned into an electronic file and that this electronic file is complete and of a similar quality to the original (including being in colour if the original Documents are in colour). Once it has been checked against the scanned Document, the electronic file shall be stored in AFS and the hard copy shall be disposed of in accordance with the requirements of this Bulletin.

4.1.2 Additional Information Regarding Retention in Document Manager

On completion of the rating process, if Middle Office provides support to the relevant group and Analytical Product, Middle Office staff are responsible for uploading to DM all Documents and emails subject to retention under this Bulletin. The primary analyst or surveillance analyst, as the case may be, is responsible for confirming to Middle Office that all relevant Documents and emails have been saved in AFS and informing Middle Office of the location of any Documents that are exempt from being maintained in AFS under Section 4.1.1 (so that Middle Office can upload those Documents to DM as well).

Where Middle Office does not provide support to the relevant group and Analytical Product, the primary analyst or surveillance analyst, as the case may be, is responsible for transferring Documents and emails (in each case subject to retention under this Bulletin) from AFS to DM, as well as transferring to DM any Documents that are exempt from being maintained in AFS under Section 4.1.1.

Whoever is responsible for uploading such Documents and emails to DM must do so within 40 calendar days of the “rating effective date” as recorded in the ARCS database,¹ Where Middle Office staff are responsible

¹ Uploads to DM related to a Structured Finance expected rating can be delayed so that they are uploaded alongside the Documents and emails for the final rating. If the expected rating is not converted into a final rating, then the upload must be done within 40 calendar days of the withdrawal of the expected rating. In addition, if an expected rating is not converted into a final rating or withdrawn within 1 year, the upload must be done within 40 calendar days of the 1-year anniversary date. This exception does not apply to expected ratings that are expected to remain outstanding even after a bond is issued due to pre-specified conditions that must be met before the rating becomes effective. Such expected ratings must continue to follow the requirements to upload Documents within 40 calendar days of the rating effective date.

for the uploading process, the primary analyst or surveillance analyst, as the case may be, must ensure all relevant Documents and emails are provided to Middle Office in sufficient time for this deadline to be met.

To ensure Documents are easily identifiable and that DM applies the correct retention period, primary analysts and surveillance analysts, as the case may be, must ensure that Documents are tagged in accordance with the tagging guidelines available for different analytical groups, [which are maintained on FX here](#).

4.1.3 Versions for Retention and Exceptions from Retention in Document Manager

Draft versions of documents do not need to be saved with the following exceptions:

- Where a decision relating to the initiation, determination, maintenance, modification, confirmation, verification or withdrawal of an Analytical Product is based on a draft Document, the draft Document must be retained; and
- Any draft or final version of a Document that has been individually annotated with analytically-relevant information (for example, notes made during an Issuer meeting), must be retained.

Structured finance surveillance data reports are not required to be stored in DM if the underlying surveillance data is stored in a secure Fitch Ratings-maintained database.

Model inputs are not required to be saved in DM if they are stored in one of the following secure Fitch Ratings-maintained databases: FDR (for Corporate Finance, Financial Institutions, and Supranationals), US RMBS Ratings Model (for RMBS), or Office DW (for Financial Institutions).

In addition, model inputs and outputs are not required to be stored as a separate document where they are also included in the rating committee package or other supporting materials in the Analytical File.

4.2. Maintaining Documents Relating to Policies, Procedures and Guidance Notes

The analytical groups, Middle Office, the Credit Officer Group, the Credit Review Group, and the Criteria Review and Approval Group are responsible for maintaining Documents concerning policies, procedures or guidance notes of which they are the owner in accordance with the requirements of Bulletin 01B ("Policy Management Framework"). Such Documents must be retained for the periods specified in Appendix 1 or Appendix 2, as applicable.

4.3. Maintaining Documents Relating to Criteria and Methodologies

The analytical groups and the Criteria Review and Approval Group are responsible for maintaining Documents concerning the criteria and methodologies (including qualitative and quantitative data and models) used to determine Analytical Products. Such Documents must be retained for the periods specified in Appendix 1 or Appendix 2, as applicable.

4.4. Maintaining Documents Relating to Special Projects and Research

The analytical groups and the Credit Officer Group are responsible for maintaining Documents concerning special projects and research they have undertaken, the results of which may impact Analytical Activities. Such Documents shall be retained for the periods specified in Appendix 1 or Appendix 2, as applicable.

4.5. Maintaining Documents Relating to Other Analytical Work

At their option, analysts and the Credit Officer Group may maintain Documents relating to Special Reports, Criteria Reports, industry reports, and similar analytical work not specific to an individual Analytical Product that they consider important for the performance of their responsibilities, for the duration of their relevance to the performance of their responsibilities.

4.6. Maintaining Documents Relating to Internal Controls

The Credit Officer Group and the Credit Review Group must maintain Documents concerning internal controls relating to the rating process for the periods specified in Appendix 2.

5. CONFIDENTIALITY AND STORAGE

5.1. Accessibility of Files; Electronic Recordkeeping Wherever Possible; Confidentiality

All Documents subject to retention under this Policy must be maintained in accordance with Bulletin 41: Confidential Information Policy and in a manner that makes them readily identifiable and retrievable by authorized personnel.

Documents that form part of an Analytical File must be maintained in electronic form and in accordance with the requirements in Section 4.1 unless required to be maintained in hard copy under applicable law, as identified by Legal and notified to relevant groups by Compliance.

Other Documents required to be retained under this Bulletin, or optionally retained under Section 4.5, shall be stored in electronic form wherever feasible unless required to be maintained in hard copy under applicable law, as notified by Compliance. Such Documents must be stored in shared drives on Fitch Ratings' network or by other group-approved methods.

The individuals responsible for filing Documents under this Bulletin shall ensure they are clearly labelled to indicate the subject matter and time period of their contents, including, if applicable, the name of the Issuer/transaction, report, criteria or model. Meeting notes shall include the date and subject of the meeting, names of attendees, identity of the author of the notes, and name of the Issuer/transaction if applicable.

For the avoidance of doubt, the ability to retrieve Documents from the website of an Issuer or other entity, or to access them, through electronic links, on a location that is not part of Fitch Ratings' network, does not satisfy the retention requirements of this Bulletin.

Hard copy Documents that are placed in storage shall be marked and indexed in accordance with any established hard copy file procedures or practices of the relevant office.

5.2. Offsite Storage; Third Party Custodian

Physical Documents subject to retention under this Bulletin must be maintained on Fitch Ratings' premises for the first five years from creation or receipt. Thereafter, such Documents may be retained in approved offsite archives, except that any Documents that form part of an Analytical File and which are required to be maintained in hard copy under applicable law as per Section 5.1 must be stored on Fitch Ratings' premises until they are Obsolete.

No exceptions to the requirements of this paragraph are permitted to be authorized, except where such Documents relate to Fitch Ratings operations in the U.S. and where Fitch Ratings has first obtained from the proposed off-site document maintenance services provider an undertaking substantially in the form of the following text:

The undersigned acknowledges that books and records that it has made or is retaining for Fitch Ratings, Inc. ("Fitch") are the exclusive property of Fitch. The undersigned undertakes that upon the request of Fitch, it will promptly provide the books and records to Fitch or the U.S. Securities and Exchange Commission ("Commission") or its representatives and that upon the request of the Commission it will promptly permit examination by the Commission or its representatives of the records at any time or from time to time during business hours and promptly furnish to the Commission or its representatives a true and complete copy of any or all or any part of such books and records.

6. RETENTION PERIODS; OBSOLETE DOCUMENTS; DUPLICATE FILES; INFORMATION NOT SUBJECT TO RETENTION

6.1. Retention Periods and Obsolete Information

The retention periods applicable to specified categories of Documents to be retained by the groups covered by this Bulletin are set out in the appendices to this Bulletin.

Documents that have aged past the relevant retention period specified in the appendices are Obsolete. Unless subject to retention pursuant to section 8.1, the objective is for Obsolete Documents to be discarded at the end of the applicable retention period. Obsolete Documents shall be discarded in accordance with practices that preserve the security of any confidential information contained in them.

6.2. Duplicate Records and Files

The maintenance of duplicate, non-centralized files is discouraged, except in the following circumstances:

- Primary analysts, secondary analysts and surveillance analysts and their managers may maintain copies of Documents that are pertinent to the surveillance of an Issuer, security or transaction, or to the next review of an Analytical Product, in AFS (or on shared drives if exempt from storage in AFS under Section 4.1.1).
- When analysts in more than one office, location or group are making an active analytical contribution to a decision about an Analytical Product, each contributing office, location or group may maintain files relating to such activity.
- Analysts may maintain working copies of Documents stored in AFS on their Fitch Ratings personal home drive, OneDrive, or Fitch Ratings laptop during the course of their use in the analysis of an issuer, security or transaction (subject to Section 4.1.1).

At the completion of the relevant credit cycle, or when no longer relevant to the surveillance of an Issuer, security or transaction, duplicate Documents maintained in AFS and any other duplicate Documents should be filed or discarded consistent with this Bulletin.

6.3. Information Not Subject to Retention

Documents that are not required to be maintained under this Bulletin and do not fall within the scope of Sections 4.5 or 6.2 should be discarded at least annually in accordance with practices that preserve the security of any confidential information contained in them. Examples of Documents that should be discarded at regular intervals include:

- Identical copies of items already maintained in Fitch Ratings' files;
- Dividend declaration notices and shareholder/analyst meeting notifications;
- Notices issued by Issuers concerning the scheduling of public conference calls;
- Regulatory or other filings that are not analytically relevant, such as notifications pertaining to administrative matters;
- Drafts of research;
- Edits to draft reports or commentaries made by Fitch Ratings' Publishing department or other analysts (not including changes suggested by Issuers, which must be retained);
- Travel itineraries, and notices of changes in meeting times, dates, or location;

- Drawdown documentation for rated programs (medium-term notes, bank note, deposit note, etc.) when the individual drawdown is not specifically rated (program and individually rated drawdown documentation must be maintained); and
- Documents that contain information not relevant to Analytical Activities, and special project or research reports that are not otherwise subject to retention under this Bulletin.

7. EMAILS

Analysts are responsible for ensuring that emails with respect to Issuers, securities and/or transactions they cover, and which are required to be retained under this section, are included in the Analytical File in accordance with Section 4.1 and Appendix 1. For the avoidance of doubt, the question as to whether an e-mail and a document attached to that email are part of the Analytical File should be considered separately. It may be necessary to retain a document but not the email via which the document was received, or vice-versa.

All emails received in Fitch Ratings' email system are also subject to Fitch Ratings' IT email retention policy. The intention of the additional email retention requirements in this Bulletin is therefore not to replicate IT's email retention, but to ensure that certain emails are retained in a way that links them to a specific issuer, transaction or issuance so that they can be easily identified and retrieved if necessary.

The following emails must therefore be retained in the Analytical File:

- Emails sent to or received from external parties as part of the issuer notification process in Bulletin 02: The Rating Process Manual (RPM) or as part of the process of applying a 'Review – No Action' to a rating, and any other emails required to be retained as part of a "transaction file," "issuer file," "credit file" or similar under the RPM, Bulletin 06: Protocol for Responding to Confidential Tips Related to Fitch Rated Entities, or any other Fitch Ratings Bulletin.

8. REGULATORY INQUIRIES, LEGAL ACTIONS (INCLUDING SUBPOENAS), COMPLAINTS, AND ALLEGATIONS ABOUT ISSUERS

8.1. External Request for Records/Legal Holds

Documents that are not otherwise subject to retention under this Bulletin may need to be retained because of unusual circumstances such as threatened or pending litigation or a government or other investigation. All external requests for records and all communications concerning potential, threatened, or existing disputes or litigation of any kind must be immediately forwarded to the Legal Department, with notification to the appropriate SGGH, GGH or Designated Person. Upon becoming aware of any subpoena, inquiry, or request of any government authority or the existence of any legal or regulatory action that involves Fitch Ratings, its employees or records, employees must retain **ALL** Documents and emails, and any other documents, paperwork, files, records, correspondence and other information (including information generally regarded as Obsolete or Redundant) concerning the subject matter of the subpoena, inquiry, request or action pending further guidance from the Legal Department.

8.2. Allegations of Issuer Malfeasance or Improprieties

Correspondence or other communications alleging improprieties by an Issuer or by individuals associated with an Issuer, often called "tips", must immediately be forwarded to the individuals and departments identified in, and in accordance with, Bulletin 6: Responding to Tips. Documents relating to tips, including all documents created by Fitch Ratings pursuant to Bulletin 6, shall be maintained in accordance with Bulletin 6 and, to the extent applicable, Appendix 1.

8.3. Complaints Concerning Fitch Ratings' Analytical Process

www.fitchratings.com

Correspondence or other communications involving a complaint about the rating process, Fitch Ratings' adherence to its rating processes and procedures, or the knowledge, experience, integrity or conduct of analytical group personnel, must be forwarded to the individuals and departments specified in, and in accordance with, Bulletin 25: Complaint Handling Policy. Documents concerning complaints, including all documents created pursuant to Bulletin 25, shall be maintained in accordance with Bulletin 25 and, to the extent applicable, Appendix 2.

8.4. Threats to the Independence of Fitch's Analytical Process

Correspondence or other communications regarding significant threats to the independence of the credit rating activities of Fitch Ratings and Fitch Ratings' response to such threats (where such correspondence is not handled as a "tip" under Bulletin 6, or a complaint under Bulletin 25) must be forwarded to the Legal and Compliance teams.

9. QUESTIONS

For questions or issues concerning this Policy, please contact Regulatory Affairs, Policies and Procedures by email at rappregaffairs@fitchratings.com.

Owner:	Regulatory Affairs, Policies and Procedures
Appendices:	Appendix 1: Retention Periods for Documents to be Retained by Analytical Groups and Middle Office Appendix 2: Retention Periods for Documents to be Retained by the Credit Officer Group, the Credit Review Group and the Criteria Review and Approval Group Appendix 3: Summary of Changes
Supplements:	Bulletin 01B: Policy Management Framework Fitch Group: Bulletin 06: Employee Code of Conduct Bulletin 6: Responding to Tips Fitch Ratings: Bulletin 25: Complaint Handling Policy Bulletin 32A: Criteria Procedure Manual (CPM) Fitch Ratings: Bulletin 41: Confidential Information Policy

Appendix 1

RETENTION PERIODS FOR DOCUMENTS AND EMAILS TO BE RETAINED BY ANALYTICAL GROUPS AND MIDDLE OFFICE²

The retention period for all Documents and emails saved in DM is 10 years from the date of upload. However, Documents in category I. may be retained permanently in DM and Documents in category II. may be retained for longer than 10 years, if, in each case, the analytical group believes they may be required for future Analytical Activities related to the relevant Issuer, security or transaction. In order to retain Documents in category II. based on maturity or redemption date, the primary analyst or surveillance analyst, as the case may be, must ensure the correct date is applied in DM.

Documents that are part of an Analytical File will fall into one of the categories set forth in Section I, II or III. Each of these categories provides a non-exhaustive list of examples of the types of Document that must be retained. The emails that are part of an Analytical File are restricted to those specified in Section 7 of this Bulletin.

I. COMMITTEE MATERIALS AND RATING LETTERS

- Committee packages
- Committee minutes (including the identity of voting and non-voting committee attendees)
- Rating letters and any other communications transmitting an Analytical Product

II. TRANSACTION DOCUMENTS

Documents relating to transactions or instruments for or with respect to which Fitch Ratings has provided an Analytical Product, including final versions of the Documents listed below, as well as any analytically relevant draft upon which an Analytical Product is based. Examples include:

- Prospectus, Offering Circular, Official Statements or Similar Documents
- Term Sheet
- Trust Indenture
- Loan Agreement
- Legal Opinion(s)
- Option Exercise
- Standby Bond Purchase and Liquidity Agreements
- Swap Agreements and Supplemental Information (Termination Matrices)
- Collateral/Intercreditor Agreements
- Back-up Documents (appraisals, reserve studies, engineering or feasibility consultant reports, environmental reports or studies, etc.) where such Documents are relevant
- Bond Insurance Policies
- Organization Documents of any relevant Special-Purpose Entity
- Mortgages/Deeds of Trust
- Credit Support Agreements
- Resolutions
- Sales Agreements
- Pooling and Servicing Agreements

² Pursuant to Section 3.3 of this Bulletin, Fitch Ratings' personnel located in a jurisdiction that requires Documents or other information to be maintained for a longer period than specified in this Appendix must comply with the requirements of such jurisdiction.

- Third-Party Servicing Agreements
- Model inputs and outputs and analytically significant spreadsheets and final data tapes on which an Analytical Product is based
- Issuer/Banker/Arranger Presentations
- Documents containing instrument details, supplied by third party data service providers (e.g., Bloomberg), on the basis of which a rating has been applied to an issuance without holding a committee in accordance with Section 4.4 of Bulletin 2: The Rating Process Manual.

III. FINANCIAL AND OTHER ANALYTICALLY SIGNIFICANT DOCUMENTS

Documents related to Analytical Activities for an Issuer, security or transaction and that are not included in Section I or II of this Appendix 1, including but not limited to:

- Annual reports
- Quarterly reports
- Regulatory filings (SEC, Bank, Insurance)
- Proxy statements
- Non-public financial statements (e.g., budgets, forecasts, etc.)
- Issuer/transaction presentations and pitch books
- Structured finance surveillance reports
- Sovereign financial data (e.g., payments, national accounts, tax and non-tax revenues, trade data)
- Analytical model inputs and outputs, and analytically significant spread-sheets
- Rate orders and tariff schedules
- Issuer Notifications and any related attachments
- Confidentiality Agreements
- Internal records and notes, including non-public information and work papers, concerning Analytical Activities, including but not limited to meeting notes, telephone conference notes, notes in annual reports, issuer presentations and/or pitch books
- Documents required to be maintained by the analytical group under Bulletin 6 “Responding to Tips”
- In respect of securities and money market instruments issued by an asset pool or as part of any asset-backed securities transaction, documents describing how assets within such pool or as part of such transaction not rated by Fitch Ratings were treated for purposes of determining the credit rating of the security or money market instrument.

IV. OTHER DOCUMENTS NOT PART OF AN ANALYTICAL FILE, BUT SUBJECT TO RETENTION

Where they are not required as part of an Analytical File, the following Documents must be retained for 10 years from the date of creation or receipt, or for Documents replaced by an updated version, 10 years after the date the Document is replaced.

- Credit analysis reports, credit assessment reports, and private credit rating reports and internal records, including non-public and work papers, used to form the basis for the opinions expressed in the reports
- Internal Documents that contain information, analysis, or statistics that were used to develop a procedure or methodology to treat the credit ratings of another nationally recognized statistical rating organization for the purpose of determining a credit rating for a security or money market instrument issued by an asset pool or part of any asset-backed securities transaction
- In respect of securities and money market instruments issued by an asset pool or as part of any asset-backed securities transaction, documents describing how assets within such pool or as part of such transaction not rated by Fitch Ratings were treated for purposes of determining the credit rating of the security or money market instrument
- Documents concerning the development and modification of policies, procedures or guidance notes for which the analytical group or Middle Office is the owner.

- Documents concerning the development, modification and management of criteria and methodologies (including qualitative and quantitative data and models) used to determine Analytical Products.
- Documents related to publications not specific to individual Analytical Products that are important for the performance of Analytical Activities
- Databases maintained by the analytical groups, or Documents developed for internal analytical purposes, including monitoring Fitch Ratings' Analytical Products
- Analytical support for responses to regulatory inquiries
- Analytical-related presentations developed internally for external purposes.

Appendix 2

RETENTION PERIODS FOR DOCUMENTS TO BE

RETAINED BY THE CREDIT OFFICER GROUP, THE CREDIT REVIEW GROUP, AND THE CRITERIA REVIEW AND APPROVAL GROUP*

10 YEARS FROM DATE OF CREATION OR RECEIPT OR, FOR RECORDS REPLACED WITH AN UPDATED RECORD, 10 YEARS AFTER THE DATE THE RECORD IS REPLACED

- Documents concerning policies, procedures or guidance notes for which the Credit Officer Group, the Credit Review Group or the Criteria Review and Approval Group is the owner
- Documents concerning the review, approval, modification, evaluation and validation of criteria and methodologies, including qualitative and quantitative data and models, used to determine Analytical Products
- Documents concerning the definition, development and modification of the symbols, numbers and scores in the scales used to denote Analytical Products
- Documents and other information concerning internal controls relating to the rating process, including assessments of rating positioning and committee robustness
- Documents concerning Analytical Complaints as defined in Bulletin 25
- Documents and other information relating to transition and default studies

* Pursuant to section 3.3 of this Policy, Fitch Ratings' personnel located in a jurisdiction that requires Documents or other information to be maintained for a longer period than specified in this Appendix must comply with the requirements of such jurisdiction.

Appendix 3

Summary of Changes

Section	Change
Throughout	References to CPG have been replaced with Credit Officer Group and/or Credit Review Group as appropriate.
Definitions	The term "Complete File" has been changed to "Analytical File" in the definitions and throughout the Bulletin.
4.1	An exception has been added to allow fee information to be included in an Analytical File where the fee information has been publicly disclosed in a Document that is part of the Analytical File.
4.1.1 and 6.2	The language has been updated to make clear that analysts may maintain working copies of Documents outside of AFS in certain circumstances.
4.1.2	Footnote added to allow documents related to expected ratings for structured finance transactions to be uploaded to DM alongside documents for the final rating.
7	Email retention requirements within the Analytical File have been limited to communications related to the issuer notification or review – no action process, and other emails that are specified as needing to be retained under various Fitch Ratings Bulletins.
Appendix 1	References to emails have been deleted from the list of example Documents subject to retention. The appendix now refers back to Section 7 to identify emails subject to retention.
Appendix 2	"Global Credit Officer management reports" removed from the list of Documents as these are no longer relevant.

Certain Information Regarding Credit Analysts and Credit Analyst Supervisors

The total number of credit analysts (including supervisors) of Fitch Ratings, Inc.: 1,515

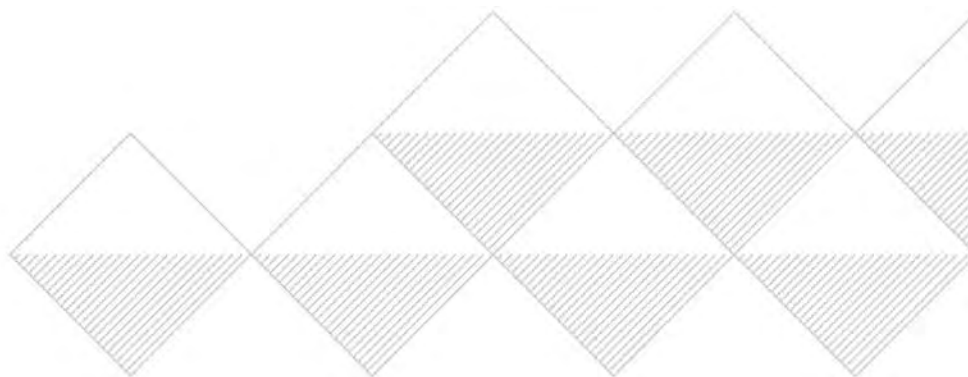
*The total number of credit analyst supervisors of Fitch Ratings, Inc.: 336

The total number of credit analysts (including supervisors) in the Toronto office of Fitch Ratings Canada, Inc.: 113

*The total number of credit analyst supervisors in the Toronto office of Fitch Ratings Canada, Inc.: 6

* Credit Analyst Supervisors are defined as those analysts holding the title of Senior Director or above. Quorum requirements for ratings committees require the presence of at least one analyst with the title of (i) Senior Director or above, or (ii) Director by special appointment owing to their sector experience.

See attached for a description of the minimum qualification and general competency requirements of credit analysts. These are guidelines only provided to assist managers in the recruitment, development, performance management and promotion of credit analysts, and are not firm requirements.



Analytical Competency Matrix

Introduction

Welcome to the competency matrix for Analytical roles, which has been developed through consultation with managers. Each matrix covers job levels from Analyst to Senior Director.

The matrix has many possible applications, including performance management, recruitment, induction and the identification of learning and development needs.

It has five broad competency themes, with more detailed competencies under each heading.

The competencies evolve between the job levels, so the items for higher job levels are those which differentiate this level from the one below. This is based on the assumption that the person has already demonstrated the competencies of the level below and does not need to be evaluated against these. However, if someone's performance is below expectations, it may be useful to look at the competencies for the level below to help pinpoint development needs.

The competencies reflect good performance at each job level. Someone who is new to this level may take time to achieve this. Very strong performers may already be exhibiting the competencies of the level above.

When using the competencies for performance review, use the items as a checklist for discussion and to identify development needs. You are not required to score people against all the detailed items, only against each broad competency theme.

Analyst

Applied Knowledge

Thinks analytically (i.e. critically reviews and questions information; understands key analytical factors; has basic understanding of core rating criteria; issues and concerns; considers impact/ implications).

Processes, understands and interprets relevant quantitative data accurately.

Keeps abreast of industry, market, issuer, company developments in his/her sectors.

Applies the principal areas of rating methodology and, as appropriate, is able to assume some rating, and/or review responsibility for certain credits, and/or transactions with direct supervision, (e.g. preparing sections of rating packages, updating existing packages, rating action commentaries, attending management meetings, modelling, document review).

Technically proficient with key basic tools, (e.g. modelling, Excel, proprietary systems and other technical tools).

Knows the requirements of the Rating Process Manual and Fitch core policies, and keeps abreast of changes in policies and regulatory requirements.

Self-Management

Takes responsibility for actions and tasks, and consistently follows through to completion within deadlines. Knows when to ask for assistance, or seek clarification, and when to act independently.

Pays attention to detail and is accountable for the accuracy of work.

Takes responsibility for his/her personal development and identifies development needs. Accepts and responds to feedback.

Conforms to record keeping policies, e.g. file maintenance, CFC, SFWC, etc.

Execution

Delivers quality outputs to internal and external parties within deadlines.

Coordinates with colleagues to ensure smooth and efficient work processes/procedures.

Recognises the urgency of situations and responds proportionately. Keeps parties informed of progress toward goals.

Communication

Uses effective questioning and listening skills to identify parties' needs and expectations.

Presents analysis, ideas and facts effectively in writing.

Presents analysis, ideas and facts effectively verbally, including to committees, if appropriate.

Actively participates in internal meetings (and external, as appropriate).

Shows awareness of personal impact and recognises when to adapt communication style.

Recognises when there's a need to comment externally, and lets others know.

Understands Fitch research templates and uses them effectively to convey opinions in Fitch publications including RACs, Research Reports, and Fitch Wire.

Team Work

Develops and maintains effective professional working relationships internally.

Works effectively in small groups/ teams through active participation and contribution.

Shares information, skills, knowledge and expertise as appropriate and works in a collaborative manner across Fitch. Works to gain the confidence and respect of co-workers.

Contributes to an enthusiastic, positive work environment. Supports and helps peers.

Participates in activities initiated by other teams for the greater good.

Senior Analyst

Applied Knowledge
Shows “independent” thought and insight on credits.
Evaluates and forms insightful opinions about relevant analytical issues and contributes new ideas when working through a credit.
Is confident and comfortable taking responsibility for simpler credits/transactions.
Strong grasp of key financial adjustments and other financial analysis topics at the computational level.
Thinks through the implications of industry, market, issuer, company developments in his/her sectors.
Routinely contributes analytical insights to rating committees.
Contributes to select research publications.
Self-Management
Works independently with decreasing levels of supervision.
Juggles priorities, meets deadlines.
Requires little supervision to judge between urgent and important issues.
Execution
Produces high quality work with decreasing levels of supervision.
Thinks critically and suggests improvements.
Responds to the explicit and easily anticipated needs of internal parties in a timely, appropriate and professional manner with diminishing supervision.
Analytical work highlights Key Rating Drivers consistent with criteria and reflected in rating packages, rating action commentaries and/or rating reports.
Communication
Participates effectively in internal and external meetings relevant to his/her expertise.
Interaction with external parties is competent and appropriate.
Identifies the key points and knows how to make them, in a formal setting, in a tight and coherent manner. Presents analysis, ideas and facts effectively verbally, including to committees.
Makes useful, value-added contributions at internal meetings (and external, as appropriate).
Shows awareness of personal impact and recognises when to adapt communication style.
Recognises when there's a need to comment externally, and lets others know.
Understands Fitch research templates and uses them effectively to convey opinions in Fitch publications including RACs, Research Reports, and Fitch Wire.
Team Work
Manages an increasing number of internal and external relationships.
Contributes to an enthusiastic, positive work environment. Supports and helps peers

Associate Director

Applied Knowledge
Takes some responsibility for a portfolio of credits/transactions.
Strong grasp of key financial adjustments and financial analysis topics at both conceptual and computational levels.
Routinely contributes analytical insights to rating committees.
Pro-actively generates commentary within rating packages on implications of industry, market, issuer, company developments in his/her sectors.
Identifies and modifies analytical techniques, sector credit factors, tools, frameworks and methods of identifying patterns and opportunities predominantly within sector.
Authors select research publications.
Shares knowledge and expertise within the group.
Resolves straightforward compliance issues.
Self-Management
Juggles priorities, meets deadlines and thinks longer term about their workload.
Judges between urgent and important, prioritises and responds.
Execution
Anticipates problems/issues and takes action to prevent/ minimise their impact.
Initiates and leads on publishable research projects.
Ensures rationales for recommended ratings are opinionated, well-supported and documented.
Communication
Creates a positive impression in communicating with issuers and other external parties.
Ability to present a compelling credit narrative in internal and external discussion.
Shares opinions in a straightforward manner, even when it is difficult or unpopular.
Adapts communication style to different situations and audiences.
Team Work
Provides guidance and support to junior and less knowledgeable staff.
Participates in selection and hiring of staff, as appropriate.
Creates a positive working environment.

Director

Applied Knowledge

- Takes some responsibility for a portfolio of credits/transactions.
- Broad and deep analytical knowledge of sector, including an understanding of key credits.
- Differentiates between symptoms, causes and alternative solutions.
- Selectively applies analytical conclusions across a broad range of issuers.
- Identifies, modifies and develops analytical techniques, sector credit factors, tools, frameworks and methods of identifying patterns and opportunities.
- Initiates sharing knowledge and expertise across Fitch.
- Identifies and initiates insightful research.
- Recognised as an industry expert internally.
- Resolves more complex compliance issues.

Self-Management

- Works independently without supervision.
- Manages a complex and diverse workload.
- Balances credit management responsibilities, with broader team priorities.
- Responds flexibly and calmly to changing circumstances.

Execution

- Initiates and leads on publishable research projects.
- Supervises the credits and guides the people working on them.
- Ensures quality and consistency of approach within project or functional area.
- Ensures that work is delivered on time.
- Identifies and implements ways of increasing productivity, efficiency and overall service levels.
- Resolves operational problems which hinder execution.
- Defines scope and positions objectives on credits and research projects.

Communication

- Leads management review meetings in a credible manner.
- Handles conflict constructively.
- Communicates effectively at all levels within and outside Fitch.
- Facilitates communication within and across teams.
- Represents Fitch effectively outside the organisation.
- Initiates networking opportunities, internally and externally.
- Mentors analysts on how to write effective research and RACs.
- Encourages contributions in meetings and helps move the process along.

Team Work

- Manages an increasing number of internal and external relationships.
- Oversees and guides the work of others on assigned projects.
- Gets buy in from team for project objectives, changes in scope, etc.
- Coaches, mentors and develops staff for current and future roles.
- Provides general direction to more junior staff.
- Gives constructive, balanced and timely feedback.
- Participates in selection and hiring of staff, as appropriate.
- Creates a positive working environment.

Senior Director - Management

Applied Knowledge

- Provides analytical leadership for a sector/sub-sector/asset class.
- Viewed by inside and outside parties as an industry expert.
- Demonstrates knowledge and insight of the broad debt and credit field, and a comprehensive understanding of rating criteria, which they can explain to external and apply outside their area of core expertise.
- Demonstrates a broad organizational understanding and makes linkages with Fitch's strategy, products and major change initiatives.
- Plays a leading role in the rating committee process, acting as committee chair, including in areas beyond their sector expertise.
- Leads the development of criteria, methodology and sector credit factors.
- Oversees and monitors compliance with Fitch policies, procedures, and regulatory requirements including, but not limited to, the Code of Conduct, the RPM, PDRs, etc.

Self-Management

- Demonstrates high level of self-awareness and understanding of the impact of own personal style.
- Adjusts priorities to changing circumstances.
- Manages multiple projects at the same time, both long and short-term.
- Helps others to prioritize, through posing questions and constructive challenges.
- Has clear values which people see authentically demonstrated.

Execution

- Identifies appropriate outcomes, targets and success factors for own team.
- Plans, allocates and monitors use of resources to ensure high quality, timely and cost effective delivery.
- Identifies potential variances in performance against key indicators and takes timely action.
- Takes the lead with the team and other managers to resolve escalated issues impacting performance.
- Challenges and inspires new thinking in the team to solve problems.
- Establishes policies and procedures to mitigate both operational and reputational risks such that the reputation of Fitch is upheld and enhanced.
- Demonstrates outstanding chairing skills, setting very clear agenda, involving all parties and achieving intended outcomes.

Communication

- Seeks opportunities to represent Fitch effectively outside the organisation, at all levels.
- Adapts influencing and communication style to the audience and situation.
- Builds trust and respect in internal and external relationships, key stakeholders.
- Establishes highly effective networks with all constituencies (peers, across departments, externally), and sets the direction for others to do so.
- Drafts research, Fitch Wire topics, and RACs that communicate Fitch's views on topical issues.
- Synthesizes differing views and arguments creatively to generate new routes forward.
- Can drive a meeting to conclusion when required.

Team Work

- Takes personal responsibility for the performance of own team and area.
- Acts as a role model, providing energy and drive, and being visible and accessible to the team.
- Engages and aligns the team to common purpose.
- Creates a culture within the team of empowerment, encourages others to take responsibility and show initiative.
- Initiates and drives collaboration between their team and other areas of Fitch to further strategic corporate goals.
- Employs strategies to resolve conflict between colleagues.
- Holds courageous conversations in raising and dealing with difficult issues.

Actively engages in the development of team, both as individuals and as a whole team collectively.
Acts as coach and mentor to team members
Consciously uses delegation and stretch assignments as a developmental tool
Demonstrates commitment to promoting a diverse and inclusive environment within own team and the wider organization
Identifies and assesses talent, provides evaluative feedback and input into effective hiring and promotion decisions.

Senior Director – Subject Matter Expert

Applied Knowledge
Provides analytical leadership for a sector/sub-sector/asset class.
Recognized as a world class 'analytical leader'; viewed by inside and outside parties as an industry authority.
Demonstrates knowledge and insight of the broad debt and credit field, and a comprehensive understanding of rating criteria, able to act as a reference point for external and internal audiences and apply outside their area of core expertise.
Can move from the detail to take a strategic view.
Plays a leading role in the rating committee process, acting as committee chair, including in areas beyond their sector expertise.
Leads the development of criteria, methodology and sector credit factors.
Has deep knowledge of the Rating Process Manual and other procedures, and acts as an advisor on how to apply it.
Self-Management
Adjusts priorities to changing circumstances.
Manages multiple projects at the same time, both long and short-term.
Helps others to prioritise, through posing questions and constructive challenges.
Execution
Sets the direction and leads activities on multiple transactions, projects, services.
Ensures quality and consistency of approach.
Knows when to act independently and when to collaborate to resolve problems.
Influences how other people execute their work, for the better by proactively contributing expertise and work product.
Participates in resolution of complex issues which are outside their normal area of focus, acting as a sounding board, giving advice and guidance.
Supervises junior analysts' work to ensure compliance.
Communication
Frequently and proactively represents Fitch and their Group to the highest standard outside the organization, at all levels.
Adapts approach and style for different external situations, at all levels.
Builds trust and respect in internal and external relationships, key stakeholders.
Grows and leverages strong external networks.
Plays a lead role in production of research, Fitch Wire topics, and RACs that communicate Fitch's views on topical issues.
Coaches, mentors and trains staff on effective writing skills for RACs, Fitch Wire, and research.
Chairs committees in an organized and collaborative manner, showing thought leadership and judgment.
Team Work
Manages special projects, functional or cross functional.
Commits time to training and other talent development activities, supporting the development of junior colleagues.
Builds strong networks across Fitch.
Identifies and assesses talent, provides evaluative feedback and input into effective hiring and promotion decisions.
Participates in activities initiated by other teams for the greater good.

Applied Knowledge

Analyst
Thinks analytically (i.e. critically reviews and questions information; understands key analytical factors; has basic understanding of core rating criteria; issues and concerns; considers impact/ implications).
Processes, understands and interprets relevant quantitative data accurately.
Keeps abreast of industry, market, issuer, company developments in his/her sectors.
Applies the principal areas of rating methodology and, as appropriate, is able to assume some rating, and/or review responsibility for certain credits, and/or transactions with direct supervision, (e.g. preparing sections of rating packages, updating existing packages, rating action commentaries, attending management meetings, modelling, document review).
Technically proficient with key basic tools, (e.g. modelling, Excel, proprietary systems and other technical tools).
Knows the requirements of the Rating Process Manual and Fitch core policies, and keeps abreast of changes in policies and regulatory requirements.
Thinks analytically (i.e. critically reviews and questions information; understands key analytical factors; has basic understanding of core rating criteria; issues and concerns; considers impact/ implications).
Senior Analyst (Differentiating Competencies)
Shows “independent” thought and insight on credits.
Evaluates and forms insightful opinions about relevant analytical issues and contributes new ideas when working through a credit.
Is confident and comfortable taking responsibility for simpler credits/transactions.
Strong grasp of key financial adjustments and other financial analysis topics at the computational level.
Thinks through the implications of industry, market, issuer, company developments in his/her sectors.
Routinely contributes analytical insights to rating committees.
Contributes to select research publications.
Associate Director (Differentiating Competencies)
Takes some responsibility for a portfolio of credits/transactions.
Strong grasp of key financial adjustments and financial analysis topics at both conceptual and computational levels.
Routinely contributes analytical insights to rating committees.
Pro-actively generates commentary within rating packages on implications of industry, market, issuer, company developments in his/her sectors.
Identifies and modifies analytical techniques, sector credit factors, tools, frameworks and methods of identifying patterns and opportunities predominantly within sector.
Authors select research publications.
Shares knowledge and expertise within the group.
Resolves straightforward compliance issues.
Director (Differentiating Competencies)
Takes some responsibility for a portfolio of credits/transactions.
Broad and deep analytical knowledge of sector, including an understanding of key credits.
Differentiates between symptoms, causes and alternative solutions.
Selectively applies analytical conclusions across a broad range of issuers.
Identifies, modifies and develops analytical techniques, sector credit factors, tools, frameworks and methods of identifying patterns and opportunities.
Initiates sharing knowledge and expertise across Fitch.
Identifies and initiates insightful research.
Recognised as an industry expert internally.
Resolves more complex compliance issues.

Senior Director - Management (Differentiating Competencies)

Provides analytical leadership for a sector/sub-sector/asset class.

Viewed by inside and outside parties as an industry expert.

Demonstrates knowledge and insight of the broad debt and credit field, and a comprehensive understanding of rating criteria, which they can explain to external and apply outside their area of core expertise.

Demonstrates a broad organizational understanding and makes linkages with Fitch's strategy, products and major change initiatives.

Plays a leading role in the rating committee process, acting as committee chair, including in areas beyond their sector expertise.

Leads the development of criteria, methodology and sector credit factors.

Oversees and monitors compliance with Fitch policies, procedures, and regulatory requirements including, but not limited to, the Code of Conduct, the RPM, PDRs, etc.

Senior Director – Subject Matter Expert (Differentiating Competencies)

Provides analytical leadership for a sector/sub-sector/asset class.

Recognized as a world class 'analytical leader'; viewed by inside and outside parties as an industry authority.

Demonstrates knowledge and insight of the broad debt and credit field, and a comprehensive understanding of rating criteria, able to act as a reference point for external and internal audiences and apply outside their area of core expertise.

Can move from the detail to take a strategic view.

Plays a leading role in the rating committee process, acting as committee chair, including in areas beyond their sector expertise.

Leads the development of criteria, methodology and sector credit factors.

Has deep knowledge of the Rating Process Manual and other procedures, and acts as an advisor on how to apply it.

Self-Management

Analyst
Takes responsibility for actions and tasks, and consistently follows through to completion within deadlines. Knows when to ask for assistance, or seek clarification, and when to act independently.
Pays attention to detail and is accountable for the accuracy of work.
Takes responsibility for his/her personal development and identifies development needs. Accepts and responds to feedback.
Conforms to record keeping policies, e.g. file maintenance, CFC, SFWC, etc.
Senior Analyst (Differentiating Competencies)
Works independently with decreasing levels of supervision.
Juggles priorities, meets deadlines.
Requires little supervision to judge between urgent and important issues.
Associate Director (Differentiating Competencies)
Juggles priorities, meets deadlines and thinks longer term about their workload.
Judges between urgent and important, prioritises and responds.
Director (Differentiating Competencies)
Works independently without supervision.
Manages a complex and diverse workload.
Balances credit management responsibilities, with broader team priorities.
Responds flexibly and calmly to changing circumstances.
Senior Director – Management (Differentiating Competencies)
Demonstrates high level of self-awareness and understanding of the impact of own personal style.
Adjusts priorities to changing circumstances.
Manages multiple projects at the same time, both long and short-term.
Helps others to prioritize, through posing questions and constructive challenges.
Has clear values which people see authentically demonstrated.
Senior Director – Subject Matter Expert (Differentiating Competencies)
Adjusts priorities to changing circumstances.
Manages multiple projects at the same time, both long and short-term.
Helps others to prioritise, through posing questions and constructive challenges.

Execution

Analyst
Delivers quality outputs to internal and external parties within deadlines.
Coordinates with colleagues to ensure smooth and efficient work processes/procedures.
Recognises the urgency of situations and responds proportionately. Keeps parties informed of progress toward goals.
Senior Analyst (Differentiating Competencies)
Produces high quality work with decreasing levels of supervision.
Thinks critically and suggests improvements.
Responds to the explicit and easily anticipated needs of internal parties in a timely, appropriate and professional manner with diminishing supervision.
Analytical work highlights Key Rating Drivers consistent with criteria and reflected in rating packages, rating action commentaries and/or rating reports.
Associate Director (Differentiating Competencies)
Anticipates problems/issues and takes action to prevent/ minimise their impact.
Initiates and leads on publishable research projects.
Ensures rationales for recommended ratings are opinionated, well-supported and documented.
Director (Differentiating Competencies)
Initiates and leads on publishable research projects.
Supervises the credits and guides the people working on them.
Ensures quality and consistency of approach within project or functional area.
Ensures that work is delivered on time.
Identifies and implements ways of increasing productivity, efficiency and overall service levels.
Resolves operational problems which hinder execution.
Defines scope and positions objectives on credits and research projects.
Senior Director – Management (Differentiating Competencies)
Identifies appropriate outcomes, targets and success factors for own team.
Plans, allocates and monitors use of resources to ensure high quality, timely and cost effective delivery.
Identifies potential variances in performance against key indicators and takes timely action.
Takes the lead with the team and other managers to resolve escalated issues impacting performance.
Challenges and inspires new thinking in the team to solve problems.
Establishes policies and procedures to mitigate both operational and reputational risks such that the reputation of Fitch is upheld and enhanced.
Demonstrates outstanding chairing skills, setting very clear agenda, involving all parties and achieving intended outcomes.
Senior Director – Subject Matter Expert (Differentiating Competencies)
Sets the direction and leads activities on multiple transactions, projects, services.
Ensures quality and consistency of approach.
Knows when to act independently and when to collaborate to resolve problems.
Influences how other people execute their work, for the better by proactively contributing expertise and work product.
Participates in resolution of complex issues which are outside their normal area of focus, acting as a sounding board, giving advice and guidance.
Supervises junior analysts' work to ensure compliance.

Communication

Analyst

- Uses effective questioning and listening skills to identify parties' needs and expectations.
- Presents analysis, ideas and facts effectively in writing.
- Presents analysis, ideas and facts effectively verbally, including to committees, if appropriate.
- Actively participates in internal meetings (and external, as appropriate).
- Shows awareness of personal impact and recognises when to adapt communication style.
- Recognises when there's a need to comment externally, and lets others know.
- Understands Fitch research templates and uses them effectively to convey opinions in Fitch publications including RACs, Research Reports, and Fitch Wire.

Senior Analyst (Differentiating Competencies)

- Participates effectively in internal and external meetings relevant to his/her expertise.
- Interaction with external parties is competent and appropriate.
- Identifies the key points and knows how to make them, in a formal setting, in a tight and coherent manner. Presents analysis, ideas and facts effectively verbally, including to committees.
- Makes useful, value-added contributions at internal meetings (and external, as appropriate).
- Shows awareness of personal impact and recognises when to adapt communication style.
- Recognises when there's a need to comment externally, and lets others know.
- Understands Fitch research templates and uses them effectively to convey opinions in Fitch publications including RACs, Research Reports, and Fitch Wire.

Associate Director (Differentiating Competencies)

- Creates a positive impression in communicating with issuers and other external parties.
- Ability to present a compelling credit narrative in internal and external discussion.
- Shares opinions in a straightforward manner, even when it is difficult or unpopular.
- Adapts communication style to different situations and audiences.

Director (Differentiating Competencies)

- Leads management review meetings in a credible manner.
- Handles conflict constructively.
- Communicates effectively at all levels within and outside Fitch.
- Facilitates communication within and across teams.
- Represents Fitch effectively outside the organisation.
- Initiates networking opportunities, internally and externally.
- Mentors analysts on how to write effective research and RACs.
- Encourages contributions in meetings and helps move the process along.

Senior Director – Management (Differentiating Competencies)

- Seeks opportunities to represent Fitch effectively outside the organisation, at all levels.
- Adapts influencing and communication style to the audience and situation.
- Builds trust and respect in internal and external relationships, key stakeholders.
- Establishes highly effective networks with all constituencies (peers, across departments, externally), and sets the direction for others to do so.
- Drafts research, Fitch Wire topics, and RACs that communicate Fitch's views on topical issues.
- Synthesizes differing views and arguments creatively to generate new routes forward.
- Can drive a meeting to conclusion when required.

Senior Director – Subject Matter Expert (Differentiating Competencies)

Frequently and proactively represents Fitch and their Group to the highest standard outside the organization, at all levels.

Adapts approach and style for different external situations, at all levels.

Builds trust and respect in internal and external relationships, key stakeholders.

Grows and leverages strong external networks.

Plays a lead role in production of research, Fitch Wire topics, and RACs that communicate Fitch's views on topical issues.

Coaches, mentors and trains staff on effective writing skills for RACs, Fitch Wire, and research.

Chairs committees in an organized and collaborative manner, showing thought leadership and judgment.

Team Work

Analyst
Develops and maintains effective professional working relationships internally.
Works effectively in small groups/ teams through active participation and contribution.
Shares information, skills, knowledge and expertise as appropriate and works in a collaborative manner across Fitch.
Works to gain the confidence and respect of co-workers.
Contributes to an enthusiastic, positive work environment. Supports and helps peers.
Participates in activities initiated by other teams for the greater good.
Senior Analyst (Differentiating Competencies)
Manages an increasing number of internal and external relationships.
Associate Director (Differentiating Competencies)
Provides guidance and support to junior and less knowledgeable staff.
Participates in selection and hiring of staff, as appropriate.
Creates a positive working environment.
Director (Differentiating Competencies)
Manages an increasing number of internal and external relationships.
Oversees and guides the work of others on assigned projects.
Gets buy in from team for project objectives, changes in scope, etc.
Coaches, mentors and develops staff for current and future roles.
Provides general direction to more junior staff.
Gives constructive, balanced and timely feedback.
Senior Director – Management (Differentiating Competencies)
Takes personal responsibility for the performance of own team and area.
Acts as a role model, providing energy and drive, and being visible and accessible to the team.
Engages and aligns the team to common purpose.
Creates a culture within the team of empowerment, encourages others to take responsibility and show initiative.
Initiates and drives collaboration between their team and other areas of Fitch to further strategic corporate goals.
Employs strategies to resolve conflict between colleagues.
Holds courageous conversations in raising and dealing with difficult issues.
Actively engages in the development of team, both as individuals and as a whole team collectively.
Acts as coach and mentor to team members
Consciously uses delegation and stretch assignments as a developmental tool
Demonstrates commitment to promoting a diverse and inclusive environment within own team and the wider organization
Identifies and assesses talent, provides evaluative feedback and input into effective hiring and promotion decisions.
Senior Director – Subject Matter Expert (Differentiating Competencies)
Manages special projects, functional or cross functional.
Commits time to training and other talent development activities, supporting the development of junior colleagues.
Builds strong networks across Fitch.
Identifies and assesses talent, provides evaluative feedback and input into effective hiring and promotion decisions.
Participates in activities initiated by other teams for the greater good.

Information Regarding Fitch's Designated Compliance Officer

Heather Merrigan is the Designated Compliance Officer of Fitch Ratings, Inc. Ms. Merrigan is employed full time by Fitch Ratings, Inc.

Employment History:

- *Fitch Ratings, Inc.*
 - o Chief Compliance Officer (January 2023 – Present)
 - o Head of Compliance, Americas (April 2019 – 2023)
 - o Assistant General Counsel (2000 – 2019)
 - o Regional Compliance Manager, Americas (2003 – 2008)
- *Duff & Phelps Credit Rating Co., Chicago, IL*
 - o Vice President & Assistant General Counsel (1998 – 2000)

Education:

- *University of Kansas, B.A.*
- *University of Missouri – Kansas City, J.D.*
- *Loyola University Chicago, M.B.A, Finance and International Business*

Verification Certificate

The undersigned has executed this Form 25-101F1 on behalf of, and on the authority of, Fitch Ratings, Inc. The undersigned, on behalf of the Fitch Ratings, Inc., represents that the information and statements contained in this Form, including appendices and attachments, all of which are part of this Form, are true and correct.

March 25, 2026

(Date)

Fitch Ratings Canada, Inc.

(Name of Applicant/Designated Rating Organization)

By: Mark Oline, President

(Print Name and Title)

/s/ Mark Oline

(Signature)