



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

**Certificate of Approval of a Base Prospectus
pursuant to Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council
Certificate Reference 3437**

To: Finanzmarktaufsicht, Austria
Financial Services and Markets Authority, Belgium
Finanstilsynet, Denmark
Finanssivalvonta, Finland
Autorité des Marchés Financiers, France
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
Commissione Nazionale per le Società e la Borsa, Italy
Commission de Surveillance du Secteur Financier, Luxembourg
Autoriteit Financiële Markten, The Netherlands
Finanstilsynet, Norway
Finansinspektionen, Sweden
Financial Conduct Authority, United Kingdom

From: Central Bank of Ireland

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council and was approved by us on 21 July 2020.

Name of Issuer(s): **WILLOW NO. 2 (IRELAND) PLC**

LEI: 549300B0B1XTFDS6V025

Registered Office:
32 Molesworth Street
Dublin 2
Ireland

WILLOW NO. 1 (LUXEMBOURG) S.A.

LEI: 549300QOELDX8FRFUH86

Registered Office:
6D, route de Trèves
L-2633 Senningerberg
Grand Duchy of Luxembourg

WILLOW NO. 2 (CAYMAN) LIMITED

LEI: 5493000ZVO8TJSZP8S02

Registered Office:
c/o MaplesFS Limited
PO Box 1093 Queensgate House
Grand Cayman KY1-1102
Cayman Islands



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Type of Securities(if applicable): Multi Issuer Secured Transaction Programme

National Prospectus Identifier: JOB20016452

(references to the annexes of Regulation EU 2019/980 used): 9, 14, 15,19 and 22

Name of the Guarantor(s) (if any): N/A
LEI: N/A

We have authorised, in accordance with Article 18 of Prospectus Regulation (EU) 2017/1129, the omission of the information required under [Item _ of Annex _] on the following grounds: N/A

Signed:

A handwritten signature in blue ink, appearing to read "Ma Delle", written over a horizontal line.

For and on behalf of the: Central Bank of Ireland

Date: 21 July 2020

Attachments: 1. Base Prospectus