# Sp Mortgage Bank and Savings Banks Group

Investor Presentation September 2021



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### **Summary of the Savings Banks Group**

The Savings Banks Group	<ul> <li>The Savings Banks Group is the oldest banking group in Finland consisting of 18 Savings Banks as well as entities providing products and services to the Savings Banks</li> <li>The Group has over 450,000 customers and circa 120 branch offices</li> <li>The main focus is on retail customers which comprise 74% of lending and is predominantly in form of mortgages. Other target groups include SMEs (19% of lending) and agricultural customers (7% of lending)</li> <li>The Group has approximately a 5% market share in household lending and a 5% market share in household deposits</li> <li>End of June 2021, the Savings Banks Group companies employed around 1,430 employees</li> </ul>
The Amalgamation of Savings Banks	<ul> <li>The 18 Savings Banks, Central Bank of Savings Banks Finland (CBSBF), Sp Mortgage Bank (SPMB) and their central institution Union Co-op together with certain other product and service companies form the Amalgamation of Savings Banks (as laid down in the Amalgamations Act)</li> <li>Under the Amalgamations Act, the Savings Banks, CBSBF, Sp Mortgage Bank and the Union Co-op are jointly liable for each others' debts and commitments</li> </ul>
Financial position	<ul> <li>Total assets were EUR 13.2bn at the end of 30 June 2021. The Group's profit before taxes amounted to EUR 43.4m</li> <li>Loan book of EUR 9.5bn consists mainly of residential mortgages with low loan loss impairments of 0.46% at the end of June 2021</li> <li>Large and stable deposit base of EUR 7.8bn comprises the largest part of the Group's funding</li> <li>Strong capital position reflected by a CET1 ratio of 19.8% and a total capital ratio of 19.9% at the end of 30 June 2021</li> <li>Solid leverage ratio of 8.9% at the end of 30 June 2021 (Tier 1 Capital / Total Liabilities)</li> </ul>
Funding & Ratings	<ul> <li>S&amp;P Global Ratings has assigned 'A-/A-2' long- and short-term counterparty credit ratings to CBSBF, the entity responsible for senior unsecured financing of the Group. The outlook on the ratings is negative. As the central credit institution CBSBF's ratings reflect the wider Group's franchise and creditworthiness</li> <li>Sp Mortgage Bank is responsible for issuance of covered bonds within the Group and issued cover bonds are rated 'AAA' by S&amp;P Global Ratings</li> <li>The 100% Finnish prime mortgage cover pool is well diversified, with a majority of the pool located in growth centers and their close proximity. The pool has no non-performing loans and has average LTV of 56,2% at the end of August 2021</li> </ul>



#### Contemplated transaction and indicative terms

Issuer	Sp Mortgage Bank <spmtbk corp=""></spmtbk>
Туре	Finnish Covered Bond
Expected Issue Rating	AAA (S&P)
Maturity	7 years (soft bullet)
Size	EUR 500 million (no-grow)
Coupon	Fixed
Documentation	The Issuer's EUR 3bn Covered Bond Programme dated 8 June 2021
Law	English Law
Listing	Irish Stock Exchange
Denominations	EUR 100,000 + EUR 1,000
Target market	Eligible counterparties and professional clients only
Lead Managers	BNP Paribas, LBBW, Nordea, Santander

- Sp Mortgage Bank is contemplating an issuance of a EUR 500 million (no-grow) Covered Bond with a 7-year maturity.
- The issue will be ECBC Covered Bond label compliant as well as ECB repo and LCR eligible.
- BNP Paribas, LBBW, Nordea and Santander have been mandated as lead managers for the transaction.



# Group Structure and Strategy

#### Structure of the Savings Banks Group



Sp Mortgage Bank Plc Mortgage Bank business **Central Bank Of Savings Banks Finland Plc** 

Central Bank operations

Savings Banks' Union Coop

Strategic steering Risk management Supervision

**Sp-Fund Management Company** 

Investment fund and asset management company Savings Banks Services Ltd

customer advice and sales support services

Säästöpankkien Holding Sp-Life Insurance Ltd

Strategic holdings

Life Insurance

Sp-Koti Ltd Real Estate agency **JOINT AND SEVERAL** LIABILITY

> THE **AMALGAMATION**

> > THE SAVINGS **BANK GROUP**



#### Strategic Intent and Focus

- We focus on high-quality retail banking in Finland
- We have a clear group strategy focusing on personal and SME banking
- Our main competitive advantage is the superior customer experience
  - Proven success in customer satisfaction
- We have grown steadily for years and plan to maintain or accelerate the growth in the near future
- Our strategy is working well; we are growing in the areas of wealth management and corporate banking, exactly according to the strategy
- Net Interest Income grows steadily, but the proportional share of Net Fees and Commissions is increasing
- Strong capital adequacy supports our strategic growth very well

#### **PURPOSE**

# We responsibly promote the financial wellbeing and prosperity of Finns. Our expertise enables a better life for our customers.



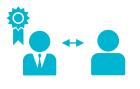
Profitable and sustainably growing customer business



"The Savings Bank
Experience" – the best
combination of personal
and digital services



A cohesive and effective team



**COMPETENCE** 

A community of highly competent professionals with a strong capacity for renewal



#### Good progress in strategy execution

- Leading bank in customer satisfaction
- Great success in digital banking
- Wealth management revenue and market share growing fast
- SME lending growing fast
- EBIT strong and improving
- EBIT from customer operations improving
- NII strong, but fees and commissions increasing their proportional share of income
- Strong capital adequacy supports very well our strategic growth
- Liquidity strong, funding solid
- Harmonised operating model and more coherent group



#### Highlights in CSR 1-9/2021

#### Governance

- Updated responsible investment policy and implemented first obligations under the EU SFDR
- Updated Code of Conduct
- Founded sustainability working group
- Sustainability roadmap in development

#### Climate

 Annual climate scenario analysis and stress tests (PACTA method and Bank of England stress test) for investment portfolios

#### **Engagement**

- Acted for the first time as investor lead in CDP's annual Non-Disclosure campaign to engage with companies to report on climate related issues and joined CDP's SBTi
- TCFD supporter after 2 years of voluntary reporting



# Market Position



# The Savings Banks Group operates country-wide

- Aito Säästöpankki
- Avain Säästöpankki
- Tammisaaren Säästöpankki
- Eurajoen Säästöpankki
- Helmi Säästöpankki
- Koivulahden Säästöpankki
- Lammin Säästöpankki
- Liedon Säästöpankki
- Länsi-Uudenmaan Säästöpankki
- Mietoisten Säästöpankki
- Myrskylän Säästöpankki
- Nooa Säästöpankki
- Närpiön Säästöpankki
- Someron Säästöpankki
- Säästöpankki Kalanti-Pyhäranta
- Säästöpankki Optia

- Säästöpankki Sinetti
- Ylihärmän Säästöpankki

#### Established 1822 **Customers over** 450 000 120 branches over 1400 employees across Credit rating **Finland** Central Bank of Savings Banks Finland Plc long-term credit rating 'A-' and short-term credit rating 'A-2' (S&P)

Savings Banks Group cover 18 local Savings Banks and Savings Banks centrum, which is located in Vallila. We offer to our customers a wide variety of retail banking services as well as investment, real estate and insurance services.

# Savings Banks Group – Part of society nearly 200 years

Our aim is to responsibly promote the financial wellbeing and prosperity of people in Finland.

With our expertise, we enable our customers to live a better life.

#### Savings Bank Experience

The best combination of personal and digital services, with an emphasis on customer value, expertise, convenience and having a human touch in the way we interact with all of our customers

#### Our values

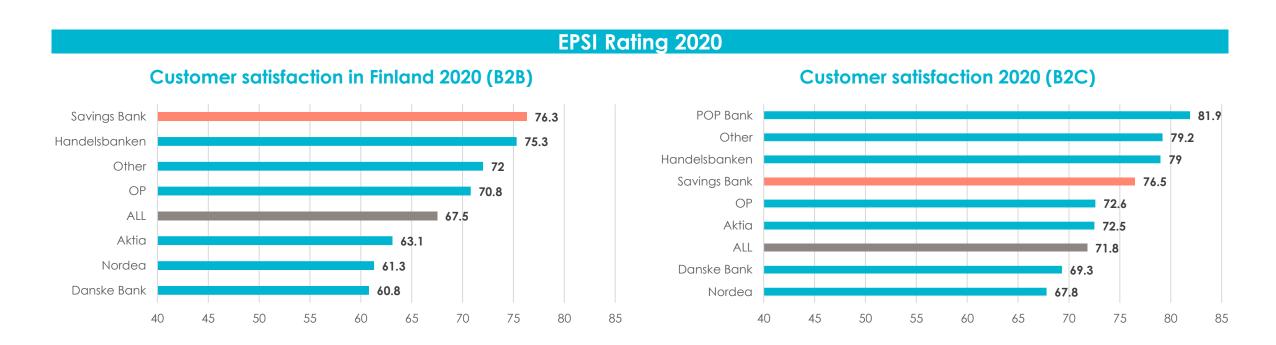
Customer-drivenness
Cooperation
Responsibility
Performance

Customer
Satisfaction
Most satisfied
Corporate Banking
Customers in Finland

★EPSI Rating 2020

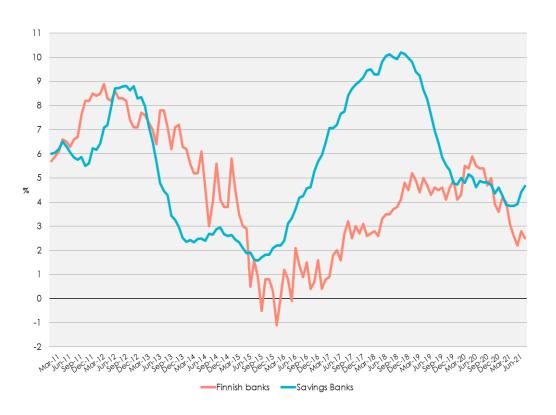


# Customer experience and satisfaction in private customers in an excellent level

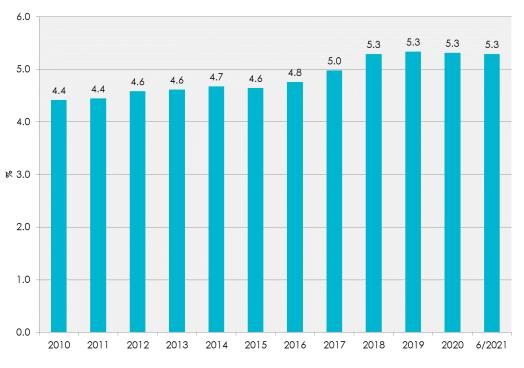


### Growth in Savings Banks' loan portfolio (includes Sp Mortgage Bank)

Loans 12 months annual growth, % Savings Banks vs. Finnish banking sector

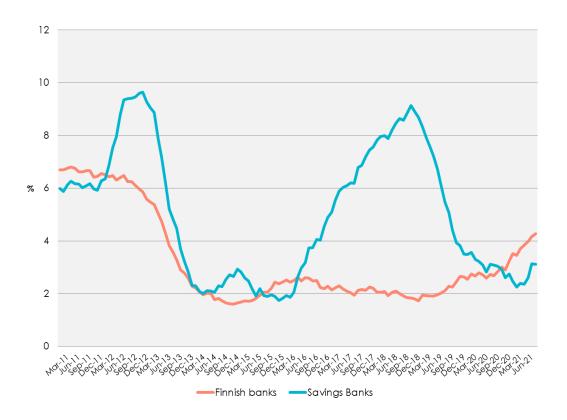


# Savings Banks's market share (loans) Savings Banks vs. Finnish banking sector

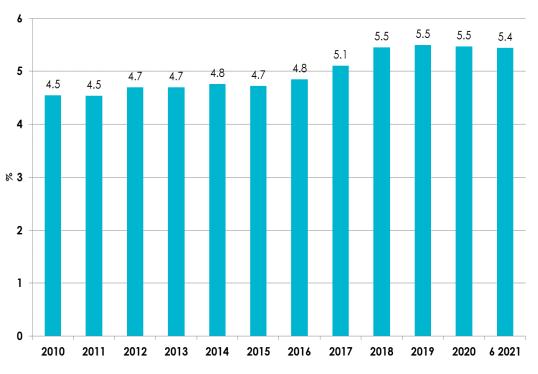


### Savings Banks can maintain growth in mortgage loans

# Mortgage loans 12 months annual growth, % Savings Banks vs. Finnish banking sector

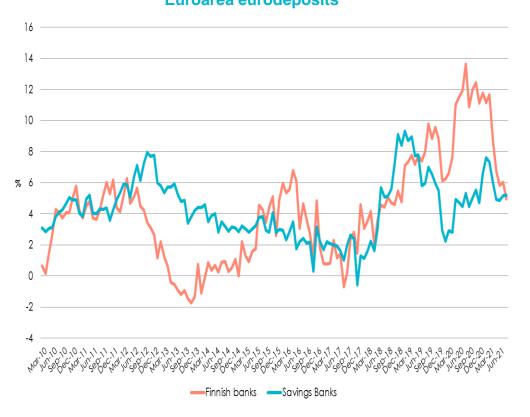


# Savings Banks mortgage loans' market share Savings Banks vs. Finnish banking sector

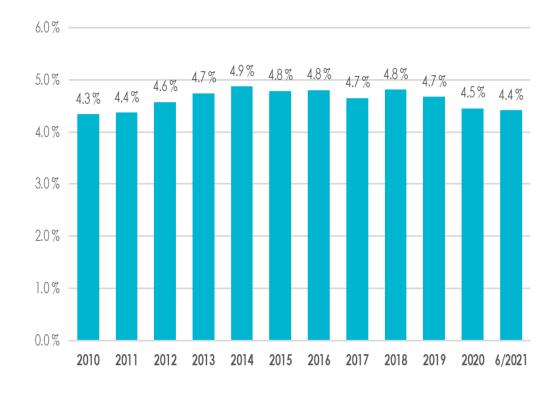


### Savings Banks' deposits

#### Deposits annual growth, %-change Savings Banks vs. Finnish banking sector Euroarea eurodeposits



# **Deposits market share**Savings Banks vs. Finnish banking sector





# Financials

Savings Banks Group 30.6.2021

## The Savings Banks Group's key figures

	H1 2021	FY2020	FY2019	FY2018	FY 2017	FY 2016
Profit before tax	EUR 43.4m	EUR 66.7m	EUR 94.8m	EUR 36.4m	EUR 88.2m	EUR 69.6m
Net interest income	EUR 90.5m	EUR 161.0m	EUR 155.6m	EUR 152.7m	EUR 142.2m	EUR 131.7m
Cost-to- income	72.4%	71.8%	68.2%	84.3%	64.7%	64.4%
Capital adequacy	Amalgamation : Total capital 19.9% - CET1 19.8%	Amalgamation : Total capital 19.1% - CET1 19.0%	Amalgamation: Total capital 19.1% - CET1 18.8%	Amalgamation : Total capital 18.2% - CET1 17.6%	Amalgamation: - Total capital 19.1% - CET1 18.2%	Amalgamation: - Total capital 19.5% - CET1 18.5%
Leverage ratio	8.9%	8.7%	9.1 %	8.6%	8.8%	9.1%
Loans and advances	EUR 9.5bn	EUR 9.3bn	EUR 8.9bn	EUR 8.6bn	EUR 7.8bn	EUR 7.0bn
Total assets	EUR 13.2bn	EUR 13.1bn	EUR 12.0bn	EUR 11.7bn	EUR 11.3bn	EUR 10.4bn
Personnel	1,430	1,418	1,391	1,386	1,343	1,270



## The Savings Banks Group's key figures

(EUR 1,000)						
	H1 2021	FY2020	FY2019	FY2018	FY2017	FY2016
Revenue	180 185	337 938	362 701	278 517	331 366	304 340
Net interest income % of revenue	81 380 45,2 %	160 967 47,6 %	155 619 42,9 %	152 704 54,8 %	142 176 42,9 %	131 693 43,3 %
Profit before taxes % of revenue	43 407 24,1 %	66 740 19,7 %	94 807 26,1 %	36 408 13,1 %	88 210 26,6 %	69 603 22,9 %
Total operating revenue	165 518	306 588	321 395	234 670	282 191	245 376
Total operating expenses (excluding depreciations)	-119 848	-220 157	-219 145	-197 718	-182 693	-158 060
Cost to income ratio	72,4 %	71,8 %	68,2 %	84,3 %	64,7 %	64,4 %
Total assets	13 169 456	13 097 063	12 009 105	11 705 740	11 326 105	10 423 646
Total equity	1 192 716	1 155 709	1 118 391	1 028 796	1 017 520	953 402
Return on equity %	3,7 %	4,6 %	6,9 %	3,0 %	7,3 %	6,2 %
Return on assets %	0,3 %	0,4 %	0,6 %	0,3 %	0,7 %	0,6 %
Equity/assets ratio %	9,1 %	8,8 %	9,3 %	9,2 %	9,0 %	9,1 %
Solvency ratio %	19,9 %	19,1 %	19,1 %	18,2 %	19,1 %	19,5 %
Impairment losses on loans and other receivables	-2 050	-19 760	-8 379	-3 868	-13 266	-8 411



### The Savings Banks Group income statement

(EUR 1,000)						
	H1 2021	FY2020	FY2019	FY2018	FY2017	FY2016
laboration and	00.407	102.020	186 650	105.020	181 854	180 663
Interest income	90 497	183 038		185 928		
Interest expense	-9 117	-22 071	-31 031	-33 224	-39 678	-48 970
Net interest income	81 380	160 967	155 619	152 704	142 176	131 693
Net fee and commission income	55 050	99 742	90 334	84 486	79 159	71 428
Net investment income	10 708	19 569	36 668	-19 352	42 221	17 753
Net life insurance income	10 588	18 335	15 426	13 163	15 552	11 810
Other operating revenue	7 792	7 974	23 349	3 669	3 083	12 692
Total operating revenue	165 518	306 588	321 395	234 670	282 191	245 376
Personnel expenses	-50 510	-89 510	-87 228	-83 561	-79 781	-76 117
Other operating expenses	-60 217	-110 046	-111 569	-101 029	-88 913	-81 944
Depreciation, amortisation and impairment of property, plant and equipment and intangible assets	-9 122	-20 601	-20 347	-13 128	-13 999	-10 732
Total operating expenses	-119 848	-220 157	-219 145	-197 718	-182 693	-168 792
Net impairment loss on financial assets	-2 050	-19 760	-8 379	-3 868	-13 266	-8 411
Associate's share of profits	-214	70	936	3 323	1 977	1 430
Profit before tax	43 407	66 740	94 807	36 408	88 210	69 603
Income tax expense	-8 428	-14 648	-20 675	-5 767	-16 316	-12 406
Profit	34 978	52 092	74 132	30 640	71 894	57 197



# Capital Adequacy

Savings Bank Group

### Strong capital adequacy and capital base

- The capital position of the Amalgamation of Savings Banks was at a very strong level at the end of June 2021.
- CET1 ratio was 19.8% and total capital ratio 19.9%.
- The capital base is predominantly consisting of Common equity Tier 1. Total own funds amounted to EUR 1 103.9 million and CET1 capital accounted for EUR 1 100.4 million.
- The current capital requirement for the Amalgamation is 11,76% consisting of:
  - Statutory minimum capital adequacy requirement of 8 %
  - 1.25% Pillar 2 requirement set by FIN FSA.
  - Capital conservation buffer of 2.5% according to the Act on Credit Institutions.
  - the country-specific countercyclical capital requirements of foreign exposures.
- In April 2021, the Financial Stability Authority set a minimum requirement for own funds and eligible liabilities (MREL requirement) for the Savings Banks Amalgamation. MREL requirement applied to the Savings Banks Amalgamation is 19.49% of the total risk exposure amount or 5.91% of the total exposures, whichever is higher. The requirement will enter into force in full as of 1 January 2022.
- Capital adequacy will be kept at strong levels also going forward.

EUR Million	30.6.2021	31.12.2020	31.12.2019	31.12.2018
Common Equity Tier 1 (CET1) capital before regulatory adjustments	1 142.8	1 113.3	1 064.7	986.8
Total regulatory adjustments to Common Equity Tier 1 (CET1)	-42.3	-43.8	-36.1	-38.5
Common Equity Tier 1 (CET1) capital	1 100.4	1 069.6	1 028.6	948.2
Additional Tier 1 (AT1) capital	0.0	0.0	0.0	0.0
Tier 1 capital (T1 = CET1 + AT1)	1 100.4	1 069.6	1 028.6	948.2
Tier 2 (T2) capital before regulatory adjustments	3.4	6.1	15.4	29.7
Total regulatory adjustments to Tier 2 (T2) capital	0.0	0.0	0.0	0.0
Tier 2 (T2) capital	3.4	6.1	15.4	29.7
Total capital (TC = T1 + T2)	1 103.9	1 075.7	1 044.0	978.0

Capital ratios, %	30.6.2021	31.12.2020	31.12.2019	31.12.2018
Common Equity Tier 1 ratio	19.8 %	19.0 %	18.8 %	17.6 %
Common Equity Tier 1 ratio	19.8 %	19.0 %	18.8 %	17.6 %
Total capital ratio	19.9 %	19.1 %	19.1 %	18.2 %
Leverage ratio	8.9 %	8.7 %	9.1 %	8.6 %



#### Capital requirement is driven by credit risk

- The Amalgamation's credit risk, counterparty risk and credit valuation adjustment (CVA) and market risk for currency position are
  calculated using the standard model. Operational risk capital requirement is calculated with the basic method.
- Major part of the capital requirement comes from credit risk (88% at 30 June 2021).
- Capital requirement for market risk is zero, because the total net foreign exchange position is less than two per cent of the aggregate amount of the own funds.
- The Amalgamation has no trading activity for own or customers' account. The member credit institutions may have a so called small trading book as defined in article 94 of the CRR.

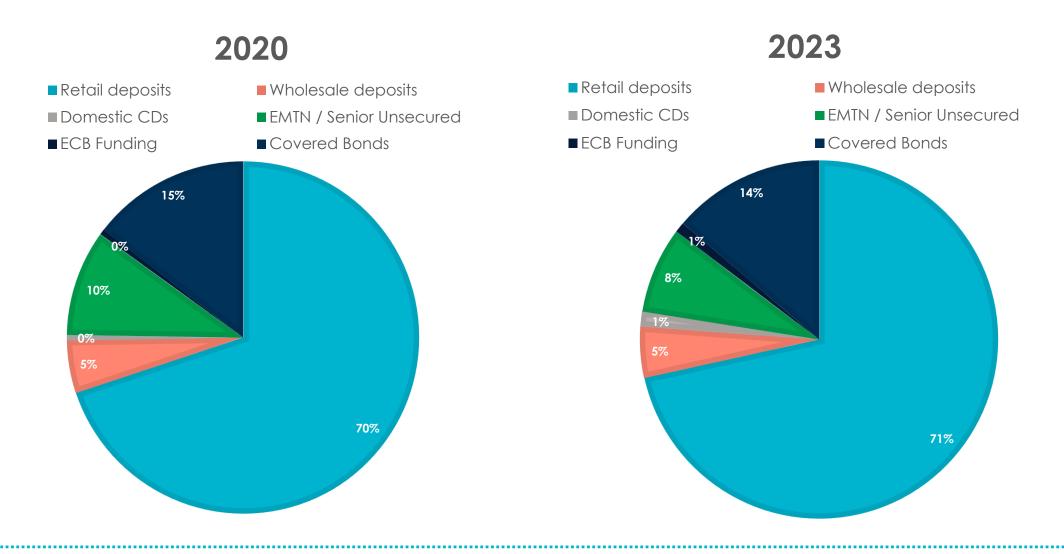
(EUR million)	30.6.2021	31.12.2020	31.12.2019	31.12.2018
Total capital base	1 103.9	1 075.7	1 044.0	978.0
Capital requirement for credit risk	393.2	398.4	387.6	385.3
Capital requirement for credit valuation adjustment (CVA)	10.2	8.9	8.1	5.8
Capital requirement for market risk	0.0	2.4	2.3	3.1
Capital requirement for operational risk	41.4	41.4	40.0	36.7
Total capital requirement (8%)	444.8	451.1	438.1	430.8



# Funding and Liquidity

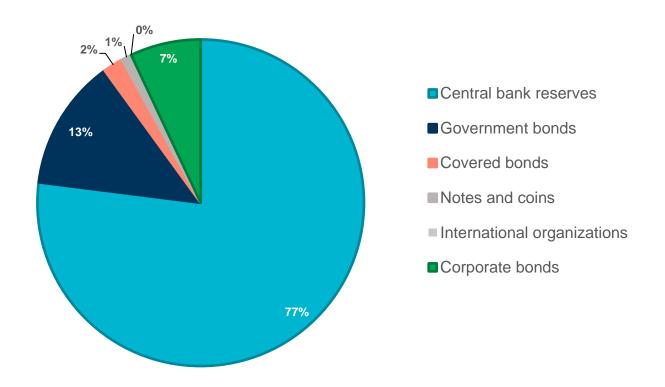
Structure

#### Funding Structure 2020 - 2023





#### Liquidity Buffer 30.6.2021



- The Group LCR was 166,0% as per 30.6.2021
- The Group NSFR was 123,8% as per 30.6.2021
- The Group is MREL compliant. The requirement is
- either 19,49% of TREA or 5,91% of LREA

#### Public Issuance 2021 →

- Public issuance will take place in the form of covered bonds during 2021 2022.
- A public issuance of senior preferred is unlikely to take place over the next couple of years.
   However, senior preferred will be issued in the form of private placements.
- The group has currently no requirement to issue any subordinated debt to cover the MREL requirement.

# Sp Mortgage Bank

2021

#### Sp Mortgage Bank in brief

- Sp Mortgage Bank Plc is the covered bond funding vehicle of Savings Banks Group
- Licensed by the European Central Bank to issue covered bonds according to the Finnish covered bond legislation (Covered Bond Act (688/2010) or CBA)
- Sp Mortgage Bank's sole purpose is to raise funding for Savings Banks Group by issuing covered bonds with mortgage collateral
- Sp Mortgage Bank is 100% owned by the Savings Banks in the Group
- The covered bonds issued are rated AAA by S&P and are ECB eligible
- In addition to the joint liability, investors in the covered bond will benefit from the ring-fenced structure of the cover pool. Sp Mortgage Bank benefits fully from the joint liability based on the Act on the Amalgamation of Deposit Banks

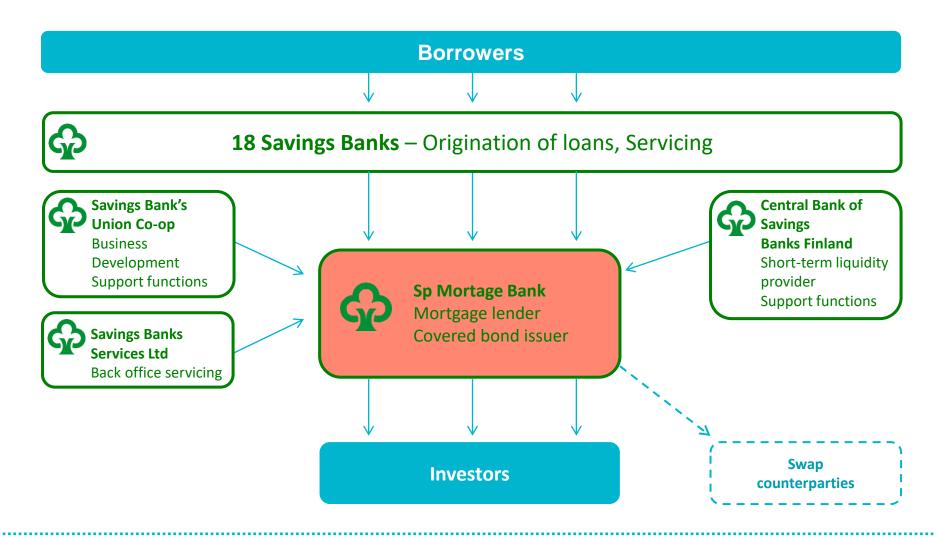


Sp Mortgage Bank's covered bond programme complies with European Covered Bond Council's (ECBC) Covered Bond Label

Read more about ECBC Covered Bond Label at www.coveredbondlabel.com



### Sp Mortgage Bank - Operating model and roles





## Cover pool characteristics as of 31 August 2021

Pool size	EUR 2,223 million
Collateral	100% Finnish prime mortgages
Geographical distribution	Throughout Finland, a majority in growth centers and their close proximity
Average loan size	EUR 84,100
Number of loans	27,000
Average LTV (indexed/unindexed)	53.1% / 56.2%
Average seasoning	42.7 months
Non-performing loans / loans in arrears	0 bp / 5 bps
Interest base	91.8% variable, 8.2% fixed
Over-collateralisation	48.2%



### Geographically well diversified cover pool

 The cover pool is well diversified throughout Finland with a majority in close proximity to key growth centers.

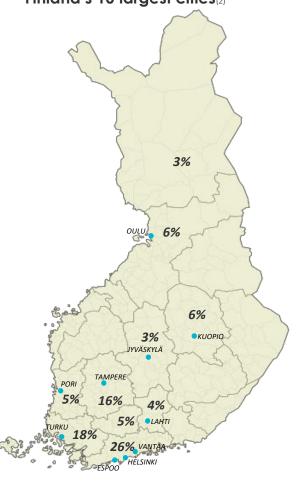
#### Regional distribution of cover pool as of 31 August 2021

Region	Major City	Region's Population(1)	Mortgages, EUR mn	Share of the pool
Uusimaa	Helsinki	1,702,678	584	26 %
Varsinais-Suomi	Turku	481,403	401	18 %
Pirkanmaa	Tampere	522,852	353	16 %
Pohjois-Savo	Kuopio	248,265	135	6 %
Pohjois-Pohjanmaa	Oulu	413,830	128	6 %
Satakunta	Pori	215,416	107	5 %
Kanta-Häme	Hämeenlinna	170,577	115	5 %
Päijät-Häme	Lahti	205,771	80	4 %
Keski-Suomi	Jyväskylä	272,617	72	3 %
Lappi	Rovaniemi	176,665	63	3 %
Rest of Finland	-	1,123,719	184	8 %
	TOTAL	5,533,793	2,223	100 %

Sources: (1) Statistics Finland: Finnish Regional Population 31.12.2020

(2) The Association of Finnish Local and Regional Authorities: City population 31.12.2020

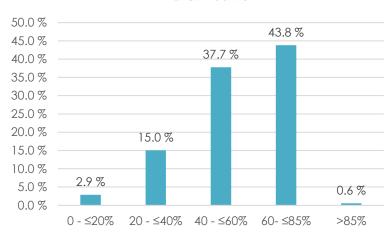
Regional distribution of cover pool and Finland's 10 largest cities (2)



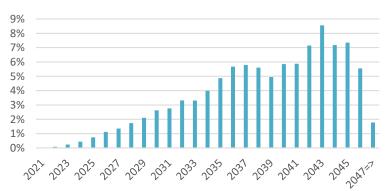


#### Breakdown of cover pool as of 31 August 2021

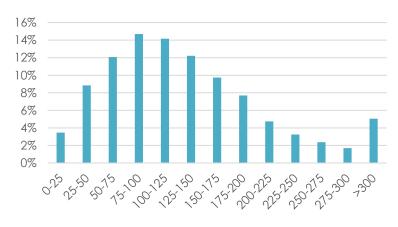
#### LTV distribution



#### Loan maturity profile

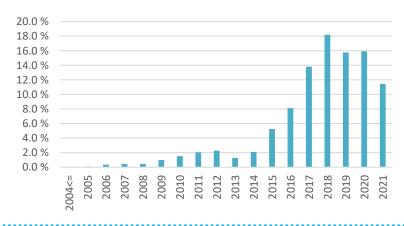


#### Loan distribution by size



Loan balance, EUR thousand

#### Loan balance by origination year





### **Underwriting criteria**

Sp Mortgage Bank's credit policy	<ul> <li>Aligned with the overall credit policy of the Savings Banks Group</li> <li>Complies with the requirements of the CBA</li> </ul>
Customer identification	<ul> <li>Customers must be identified and verified, also regarding age and legal capacity</li> <li>Customers' background and financial position must be determined, including both external (credit bureau) and internal payment defaults</li> </ul>
Customer scoring	<ul> <li>A customer is application scored every time when applying for a new mortgage</li> </ul>
Income verification	<ul> <li>Customers' income is always verified</li> <li>For current customers income and source of the income can be checked on bank account details in the bank</li> <li>For new customers income is checked by using pay slips and/or taxation information</li> </ul>
Assessment of the customer's repayment ability	<ul> <li>A customer must have sufficient repayment abilities for the repayment of the loan</li> <li>When calculating customer's available income for interest and loan management costs exposures to Amalgamation and other parties are taken into account</li> <li>Stress test with a 6% fixed interest rate level and 25 years maximum repayment period</li> </ul>
Follow-up	<ul> <li>Existing loan stock is scored on a monthly basis with a scoring model taking into account changes in customers' payment behaviour</li> </ul>



### Collaterals, loan decision, servicing and collection

#### **Collaterals**

- All collaterals are located in Finland
- Only residential purposes (real estates or shares in housing companies)
- Only prior ranking pledges
- Must be valued by a valuer independent of the credit decision process
  - Either valuation maximum of one year old
    - Both contract of sale and valuation certicate
    - Genuine (not between related parties) recent contract of sale
  - Or external qualified valuer
- Revaluation quarterly based on the housing index data provided by Statistics Finland

#### **Loan decision**

- Preparation of a loan decision and actual loan decision must always be done by two separate persons
- Loan-to-Value ratio is max 70% or with a State Guarantee up to 85%

#### Servicing and collection

The originating Savings Banks are responsible for:

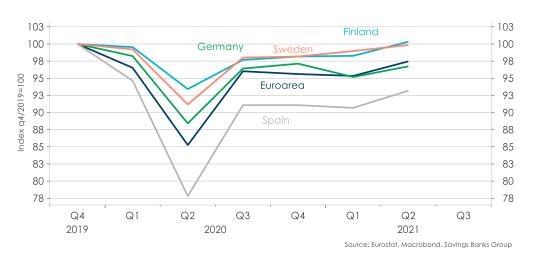
- Servicing the Mortgage Loans together with the Back Office company
- Collection / foreclosure processes as any non-performing Mortgage Loan is transferred back to the originating Savings Bank



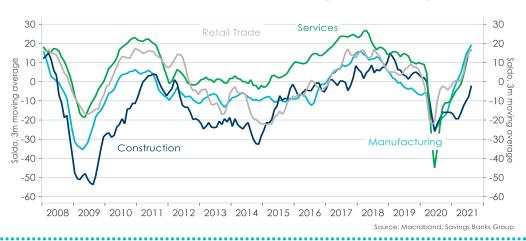


## Finnish Economy Has Performed Well During the Covid-19 Crisis

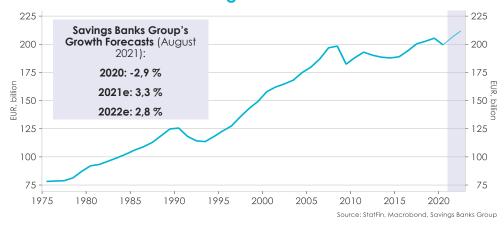
#### The Finnish economy has performed well during the covid-crisis



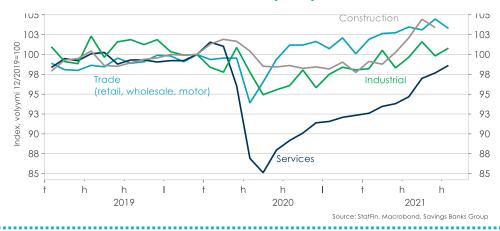
#### Business confidence above long term average



## Right now the economy is recovering quickly – long term challenges still exist



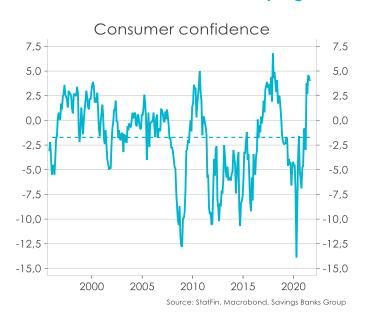
## Crisis has hit sectors very differently – even service sector has recovered pretty well



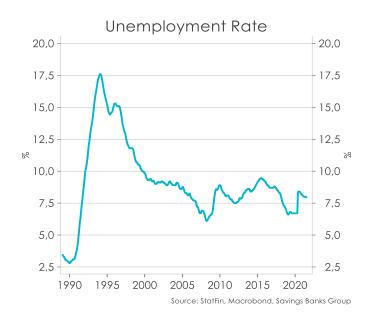


## High Consumer Confidence and Strong Labor Market Recovery

#### Consumer confidence is very high



#### The labor market has recovered quickly



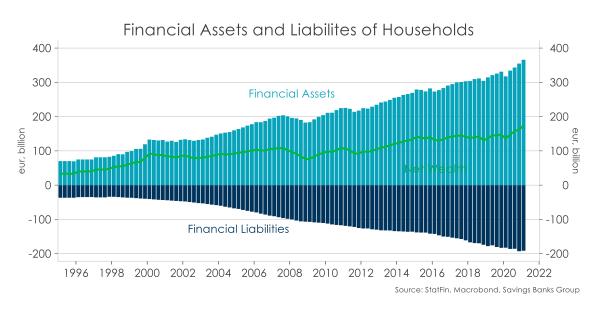
#### Companies claim labor shortage



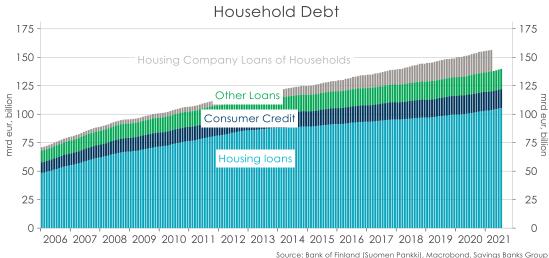


## Household Finances are Solid

#### Household's financial assets are growing faster than liabilities



## Household's indebtedness has also increased – growth rate in housings loans is picking up

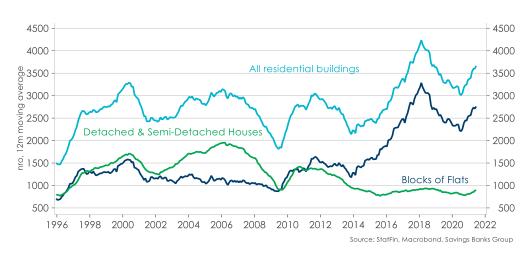




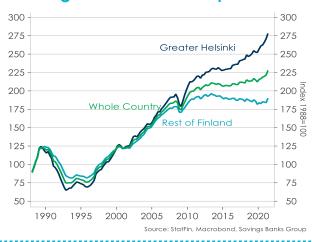


## **Finnish Housing Market**

#### Construction is picking up again

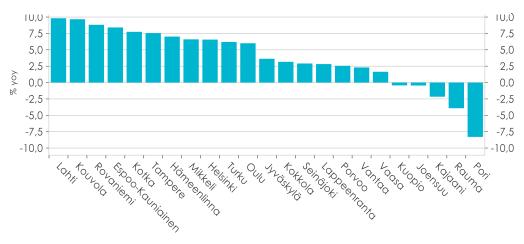


#### Long-term trend: house prices are fragmented in Finland

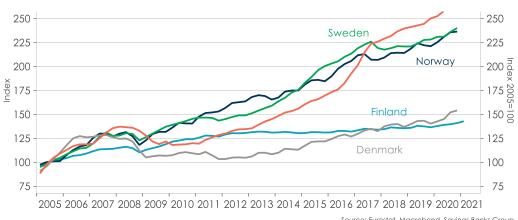


- Price polarization happens in many fronts
  - regionally
  - inside regions
  - by house types
  - by house size

## During the pandemic house prices have increased even in smaller cities



#### The housing "boom" has been modest in Finland



Source: Eurostat, Macrobond, Savings Banks Group



## **Summary**

- Finnish economy has performed well during the covid–crisis
- Now the economy is recovering fast: GDP is expected to grow by 3,3 % in 2021 and by 2,8 % in 2022
- No feared bankruptcy wave
- The labour market has recovered very well companies are claiming labour shortages
- Household's financial situation has improved during the pandemic. Savings rate has increased
- House prices have increased faster than normally during the pandemic. However, the "boom" has been modest compared to other countries
- Construction is picking up again
- After the recovery: "good old problems" on the agenda again. Finland's long-term potential growth rate is modest ~1,2 %. Covid-crisis's effect on potential growth still unknow.

# Appendices



## Act on Mortgage Credit Bank Operations 1/2

- Act on Mortgage Credit Bank Operations (CBA, statute 688/2010)
- Segregation of assets in the bond register (issued covered bonds, collateral, relevant derivative contracts)
- Covered bonds are issued either by specialized mortgage credit bank or any licensed credit institution authorized by FIN-FSA to engage mortgage credit bank business
- Cover pool can consist of mortgage collateral (both residential and commercial) and public sector loans. LTV for residential mortgage assets 70% and 60% for commercial mortgages.
- Matching collateral requirements
  - Total value of the cover pool must exceed the outstanding amount of issued covered bonds
  - Over-collateralization requirement set as net present value of the cover pool has to exceed that of the covered bonds by 2%.
- Liquidity requirements
  - Average maturity of issued covered bonds must not exceed the average maturity of the mortgage loans in the cover pool
  - For any 12 month period the accrued interest of the cover pool assets must exceed the total amount payable for covered bonds and derivative transactions
- Swap counterparties to covered bond programs rank equally with bondholders if the issuer becomes
  insolvent. This improves the chances of attracting third-party counterparties to provide hedging for the
  programs, even after the issuer defaults.
- Streamlined set-up if the covered bond issuer becomes insolvent. Effective ring fencing of the assets will allow the dedicated administrator to take charge of the cover pool to repay covered bonds when they fall due



## Act on Mortgage Credit Bank Operations 2/2

- Bankruptcy remoteness and preferential claim
  - Covered bond shall be paid until its maturity in accordance with the terms and conditions of the covered bond from the funds accruing on the cover pool assets of the covered bond before other claims
  - Holders of covered bonds together with counterparties of registered derivatives and bankruptcy liquidity loans in bankruptcy would rank pari passu and in respect of each Mortgage Loan included in the cover pool for a covered bond, the priority of payment right in accordance with Section 25 of the CBA is limited to a maximum amount which corresponds to 70% in respect of Housing Loans and to 60% in respect of Commercial Property Loans of the current value of shares or real estate which stand as collateral
- Post-bankruptcy procedures
  - When the issuer has entered into liquidation or bankruptcy proceedings, the FIN-FSA shall, without delay, appoint a supervisor in accordance with Section 29 of the Finnish Act on the Financial Supervisory Authority to protect the interests of creditors of covered bonds and creditor entities comparable to such and to enforce their right to be heard
  - In bankruptcy proceedings the courts will by operation of law appoint a bankruptcy administrator to administer the bankruptcy estate. The cover pool will be run by the bankruptcy administrator, but the supervisor will supervise the bankruptcy administrator, acting in the interest of the holders of the covered bonds.
  - To the extent that claims of the Covered Bondholders in respect of the Covered Bonds are not met out of the Cover Pool, the residual claims of the Covered Bondholders will rank pari passu with the unsecured and unsubordinated obligations of the Issuer.



## The Amalgamation of Savings Banks

- The Amalgamation of Savings Banks is an amalgamation defined in the Act on the Amalgamation of Deposit Banks ("Amalgamations Act", Laki talletuspankkien yhteenliittymästä 599/2010).
- Under the Amalgamation Act, the Union Coop as the central institution has the obligation to supervise
  the operations of the member credit institutions and issue instructions to them on risk management,
  good corporate governance and internal control to secure liquidity and capital adequacy, as well as
  instructions on compliance with uniform accounting policies in the preparation of the amalgamation's
  consolidated financial statements.
- The Union Coop may confirm general operating policies for the member credit institutions to be followed in their operations that are significant for the Amalgamation.
- The minimum capital requirement and liquidity of the companies within the Amalgamation of Savings Banks is controlled on a consolidated basis.



## Investors' position is stronger in the Amalgamation

#### **Joint liability**

- The Amalgamation improves investors' position because the liability for repayment of debt does not lie with an individual entity but within the central institution and the member credit institutions in accordance with the Amalgamations Act.
- The Amalgamation is based on the principle that it is a stable and permanent structure. In practise, it acts like one operator without being a conglomerate.
- Under the Amalgamations Act, the central institution and the member credit institutions are jointly liable for each others' debts and commitments:
  - The central institution is liable to pay, as a support measure, to any of its member credit
    institutions an amount that is necessary to prevent that member credit institution from being
    placed in liquidation.
  - Each member credit institution shall be liable to pay to the central institution, in proportion to their last adopted balance sheets, the amount paid by the central institution.
  - Furthermore, upon insolvency of the central institution, a member credit institution shall have unlimited refinancing liability for the central institution's debts.
- In the Amalgamation of Savings Banks the joint liability currently comprises 18 Savings Banks, CBSBF,
   Sp Mortgage Bank and the Union Coop (the central institution).



## Early intervention model

Prevents a bank from going in a wrong direction at an early stage

The Act on the Amalgamation of Deposit Banks

The bylaws of the Savings Banks' Union Coop

The Internal operational principles

(No legal requirement for these principles)

The Early Intervention model

- The Union Co-op oversees the Group's liabilities and reports to the regulator, Finnish FSA.
- For decision making and prevention of any savings bank in the Group from going to a wrong direction, there is an additional internal framework and an early intervention model which have been agreed and adopted within the Group.
- CBSBF and Sp Mortgage Bank fully benefit from the joint liability based on the Act on the Amalgamation of Deposit Banks. In addition, covered bond investors benefit from the ring-fencing of the assets in its Cover Pool.

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## Thank you!

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