



Sparebanken Sør Boligkreditt AS

QUARTER 1

2019

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Sparebanken Sør

Business

Sparebanken Sør is an independent financial group with activities within banking, securities and real estate brokerage

Balance

The fifth largest Norwegian bank with total assets of NOK 123.9 billions

Employees

436 FTEs in the parent bank, in branches across the counties of Aust-Agder, Vest-Agder, Telemark and Rogaland

Products and services

General banking products and services, supplemented by real-estate brokerage, life and non-life insurance, stock brokerage and leasing through wholly and partially owned subsidiaries and companies

Summary

As one of the largest regional banks in Norway, Sparebanken Sør is committed to further growth and development in the region

Sparebanken Sør - a leading financial institution in Southern Norway



Established in 1824,
530 employees



179 000 retail
customers



Financial group with
banking, securities and
real estate brokerage



22 000 corporate
customers



Publicly traded and
community-owned



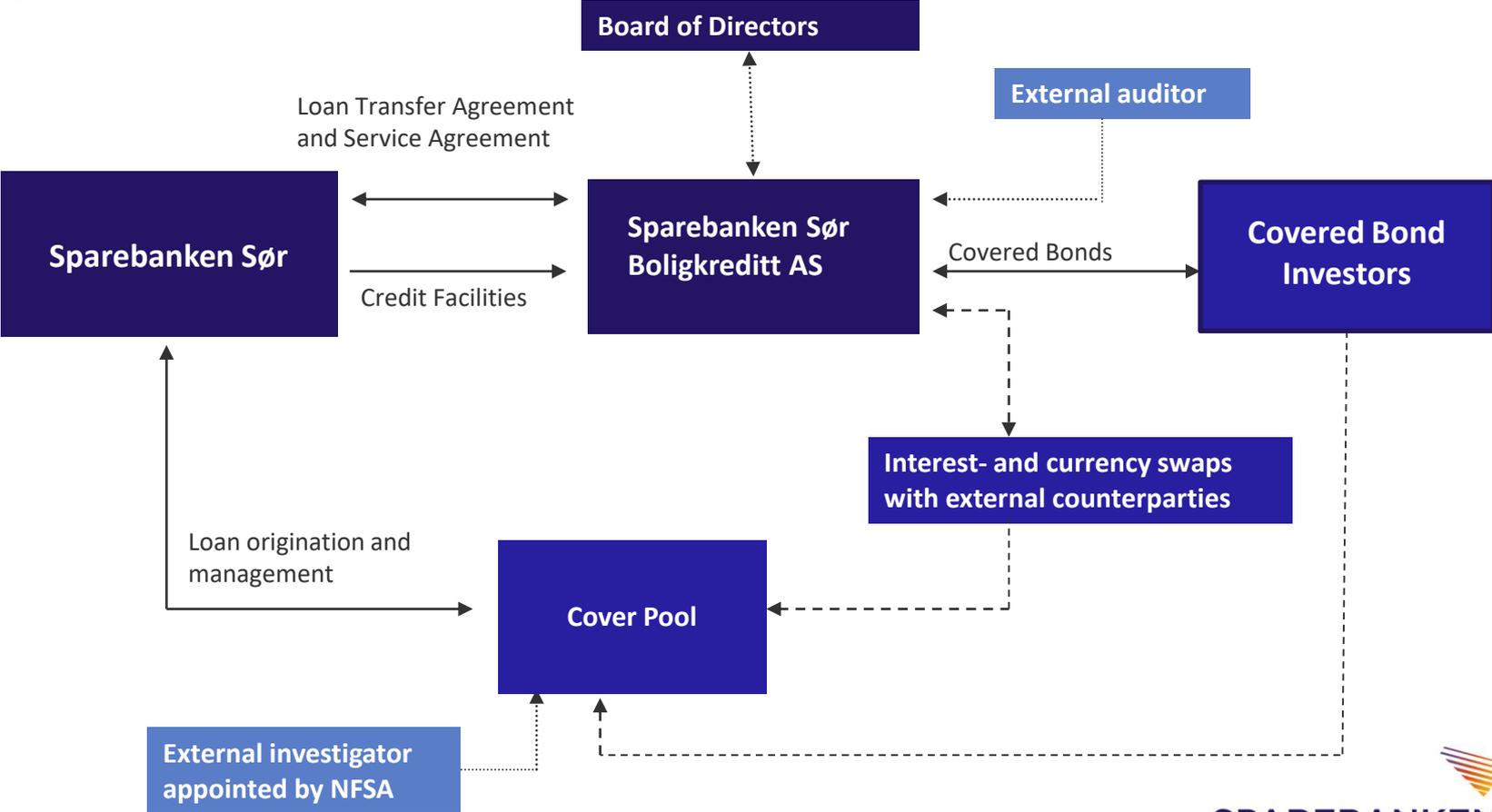
NOK 121.1 bn in total
assets



Sparebanken Sør Boligkreditt AS

- A dedicated and integrated covered bond company wholly owned by Sparebanken Sør
- The covered bonds have full recourse to the issuer Sparebanken Sør Boligkreditt AS
- Sparebanken Sør Boligkreditt AS has established a revolving credit facility with Sparebanken Sør, which covers refinancing risk
- Overdraft facility with the bank to handle daily operations
- Loans are originated by the bank and transferred to the CB company
- The cover pool consists of prime Norwegian residential assets (93.7 %) and interest bearing securities
- No non-performing assets in the cover pool
- Cover pool exposure towards Southern Norway, where price development is rather stable
- Covered Bonds rated Aaa by Moody's – five notches TPI leeway

Business concept - governed by Norwegian covered bond legislation



Eligibility criteria for cover pool mortgages

Type of properties	<ul style="list-style-type: none">• Residential Norwegian properties• Minor volumes of buy to let
Type of products	<ul style="list-style-type: none">• Mortgages with floating or fixed interest rates – p.t. only floating interest rate• Serial, annuity or non-amortizing loans
Credit criteria	<ul style="list-style-type: none">• No arrears• Borrowers probability of default $\leq 2\%$
Collateral	<ul style="list-style-type: none">• LTV limit of 75 % for residential mortgages• Quarterly valuation from an independent third party (Eiendomsverdi)
Loan volume	<ul style="list-style-type: none">• Maximum loan per borrower of 12 MNOK (Euro 1,3 mill)

Risk management

Liquidity risk

- Payment flow from the cover pool is to meet the payment obligations to the covered bond holders and derivative counterparties
- Revolving credit facility in place with the parent bank
- Soft bullet structure on all covered bonds issued

Interest rate risk

- Interest rate risk measured on a 2 basis points parallel shift in the interest rate curve, alternatively including the effects of non parallel shifts
- Should not exceed NOK 100 million
- Currently only floating rate loans and floating funding base incl. swaps

Market risk

- FX risk is fully hedged
- Long term FX funding is swapped into NOK
- Derivative contracts with external counterparties
- No investments/placements in “risky” assets; Norwegian government or high quality fixed income securities (currently only rated Norwegian covered bonds)

Cover pool composition and OC as at 31.03.2019

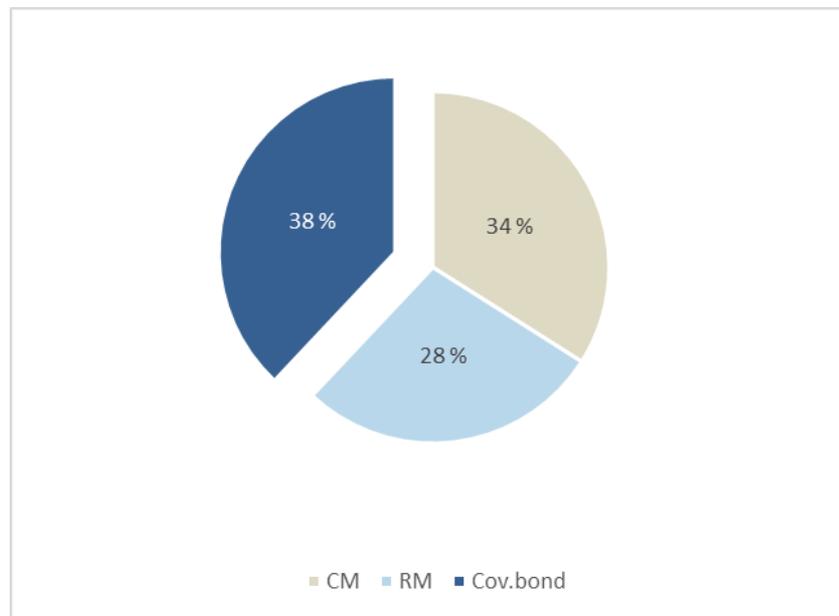
	Fair value
Loans secured by mortgages on residential properties	38.915.645
Deductions of ineligible loans	-104.996
Pool of eligible loans	38.810.649
Certificates and bonds	2.670.854
Financial derivatives	255.151
Total cover pool	41.736.653
Debt incurred due to issuance of securities	36.040.478
Collateralisation ratio (OC)	15.8 %

	Nominal value
OC based on nominal value – eligibles only	16.5 %
OC bases on nominal value – total loans	16.8 %

Additional cover pool details as at 31.03.2019

Average LOAN BALANCE	1.246.745
NO. OF LOANS	31.194
WA SEASONING (in months)	41
WA REMAINING TERM (in months)	241
NO. OF BORROWERS	27.428
NO. OF PROPERTIES	31.194
WA Indexed LTV (LOAN BALANCE/INDEXED valuation) (e.g. 85% or 0.85)	57.0 %
WA LTV (LOAN BALANCE/original valuation)(e.g. 85% or 0.85)	60.8 %
Percentage of VARIABLE MORTGAGES	93.0 %
Loans in arrears > 90 days (e.g. 1% or 0.01)	0.0 %
Committed Over Collateralisation (OC):	2.0 %

Sparebanken Sør (Group) total loan portfolio



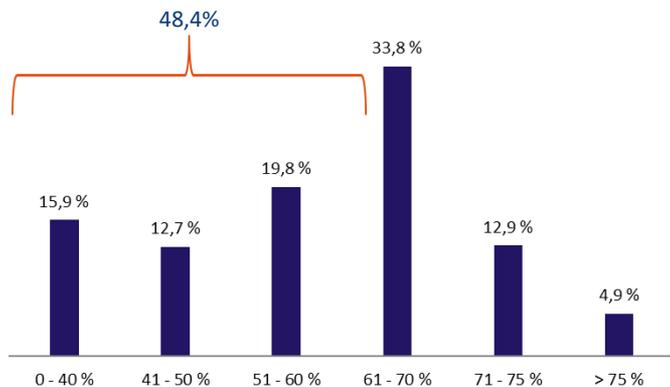
- Loans transferred to Sparebanken Sør Boligkreditt AS account for 38 % of Sparebanken Sør's total loan portfolio



SPAREBANKEN SØR

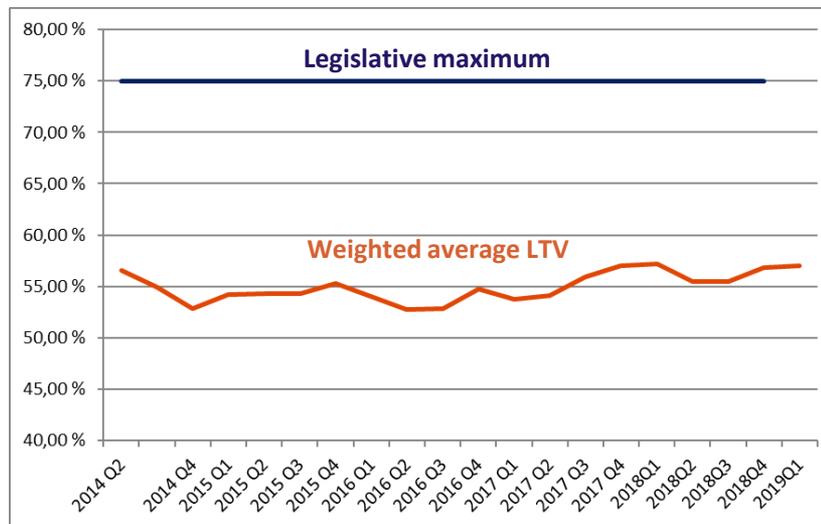
Cover pool characteristics

Current indexed LTV distribution



- The weighted average LTV is 57.0 % on an indexed basis
- 48.4 % of the cover pool has a LTV below 60%

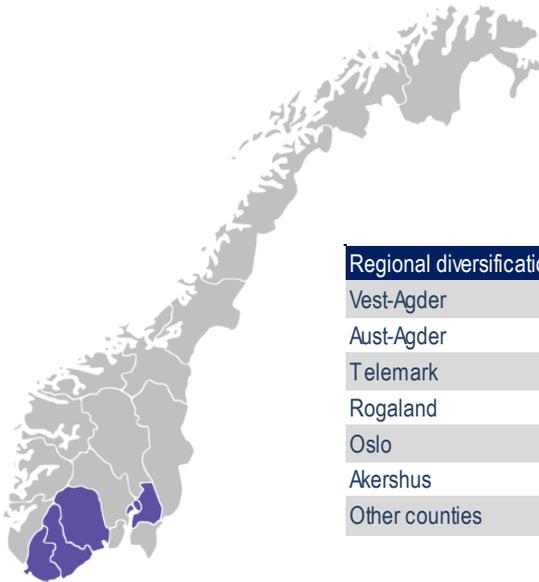
Historical development in weighted average indexed LTV



- On a historical level the weighted average LTV is well below the legislative maximum of 75 % for residential mortgages

Cover pool characteristics

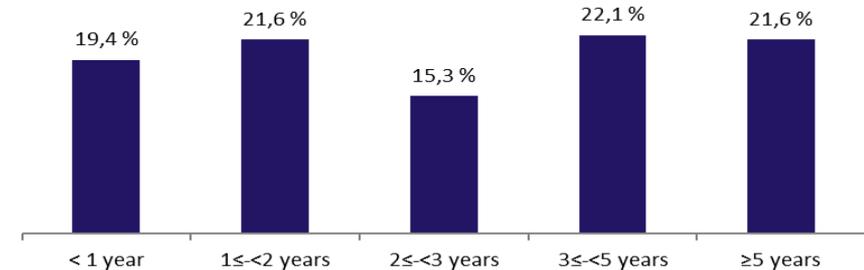
Cover pool geographic split



Regional diversification	
Vest-Agder	41.2%
Aust-Agder	26.5%
Telemark	9.7%
Rogaland	2.9%
Oslo	10.0%
Akershus	4.2%
Other counties	5.4%

- The cover pool is primarily exposed towards Vest-Agder and Aust-Agder and secondly to Telemark and Oslo
- Property price development in Vest-Agder and Aust-Agder has been modest compared to peer counties

Seasoning of mortgages in the cover pool (in % of total loan balance)



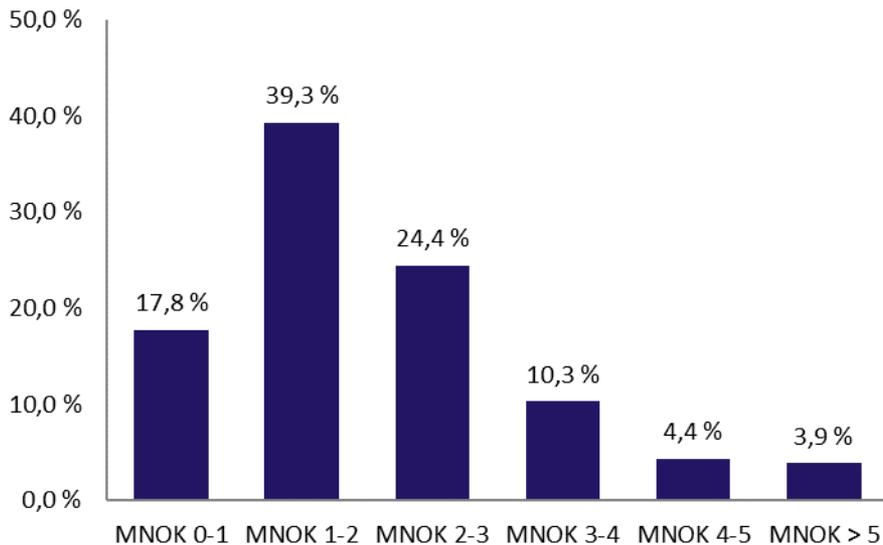
- Weighted average seasoning is 3.3 years
- The cover pool is stable, as 80.1 % of mortgages has been included in the cover pool for at least 1 year



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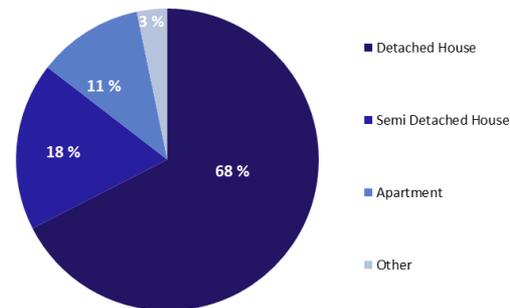
Cover pool characteristics

Pool notional

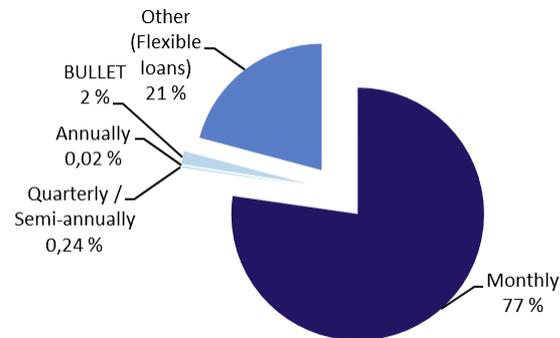


- Average loan value of NOK 1.25 million

Property type



Principal payment frequency



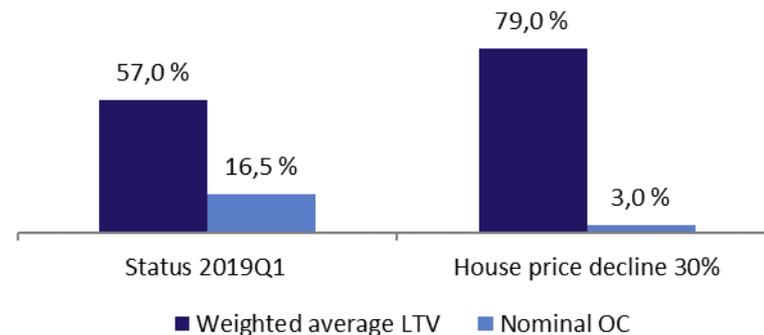
Cover pool characteristics

Regulatory minimum OC-requirement: 2.0 % - Current OC: 16.5 %

Historical development Over Collateralisation

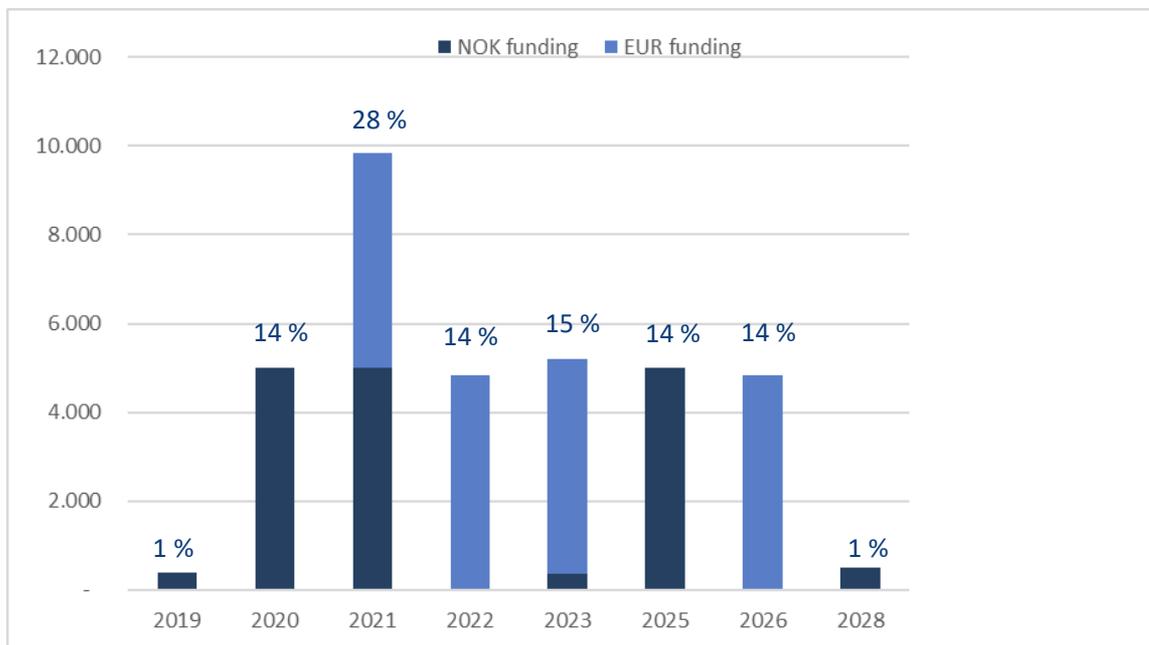


Stress test of the cover pool



Funding as at 31.03.2019

Annual maturity of wholesale funding



- Total funding amounts to NOK 36 bn in issued covered bonds
- The company has a diversified maturity profile
- Funding > 12 months totalled 98.9 %
- Soft bullet structure on all outstanding bonds

Debt securities issued as at 31.03.2019

ISIN Number	Ticker	Currency	Nominal value	Interest		Due date	Book value	Fair value
NO0010679806	SORB10	NOK	384.000	Floating	3M Nibor	22.05.2019	384.953	385.001
NO0010714058	SORB24	NOK	5.000.000	Floating	3M Nibor	24.06.2020	4.986.907	5.021.153
XS1383921803		EUR	500.000	Fixed	0,250 %	22.03.2021	4.863.437	4.883.853
NO0010778954	SORB27	NOK	5.000.000	Floating	3M Nibor	22.11.2021	5.009.521	5.064.881
XS1622285283		EUR	500.000	Fixed	0,125 %	30.05.2022	4.884.029	4.875.732
NO0010671597	SORB09	NOK	350.000	Fixed	3,850 %	13.02.2023	372.655	375.991
XS1775786145		EUR	500.000	Fixed	0,375 %	20.02.2023	4.943.846	4.911.374
NO0010832637	SORB28	NOK	5.000.000	Floating	3M Nibor	24.09.2025	4.991.789	5.012.744
XS1947550403		EUR	500.000	Fixed	0,500 %	06.02.2026	4.892.768	4.909.287
NO0010670409	SORB08	NOK	500.000	Fixed	4,000 %	24.01.2028	566.249	568.717
TOTAL							35.896.155	36.008.733

Euro Medium Term Covered Note Programme

SPAREBANKEN SØR BOLIGKREDITT AS

(incorporated with limited liability in Norway)

€4,000,000,000

Euro Medium Term Covered Note Programme

Under the €4,000,000,000 Euro Medium Term Covered Note Programme (the Programme) described in this base prospectus (the Base Prospectus), Sparebanken Sør Boligkreditt AS (the Issuer) may from time to time issue covered bonds issued in accordance with the Act (as defined in "Terms and Conditions of the Notes other than VPS Notes" or "Terms and Conditions of the VPS Notes", as the case may be) (the Notes which terms shall include, so far as the content permits, VPS Notes (as defined below)) denominated in any currency agreed between the Issuer and the relevant Dealer (as defined below).

The Notes may be issued in bearer form or in uncertificated book entry form (the VPS Notes) settled through the Norwegian Central Securities Depository, the *Verdipapircentralen ASA* (the VPS).

The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed €4,000,000,000 (or its equivalent in other currencies calculated as described in the Programme Agreement described herein), subject to increase as described herein.

The Notes may be issued on a continuing basis to one or more of the Dealers specified under "Overview of the Programme" and any additional Dealer appointed under the Programme from time to time by the Issuer (each a Dealer and together the Dealers), which appointment may be for a specific issue or on an ongoing basis. References in this Base Prospectus to the relevant Dealer shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe such Notes.

An investment in Notes issued under the Programme involves certain risks. For a discussion of these risks see "Risk Factors".

This Base Prospectus has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Directive (as defined below). The Central Bank of Ireland only approves this Base Prospectus as meeting the requirements imposed under Irish and European Union (EU) law pursuant to the Prospectus Directive. Such approval relates only to the Notes which are to be admitted to trading on the regulated market (the Main Securities Market) of the Irish Stock Exchange plc (the Irish Stock Exchange) or another regulated market for the purposes of Directive 2004/39/EC (the Markets in Financial Instruments Directive or MiFID) and/or which are to be offered to the public in any Member State of the European Economic Area (the EEA).

Application has been made to the Irish Stock Exchange for Notes issued under the Programme to be admitted to the official list of the Irish Stock Exchange (the Official List) and to trading on the Main Securities Market. The Issuer has further requested that the Central Bank of Ireland send to the Norwegian Financial Supervisory Authority (*Finanstilsynet*) (the NFSA) in its capacity as the competent authority in Norway (i) a copy of this Base Prospectus and (ii) a certificate of approval pursuant to Article 18 of the Prospectus Directive attesting that the Base Prospectus has been drawn up in accordance with national law implementing the Prospectus Directive, for purposes of listing Notes on the Oslo Stock Exchange's Regulated Market.

Each of the Main Securities Market and the Oslo Stock Exchange's Regulated Market is a regulated market for the purposes of MiFID. References in this Base Prospectus to Notes being listed (and all related references) shall mean that such Notes have been either admitted (i) to the Official List and to trading on the Main Securities Market or (ii) to trading on the Oslo Stock Exchange's Regulated Market, as may be agreed between the Issuer and the relevant Dealer in relation to the relevant Series (as defined below).

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and certain other information which is applicable to each Tranche (as defined in "Terms and Conditions of the Notes other than VPS Notes" or "Terms and Conditions of the VPS Notes", as the case may be) of Notes will be set out in a final terms document (the Final Terms) which will be delivered to the Central Bank of Ireland and the Irish Stock Exchange (if listed on the Irish Stock Exchange). Copies of the Final Terms in relation to the Notes to be listed on the Irish Stock Exchange will also be published on the website of the Irish Stock Exchange.

The Notes are expected to be assigned a "Aaa" rating by Moody's Investors Service Limited (Moody's). Moody's is established in the EU and is registered under Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation) and is included in the list of credit rating agencies registered under the CRA Regulation, which is available on the ESMA website (<http://www.esma.europa.eu/page/list-registered-and-certified-CRAs>) (last updated on 29 March 2017).

Where a Tranche of Notes is rated, such rating will be disclosed in the applicable Final Terms. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Arranger

Nordea

Dealers

Danske Bank
Landesbank Baden-Württemberg
SEB

UniCredit Bank

DNB Bank
Nordea
Svebank

- Sparebanken Sør established a €4,000,000,000 Euro Medium Term Covered Note Program (EMTN) in the third quarter of 2015
- In the first quarter of 2016, the company issued covered bonds amounting to EUR 500 million under the program
- In the second quarter of 2017, the company issued covered bonds amounting to EUR 500 million under the program
- In the first quarter of 2018, the company issued covered bonds amounting to EUR 500 million under the program
- In the first quarter of 2019, the company issued covered bonds amounting to EUR 500 million under the program
- Sparebanken Sør Boligkreditt AS plans to further acquire loans from Sparebanken Sør, and the company intends to issue new covered bonds towards investors in Norway and abroad



SPAREBANKEN SØR

Looking ahead

Macro

Growth in the Norwegian economy has picked up after weak growth in GDP over recent years, with higher growth in exports, increasing investments in the oil sector, lower unemployment and higher private consumption

The region

The economic outlook for the bank's market area is considered positive. Housing prices in Southern Norway have been fairly stable over a longer period of time, and unemployment is falling

Capital requirements

Sparebanken Sør Boligkreditt AS has a common equity tier 1 capital ratio of 19.3 percent and leverage ratio of 7.1 percent. Along with a positive profit from ordinary operations, the opportunities for further loan growth are positive

Funding and liquidity

The Group is well positioned to establish long-term funding from the Norwegian and the international financial market

Sparebanken Sør Boligkreditt

Sparebanken Sør Boligkreditt AS will further acquire mortgages from the bank to issue public covered bonds in Norway and abroad, primarily as benchmark issuances that are eligible to LCR requirements for level 1 assets

Balanced development in the region

Changes in housing prices, last 12 months

Percentage



Change in unemployment, last 12 months

Percentage





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