

# **ESTENSE COVERED BOND S.R.L.**

Registered office: Via V. Alfieri no. 1 - 31015 Conegliano (TV)

Quota capital: Euro 10,000.00 – fully paid-up

Fiscal code and Treviso-Belluno Register of Companies: 04362620264

BPER BANCA VAT GROUP – VAT NO. 03830780361

Member of the BPER Banca Banking Group –

Registered in the Register of Banking Groups (*Albo dei Gruppi Bancari*) under no. 5387.6

Direction and coordination pursuant to Article 2497 and ff. of the Italian Civil Code:

BPER Banca S.p.A.

## **FINANCIAL STATEMENTS**

**AT 31.12.2021**

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# Corporate offices

## **Board of Directors**

Chairman Chiossi Giovanni Battista  
Director Bonfatti Marco  
Managing Director Gabriele Paolo

## **Independent Auditors**

Deloitte & Touche S.p.A.

## DIRECTORS' REPORT ON OPERATIONS

### 1. The business

The Company was established on 19 February 2010 pursuant to Law no. 130 of 30 April 1999 which contains provisions governing the implementation of securitisation transactions in Italy.

On 7 June 2011 the Company changed its corporate purpose so as to have the following sole purpose:

(A) the purchase from banks, for valuable consideration, of:

- (i) land and mortgage loans, which can also be identified in bulk;
- (ii) receivables that are claimed from or secured by public authorities, which can also be identified in bulk;
- (iii) securities issued within securitisation transactions concerning receivables that are of the same type;
- (iv) additional eligible assets or integration eligible assets that are permitted pursuant to Law no. 130 of 30 April 1999, as amended and supplemented, and related implementing provisions ("Law no. 130/1999"), through the raising of loans granted or secured also by the assignor banks; as well as:

(B) the provision of guarantees for the bonds issued by the same banks or by other banks, within one or more issues (including both single issues and issue programmes) of covered bonds implemented pursuant to article 7-*bis* of Law no. 130/1999.

The Company will carry out the abovementioned activities according to such terms and conditions and in such manners as those set out in the regulations applicable to the issues of covered bonds pursuant to article 7-*bis* of Law no. 130/1999.

In accordance with the aforesaid provisions of law and pursuant to Article 1180 of the Italian Civil Code, the receivables and securities purchased by the Company and the amounts paid out by the related debtors are aimed at satisfying the claims of the holders of the covered bonds referred to in article 7-*bis*, paragraph 1, of Law no. 130/1999 and issued within the context of the issues in which the Company participates and to the benefit of which the Company has provided guarantees, as well as of the counterparties to the derivative contracts entered into to hedge the risks associated with the receivables and securities purchased and to any other additional contract. They are also aimed at the payment of other transaction costs, on a priority basis with respect to the repayment of loans granted or secured also by the assignor banks pursuant to article 7-*bis*, paragraph 1, of Law no. 130/1999.

Any receivables and securities purchased by the Company within each issue or programme constitute assets which are separate for all purposes both from the Company's assets and from those

relating to other issues or programmes, in relation to which no actions may be taken by any creditors other than the holders of the covered bonds issued and by the additional creditors referred to in the previous paragraph.

Within the limits permitted by Law no. 130/1999, the Company may also carry out additional transactions to be entered into for the provision of guarantees and the successful completion of the issues of covered bonds in which it participates or which are in any case instrumental to the achievement of its corporate purpose. Furthermore, in cases when it is permitted by the abovementioned law and according to the procedures and within the limits set out therein, the Company may carry out transactions of re-investment in other financial assets of funds deriving from the management of the receivables and securities which are purchased pursuant to these articles of association and which are not immediately used to satisfy the rights of the holders of covered bonds and to pay transaction costs.

Within the issue of covered bonds in which the Company participates, in compliance with the provisions of Law no. 130/1999, the Company may appoint third-party persons both for the collection of any purchased receivables and for the provision of such cash and payment services as are in any case functional to the management of the receivables purchased and it may also carry out any other activity permitted by article 7-bis of Law no. 130/1999.

The Company may carry out its activity both in Italy and abroad.

On 6 September 2011, the Company obtained the registration under no. 41997 of the General List of Financial Intermediaries referred to in article 106, paragraph 1, of Legislative Decree no. 385 of 1 September 1993, as amended (*Testo Unico Bancario* or TUB, Consolidated Act on Banking Laws).

According to Legislative Decree no. 141 of August 2010, as amended, “as regards the assignee persons referred to in article 7-bis, within the limits set out in a regulation enacted by the Minister of Economy and Finance and having heard the Bank of Italy, pursuant to article 17, paragraph 3, of Law no. 400 of 23 August 1988, the provisions laid down for financial intermediaries under Title V of legislative decree no. 385 of 1 September 1993 shall apply.”

Article 7 of subsequent Ministerial Decree no. 53/2015, in force from 23 May 2015, provides that: “If the assignee companies for security of covered bonds belong to a banking group as defined by article 60 of the TUB, they are not required to be enrolled in the register.”

By virtue of the entry into force of the abovementioned regulations and given the Company’s membership to the Banca popolare dell’Emilia Romagna banking group (now BPER Banca), the

Company has submitted to the Bank of Italy a request for deletion from the General List referred to in article 106 of the TUB; the cancellation became effective on 24 August 2015.

In compliance with the supervision provisions, the issue of Covered Bonds is an instrument reserved only for those banks which are “*provided with high capitalisation in consideration of the specific features of the market of Covered Bonds and of the need to protect creditors other than the Holders of the CBs, whose collateral security is diminished as a result of the transfer of high-quality bank assets.*”

In the context of the above purpose, the Company has been participating, since the 2011 financial year, in a programme of covered bonds of the Banca popolare dell’Emilia Romagna Group (now BPER Banca), through (i) the purchase without recourse (*pro soluto*) by the Company of a portfolio of performing mortgage loans fully originated by Banca popolare dell’Emilia Romagna Società Cooperativa (now BPER Banca S.p.A.), pursuant to articles 4 and 7-bis of Law no. 130/1999, on 2 November 2011, and (ii) the concurrent obtainment of a subordinated loan from the assignor bank itself and the signature, *inter alia*, of the contract whereby the purchased assets are pledged as an irrevocable guarantee of the bank bonds.

On 26 November 2016 the quotaholders’ meeting of Banca popolare dell’Emilia Romagna Società Cooperativa resolved to change the company name of Banca popolare dell’Emilia Romagna Società Cooperativa to BPER Banca S.p.A., with legal effects from 28 November 2016.

By virtue of the principle of segregation of assets of covered bonds, the financial and economic position of the securitisation transaction is represented in part D, section 1, letter L. of the Notes to the Financial Statements in compliance with the provisions laid down in specific Orders issued by the Bank of Italy.

The Financial Statements at 31 December 2021 recognised a break-even result following the charge-back of net operational costs to the segregated assets in relation to the financial year just ending.

## **2. Performance of the relevant market in 2021**

The recovery strengthened in the United States and other advanced countries, while the growth in the Eurozone slowed down sharply at the turn of the year, as a result of a rise in infections and continuing tensions in procurement chains that hinder manufacturing operations. Inflation reached its highest level since the Monetary Union had been formed, due to exceptional increases in the energy component, especially gas, which was also affected by geopolitical factors in Europe.

The ECB decided to gradually reduce purchases of financial assets and maintain an expansive monetary policy.

Growth in Italy remained high in the third quarter of 2021, supported as it was by the expansion of household consumption. Subsequently, there was a slowdown in GDP growth. The increase in added value weakened in both industry and the services sector. However, the rise in infections resulted in higher caution on the part of consumers.

In any case, the trend in exports remained sustained, while there was an increase in employment and the workforce.

Inflation rose to high levels (4.2% in December), driven as it was by energy prices. After excluding volatile components, the annual change in prices remained moderate. Rises in production costs had had only a modest effect on retail prices until that time.

The pandemic and the expectations regarding monetary policy influenced the trend in the markets.

In autumn, the growth in loans to non-financial companies remained weak, reflecting the low demand for new financing, which was also due to the large liquid assets set aside in the last two-year period. The expansion of credit to households continued at a sustained pace. Supply conditions remained relaxed. Deterioration rates on bank assets, although slightly increasing, remained at very low levels, while there also was a decrease in the share of performing loans for which banks had reported a significant increase in credit risk; in the first nine months of the previous year, intermediaries' profitability improved, above all as a result of a reduction in write-downs on loans.

Expansionary public finance measures have also been planned for the three-year period from 2022 to 2024.

GDP, which at the end of last summer stood at 1.3% below pre-pandemic levels, would recover around the middle of the current year and inflation would ease during the period, going back to moderate levels in the next two years.

The outlook for growth, however, is subject to a number of predominantly downward-oriented risks.

### **3. Significant events of the financial year**

With reference to segregated assets, it should be noted that the securitisation transaction in place had a regular performance.

It should be noted that the continuation of the health crisis linked to the spread of the Covid-19 pandemic continued to make the current macroeconomic circumstances complicated during the 2021 financial year: although marked by the continuation of the COVID-19 pandemic in Europe, they recorded a robust economic recovery in the first nine months, thanks to the progress of the vaccination campaign, which, however, subsequently weakened at the turn of the year due to the

resurgence of infections. As had been the case for the previous financial year, this pandemic resulted in an emergency situation that did not have any significant impact on the management of the special purpose vehicle; on the other hand, with regard to the securitisation transactions, there was an increase in the amount of value adjustments on securitised loans notified by the Originator and Servicer for the transactions.

In this regard, it should be noted that the amount of adjustments to securitised loans has been provided by BPER Banca S.p.A., which is the Originator and Servicer for the transaction.

Currently, it is in fact believed that the current emergency will not have any consequence that could compromise the Company's ability to continue its operations.

During 2021, following the continuation of the crisis linked to the pandemic and by virtue of Decree Law no. 73 of 25 May 2021 ("*DL Sostegni Bis*", i.e. Compensation Bis Decree Law"), a third extension was granted for the moratoria in place until 31 December 2021, which, unlike the previous extensions, granted the possibility of only extending the suspension of the payment of the capital quota; furthermore, the extension was not automatic but had to be expressly requested by the customer.

Finally, the Supervisory Authority, following the current and prospective development of the securitisation market, has deemed it appropriate to make additions to the interim information set on the securitisation transactions under management, so as to make updated and comparable data on the performance of each operation available to the Supervisory Authority. The templates, providing general information on each transaction and precise data on receipts and the trend in recoveries, shall be sent by the banking and financial servicers on a six-monthly basis, by the 20th day after the reporting date, as from the first survey that was carried out in January 2022 with reference to the date of 31 December 2021.

It should be noted that the aforesaid reporting obligation does not apply to self-securitisation, "synthetic" securitisations and those in the "warehousing" phase (see the Bank of Italy's Circular 272/2008, General Notices, paragraph on "Transfers of financial assets").

Furthermore, it should be noted that, on 24 September 2021, with economic effects from 31 August 2021, BPER Banca S.p.A. assigned a new portfolio for an overall consideration of Euro 937,348,320.24 and, on the same date, it made available a new Subordinated Loan to the Company in a principal amount equal to the purchase price of the new portfolio.

On 18 May 2021, BPER Banca S.p.A. issued a new series of covered bonds in an amount equal to Euro 600,000,000, Series 11.

On 16 November 2021, BPER Banca S.p.A. issued a new series of covered bonds in an amount equal to Euro 400,000,000, Series 12.

Finally, it should be noted that on 21 June 2021 an amendment was made to the Servicing Agreement and there was the signature of the related contractual documentation concerning the replacement of the Back-up Servicer with a Back-up Servicer Facilitator, appointing Banca Finanziaria Internazionale S.p.A. for this role.

#### **4. Information on the Company's position, performance and operating result**

With reference to the corporate assets, it is deemed that, given the business conducted by the Company, there is no additional information with respect to that illustrated in the Notes to the Financial Statements.

Specifically, as regards performance indicators, it is deemed that they are not significant in relation to the corporate assets, while, as regards the performance of the segregated assets, reference is made to Part D, letter L, of the Notes to the Financial Statements.

#### **5. Significant events after the end of the Financial Year**

As already reported in the paragraphs above, the evolution of the COVID-19 pandemic is continuing to affect the trends in global and domestic economy. The prospects for overcoming the current health emergency seem to augur well for a gradual return to normal life in the coming years, including thanks to the support measures adopted by national governments.

The current conflict between Russia and Ukraine, together with the imposition of international sanctions, have a pervasive economic impact on the enterprises in Russia and Ukraine, as well as at a global level, where enterprises conduct business that could be affected by recent developments. This requires careful consideration of the consequent implications in accounting terms on the part of the entities affected by these developments.

The Company considers these events as a non-adjusting event after the reporting date, pursuant to IAS 10. In view of the current rapidly evolving situation, it is not possible at present to provide a quantitative estimate of the potential impact that geopolitical tensions could have on the Company's financial position and results of operations (there are many factors that are still unknown and undefined). Consequently, the analyses will be gradually updated as part of the accounting estimates for the 2022 financial year.

In any case, it is believed that no adverse impact on the Company's operations and with reference to the segregated assets can be foreseen at present. Moreover, as things stand, it is believed that the current emergency will not have any consequence that could compromise the Company's ability to continue its operations.

It should be noted that on 24 January 2022 BPER Banca S.p.A., as the Issuer, repaid the fourth series of covered bonds, which fell due on 24 January 2022 (ISIN IT0005076929) for an amount equal to Euro 750,000,000.

It is informed that no corporate events occurred which were such as to have a significant impact on the financial position and results of operations reported herein (IAS 10) during the period from 31 December 2021 to the date of approval of these financial statements.

## **6. Outlook**

The operations will be aimed at the regular performance of the transaction in place.

## **7. The Company as a going concern**

While preparing the Financial Statements, an assessment has been made as to the satisfaction of the requirements relating to the Company's ability to operate as a going concern within a time span of at least twelve months after the reporting date of the Financial Statements. To express this assessment, account has been taken of all the information available and of the specific business conducted by the Company, whose sole purpose, in compliance with Law no. 130 of 30 April 1999, is the participation in issues of covered bonds in the capacity as assignor and guarantor.

Accordingly, these Financial Statements have been prepared on a going concern basis, as no events have occurred or conditions have been fulfilled which could have raised doubt on the Company's ability to continue to operate as a going concern.

## **8. Other information**

The BPER VAT Group became operational from 1 January 2019. The VAT group is a new entity liable to VAT – governed by the EU regulations recently transposed into the Italian legal system (Law no. 232 of 11 December 2016,) – which replaces, limited to the scope of application of the value added tax, the individual member entities, which maintain a separate legal subjectivity in statutory, accounting and tax terms.

The VAT group operates externally with a single VAT number, fulfils its obligations and exercises any right arising from the application of the rules governing value added tax through the group representative, who is responsible for the fulfilment of those obligations, as well as, jointly with the members, for the payment of the amounts due on account of tax, interest and penalties. The role of representative of the VAT Group – which by law is attributed to the person who, pursuant to Article 2359, paragraph 1.1 of the Italian Civil Code, controls the members in the same VAT group – is vested in BPER Banca.

As a result of the establishment of the VAT group, sales of goods and the provision of services carried out by a member entity to another member entity in the same VAT group shall not be regarded as sales of goods or the provision of services for the purposes of applying the value added tax. The fees payable for the aforesaid sales and services are therefore not increased by VAT, which is normally not deductible for banks since it is a component of the cost of the good or service for all purposes. The establishment of the VAT Group may therefore result in significant savings for the member banks in relation to sales of goods and the provision of services received from other entities participating in the VAT Group.

The scope of application of the VAT Group involves the following Banks and Companies:

- 1) Bper Banca s.p.a. as the representative of the VAT Group;
- 2) Banca di Sassari s.p.a.
- 3) Banca di Sardegna s.p.a.
- 4) Bper Credit Management s.cons.p.a.
- 5) Cassa di Risparmio di Bra s.p.a.
- 6) Cassa di Risparmio di Saluzzo s.p.a.
- 7) Emil Ro Factor s.p.a.
- 8) Estense Covered Bond s.r.l.
- 9) Estense CPT Covered Bond s.r.l.
- 10) Italiana Valorizzazioni Immobiliari s.r.l.
- 11) Nadia s.p.a.
- 12) Numera s.p.a.
- 13) Optima s.p.a. SIM
- 14) Sardaleasing s.p.a.
- 15) Tholos s.p.a.
- 16) SIFA' – Società Italiana Flotte Aziendali s.p.a.
- 17) BPER Trust Company s.p.a
- 18) Finitalia s.p.a. (from 01.01.20)
- 19) Arca Holding (from 01.01.20)
- 20) Arca Fondi (from 01.01.20)

#### **A) Own quotas**

The Company does not own, nor did it acquire or sell, interests or shares in the parent company, whether directly or through trust companies.

**B) Research and development activities**

Given the special nature of the Company, no specific research and development activities were carried out.

**C) Related-party transactions**

With reference to the corporate assets, no transactions were effected with related parties, except for what is reported in section 6 of part D, “Other information”, of the Notes of Financial Statements to which reference should be made.

The corporate management has a relationship in place with SVM Securitisation Vehicles Management S.r.l..

Costs for administrative expenses have been recognised for Euro 553.48 in the income statement.

With reference to the covered bond transaction, reference is made to paragraph L.3 of these Notes to the Financial Statements, reporting the complete list of the entities involved.

**D) Direction and Coordination Activity**

The Company is subject to any direction and coordination activity on the part of BPER Banca S.p.A. pursuant to Article 2497-*bis* of the Italian Civil Code.

**E) Information on risks and the related hedging policies**

The information reported below makes reference to the corporate management operations; as regards segregated assets, reference is made to part D, paragraph L.3, of the Notes to the Financial Statements.

**Liquidity risk**

The Company believes that it has sufficient liquid assets to meet its own financial commitments.

**Interest rate risk**

The Company has no financial assets and liabilities which expose it to significant interest rate risks.

**Exchange risk**

The Company does not hold financial assets and liabilities that expose it to significant exchange risks.

**Credit risk**

The Company mainly claims receivables from segregated assets as a result of the charge-back of operating costs. Given the collection forecasts on receivables from segregated assets and the priority in which these receipts will be applied to the payment of the abovementioned receivables, it is believed that no risks exist in relation to the possibility of them being recovered.

**F) Tax treatment of segregated assets**

Pursuant to Circular Letter 8/E of 6 February 2003, any income arising from the management of segregated assets, in the implementation of securitisation transactions, is not comprised in the available assets of the Company, and, accordingly, the Company's tax liability is excluded. This treatment confirms the provisions laid down in the Bank of Italy's Order of 29 March 2000, according to which the Company's income statement is not affected by the income and charges concerning the management of the securitisation transaction.

The funds (if any) that should become available to the Company once all of the creditors of the segregated assets are satisfied will be taxed only at the end of the securitisation transaction.

Furthermore, it should be noted that the segregated balance sheet assets include receivables for withholding taxes applied to interest income accrued on current accounts. Pursuant to Resolution no. 222/E of 5 December 2003 and Resolution no. 77/E of 4 August 2010, these withholding taxes may be deducted in the financial year in which the transaction is concluded.

#### **G) Sub-offices**

The Company has no sub-offices.

#### **H) Employees**

The Company has no employees.

Conegliano, 7 March 2022

**Estense Covered Bond S.r.l.**

*The Chairman of the Board of Directors*

Giovanni Battista Chiossi

## BALANCE SHEET

<b>Assets</b>		<b>31/12/2021</b>	<b>31/12/2020</b>
<b>10.</b>	Cash and cash equivalents*	<b>40,500</b>	<b>36,040</b>
<b>100.</b>	Tax assets	492	1,352
	<i>a) current</i>	492	1,352
<b>120.</b>	Other assets	17,142	12,599
	<b>TOTAL ASSETS</b>	<b>58,134</b>	<b>49,991</b>
<b>Liabilities and equity</b>		<b>31/12/2021</b>	<b>31/12/2020</b>
<b>60.</b>	Tax liabilities	2,982	1,191
	<i>a) current</i>	2,982	1,191
<b>80.</b>	Other liabilities	38,974	32,622
<b>110.</b>	Quota capital	10,000	10,000
<b>140.</b>	Issue premiums	2,000	2,000
<b>150.</b>	Reserves	4,178	4,178
<b>170.</b>	Profit (Loss) for the period	0	0
	<b>TOTAL LIABILITIES AND EQUITY</b>	<b>58,134</b>	<b>49,991</b>

\* following the 7th updated version of the “Instructions for the preparation of the financial statements of the IFRS Intermediaries other than bank intermediaries”, which were issued by the Bank of Italy on 29 October 2021, the current accounts previously recognised under item 40 were reclassified to this item.

## INCOME STATEMENT

	<b>Items</b>	<b>31/12/2021</b>	<b>31/12/2020</b>
<b>160.</b>	Administrative expenses:	(106,882)	(107,025)
	<i>a) personnel costs</i>	(25,846)	(27,627)
	<i>b) other administrative expenses</i>	(81,036)	(79,398)
<b>200.</b>	Other operating income and expenses	109,534	108,311
<b>210.</b>	<b>OPERATING COSTS</b>	<b>2,652</b>	<b>1,286</b>
<b>260.</b>	<b>PROFIT (LOSS) BEFORE TAX FROM CURRENT OPERATIONS</b>	<b>2,652</b>	<b>1,286</b>
<b>270.</b>	Income taxes for the year from current operations	(2,652)	(1,286)
<b>280.</b>	<b>PROFIT (LOSS) AFTER TAX FROM CURRENT OPERATIONS</b>	<b>0</b>	<b>0</b>
<b>290.</b>	Profit (Loss) after tax from discontinued operations		
<b>300.</b>	<b>PROFIT (LOSS) FOR THE YEAR</b>	<b>0</b>	<b>0</b>

## STATEMENT OF COMPREHENSIVE INCOME

	Items	31/12/2021	31/12/2020
<b>10.</b>	<b>Profit (Loss) for the year</b>	<b>0</b>	<b>0</b>
	<b>Other comprehensive income, net of tax without transfer to P&amp;L</b>		
<b>20.</b>	Equity instruments designated at fair value through comprehensive income		
<b>30.</b>	Financial liabilities designated at fair value through profit or loss (changes in credit rating)		
<b>40.</b>	Hedging of equity instruments designated at fair value through comprehensive income		
<b>50.</b>	Property, plant and equipment		
<b>60.</b>	Intangible assets		
<b>70.</b>	Defined-benefit plans		
<b>80.</b>	Non-current assets held for sale and disposal groups of assets		
<b>90.</b>	Portion of valuation reserves of equity-accounted investments		
	<b>Other comprehensive income, net of tax with transfer to P&amp;L</b>		
<b>100.</b>	Hedging of foreign investments		
<b>110.</b>	Foreign exchange differences		
<b>120.</b>	Cash flow hedge		
<b>130.</b>	Hedging instruments (items not designated)		
<b>140.</b>	Financial assets (other than equity instruments) measured at fair value through comprehensive income		
<b>150.</b>	Non-current assets held for sale and disposal groups of assets		
<b>160.</b>	Portion of valuation reserves of equity-accounted investments		
<b>170.</b>	<b>Total other comprehensive income, net of tax</b>	<b>0</b>	<b>0</b>
<b>180.</b>	<b>Comprehensive income (Item 10+170)</b>	<b>0</b>	<b>0</b>

## STATEMENT OF CHANGES IN EQUITY

	Equity at 31/12/2020	Change in Opening Balances	Equity at 01/01/2021	Allocation of result from Previous Year		Changes for the period						Comprehensive Income FY 2021	Equity at 31/12/2021
				Reserves	Dividends and Other Allocations	Changes in Reserves	Transactions on Equity						
							Issue of New Quotas	Purchase of Own Quotas	Distribution of extra-Dividends	Change in Equity Instruments	Other changes		
Quota capital	10,000		10,000										10,000
Issue premium	2,000		2,000										2,000
Reserves													
a) Retained earnings	4,178		4,178										4,178
b) Others													
Valuation reserves													
Equity instruments													
Own quotas													
Profit (Loss) for the Period	0		0										0
<b>EQUITY</b>	<b>16,178</b>		<b>16,178</b>										<b>16,178</b>

	Equity at 31/12/2019	Change in Opening Balances	Equity at 01/01/2020	Allocation of result from Previous Year		Changes for the period					Comprehensive Income FY 2020	Equity at 31/12/2020	
				Reserves	Dividends and Other Allocations	Changes in Reserves	Transactions on Equity						
							Issue of New Quotas	Purchase of Own Quotas	Distribution of extra-Dividends	Change in Equity Instruments			Other changes
Quota capital	10,000		10,000										10,000
Issue premium	2,000		2,000										2,000
Reserves													
a) Retained earnings	178		178										178
b) Others	4,000		4,000										4,000
Valuation reserves													
Equity instruments													
Own quotas													
Profit (Loss) for the Period													
<b>EQUITY</b>	<b>16,178</b>		<b>16,178</b>										<b>16,178</b>

## CASH FLOW STATEMENT

### (INDIRECT METHOD)

#### Cash Flow Statement

	31/12/2021	31/12/2020
<b>A OPERATING ACTIVITIES</b>		
<b>1 OPERATIONS</b>	<b>0</b>	<b>0</b>
operating result (+/-)	0	0
capital gains/losses on financial assets held for trading and other financial assets/liabilities at fair value through profit or loss (-/+)	0	0
capital gains/losses on hedging assets (-/+)	0	0
net value adjustments for credit risk (+/-)	0	0
net value adjustments to property, plant and equipment and intangible assets (+/-)	0	0
net accruals to provisions for risks and charges and other costs/revenues (+/-)	0	0
unpaid taxes, duties and tax credits (+)	0	0
net value adjustments to discontinued operations, net of tax effect (+/-)	0	0
other adjustments (+/-)	0	0
<b>2 CASH FLOW GENERATED/ABSORBED BY FINANCIAL ASSETS</b>	<b>(2,167)</b>	<b>3,408</b>
financial assets held for trading	0	0
financial assets designated at fair value	0	0
other assets mandatorily measured at fair value	0	0
financial assets measured at fair value through comprehensive income	0	0
financial assets measured at amortised cost	0	0
other assets	(2,167)	3,408
<b>3 CASH FLOW GENERATED/ABSORBED BY FINANCIAL LIABILITIES</b>	<b>6,626</b>	<b>(31,037)</b>
financial liabilities measured at amortised cost	0	0
financial liabilities held for trading	0	0
financial liabilities designated at fair value	0	0
other liabilities	6,626	(31,037)
<i>Net cash flow generated/absorbed operating activities</i>	<b>4,459</b>	<b>(27,629)</b>
<b>B INVESTING ACTIVITIES</b>		
<b>1 CASH FLOW GENERATED FROM:</b>	<b>0</b>	<b>0</b>
sales of equity investments	0	0
dividends collected on equity investments	0	0
sales of property, plant and equipment	0	0
sales of intangible assets	0	0
sales of business units	0	0
<b>2 CASH FLOW ABSORBED BY:</b>	<b>0</b>	<b>0</b>
purchases of equity investments	0	0
purchases of property, plant and equipment	0	0
purchases of intangible assets	0	0
purchases of business units	0	0
<i>Net Cash Flow generated/absorbed by investing activities</i>	<b>0</b>	<b>0</b>
<b>C BORROWING ACTIVITIES</b>		
issues/purchases of own quotas	0	0

issues/purchases of equity instruments	0	0
distribution of dividends and other purposes	0	0
<b>Net Cash Flow generated/absorbed by borrowing activities</b>	<b>0</b>	<b>0</b>
<b>D NET CASH FLOW GENERATED/ABSORBED IN THE YEAR</b>	<b>4,459</b>	<b>(27,629)</b>

KEY  
 (+) generated  
 (-) absorbed

RECONCILIATION	31/12/2021	31/12/2020
(E) Cash and cash equivalents at the beginning of the Year	36,040	63,669
(D) Net cash flow generated/absorbed in the Year	4,459	(27,629)
(F) Cash and cash equivalents : foreign exchange effect	0	0
(G) Cash and cash equivalents at the end of the Year (E+/-D+/-F)	40,500	36,040

As already noted, following the 7th updated version of the “Instructions for the preparation of the financial statements of the IFRS Intermediaries other than bank intermediaries”, which were issued by the Bank of Italy on 29 October 2021, the current accounts previously recognised under item 40 were reclassified to item 10.

## **NOTES TO THE FINANCIAL STATEMENTS**

### **AT 31 DECEMBER 2021**

#### **PREAMBLE**

The sole purpose of the Company, which was established pursuant to Law no. 130/1999, is to participate in issues of covered bonds, in the capacity as the assignor of a portfolio of receivables, which is purchased through loans granted by the assignor bank itself and which is intended to secure the bonds issued by the latter.

#### **Form and content of the Notes to the Financial Statements**

These Notes to the Financial Statements are divided into the following four parties:

- Part A – Accounting Policies;
- Part B – Information on the Balance Sheet;
- Part C – Information on the Income Statement;
- Part D – Other information.

Each part in the Notes to the Financial Statements is composed of sections illustrating each individual aspect of the business management. The sections contain information of both a qualitative and quantitative nature.

Quantitative information generally includes items and tables.

The tables have been prepared complying with the formats envisaged in the current provisions.

The Financial Statements have been subject to statutory audit by the independent auditors Deloitte & Touche S.p.A.. on the basis of the engagement assigned by the Quotaholders' Meeting on 6 April 2020 for the financial years from 31 December 2020 to 31 December 2022.

## PART A – ACCOUNTING POLICIES

### A.1 – GENERAL PART

#### Section 1 – Statement of compliance with International Accounting Standards

The Company has adopted the IAS/IFRS international accounting standards in the preparation of the Financial Statements at 31 December 2021.

IAS/IFRS means any and all International Accounting Standards (“IAS”), any and all International Financial Reporting Standards (“IFRS”), any and all interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) - previously named Standing Interpretations Committee (“SIC”) - endorsed by the European Commission and transposed by Legislative Decree no. 38/2005 into the Italian legal system. Furthermore, the provisions in the “Framework for the preparation and presentation of Financial Statements” have been complied with specifically in relation to the principle concerning the prevalence of substance over form, as well as to the importance and significance of information.

As regards the disclosures required by IFRS 8, “Operating Segments”, it should be noted that any breakdown would not be significant given the nature of the Company; therefore, it is omitted from these notes to the financial statements.

Since the Company is consolidated in the BPER Banca Group according to IFRS 10, it has adopted, on a voluntary basis, the international accounting standards, as it met the requirements for the option at the time of the exercise pursuant to then Article 2, letter e), of Legislative Decree no. 38/2005.

The Company continues to prepare its financial statements according to international accounting standards. This option complies with Article 4, paragraph 6-*bis*, of Legislative Decree no. 38/2005 introduced by Legislative Decree no. 230 of 29 December 2011, which also extended the right to prepare financial statements by using IAS/IFRS to those companies for which, after the preparation of the financial statements in accordance with international accounting standards, the conditions are no longer fulfilled for the mandatory application of the same.

The Financial Statements have been prepared by using the formats envisaged by the 7<sup>th</sup> updated version of the “Instructions for the preparation of the financial statements of the IFRS Intermediaries other than bank intermediaries”, which were issued by the Bank of Italy on 29 October 2021, as supplemented by a notice dated 21 December 2021 (Update of the additions to the provisions of the Order on “The financial statements of the IFRS Intermediaries other than bank intermediaries” concerning the impacts of the COVID-19 pandemic and the measures put in place

to support economy). However, the Order of 9 December 2016 deleted, from its scope of regulation, any reference to securitisation SPVs as they are entities that can no longer be described as non-bank financial intermediaries following the Reform of Title V that was completed under Legislative Decree no. 141/2010 and subsequent amending decrees, the accounting effects of which were provided for in Legislative Decree no. 136/2015.

As a result of the fact that IAS 1 does not require strict compliance with the structure of schedules and pending the enactment of new rules aimed at replacing those previously in force and at regulating the preparation of financial statements of securitisation SPVs, these financial statements were drawn up, with regard to corporate management operations, by using the abovementioned schedules, in line with the previous year. As regards segregated assets, reference was made to the Bank of Italy's Order of 15 December 2015 (3<sup>rd</sup> updating), given that the subsequent orders referred to above did not provide any information on the disclosures to be provided for securitisation transactions.

These schedules were regarded as the most suitable option in order to provide information on the Company's financial position, results of operations and cash flows which is useful for the users in making decisions of an economic nature and which, at the same time, appears to be important, reliable, comparable and comprehensible.

This decision is also based on the compliance with the general principle of continuity in the description of management events in order to make the financial statements more understandable.

## **Section 2 – General principles for the preparation of financial statements**

These Financial Statements are made up - in accordance with IAS 1 - of the Balance Sheet, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Cash Flow Statement and the Notes to the Financial Statements, and are also accompanied by the Directors' Report on Operations, the economic results achieved and equity and financial position of the Company.

In accordance with article 5 of Legislative Decree no. 38/2005, the Financial Statements have been prepared using the Euro as the money of account, without decimal fractions.

The Financial Statements have been prepared with the intent of giving a true and fair representation of the financial position, results of operations and cash flows for the Financial Year.

The Financial Statements have been prepared on a going concern basis (IAS 1 Revised paragraph 25 - reference is made to point 7 of the Report on Operations as to the considerations made by the Company for establishing the existence of the requirements behind the going-concern concept), on an accruals basis (IAS 1 Revised paragraphs 27 and 28) and in compliance with a consistent

presentation and classification of the items in the Financial Statements (IAS 1 Revised paragraph 45). The assets and liabilities, income and costs have not been set off against each other save where required or permitted by a standard or an interpretation (IAS 1 Revised paragraph 32).

Below are the accounting standards that will be applicable from 1 January 2021 and that have already been endorsed by the European Commission:

- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16);
- COVID-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16);
- Extension of the Temporary Exemption From Applying IFRS 9 (Amendments to IFRS 4);
- Improvements to IFRS (2018-2020 cycle) [Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41];
- Property, plant and equipment – Proceeds before Intended Use (Amendments to IAS 16);
- Onerous Contracts – Costs of Fulfilling a Contract (Amendments to IAS 37);
- Reference to the Conceptual Framework (Amendments to IFRS 3);
- IFRS 17 Insurance contracts (including amendments issued in June 2020).

It should be noted that the amendments reported above had no impact on the Company's financial position and results of operations at 31 December 2021.

Furthermore, note the following new accounting standards, amendments and interpretations issued by the IASB, but not yet endorsed by the European Union, as at 31 December 2021:

- IFRS 14 Regulatory Deferral Accounts (applicable from 1 January 2016);
- Sales or Contributions of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) (deferred first-time adoption until IASB's Project on equity method is completed);
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1), including subsequent amendment issued in July 2020 (applicable from 1 January 2023);
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) (applicable from 1 January 2023);
- Definition of Accounting Estimates (Amendments to IAS 8) (applicable from 1 January 2023);
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (Amendments to IAS 12) (applicable from 1 January 2023);

- Initial Application of IFRS 17 and IFRS 9 - Comparative Information (Amendment to IFRS 17) (applicable from 1 January 2023).

On the basis of the analyses carried out, the first-time adoption of the abovementioned standards will have no substantial impact on the current amounts of the Company's financial position and results of operations.

Where necessary, the data relating to the Financial Statements of the previous financial year have been subject to consistent reclassifications in order to make them comparable with the data in these Financial Statements.

As already noted, the abovementioned updated version of the "Instructions for the preparation of the financial statements of the IFRS Intermediaries other than bank intermediaries", which were issued by the Bank of Italy on 29 October 2021, modified the information, for the comparative financial period too, concerning the balance sheet asset items "Cash and cash equivalents" and "Financial assets measured at amortised cost". In particular, the item "Cash and cash equivalents" includes any and all receivables "at sight", in the actuarial forms of current accounts and deposits, from banks and Central Banks (except for the Mandatory Reserve). Therefore, item 10 includes current accounts that were previously accounted for under item 40.

	<b>Assets</b>	<b>2020 filed</b>	<b>Changes</b>	<b>2020 Reclassified</b>
10.	Cash and cash equivalents	0	36,040	36,040
40.	Financial assets measured at amortised cost			
	a) Receivables from Banks	36,040	36,040	0

### **Transactions carried out**

As stated in the report on operations, the Company's sole purpose is the acquisition of bank assets and the provision of guarantees within a transaction involving the issue of covered bonds in accordance with Law 130/99.

Based on the information reported in Section 1 of Part A.1 of these Notes to the Financial Statements, the Company continues to apply the Bank of Italy's Instructions dated 15 December 2015 to prepare these Financial Statements with reference to segregated assets, given that the subsequent orders did not report any information on the disclosures to be provided for securitisation transactions.

Consequently, the purchased financial assets, the loans received and any other transaction completed within the scope of transactions involving the issue of covered bonds have been reported, in the Notes to the Financial Statements, in accordance with the provisions of Law no. 130/99, according to which the receivables relating to each transaction will constitute assets which are separate for all purposes from the company's assets.

As a consequence, these values concerning the covered bond transaction have not been affected by the application of the IAS/IFRS standards, since in no way do these standards deal with the disclosures relating to segregated assets.

However, it should be specified that, pursuant to article 7-*bis* of Law no. 130/1999, the receivables have been purchased at the accounting entry value, as resulting from the last financial statements approved by the Assignor, which was affected by the application by the latter of the International Financial Reporting Standards.

For completeness of information, it should be noted that the matter of the accounting treatment, according to international accounting standards, of financial assets and/or groups of financial assets and financial liabilities arising in the context of issues of covered bonds, has not yet been the object of official interpretations on the part of the bodies responsible for interpreting the statutory accounting standards.

On 4 September 2015 Legislative Decree no. 139/2015 was published, which became effective for the financial statements of financial years beginning from 1 January 2016 and pursuant to which important amendments were applied to the accounting policies concerning some financial statement items of companies required to comply with the accounting rules laid down in the Italian Civil Code and in the Italian GAAPs.

Specifically, these amendments include the measurement, at amortised cost, of receivables and liabilities that arose during 2016, as well as the fair value measurement of derivatives outstanding as at the date of first-time adoption of the decree.

While pending the enactment of an express regulatory clarification concerning the applicability of these amendments to the segregated assets of securitisation SPVs, the Company has decided to continue to apply, in compliance with the principle of continuity, the same accounting policies concerning the items of the offering circular, which are detailed in the paragraph on "Information relating to the Summary Statement" of Part D – Other Information, to which reference should be made.

### **Section 3 - Events after the reporting date**

As already reported in the paragraphs above, the evolution of the COVID-19 pandemic is continuing to affect the trends in global and domestic economy. The prospects for overcoming the current health emergency seem to augur well for a gradual return to normal life in the coming years, including thanks to the support measures adopted by national governments.

The current conflict between Russia and Ukraine, together with the imposition of international sanctions, have a pervasive economic impact on the enterprises in Russia and Ukraine, as well as at a global level, where enterprises conduct business that could be affected by recent developments. This requires careful consideration of the consequent implications in accounting terms on the part of the entities affected by these developments.

The Company considers these events as a non-adjusting event after the reporting date, pursuant to IAS 10. In view of the current rapidly evolving situation, it is not possible at present to provide a quantitative estimate of the potential impact that geopolitical tensions could have on the Company's financial position and results of operations (there are many factors that are still unknown and undefined). Consequently, the analyses will be gradually updated as part of the accounting estimates for the 2022 financial year.

In any case, it is believed that no adverse impact on the Company's operations and with reference to the segregated assets can be foreseen at present. Moreover, as things stand, it is believed that the current emergency will not have any consequence that could compromise the Company's ability to continue its operations.

It should be noted that on 24 January 2022 BPER Banca S.p.A., as the Issuer, repaid the fourth series of covered bonds, which fell due on 24 January 2022 (ISIN IT0005076929) for an amount equal to Euro 750,000,000.

It is informed that no corporate events occurred which were such as to have a significant impact on the financial position and results of operations reported herein (IAS 10) during the period from 31 December 2021 to the date of approval of these financial statements.

#### **Section 4 – Other aspects**

There are no further aspects to report.

#### **Risks, uncertainties and impacts of the Covid-19 pandemic**

The 2021 financial year, although marked by the continuation of the COVID-19 pandemic, saw a robust economic recovery in the first nine months following the progress in the vaccination campaign, which subsequently weakened at the turn of the year due to the resurgence of infections. The ECB's Governing Council confirmed the expansionary stance of monetary policy, considering the maintenance of favourable financing conditions to be indispensable for sustaining the recovery.

GDP growth in Italy too remained high until the third quarter of 2021, recording growth well above expectations. Subsequently, there was a slowdown in growth due to a rise in infections and the consequent worsening of the climate of confidence, which above all penalised spending on services. Despite the obvious uncertainty linked to the developments in health emergency, the well-established view of possible future macroeconomic scenarios is that the substantial government interventions implemented in most countries and at EU level may enable a significant recovery in GDP during 2022. At present, the expectations expressed by the various Authorities in their recently published forecasts confirm a significant recovery in production for 2022 and future financial years.

## **A.2 – PART RELATING TO THE MAIN ITEMS IN THE FINANCIAL STATEMENTS**

The accounting standards adopted for the preparation of these Financial Statements are reported below.

The accounting policies adopted are the same as those used in the preparation of the Financial Statements of the previous financial year.

### **ASSETS**

#### **Section 1 – Cash and cash equivalents**

##### **Cash and cash equivalents**

This item includes legal tender, including foreign banknotes and divisional coins, as well as any and all receivables "at sight" in the technical forms of current accounts and deposits with banks and the Bank, with the exception of the mandatory reserve.

Cash amounts are accounted for at nominal value.

#### **Section 10 – Tax assets and liabilities**

Both current and deferred income taxes are calculated in compliance with current tax legislation.

Income taxes are recognised in the income statement, except for those relating to items charged or credited directly to equity.

Provision for income taxes is calculated on the basis of a prudential forecast of current, prepaid and deferred taxes. In particular, deferred tax assets and liabilities are calculated on the basis of temporary differences between an asset or liability's accounting value and its value recognised for tax purposes. Deferred tax assets are recognised in the accounts to the extent that they are likely to be recovered, as assessed on the basis of the Company's ability to generate positive taxable income on a continuous basis in the future financial years.

Deferred tax assets and liabilities are accounted for in the balance sheet as pre-closing balances and

without any offset, entering the former under “Tax Assets” and the latter under “Tax Liabilities”.

### **Section 12 - Other assets**

This item includes receivables which are not attributable to any other items under Balance Sheet Assets.

These items are entered at their nominal value, or if lower, at their realisable value.

## **LIABILITIES**

### **Section 8 - Other Liabilities**

This item includes payables which are not attributable to any other items under Balance Sheet Liabilities: in particular, payables to suppliers and to the segregated assets.

These items are entered at their nominal value, which represents the value of discharge.

## **INCOME STATEMENT**

### **Recognition of Costs and Revenues**

Costs and revenues are accounted for according to the matching principle.

In consideration of the exclusive nature of the management activity carried out by the Company, operating charges incurred are charged to the segregated assets, limited to the amount necessary to ensure the Company’s economic and financial stability, as also provided for by contract. This amount is classified under other operating income and charges.

### **A.3 – INFORMATION ON THE TRANSFERS OF FINANCIAL ASSETS BETWEEN PORTFOLIOS**

In relation to the disclosures required by IFRS 7, it should be noted that no reclassifications of financial assets were made between different portfolios.

### **A.4 – INFORMATION ON FAIR VALUE**

#### **Qualitative information**

In May 2011 the International Accounting Standards Board (IASB) published IFRS 13 “Fair Value Measurement” aimed at increasing consistency and comparability in fair value measurements, which was transposed into Regulation (EU) no. 1255 of 11 December 2012, applicable as from 1 January 2013.

IFRS13 provides for fair value measurements of financial instruments to be classified on the basis of a 3-level fair value hierarchy (paragraphs 76-90), which reflects the significance of the inputs used in measurements. The standard envisages the following fair value levels:

- Level 1 of fair value: inputs to measure the instrument are quoted prices in active markets for identical instruments that the entity can access at the measurement date;
- Level 2 of fair value: inputs to measure the instrument are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 of fair value: inputs to measure the instrument are unobservable inputs.

As required by the regulation, the approach hierarchy adopted to measure the fair value of all financial instruments (shares, UCIs, bonds, bond issues and derivatives) gives the highest priority to quoted prices in active markets for assets and liabilities to be measured, and, in their absence, to the measurement of assets and liabilities based on significant quotations, or by making reference to identical assets and liabilities. Finally, the hierarchy gives the lowest priority to measurement techniques based on unobservable inputs, which are therefore more discretionary.

## Quantitative information

### A.4.5 Fair value hierarchy

#### A.4.5.4 Assets and liabilities not measured at fair value or measured at fair value on a non-recurring basis: breakdown by fair value levels

Assets/Liabilities not measured at fair value or measured at fair value on a non-recurring basis	31/12/2021				31/12/2020			
	BV	L1	L2	L3	BV	L1	L2	L3
1. Financial assets measured at amortised cost	0			0	0			0
2. Property, plant and equipment held for investment								
3. Non-current assets held for sale and disposal groups of assets								
<b>Total</b>	<b>0</b>			<b>0</b>	<b>0</b>			<b>0</b>

1. Financial liabilities measured at amortised cost								
2. Liabilities associated with assets held for sale								
<b>Total</b>								

## PART B – INFORMATION ON THE BALANCE SHEET

### ASSETS

#### Section 1 – Cash and cash equivalents – Item 10 Breakdown of item 10 “Cash and cash equivalents”

Items	31/12/2021	31/12/2020
Current accounts	40,500	36,040

The item is made up of the credit balance of the current bank accounts held with BNP Paribas Securities Services, Milan and London branches.

#### Section 10 – Tax assets and Tax liabilities - Item 100 of assets and Item 60 of liabilities

##### 10.1 “Tax assets: current and deferred”: breakdown

Items	31/12/2021	31/12/2020
Current tax assets	492	1,352
Deferred tax assets	0	0

##### 10.2 “Tax liabilities: current and deferred”: breakdown

Items	31/12/2021	31/12/2020
Current tax liabilities	2,982	1,191
Deferred tax liabilities	0	0

Current tax liabilities include accrued IRES tax (*Imposta sul Reddito delle Società*, Corporate Income Tax) calculated by applying a 24% rate, while for accrued IRAP tax (*Imposta Regionale sulle Attività Produttive*, Local Tax on Production Activities) the rate applied is equal to 3.90%.

#### Section 12 - Other Assets - Item 120

##### 12.1 “Other Assets”: breakdown

120 – OTHER ASSETS	31/12/2021	31/12/2020
--------------------	------------	------------

Accrued income for administrative services	11,919	12,168
Prepaid expenses for services paid in advance	478	430
Receivables from suppliers	2,207	0
Advances from securitised operations	3,228	0
<b>TOTAL OTHER ASSETS</b>	<b>18,164</b>	<b>12,598</b>

As expressly required by the IAS/IFRS accounting standards, this item includes accrued income and prepaid expenses which are not attributable to any other Balance Sheet item.

“Accrued income for administrative services” relates to revenues which are common to two Financial Years, as determined on an accruals basis in the application of the matching principle between costs and revenues of the Financial Year. In particular, it includes the accrual of the corporate servicer fee, the fee received by the corporate management operations on a periodical basis from the segregated assets for the administrative and corporate management service of the SPV company accruing at 31 December 2021, pursuant to the Administrative Services Agreement.

“Prepaid expenses for services paid in advance” relate to the insurance premium accrued in 2022.

“Advances from securitised operations” related to the advances that the corporate management must receive from securitised operations for the payment of operating expenses.

“Receivables from suppliers” related to an amount that arose due to an undue payment made to a Director of the Company, which was subsequently returned to the vehicle in January 2022.

## LIABILITIES

### Section 6 – Tax Liabilities - Item 60

This item includes tax liabilities: as to the relevant compilation, reference is made to Section 10 of Assets “Tax Assets and Tax Liabilities”.

### Section 8 – Other Liabilities - Item 80

#### 8.1 Other Liabilities: breakdown

<b>80 – OTHER LIABILITIES</b>	<b>31/12/2021</b>	<b>31/12/2020</b>
Advances from securitised operations	0	4,002
Payables to social security institutions	4,924	2,715
Payables to suppliers	5,037	589
Accrued expenses for administrative services	11,919	11,566
Payables to supplies for invoices to be received	17,093	9,085

Tax Office for tax deductions	0	4,665
<b>TOTAL OTHER LIABILITIES</b>	<b>38,974</b>	<b>32,622</b>

As expressly required by the IAS/IFRS accounting standards, this item includes accrued expenses and deferred income which are not attributable to any other item under Balance Sheet.

“Accrued expenses for administrative services” relate to costs which are common to two Financial Years, as determined on an accruals basis in the application of the principle of matching costs to revenues of the Financial Year. In particular, they include the cost for the administrative and corporate management of the Company, as calculated as per contract on an annual basis, accruing at 31 December 2021, for which the supplier will issue the invoice in the next Financial Year.

“Advances from securitised operations” related to the funds that the corporate management received from securitised operations for the payment of operating expenses.

“Payables to the “Tax Office for tax deductions” and “Payables to social security institutions” relate to tax deductions applied and to INPS (*Istituto Nazionale per la Previdenza Sociale*, National Social Security Institute) contributions due on fees paid to directors, respectively.

“Payables to suppliers for invoices to be received” relate to invoices for the provision of services relating to 2021 but not yet received at the reporting date of the Financial Statements.

“Payables to suppliers” relate to invoices not yet paid.

## Section 11 - Equity - Items 110, 120, 130, 140, 150, 160 and 170

### 11.1 Quota Capital : breakdown

The fully subscribed and paid-up Quota Capital is made up as follows:

Types	31/12/2021	31/12/2020
1. Quota Capital	10,000	10,000
1.1 Ordinary quotas /investments	No. 2	No. 2
1.2 Other quotas (to be specified)		

Quotaholders	Investment Percentage	Investment Face Value
SVM Securitisation Vehicles Management S.r.l.	40.00%	4,000
BPER Banca S.p.A.	60.00%	6,000

For more details on the changes that occurred in Equity, reference is made to the related statement.

#### 11.4 Issue premiums: breakdown

Types	31/12/2021	31/12/2020
Issue premiums	2,000	2,000

#### 11.5 Other information

##### a) Breakdown and changes of item 150 Reserves

	Retained Earnings				Total
	Legal reserve	Profits (losses) carried forward	Extraordinary Reserve	Other Reserves	
<b>A. Opening balance</b>	<b>178</b>	<b>(1,923)</b>	<b>1,923</b>	<b>4,000</b>	<b>4,178</b>
<b>B. Increases</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
B1. Allocations of profits					
B2. Other changes					
<b>C. Decreases</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
C1. Uses					
a) loss coverage					
b) distribution					
c) transfer to capital					
C2. Other changes					
<b>D. Closing balance</b>	<b>178</b>	<b>(1,923)</b>	<b>1,923</b>	<b>4,000</b>	<b>4,178</b>

The item “Other Reserves” includes the capital payment made by the quotaholder SVM Securitisation Vehicles Management S.r.l. during the 2011 financial year in order to increase the Company’s financial resources.

## b) Statement of available and distributable Reserves

Description	Amount	Possible uses	Available share	Summary of uses made in the three previous financial years	
				for loss coverage	for other reasons
<b>Quota capital</b>	<b>10,000</b>				
<b>Equity Reserves:</b>	<b>6,000</b>		<b>6,000</b>		
Provision for issue premium	2,000	B	2,000		
Other Equity Reserves	4,000	B	4,000		
<b>Retained earnings:</b>	<b>178</b>		<b>178</b>		
Legal reserve	178	B	178		
Extraordinary reserve	1,923	A,B	1,923		
Profits (Losses) carried forward	(1,923)		(1,923)		
<b>Total</b>	<b>16,178</b>		<b>6,178</b>	<b>0</b>	<b>0</b>
<b>Non-distributable share</b>			6,178		
<b>Distributable share</b>			<b>0</b>		

Key

**A** for capital increase**B** for loss coverage

## PART C – INFORMATION ON THE INCOME STATEMENT

### Section 10 – Administrative expenses – Item 160

#### 10.1 Personnel costs: breakdown

Type of expense/Values	31/12/2021	31/12/2020
3. Directors and Statutory Auditors	25,846	27,627
<b>Total</b>	<b>25,846</b>	<b>27,627</b>

#### 10.3 Other administrative expenses: breakdown

<b>160b - OTHER ADMINISTRATIVE EXPENSES</b>	<b>31/12/2021</b>	<b>31/12/2020</b>
Auditing costs	11,350	10,553
CONSOB contribution	580	24
Other non-deductible taxes and duties	430	870
Notarial fees	0	174
Contingent liabilities on administrative expenses	1,241	0
Corporate management services	67,435	67,778
<b>TOTAL OTHER ADMINISTRATIVE EXPENSES</b>	<b>81,036</b>	<b>79,399</b>

\* “Corporate management services” include any and all corporate existence costs.

### Section 14 – Other operating income and charges – Item 200

#### 14.2 Other operating income: breakdown

Items	31/12/2021	31/12/2020
Other operating income and charges	109,534	108,311
<b>TOTAL OTHER OPERATING INCOME AND CHARGES</b>	<b>109,534</b>	<b>108,311</b>

This item was almost entirely made up of the amounts charged back to segregated assets during 2021.

### Section 19 – Income taxes for the year from current operations - Item 270

#### 19.1 Income taxes for the year from current operations: breakdown

Items	31/12/2021	31/12/2020
1. Current taxes (-)	2,652	1,191
2. Change in current taxes of previous financial years (+/-)	(330)	95

3. Reduction in current taxes for the year (+)		
3.bis Reduction in current taxes for the year for tax credits under Law 214/2011 (+)		
4. Change in deferred tax assets (+/-)		
5. Change in deferred tax liabilities (+/-)		
6. Taxes accrued in the year (-) (-1+/-2+3+ 3 bis+/-4+/-5)	2,982	1,286

Taxes relate to accrued 2021 IRES tax (calculated by applying an ordinary rate of 24%) for Euro 2,147 and accrued IRAP tax (at a rate of 3.90%) for Euro 888.

## 19.2 Reconciliation between theoretical and effective tax burden in the financial statements

	Taxable income	Tax rate	Tax
<b>Theoretical IRES tax</b>	<b>2,982</b>	<b>24.00%</b>	<b>728</b>
<b>Increases</b>			
Non-deductible costs	1,241	24.00%	298
Write-back of cost for director's fees	5,000	24.00%	1,200
Write-back of long-term costs		24.00%	0
<b>Decreases</b>			
Personnel and insurance costs		24.00%	0
Contingent tax assets	330	24.00%	79
Amortisation		24.00%	0
Other deductible expenses		24.00%	0
<b>Effective IRES tax</b>	<b>8,946</b>	<b>24.00%</b>	<b>2,147</b>

	Taxable income	Tax rate	Tax
<b>Theoretical IRAP tax</b>	<b>2,982</b>	<b>3.90%</b>	<b>116</b>
<b>Increase</b>			
Personnel and insurance costs	25,846	3.90%	1,008
Other non-deductible expenses	911	3.90%	36
<b>Decreases</b>			
Lump-sum deduction	(8,000)	3.90%	(312)
<b>Effective IRAP tax</b>	<b>21,739</b>	<b>3.90%</b>	<b>848</b>

## Section 1 – SPECIFIC REFERENCES TO OPERATIONS CARRIED OUT

### D. GUARANTEES AND COMMITMENTS

As at the reporting date of the Financial Statements, the Company had not issued guarantees in favour of third parties and there were no commitments in place, except for those envisaged and expressly regulated by the contracts relating to the covered bond transaction and concerning the related “segregated assets”.

### L. COVERED BONDS

In the absence of specific tables of breakdown as required by the Bank of Italy’s Order of 15 December 2015, as amended by the Order of 9 December 2016, it was deemed appropriate to report any disclosure provided in this section by adopting the information structure that is expressly required for part “L. Securitisation of Receivables”.

Below is the breakdown of the initial portfolio and of that subsequently purchased, as well as the funds borrowed for their acquisition in the form of subordinated loans obtained from the assignor bank.

#### Amount of receivables purchased

Date of purchase	Face Value	Provision for bad debts	IAS adjustments	Price of assignment
2 November 2011	1,094,645,167	(3,273,072)	(256,090)	1,091,116,005
4 May 2012	547,622,615	(1,401,510)	(454,120)	545,766,985
10 July 2016	684,215,141	(2,140,881)	(1,242,641)	680,831,619
23 July 2014	502,618,575	(424,469)	(1,383,679)	500,810,427
28 April 2015	1,079,062,535	(1,142,933)	(3,703,816)	1,074,215,787
28 January 2016	1,086,989,818	(1,339,930)	333,790	1,085,983,678
27 July 2016	311,110,415	(386,198)	(642,276)	310,081,941
25 January 2017	405,758,230	(487,885)	(891,057)	404,379,288
23 October 2017	818,062,033	(786,340)	(954,710)	816,320,983
27 April 2018	653,936,346	(965,811)	(1,579,274)	651,391,261
29 April 2019	571,596,938	(1,615,998)	(402,173)	569,578,767
25 June 2020	516,895,717	(520,489)	(1,676,064)	514,699,164
24 September 2021	943,169,613	(3,282,824)	(2,538,469)	937,348,320

Any subordinated loans disbursed by BPER Banca S.p.A. at the same time as the dates of purchase of the receivables in an amount equal to the price of assignment, are regulated by interest to be paid out on each payment date, equal to an amount corresponding to the difference between the funds available on account of interest of the guarantor and any other amount whose payment is due on a priority basis in accordance with the priority order of payments.

Loans may be repaid on each payment date in accordance with the applicable priority order of payments and within the limits of funds available on account of capital, provided that such payment does not result in a violation of the tests contained in the contracts.

The statements reporting letter L are dedicated to the information relating to the issue of covered bonds.

## **INFORMATION RELATING TO THE SUMMARY STATEMENT**

Based on the information reported in the paragraph on Transactions carried out of Part A.1, Section 1 and Section 2, the structure and form of the summary statement are in line with the Instructions that were issued by the Bank of Italy by Order dated 15 December 2015.

It should be noted that, pending official rulings in this regard, the policies applied to the summary statement are not affected by the measurement changes made by Legislative Decree 139/15, but are consistent with the accounting policies applied in previous years. They are, in fact, the most suitable option to reflect the financial features of the specific nature of the Company's business and to allow the reconciliation of these financial statements and the remaining financial reporting that is required to be submitted by the Company.

The entries connected to the securitised loans correspond to the values inferred from the accounting and from the information system of the Servicer(s) and the Sub-Servicer, as it has properly notified in accordance with the provisions of the Servicing Agreement.

### **A. Assets sold following the issue of covered bonds**

#### **A.1 Receivables**

Receivables have been initially entered at their assignment value and are recognised, during the transaction, net of the amounts collected in the period. At the reporting date their value was possibly decreased in order to adjust it to the presumed realisable value on the basis of the information provided by the Servicer. They include accruals, including the amortised cost component, for interest income which accrued on an accruals basis and which are considered to be recoverable.

The write-down on receivables is determined by the Servicer in accordance with IFRS9, which requires financial assets that are not measured at fair value through profit or loss, consisting of debt securities and loans, to be subjected to the impairment model based on expected loss (ECL – Expected Credit Losses).

According to the information provided by the Servicer, write-downs relate to the impairment of loans classified in Stage 1, Stage 2, Stage 3, depending on the evolution of the debtor's credit rating.

Below are the items for:

Stage 1: performing financial assets the credit risk of which has not increased significantly compared to the date of initial recognition or the credit risk of which is considered to be low. The impairment is based on the estimated expected credit loss making reference to a period of time of one year;

Stage 2: performing financial assets the credit risk of which has increased significantly compared to the date of initial recognition. The impairment is commensurate with the estimated expected credit loss making reference to a period of time equal to the entire residual life of the financial asset;

Stage 3: impaired financial assets (probability of default equal to 100%) The impairment is commensurate with the estimated expected credit loss on the specific financial asset throughout its entire life.

## **B. Uses of liquidity**

### **B. 3 Liquidity**

The credit balances in current accounts held with banks are entered in the Financial Statements at their nominal value, corresponding to their presumed realisable value and include the interest accrued at the date of these Financial Statements.

### **B. 4 Investments treated as Liquidity**

This item includes qualified investments and the related accruals; these receivables are stated at their nominal value, which consists of their presumed realisable value.

This item also includes the receipts that had already been collected on the receivables as at the reporting date of the Financial Statements, but not yet credited to the Company's current accounts.

### **B.5 Accrued income and prepaid expenses**

Accrued income has been calculated on an accruals basis, by applying the principle of matching costs to revenues per financial year.

### **B.6 Other Receivables**

The withholding taxes applied to the Company represent the deductions applied to interest income accrued on current accounts opened in favour of the segregated assets at the date of these Financial Statements.

This receivable is shown at face value, which consists of presumed realisable value.

## **D. Loans received**

The amount is entered at its face value.

## **E. Other liabilities**

Payables are entered at their nominal value.

Accrued expenses have been calculated on an accruals basis, by applying the principle of matching costs to revenues per financial year.

#### **F. Interest, commissions, income and charges**

Costs and revenues referable to securitised assets, interest, commissions, income and charges arising from the covered bond transaction have been accounted for on an accruals basis.

#### **G. Derivative contracts**

The differential on the Interest Rate Swap agreement, which is entered into in order to hedge the risk arising from interest rate fluctuations, is recognised under income or charges according to the matching principle, consisting of the flows being exchanged between the SWAP counterparties during the reporting period.

#### **H. Settlement of segregated assets**

From the Summary Statement, table L.1, it can be inferred that a break-even result was recorded in the financial year, through the allocation of the positive margin accrued in the year to the lender in full, in the form of interest on the loan, which amounted to Euro 47,411,471 in 2021.

Therefore, total Assets coincide with total Liabilities of segregated assets.

#### **RECONCILIATION OF STATEMENT L1**

TOTAL ASSETS	5,029,363,826
TOTAL LIABILITIES	5,029,363,826
<b>FINANCIAL DIFFERENCE</b>	<b>0</b>
RESULTS FROM PREVIOUS YEARS	0
<b>RESULT FROM THE TRANSACTION FOR THE CURRENT FINANCIAL YEAR</b>	<b>0</b>

**L.1: SUMMARY STATEMENT OF SECURITISED ASSETS AND LOANS RECEIVED**

<b>STATEMENT L.1</b>		<b>31/12/2021</b>	<b>31/12/2020</b>
<b>A.</b>	<b>Securitized assets</b>	<b>4,596,645,389</b>	<b>4,358,634,285</b>
A.1	Receivables	4,596,645,389	4,358,634,285
<b>B.</b>	<b>Uses of liquidity from management of receivables</b>	<b>432,718,436</b>	<b>343,841,978</b>
B.3	Liquidity	419,063,054	332,204,576
B.4	Investments and investments treated as liquidity	8,251,817	6,319,205
B.5	Accrued income and prepaid expenses	5,389,071	5,299,701
B.6	Other receivables	14,494	18,496
<b>D.</b>	<b>Loans received</b>	<b>5,028,130,991</b>	<b>4,701,310,453</b>
<b>E.</b>	<b>Other liabilities</b>	<b>1,232,835</b>	<b>1,165,810</b>
E.1	Suppliers for services rendered to securitisation	8,406	1,139,239
E.2	Accrued expense and deferred income	1,222,222	24,143
E.3	Payables to the Originator	0	-122
E.4	Sundry payables	2,207	2,550
<b>F.</b>	<b>Interest expense on notes issued</b>	<b>0</b>	<b>0</b>
<b>G.</b>	<b>Transaction commissions and fees</b>	<b>4,922,960</b>	<b>4,831,786</b>
G.1	For Servicing	4,591,251	4,538,930
G.2	For other services	331,709	292,856
<b>H.</b>	<b>Other charges</b>	<b>86,921,034</b>	<b>96,800,481</b>
H.1	Value adjustments to receivables	6,380,901	1,420,861
H.2	Interest expense	80,491,954	95,310,391
H.4	Other charges	48,180	69,229
<b>I.</b>	<b>Interest generated from securitized assets</b>	<b>76,269,989</b>	<b>86,120,468</b>
<b>L.</b>	<b>Other revenues</b>	<b>15,574,006</b>	<b>15,511,799</b>
L.1	Interest income	1,729,105	0
L.2	Value write-backs on receivables	157,242	424,123
L.3	Swap differential receivable	13,500,654	14,949,144
L.4	Other revenues	187,005	138,532

For the comments on the notes under the statement above, reference is made to the following pages.

**BREAKDOWN OF THE MAIN ITEMS IN THE STATEMENT ON THE PREVIOUS PAGE**

<b>STATEMENT L.1 – BREAKDOWN OF ITEMS</b>		<b>31/12/2021</b>	<b>31/12/2020</b>
<b>A.1</b>	<b>Receivables</b>	<b>4,596,645,389</b>	<b>4,358,634,285</b>
	a. Amounts falling due – capital quota	4,602,455,852	4,354,755,948
	b. Loan instalments fallen due – interest	161,225	133,330
	c. Loan instalments fallen due – capital quota	504,687	508,408
	d. Provision for write –down of purchased receivables	(21,167,973)	(11,661,490)
	e. Adjustment to the balance of receivables at IAS value	(9,366,430)	(6,827,961)
	f. Accrued interest income on loans	24,058,028	21,726,049
<b>B.3</b>	<b>Liquidity</b>	<b>419,063,054</b>	<b>332,204,576</b>
	a. Collection account	1,188,769	1,290,094
	b. Transaction account	412,243,473	317,069,303
	c. Reserve account	1,856,484	2,201,040
	d. Swap collateral account	3,774,328	11,644,139
<b>B.4</b>	<b>Investments and investments treated as liquidity</b>	<b>8,251,817</b>	<b>6,319,205</b>
	a. Receivables for amounts to be collected	6,522,713	6,319,205
	b. Accrued interest income from investments	1,729,105	0
<b>B.5</b>	<b>Accrued income and prepaid expenses</b>	<b>5,389,071</b>	<b>5,299,701</b>
	a. Accrued income from swap	5,389,071	5,299,701
<b>B.6</b>	<b>Other Receivables</b>	<b>14,494</b>	<b>18,496</b>
	a. Advances of expenses for recurring operations.	0	4,003
	b. Withholding tax receivables from the Tax Office on interest income from current accounts	14,494	14,494
<b>D.</b>	<b>Loans received</b>	<b>5,028,130,991</b>	<b>4,701,310,453</b>
	a. Payables for subordinated loan	33,810,171	36,457,953
	b. Payables for guarantee fund	3,796,553	11,676,553
	c. Loans received	4,990,524,267	4,653,175,947
<b>E.1</b>	<b>Suppliers for services rendered to securitization</b>	<b>8,406</b>	<b>1,139,239</b>
	a. Suppliers	3,880	6,040
	b. Suppliers on account of invoices to be received	4,526	1,133,199
<b>E.2</b>	<b>Accrued expenses and deferred income</b>	<b>1,222,222</b>	<b>24,143</b>
	a. Accrued expenses	25,791	24,143
	b. Accrued expenses for servicing fe	1,196,431	0
<b>E.3</b>	<b>Payables to the Originator</b>	<b>0</b>	<b>(122)</b>
	a. Payables to the assignor	0	(122)
<b>E.4</b>	<b>Sundry payables</b>	<b>2,207</b>	<b>2,550</b>
	a. Advances of expenses for recurring operations.	2,207	0
	b. Payables to the servicer	0	2,550
<b>G.1</b>	<b>Servicing commissions</b>	<b>4,591,251</b>	<b>4,538,930</b>
	a. Servicing	4,591,251	4,538,930
<b>G.2</b>	<b>Commissions for other services</b>	<b>331,709</b>	<b>292,856</b>
G.2a	Corporate Expenses	109,534	107,324
G.2b	Ongoing Expenses	222,175	185,532

<b>H.1</b>	<b>Value adjustments to receivables</b>	<b>6,380,901</b>	<b>1,420,861</b>
	a. General write-down of receivables	6,380,901	1,420,861
<b>H.2</b>	<b>Interest expense</b>	<b>80,491,954</b>	<b>95,310,391</b>
	a. Commissions expense	1,578,258	1,460,333
	b. Interest expense on subordinated loans	78,913,696	93,850,057
<b>H.4</b>	<b>Other charges</b>	<b>48,180</b>	<b>69,229</b>
	a. Legal and notarial fees	16,717	15,683
	b. Contingent liabilities	2,694	72
	c. Translation costs	8,296	5,863
	d. Insurance premiums	0	254
	e. Legal fees for debt collection	0	254
	f. Operating costs	79	0
	g. Consultancy advice	0	26,309
	h. Auditing (monitoring) costs	16,186	16,186
	i. Sundry taxes	4,208	4,608
<b>I.</b>	<b>Interest generated from securitised assets</b>	<b>76,269,989</b>	<b>86,120,468</b>
	a. Default interest income	23,797	33,977
	b. Interest income from loans	76,245,615	86,085,554
	c. Default interest from non-performing loans	577	937
<b>L.1</b>	<b>Interest income</b>	<b>1,729,105</b>	<b>0</b>
	a. Interest income on elig.inves	1,729,105	0
<b>L.2</b>	<b>Value write-backs on receivables</b>	<b>157,242</b>	<b>424,123</b>
	a. Value write-backs from use of the provision	157,242	423,869
	b. Recoveries of expenses on non-performing loans	0	254
<b>L.3</b>	<b>Swap differential receivable</b>	<b>13,500,654</b>	<b>14,949,144</b>
	a. Charges/income from swap	13,500,654	14,949,144
<b>L.4</b>	<b>Other revenues</b>	<b>187,005</b>	<b>138,532</b>
	a. Contingent assets	2,550	735
	b. Compensation penalties receivable	184,454	137,797
	c. Rebate receivable/payable	1	0

## QUALITATIVE INFORMATION

### L.2 DESCRIPTION AND PERFORMANCE OF THE TRANSACTION

#### Date of the transaction

The transaction was completed through the execution of the assignment agreement of receivables on 2 November 2011. This agreement regulates the assignment of the initial portfolio of receivables and the subsequent assignments which will be included in a single issue of covered bonds issued by BPER Banca S.p.A., in the context of which the Company acts in the capacity as Guarantor through the provision of an irrevocable, unconditional and autonomous first-demand guarantee in favour of the holders of covered bonds.

The purchase by the Guarantor of receivables was financed through the Subordinated Loan.

Assignments	Date of assignment	Effective date of economic effects	Valuation date	Date of disbursement of the loan
I	02/11/2011	30/09/2011	30/09/2011	02/11/2011
II	04/05/2012	31/03/2012	31/03/2012	04/05/2012
III	10/07/2013	30/06/2013	30/06/2013	10/07/2013
IV	23/07/2014	30/06/2014	30/06/2014	23/07/2014
V	28/04/2015	31/03/2015	31/03/2015	28/04/2015
VI	28/01/2016	31/12/2015	31/12/2015	28/01/2016
VII	27/07/2016	30/06/2016	30/06/2016	27/07/2016
VIII	25/01/2017	31/12/2016	31/12/2016	25/01/2017
IX	23/10/2017	30/09/2017	30/09/2017	23/10/2017
X	27/04/2018	31/03/2018	31/03/2018	27/04/2018
XI	29/04/2019	31/03/2019	31/03/2019	29/04/2019
XII	25/06/2020	31/05/2020	31/05/2020	25/06/2020
XIII	24/09/2021	31/08/2021	31/08/2021	24/09/2021

#### Assignor

- Company/Business Name: BPER Banca S.p.A.
- Legal status: Joint-Stock Company
- Registered Office: Via San Carlo no. 8/20,  
41100 Modena
- Fiscal code and Register of Companies: 01153230360
- Register of Banks: 5387.6

- Banking group: BPER Banca Group

### Assigned receivables

The Assignor has assigned, through an assignment without recourse (*pro soluto*), pursuant to and for the purposes of the combined provisions of articles 1 and 4 of Law no. 130 of 30 April 1999, a portfolio of monetary receivables and related accessory rights, classified as performing loans pursuant to the Supervision Instructions for Banks, arising from land and/or residential mortgage loan agreements, entered into by the Assignor in favour of individuals and companies.

- Price of assignment of the First Portfolio (including accruing interest): Euro 1,091,116,005
- Type of assets: The portfolio is made up of receivables arising from: residential loans.
- Nature of receivables purchased: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 130 of 10 November 2011, also in order to notify the debtors that the assignment had taken place.
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
- Price of assignment of the Second Portfolio (including accruing interest): Euro 545,766,985
- Nature of receivables purchased: The features of the

- purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 57 of 15 May 2012, also in order to notify the debtors that the assignment had taken place.
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
  - Price of assignment of the Third Portfolio (including accruing interest): Euro 680,831,619
  - Nature of receivables purchased: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 87 of 25 July 2013, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the

- Bank of Italy.
- Price of assignment of the Fourth Portfolio (including accruing interest): Euro 500,810,427
  - Nature of receivables purchased: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 89 of 29 July 2014, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
  - Price of assignment of the Fifth Portfolio (including accruing interest): Euro 1,074,215,787
  - Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 50 of 2 May 2015, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the

- basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
- Price of assignment of the Sixth Portfolio (including accruing interest): Euro 1,085,983,678
  - Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 15 of 4 February 2016, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
  - Price of assignment of the Seventh Portfolio (including accruing interest): Euro 310,081,941
  - Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 90 of 30 July 2016, also in order to notify the debtors that the assignment had taken place.

- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
  
- Price of assignment of the Eighth Portfolio (including accruing interest): Euro 404,379,288
  
- Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 13 of 31 January 2017, also in order to notify the debtors that the assignment had taken place.
  
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
  
- Price of assignment of the Ninth Portfolio (including accruing interest): Euro 816,320,983
  
- Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 126

- of 26 October 2017, also in order to notify the debtors that the assignment had taken place.
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
- Price of assignment of the Tenth Portfolio (including accruing interest): Euro 651,391,260.90
- Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 52 of 5 May 2018, also in order to notify the debtors that the assignment had taken place.
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.

- Price of assignment of the Eleventh Portfolio (including accruing interest): Euro 569,578,766.61
  - Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 52 of 4 May 2019, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.
- 
- Price of assignment of the Twelfth Portfolio (including accruing interest): Euro 514,699,164.39
  - Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 77 of 2 July 2020, also in order to notify the debtors that the assignment had taken place.
  - Quality of receivables purchased: At the time of the assignment, receivables were classified as

performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.

- Price of assignment of the Thirteenth Portfolio (including accruing interest): Euro 937,348,320.24
- Nature of purchased receivables: The features of the purchased receivables were published, in detail, in the Official Gazette (*Gazzetta Ufficiale*), part II, no. 116 of 30 September 2021, also in order to notify the debtors that the assignment had taken place.
- Quality of receivables purchased: At the time of the assignment, receivables were classified as performing loans on the basis of the criteria applied by the Assignor in compliance with the regulations issued by the Bank of Italy.

### **Performance of the transaction**

It should be noted that the continuation of the health crisis linked to the spread of the Covid-19 pandemic continued to make the current macroeconomic circumstances complicated during the 2021 financial year: although marked by the continuation of the COVID-19 pandemic in Europe, they recorded a robust economic recovery in the first nine months, thanks to the progress of the vaccination

campaign, which, however, subsequently weakened at the turn of the year due to the resurgence of infections. As had been the case for the previous financial year, this pandemic resulted in an emergency situation that did not have any significant impact on the management of the special purpose vehicle; on the other hand, with regard to the securitisation transactions, there was an increase in the amount of value adjustments on securitised loans notified by the Originator and Servicer for the transactions.

The transaction is being carried out regularly, no irregularities have been reported with respect to the provisions under the contractual documentation.

Specifically, in relation to the payments referable to subordinated loans, it should be noted that they were made in accordance with the payment priority order prepared by the Guarantor Calculation Agent.

Compliance with the ratios indicated below has been monitored, on a quarterly basis, by the Asset Monitor of the transaction, which prepares, on a quarterly basis and at the request of the issuer of the CBs, a Report which analyses the following benchmarks:

- Nominal Value Test: the overall nominal value of the assets comprising the segregated assets must be equal at least to the nominal value of the Covered Bonds in place;
- Net Present Value Test: the present value of the assets comprising the segregated assets, net of all transaction costs to be borne by the Guarantor, including expected costs and charges from derivative contracts (if any) entered into to hedge financial risks in relation to the transaction, must be equal at least to the net present value of the Covered Bonds in place;
- Interest Coverage Test: interest and any other income generated from assets comprising the segregated assets, net of costs to be borne by the Guarantor, must be sufficient to cover interest and costs payable by the issuing bank on the Covered Bonds in place, taking account of derivative contracts (if any) entered into to hedge financial risks in relation to the transaction;
- Asset Coverage Test: it verifies, in a dynamic manner, that the assets comprising the segregated assets, which are weighted differently according to the type and quality, are able to ensure the minimum level of overcollateralization required by rating agencies.

It is confirmed that the abovementioned ratios had been complied with until the reporting date.

As reported in the " Director's Report on Operations", the Governments have brought in a series of measures to assist their economies in order to counter the destabilising effects of the COVID-19 pandemic that is currently in progress. The deferment of the payment of tax and social security contributions was the fiscal instrument most commonly employed, followed by government-backed business loans, moratoria on loan repayments and leasing instalments, support for household income, wage support schemes and redundancy funds.

### Other information relating to significant events

No significant events are reported which occurred during the year with reference to the Company.

The securitisation transaction in place had a regular performance with reference to segregated assets.

It should be noted that, on 24 September 2021, with economic effects from 31 August 2021, BPER Banca S.p.A. assigned a new portfolio for an overall consideration of Euro 937,348,320.24, and, on the same date, it made available a new Subordinated Loan to the Company in a principal amount equal to the purchase price of the new portfolio.

On 18 May 2021, BPER Banca S.p.A. issued a new series of covered bonds in an amount equal to Euro 600,000,000, Series 11.

On 16 November 2021, BPER Banca S.p.A. issued a new series of covered bonds in an amount equal to Euro 400,000,000, Series 12.

Finally, it should be noted that on 21 June 2021 an amendment was made to the Servicing Agreement and there was the signature of the related contractual documentation concerning the replacement of the Back-up Servicer with a Back-up Servicer Facilitator, appointing Banca Finanziaria Internazionale S.p.A. for this role.

### L.3 INDICATION OF THE PARTIES INVOLVED

Guarantor of CBs	Estense Covered Bond S.r.l.
Issuer of the CBs	BPER Banca S.p.A.
Assignor	BPER Banca S.p.A.
Originator	BPER Banca S.p.A.
Servicer	BPER Banca S.p.A.
Guarantor Corporate Servicer	Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.)
Guarantor Calculation Agent	Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.)
Paying Agent	BNP Paribas Securites Services S.A.
Listing Agent	BNP Paribas Securities Services S.A.
Representative of the Covered Bonds	Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.)
Swap Counterparty	The Royal Bank of Scotland PLC (Trading As Natwest Markets)
Swap Counterparty	Credit Suisse International
Swap Counterparty	BNP Paribas, London Branch
Investment Manager	BPER Banca S.p.A.
Calculation Agent	BPER Banca S.p.A.
Asset Monitor	PricewaterhouseCoopers S.p.A.
Back-Up Servicer Facilitator	Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.)

It should be noted that on 28 October 2020 there was the completion of the merger of, among others, Securitisation Services S.p.A. by incorporation into Banca Finint S.p.A. by a deed dated 26 October 2020, file no. 54597, dossier no. 30824, drawn up by Alberto Sartorio, Notary Public, registered in the Treviso-Belluno Register of Companies.

### **Obligations of the assignor**

At the date of assignment, the Company in its capacity as Guarantor and BPER Banca S.p.A. in its capacity as assignor entered into a guarantee and indemnity agreement pursuant to which the assignor made specific representations and warranties in favour of the Guarantor in relation to the portfolio of receivables assigned and agreed to indemnify the Guarantor in relation to certain costs, expenses and liabilities which the latter should incur in relation to the purchase and ownership of the portfolio.

For the illustration of any other possible obligations of the assignor and of any other party involved in the transaction for any reason whatsoever, reference is made to section L.5 Additional financial transactions.

### **Contractual relationships between the parties involved**

The Guarantor has appointed BPER Banca S.p.A. as Servicer for the management of receipts on the securitised portfolio. Pursuant to Law no. 130/1999, the Servicer is responsible for monitoring the transaction so that it may be carried out in accordance with law and the prospectus.

Any receipts from the receivables are credited to the Collection Account, which is registered in the name of the Guarantor and held with the Collection Account Bank (BPER Banca S.p.A.) and then automatically transferred to the Transaction Account registered in the name of the Guarantor and held with the Account Bank.

On the basis of the reports provided by the Servicer in relation to the performance of the transaction and, more specifically, to the receipts on receivables and the other items which contribute to the setting-up of the funds available to the Guarantor, Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.), in its capacity as Guarantor Calculation Agent, distributes these funds at each date of payment on account of fees and expenses to the various persons which have been appointed to carry out specific functions for the segregated assets and by way of remuneration of the subordinated loan. Paragraph L.4 considers, more in detail, the funds available to the Guarantor and the priority order that it is required to comply with in order to make payments to the counterparties.

On the contrary, the management of administrative and accounting services is the responsibility of Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.), in the capacity as Guarantor Corporate Servicer.

The role of Representative of the Holders of covered bonds is carried out by Securitisation Services S.p.A. (now Banca Finanziaria Internazionale S.p.A.).

#### L.4 CHARACTERISTICS OF THE ISSUES

For information purposes, below is reported the following information relating to the bonds issued by BPER Banca S.p.A., for which the vehicle performs the duties of Guarantor.

Class	Series 1
ISIN Code	IT0004779366
Issue date	01/12/2011
Maturity date	22/01/2014
Extended maturity	22/07/2015
Currency	Euro
Amount	750,000,000
Type of rate	Variable
Benchmark	3-month EURIBOR + 1.2% spread
Coupon	Quarterly
Applicable law	Italian Law

The Series 1 bonds were fully redeemed on 22 January 2014.

Series and Class	Series 2
ISIN Code	IT0004826233
Issue date	25/06/2012
Maturity date	22/04/2015
Extended maturity	22/10/2016
Currency	Euro
Amount	300,000,000
Type of rate	Variable
Benchmark	3-month EURIBOR + 1.2% spread
Coupon	Quarterly
Applicable law	Italian Law

The Series 2 bonds were early redeemed in full on 12 January 2015.

Series and Class	Series 3 tranche 1
ISIN Code	IT0004965346
Issue date	15/10/2013
Maturity date	22/10/2018
Extended maturity	22/10/2019
Currency	Euro
Amount	750,000,000
Type of rate	Fixed
Benchmark	3.375% p.a.
Coupon	Annual
Applicable law	Italian Law

Series and Class	Series 3 tranche 2
Temporary ISIN Code	IT0004999543
ISIN Code	IT0004965346
Issue date	24/02/2014
Maturity date	22/10/2018
Extended maturity	22/10/2019
Currency	Euro
Amount	250,000,000

Type of rate	Fixed
Benchmark	3.375% p.a.
Coupon	Annual
Applicable law	Italian Law

The Series 3 tranches 1 and 2 bonds were fully redeemed on 22 October 2018.

Series and Class	Series 4
ISIN Code	IT0005076929
Issue date	22/01/2015
Maturity date	22/01/2022
Extended maturity	22/01/2023
Currency	Euro
Amount	750,000,000
Type of rate	Fixed
Benchmark	0.875% p.a.
Coupon	Annual
Applicable law	Italian Law

The Series 4 bonds were fully redeemed on 22 January 2022.

Series and Class	Series 5
ISIN Code	IT0005120198
Issue date	29/07/2015
Maturity date	22/07/2020
Extended maturity	22/07/2021
Currency	Euro
Amount	750,000,000
Type of rate	Fixed
Benchmark	0.500% p.a.
Coupon	Annual
Applicable law	Italian Law

The Series 5 bonds were redeemed in full on 22 July 2020.

Series and Class	Series 6
ISIN Code	IT0005188609
Issue date	31/05/2016
Maturity date	22/07/2020
Extended maturity	22/01/2021
Currency	Euro
Amount	500,000,000
Type of rate	Variable
Benchmark	3-month EURIBOR + 0.600% p.a.
Coupon	Quarterly
Applicable law	Italian Law

The Series 6 bonds were redeemed in full on 22 July 2020.

Series and Class	Series 7
ISIN Code	IT0005240970
Issue date	03/02/2017
Maturity date	22/04/2021
Extended maturity	22/04/2022
Currency	Euro
Amount	540,000,000
Type of rate	Variable
Benchmark	3-month EURIBOR + 0.600% p.a.
Coupon	Quarterly
Applicable law	Italian law

The Series 7 bonds were redeemed in full on 22 April 2021.

Series and Class	Series 8
ISIN Code	IT0005339996
Issue date	19/07/2018
Maturity date	22/07/2023
Extended maturity	22/07/2024
Currency	Euro
Amount	500,000,000
Type of rate	Fixed
Benchmark	1.000% p.a.
Coupon	Annual
Applicable law	Italian Law

Series and Class	Series 9
ISIN Code	IT0005365710
Issue date	19/03/2019
Maturity date	23/04/2026
Extended maturity	22/04/2027
Currency	Euro
Amount	600,000,000
Type of rate	Fixed
Benchmark	1.125% p.a.
Coupon	Quarterly
Applicable law	Italian Law

Series and Class	Series 10
ISIN Code	IT0005421976
Issue date	18/09/2020
Maturity date	22/10/2024
Extended maturity	22/10/2025

Currency	Euro
Amount	1,150,000,000
Type of rate	Variable
Benchmark	0.600% p.a.
Coupon	Quarterly
Applicable law	Italian Law

Series and Class	Series 11
ISIN Code	IT0005444937
Issue date	18/05/2021
Maturity date	22/04/2025
Extended maturity	22/04/2026
Currency	Euro
Amount	600,000,000
Type of rate	Fixed
Benchmark	0.500% p.a.
Coupon	Annual
Applicable law	Italian Law

Series and Class	Series 12
ISIN Code	IT0005467193
Issue date	16/11/2021
Maturity date	22/10/2025
Extended maturity	22/10/2026
Currency	Euro
Amount	400,000,000
Type of rate	Fixed
Benchmark	0.500% p.a.
Coupon	Quarterly
Applicable law	Italian Law

### **Allocation of cash flows arising from the portfolio of receivables**

The allocation of the cash flows arising from the portfolio of purchased receivables follows the order provided for in the Intercreditor Agreement, or Agreement between the creditors.

The funds on account of interest available to the Guarantor are allocated according to the following priority order:

- payment of corporate expenses and reinstatement of the Retention Amount;
- payment to the Company's Agents and the Representative of covered bonds;
- payment to the Swap counterparty;
- payment of the Required Reserve Amount;
- payment to the Swap counterparty in the case of a Swap Trigger Event;
- payment of any other amounts arising from the Securitisation Documents;
- payment of interest on the Subordinated Loan;
- payment of additional interest on the Subordinated Loan.

## **L.5 ADDITIONAL FINANCIAL TRANSACTIONS**

### **Interest rate risk hedging**

On 30 November 2011 Estense Covered Bond S.r.l. entered into an Interest Rate Swap agreement for the purpose of hedging the interest rate risk arising from a misalignment between the interest income flows from the Portfolio and the interest expense flows from the subordinated loan.

On 25 June 2012, an Amendment to the Swap agreement was signed in order to ensure the formal consistency of the agreement following the assignment of the second portfolio.

On 21 June 2012 the rating agency Moody's downgraded the short-term rating of The Royal Bank of Scotland Plc. From P-1 to P-2. On 22 November 2012 a contract amendment was signed, which reduced the minimum ratings required from the swap counterparty from A2/P1 to Baa1/P-2. With this amendment, the rating trigger is not reported.

On 10 October 2013, subject to the prior consent of the holders of covered bonds, the Amendment to the "Swap agreement" was signed for the purpose of hedging the interest rate risk arising from a misalignment between the interest income flows from the Portfolio and the interest expense flows from the Series 3 of covered bonds issued by BPER Banca S.p.A. within the programme, which, in a Post Issuer Default scenario, should be paid by the Guarantor, and no longer the interest rate risk arising from a misalignment between the interest income flows from the Portfolio and the interest expense flows from the subordinated loan.

On 27 January 2015, an Amendment to the Swap agreement was signed in order to ensure the formal consistency of the agreement following the assignment of the fourth portfolio.

On 28 July 2015 Estense Covered Bond S.r.l. entered into a new Interest Rate Swap agreement with Credit Suisse International for the purpose of hedging the interest rate risk arising from a misalignment between the interest income flows from the Portfolio and the interest expense flows from the Series 5 of covered bonds issued by BPER Banca S.p.A. within the programme, which, in a Post Issuer Default scenario, should be paid by the Guarantor.

On 18 July 2018 the “Swap contract” was signed for the purpose of hedging the interest rate risk arising from the misalignment between flows of interest income on the Portfolio and the flows of interest expense on the Series 8 of covered bonds issued by BPER Banca S.p.A. within the programme, which, in a Post Issuer Default scenario, should be paid by the Guarantor.

On 18 March 2019 the “Swap contract” was signed for the purpose of hedging the interest rate risk arising from the misalignment between flows of interest income on the Portfolio and the flows of interest expense on the Series 9 of covered bonds issued by BPER Banca S.p.A. within the programme, which, in a Post Issuer Default scenario, should be paid by the Guarantor.

### **Commingling Reserve**

It should be noted that, in order to cover the commingling risk, BPER Banca S.p.A., in its capacity as Servicer and as security for the bonds, and following the contract amendments made in November 2014, may: i) deposit an amount equal to 2.1% of the remaining debt of the portfolio (Maximum Amount of Receipts) or ii) while calculating the Asset Coverage Test, consider a Potential Commingling Amount equal to 2.52%.

### **Required Reserve Amount**

It should be noted that a portion of the proceeds from the issue was allocated to set aside a cash reserve, which may be used to pay the Company’s expenses, the fees due to the senior Agents in the event of the available funds being not sufficient.

## **L.6 OPERATIONAL POWERS OF THE ASSIGNEE COMPANY**

Estense Covered Bond S.r.l., as assignee and guarantor, has operational powers limited by its articles of association. Specifically, section 3 provides that:

“The sole purpose of the Company is:

(A) the purchase from banks, for valuable consideration, of:

(i) land and mortgage loans, which can also be identified in bulk;

(ii) receivables that are claimed from or secured by public authorities, which can also be identified in bulk;

(iii) securities issued within securitisation transactions concerning receivables that are of the same type;

(iv) additional eligible assets or integration eligible assets that are permitted pursuant to Law no. 130 of 30 April 1999, as amended and supplemented, and related implementing provisions (“Law no. 130/1999”), through the raising of loans granted or secured also by the assignor banks; as well as:

(B) the provision of guarantees for the bonds issued by the same banks or by other banks, within one or more issues (including both single issues and issue programmes) of covered bonds implemented pursuant to article 7-*bis* of Law no. 130/1999.

The Company will carry out the abovementioned activities according to such terms and conditions and in such manners as those set out in the regulations applicable to the issues of covered bonds pursuant to article 7-*bis* of Law no. 130/1999.

In accordance with the aforesaid provisions of law and pursuant to Article 1180 of the Italian Civil Code, the receivables and securities purchased by the Company and the amounts paid out by the related debtors are aimed at satisfying the claims of the holders of the covered bonds referred to in article 7-*bis*, paragraph 1, of Law no. 130/1999 and issued within the context of the issues in which the Company participates and to the benefit of which the Company has provided guarantees, as well as of the counterparties to the derivative contracts entered into to hedge the risks associated with the receivables and securities purchased and to any other additional contract. They are also aimed at the payment of other transaction costs, on a priority basis with respect to the repayment of loans granted or secured also by the assignor banks pursuant to article 7-*bis*, paragraph 1, of Law no. 130/1999.

Any receivables and securities purchased by the Company within each issue transaction or programme constitute assets which are separate for all purposes both from the Company's assets and from those relating to other issue transactions or programmes, in relation to which no actions may be taken by any creditors other than the holders of the covered bonds issued and by the additional creditors referred to in the previous paragraph.

Within the limits permitted by Law no. 130/1999, the Company may also carry out additional transactions to be entered into for the provision of guarantees and the successful completion of the issues of covered bonds in which it participates or which are in any case instrumental to the achievement of its corporate purpose. Furthermore, in cases when it is permitted by Law no. 130/1999 and according to the procedures and within the limits set out therein, the Company may carry out transactions of re-investment in other financial assets of funds deriving from the management of the receivables and securities which are purchased pursuant to these articles of association and which are not immediately used to satisfy the rights of the holders of covered bonds and to pay transaction costs.

Within the issue of covered bonds in which the Company participates, in compliance with the provisions of Law no. 130/1999, the Company may appoint third-party persons both for the collection of any purchased receivables and for the provision of such cash and payment services as are in any case functional to the management of the receivables purchased and it may also carry out any other activity permitted by article 7-*bis* of Law no. 130/1999.

The Company may carry out its activity both in Italy and abroad.”

All the main operational activities connected with the management of the transaction have been contracted out to third parties (see point L.3).

## QUANTITATIVE INFORMATION

### L.7 FLOW DATA RELATING TO RECEIVABLES

Description	At 31/12/2021	From the date of Inception to 31/12/2020
<b>Balance of receivables at the beginning of the Year</b>	<b>4,358,634,285</b>	<b>0</b>
<b>Increases:</b>		
Purchase of the portfolio of receivables from Banca Popolare dell'Emilia Romagna S.C.	939,886,780	8,247,372,459
Other Increases, of which:		
Interest income accrued on loans	76,245,615	709,334,341
Default interest income	24,374	995,201
Penalties for early redemptions	184,454	720,784
Revenues from IAS adjustments	0	13,546,731
Contingent assets on non-performing loans		109
Write-backs of the provision for bad debts	157,242	27,828,607
Other changes	0	16,553
Recoveries of expenses on non-performing loans	0	19,579
<b>Decreases:</b>		
Amounts collected by customers	(688,848,432)	(4,246,675,077)
Other decreases, of which:		
Write-down of receivables	(6,380,901)	(25,122,901)
Credit losses	0	(4,803,244)
Contingent liabilities	0	(55,162)
Charges for IAS adjustments	(2,538,469)	(6,539,795)
Repurchases on the part of the Originator	(80,719,558)	(358,003,900)
<b>Balance of receivables at the end of the Year</b>	<b>4,596,645,389</b>	<b>4,358,634,285</b>

Under the Assignment Agreement, Section 10 *Repurchase option* grants the assignor an option right aimed at the assignment and transfer from Estense Covered Bond. S.r.l. to the assignor of the Receivables Included in the Portfolio, insofar as it is permitted by the CB Regulations. Following appropriate audits carried out by the Calculation Agent, it has been established that the exercise of the repurchase option during 2021 did not entail any non-compliance with the with the Asset Coverage Test and the Mandatory Tests.

During 2021 the total amount of repurchases made by BPER Banca S.p.A. was Euro 80.7 million. Total receipts and repurchases of flows of receivables for Euro 769,567,990 differ from total receipts on the Collection Account amounting to Euro 769,364,491 for the difference between

receivables for amounts to be received in 2020 and 2021.

## L.8 TREND IN OVERDUE RECEIVABLES

Description	At 31/12/2021	At 31/12/2020
<b>Balance of overdue receivables at the beginning of the Year</b>	<b>641,738</b>	<b>1,408,511</b>
Amounts fallen due in the Year	330,627,729	303,155,513
Receipts on receivables fallen due	(404,296,513)	(378,793,030)
Additional assignments	41,438	34,426
Amounts transferred to non-performing loans	795,818	1,531,273
Interest on non-performing items	667	14,449
Interest on overdue amounts of receivables	75,447,899	74,985,489
Receipts from non-performing loans and repurchases	(2,592,864)	(1,694,891)
<b>Balance of overdue receivables at the end of the Year (*)</b>	<b>665,912</b>	<b>641,738</b>

(\*) The balance of overdue receivables is stated net of the provision for bad debts.

The collection and recovery of overdue receivables are the responsibility of BPER Banca S.p.A. according to the Servicing Agreement.

During the year the Servicer continued to monitor the receivables and took recovery actions according to the manners set out in the Servicing Agreement.

According to the information provided by the Servicer, the debt collection prospects led to the allocation of provisions for bad debts which amounted to Euro 21,167,973.

## L.9 CASH FLOWS

Inflows	At 31/12/2021	At 31/12/2020
1. Balance of current accounts and Eligible Investments at the beginning of the Year	332,204,576	216,101,248
2. Subordinated loan received	0	514,699,164
3. Receipts on Receivables transferred by the Servicer and credited to current accounts	769,364,491	697,672,660
4. Swap differential receivable	13,411,283	15,492,408
<b>Total Inflows during the Year</b>	<b>1,114,980,350</b>	<b>1,443,965,480</b>

<b>Outflows</b>	<b>At 31/12/2021</b>	<b>At 31/12/2020</b>
1. Consideration for the portfolio Price	0	514,699,164
2. Reinstatement of the Retention Amount	64,502	38,372
3. Interest expense and commissions debited to current accounts	72	72
4. Payment of interest expense on the loan	81,561,478	39,577,924
5. Payment of fees to counterparties	6,411,245	6,326,708
6. Commingling Reserve	7,880,000	5,200,000
7. Partial repayment of the loan	600,000,000	545,918,664
<b>Total Outflows during the Year</b>	<b>695,917,297</b>	<b>1,111,760,904</b>

The imbalance between inflows and outflows represents the balance of current accounts at 31 December 2021 (sum of items B.3 of the summary statement of securitised assets and loans received).

The actual receipts were higher than those expected; the difference was due to the purchase of the new portfolio.

On the basis of the financial plans provided by the Servicer, it is expected that the receipts arising from receivables will come to about Euro 432,125 million during 2022.

#### **L.10 SITUATION OF GUARANTEES AND LIQUIDITY FACILITIES**

There are no guarantees or liquidity facilities in support of the structure.

#### **L.11 BREAKDOWN BY RESIDUAL MATURITY**

##### **Assets**

##### **▪ Receivables**

<b>Residual maturity</b>	<b>Balance of Receivables – FY 2021</b>
01) Until 3 months	411,489
02) From 3 months to 1 year	5,540,132
03) From 1 year to 5 years	248,894,302
04) Beyond 5 years	4,371,667,957
Indefinite maturity (***)	665,912
<b>Total receivables at the end of the Year:</b>	<b>4,627,179,792</b>

The balance of receivables is stated by including the provision for bad debts and IAS adjustment, equal to Euro 30,534,403.

- **Other Assets**

Other Assets, made up of “Cash” (item B.3 of the summary statement), “Investments and Investments treated as Liquidity” (item B.4 of the summary statement), “Accrued income and prepaid expenses” (item B.5 of the summary statement) and “Other Receivables” (item B.6 of the summary statement) have a maturity of within 3 months, except for the Receivable from the Tax Office for the deductions applied to interest income from current accounts (item B.6a of the summary statement), which has an indefinite term maturity.

### **Liabilities**

- **Other Liabilities**

The items “Suppliers for services rendered to securitisation”, “Accrued expenses and deferred income”, “Payables to the Originator” and “Sundry Payables” (items E.1, E.2., E.3. and E.4 of the summary statement) have a maturity of less than 3 months.

The loans received have a residual maturity equal to the redemption of the last series of bonds issued.

**L.12 BREAKDOWN BY GEOGRAPHICAL AREA**

As at 31 December 2021 all receivables were denominated in Euros.

<b>Geographical Area</b>	<b>Balance of Receivables – FY 2021</b>
Other countries	1,472,500
Italy	4,625,513,262
EMU countries	194,030
<b>Total receivables at the end of the Year:</b>	<b>4,627,179,792</b>

The balance of receivables is stated by including the provision for bad debts and IAS adjustment, equal to Euro 30,534,403.

**L.13 RISK CONCENTRATION**

<b>Classes of amount (Euro)</b>	<b>Number of Customers</b>	<b>Balance of Receivables – FY 2021</b>
01) 0 – 25,000	8,951	135,612,029
02) 25,001 – 75,000	27,946	1,368,679,942
03) 75,001 – 250,000	24,013	2,817,090,899
04) Beyond 250,000	869	305,796,922
<b>Total receivables at the end of the Year:</b>	<b>61,779</b>	<b>4,627,179,792</b>

The balance of receivables is stated by including the provision for bad debts and IAS adjustment, equal to Euro 30,534,403.

At 31 December 2021 there were no receivables whose capital due was more than 2% of the total receivables in portfolio.

## **Section 2 – SECURITISATION TRANSACTIONS, DISCLOSURE ON STRUCTURED ENTITIES NOT CONSOLIDATED IN THE ACCOUNTS (OTHER THAN SECURITISATION SPVs) AND TRANSFERS OF ASSETS**

This Section is not applicable since the Company is not an originator intermediary in securitisation transactions.

## **Section 3 - INFORMATION ON RISKS AND THE RELATED HEDGING POLICIES**

### **3.1 Credit risk**

#### **QUALITATIVE INFORMATION**

With reference to the corporate assets, the Company mainly claims receivables from segregated assets as a result of the charge-back of operating costs. Given the collection forecasts on receivables from segregated assets and the priority in which these receipts will be applied to the payment of the abovementioned receivables, it is believed that no risks exist in relation to the possibility of them being recovered.

#### **QUANTITATIVE INFORMATION**

The quantitative information can be exhaustively inferred from what is reported in part B of the Notes to the Financial Statements.

### **3.2 Market risk**

#### **QUALITATIVE INFORMATION**

The Company has no financial assets and liabilities which expose it to significant interest rate and price risks. Furthermore, the Company is active at a domestic level only and, accordingly, it is not exposed to exchange risks.

#### **QUANTITATIVE INFORMATION**

The quantitative information can be exhaustively inferred from what is reported in part B of the Notes to the Financial Statements.

As a result of the principle of segregation of securitised assets as required by Law no. 130/1999, the Company does not assume credit or market risks (if any) on the receivables regarding the implementation of the covered bond transaction that are instead transferred to the Subordinated Loan Provider.

### **3.3 Operating risks**

#### **QUALITATIVE INFORMATION**

As regards operating risks, it is recalled that the Company has no employees and the performance of its functions, together with the connected operating risk, was delegated to entities contractually appointed for the purpose.

#### **QUANTITATIVE INFORMATION**

Given the Company's scope of operations, this request for information is not considered to be applicable.

### **3.4 Liquidity risk**

#### **QUALITATIVE INFORMATION**

With reference to the corporate management, the Company believes that it has sufficient cash and cash equivalents to meet its financial commitments.

#### **QUANTITATIVE INFORMATION**

As a result of the principle of segregation of assets relating to the issue of covered bonds as required by Law no. 130/1999, the Company does not assume liquidity risks regarding the implementation of the covered bond transaction, given the limited recourse of all the obligations undertaken, that are instead transferred to the Subordinated Loan Provider.

As regards the liquidity risk, it should be pointed out that the transaction's structure, as regulated by the related contracts, provides for the Company to use, on an exclusive basis as at the date of payment of interest, any receipts from segregated assets.

In any case, the transaction's structure provides for the Company to make recourse to the instruments specified under paragraph I.5 of the Notes to the Financial Statements in the event that any receipts arising from securitised assets are not temporarily sufficient to meet the obligations undertaken by the Company.

## **Section 4 – INFORMATION ON EQUITY**

### **4.1 The Company's equity**

#### **4.1.1 Qualitative information**

In accordance with the provisions under article *7-bis* of Law no. 130/1999, the Company has been established as a limited liability company and has a quota capital equal to Euro 10,000.00 fully paid-up.

Given the sole purpose of the Company, it pursues the objective of preserving its equity over time, while obtaining the coverage of its operating expenses from the segregated assets.

#### **4.1.2 Quantitative information**

##### **4.1.2.1 The Company's equity: breakdown**

Items/values	Amount at 31/12/2021	Amount at 31/12/2020
1. Quota capital	10,000	10,000
2. Issue premiums	2,000	2,000
3. Reserves		
- retained earnings		
a) legal reserve	178	178
b) reserve required by the articles of association		
c) own quotas		
d) others		
- others	4,000	4,000
4. (Own quotas)		
5. Valuation reserves		
- Financial assets available for sale		
- Property, plant and equipment		
- Intangible assets		
- Hedging of foreign investments		
- Cash flow hedge		
- Foreign exchange differences		
- Non-current assets and disposal groups of assets		
- Special revaluation laws		
- Actuarial gains/losses relating to defined-benefit plans		
- Portion of revaluation reserves relating to investments valued at equity		
6. Equity instruments		
7. Profit (loss) for the year	0	0
<b>Total</b>	<b>16,178</b>	<b>16,178</b>

#### 4.2 The regulatory capital and ratios

Given the scope of the Company's operations and the provisions reported in Section 4.1, this Section is deemed not applicable.

#### Section 5 – ANALYTICAL STATEMENT OF COMPREHENSIVE INCOME

According to what is reported in the Statement of Comprehensive Income, the Company's Profit/Loss coincides with its comprehensive income.

#### Section 6 – RELATED-PARTY TRANSACTIONS

##### 6.1 Information on the fees due to key executives

The Company has no employees, nor a board of statutory auditors.

An amount of fees of Euro 25,292.86, in addition to the reimbursement of out-of-pocket expenses, has been resolved in favour of the Board of Directors for the 2021 financial year.

### **6.2 Loans and guarantees issued to the benefit of directors and statutory auditors**

Neither loans have been granted, nor have guarantees been issued, to the benefit of the members of the Board of Directors.

### **6.3 Information on related-party transactions and on direction and coordination activities**

With reference to the corporate assets, it should be noted that the Company executed a contract for the provision of administrative and tax services with BPER Services S.c.p.a., a company subject to management and coordination on the part of BPER Banca S.p.A.. Following the subsequent merger of the abovementioned consortium company by incorporation into the parent company, during 2020, the activity was carried out directly by BPER during the year under consideration. In 2021 this service was estimated against payment of fees of Euro 4,880.00.

Again with reference to the corporate assets, BPER Banca S.p.A. invoiced an amount of Euro 5,000 to the Company for the fees due to Mr Marco Bonfatti, who is a Director on the Company's Board of Directors.

Pursuant to article 2497-*bis* of the Italian Civil Code, the statement attached hereto reports the essential data of the last approved financial statements of the company which carries out the direction and coordination activities, i.e. BPER Banca S.p.A., which is registered in the Register of Banking Groups (*Albo dei Gruppi Bancari*) under no. 5387.6. The controlling company also prepares the Consolidated Financial Statements of the Group.

The essential data of the financial statements of BPER Banca S.p.A. reported below have been taken from the related annual accounts at 31 December 2020. For an adequate and complete understanding of the financial position and cash flows of BPER Banca S.p.A. at 31 December 2020, as well as of the result of operations achieved by the company in the financial year ended at that date, reference is made to the financial statements which, accompanied by the independent auditors' report, are available in the forms prescribed by law.

## Balance Sheet at 31 December 2020

Assets	31.12.2020
10. Cash and cash equivalents	365,864,228
20. Financial assets measured at fair value through profit or loss	983,755,711
a) financial assets held for trading	310,818,252
b) financial assets designated at fair value	123,369,539
c) other financial assets mandatorily measured at fair value	549,567,920
30. Financial assets measured at fair value through comprehensive income	6,051,221,746
40. Financial assets measured at amortised cost	71,340,688,922
a) receivables from banks	16,418,169,271
b) receivables from customers	54,922,519,651
50. Hedging derivatives	57,695,357
70. Equity investments	2,008,145,615
80. Property, plant and equipment	806,384,207
90. Intangible assets	480,782,016
of which:	
- goodwill	230,366,046
100. Tax assets	1,689,110,011
a) current	402,665,798
b) deferred	1,286,444,213
110. Non-current assets held for sale and disposal groups of assets	3,194,490
120. Other assets	444,329,775
<b>Total assets</b>	<b>84,231,172,078</b>

<b>Liabilities and equity</b>		<b>31.12.2020</b>
10.	Financial liabilities measured at amortised cost	75,566,875,570
	a) payables to banks	24,095,097,223
	b) payables to customers	46,793,064,024
	c) outstanding securities	4,678,714,323
20.	Financial liabilities held for trading	182,980,703
40.	Hedging derivatives	456,447,398
60.	Tax liabilities	47,135,863
	a) current	-
	d) deferred	47,135,863
80.	Other liabilities	1,500,564,108
90.	Employee severance pay	107,415,766
100.	Provisions for risks and charges	454,185,916
	a) Commitments and guarantees issued	49,251,375
	b) pension fund and similar obligations	147,828,970
	c) other provisions for risks and charges	257,105,571
110.	Valuation reserves	(54,799,474)
130.	Equity instruments	150,000,000
140.	Reserves	2,342,134,582
150.	Issue premiums	1,241,196,867
160.	Quota capital	2,100,435,182
170.	Own quotas (-)	(7,253,180)
180.	Profit (Loss) for the year (+/-)	143,852,777
	<b>Total liabilities and equity</b>	<b>84,231,172,078</b>

## Income Statement at 31 December 2020

Items	31.12.2020
10. Interest earned and similar income	1,096,963,446
of which: interest income calculated according to the effective interest method	1,088,006,801
20. Interest expense and similar charges	(195,450,471)
30. <b>Interest margin</b>	<b>901,512,975</b>
40. Commissions earned	817,033,871
50. Commissions expense	(62,735,302)
60. <b>Net commissions</b>	<b>754,298,569</b>
70. Dividends and similar income	24,645,402
80. Net result from trading	(14,884,143)
90. Net result from hedging	(577,359)
100. Profits (losses) from sale or repurchase of:	117,312,506
a) financial assets measured at amortised cost	108,076,515
b) financial assets measured at fair value through comprehensive income	8,920,230
c) financial liabilities	315,761
110. Net result from other financial assets and liabilities measured at fair value through profit or loss	11,412,672
a) financial assets and liabilities designated at fair value	(3,683,690)
b) other financial assets mandatorily measured at fair value	15,096,362
120. <b>Operating income</b>	<b>1,793,720,622</b>
130. Net value adjustments/write-backs for credit risk associated with:	(443,780,324)
a) financial assets measured at amortised cost	(443,432,821)
b) financial assets measured at fair value through comprehensive income	(347,503)
140. Profits/losses from contract amendments without cancellations	(2,075,560)
150. <b>Net result from financial operations</b>	<b>1,347,864,738</b>
160. Administrative expenses:	(1,326,775,565)
a) personnel costs	(751,763,706)
b) other administrative expenses	(575,011,859)
170. Net accruals to provisions for risks and charges	(13,061,694)
a) commitments and guarantees issued	(3,036,447)
b) other net provisions	(10,025,247)
180. Net value adjustments/write-backs on property, plant and equipment	(99,116,107)
190. Net value adjustments/write-backs on intangible assets	(54,445,791)
200. Other operating income and costs	176,511,810
210. <b>Operating costs</b>	<b>(1,316,887,347)</b>
220. Profits (Losses) from equity investments	(3,268,845)
245. Badwill	-
250. Profits (Losses) from disposal of investments	816,812
260. <b>Profit (Loss) before tax from current operations</b>	<b>28,525,358</b>
270. Income tax for the year from current operations	115,327,419
280. <b>Profit (Loss) after tax from current operations</b>	<b>143,852,777</b>
300. <b>Profit (Loss) for the year</b>	<b>143,852,777</b>

	Earnings per share (Euro) 31.12.2020
Basic EPS	0.212
Diluted EPS	0.197

With reference to the covered bond transaction, reference is made to paragraph L.3 of the Notes to the Financial Statements reporting the complete list of entities involved.

### **Section 7 - OTHER INFORMATION DETAILS**

The Company has no employees, relying on external service providers for its functioning.

#### **Revenue or cost elements of an extraordinary amount or impact**

No revenue or cost have been reported with an extraordinary amount.

#### **Statement of the fees accrued in the financial year for the Services provided by the Independent Auditors.**

The fees stated in the table, which accrued in 2021, are those set out as per contract (net of VAT and reimbursements of expenses)

Description of the service	Fees (net of VAT, expenses and ISTAT adjustments)
Audit of the Financial Statements	7,000
Auditing of bookkeeping and signature of tax certifications	1,650
Audit of the financial statements translated to English	3,000
<b>Total</b>	<b>11,650</b>

An amount of annual fees of Euro 8,650.00 (net of VAT) was paid to the independent auditors Deloitte & Touche S.p.A. for the 2021 Financial Year for the statutory audit of the Financial Statements, the auditing of bookkeeping and the signature of tax returns (IRES tax, IRAP tax and Form 770).

In 2021 fees of Euro 3,000.00 were also paid for other sundry services (audit of the financial statements translated to English).

**Allocation of profits**

Dear Quotaholders,

the Financial Statements show a break-even result; therefore, there is no allocation of results to be made.

Conegliano, 7 March 2022

**Estense Covered Bond S.r.l.**

*The Chairman of the Board of Directors*

Giovanni Battista Chiossi

## INDEPENDENT AUDITOR'S REPORT PURSUANT TO ARTICLE 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010

To the Quotaholders of  
Estense Covered Bond S.r.l.

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the financial statements of Estense Covered Bond S.r.l. (the Company), which comprise the balance sheet as at December 31, 2021, the income statement, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended and the explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2021, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements applicable under Italian law to the audit of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of matter

We draw attention to the information provided by the Directors in Part A of the explanatory notes which describes that the Company's sole activity is the purchase of assets from banks and the provision of guarantees for the covered bonds issued by the same banks under Italian Law n° 130/99 and has presented the financial assets acquired, the loans received and other transactions carried out as part of the issue of the covered bonds in the explanatory notes consistently with the provisions of the Law n° 130/99 according to which loans relating to each transaction have to be segregated for all intents and purposes from Company's asset. Our opinion is not modified in respect of this matter.

## **Responsibilities of the Directors for the Financial Statements**

The Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and, within the terms established by law, for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they have identified the existence of the conditions for the liquidation of the Company or the termination of the operations or have no realistic alternatives to such choices.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- conclude on the appropriateness of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### Opinion pursuant to art. 14, paragraph 2 (e), of Legislative Decree 39/10

The Directors of Estense Covered Bond S.r.l. are responsible for the preparation of the report on operations of Estense Covered Bond S.r.l. as at December 31, 2021, including its consistency with the related financial statements and its compliance with the law.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 720B in order to express an opinion on the consistency of the report on operations with the financial statements of Estense Covered Bond S.r.l. as at December 31, 2021 and on its compliance with the law, as well as to make a statement about any material misstatement.

In our opinion, the above mentioned report on operations is consistent with the financial statements of Estense Covered Bond S.r.l. as at December 31, 2021 and are prepared in accordance with the law.

With reference to the statement referred to in art. 14, paragraph 2 (e), of Legislative Decree 39/10, made on the basis of the knowledge and understanding of the entity and of the related context acquired during the audit, we have nothing to report.

DELOITTE & TOUCHE S.p.A.

Signed by  
**Marco Benini**  
Partner

Bologna, Italy  
March 29, 2022

*This report has been translated into the English language solely for the convenience of international readers.*