

ECBC



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EUROPEAN MORTGAGE FEDERATION
EUROPEAN COVERED BOND COUNCIL



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This 14th edition of the ECBC European Covered Bond Fact Book builds on the success of previous editions. Chapter I presents an analysis of twelve key themes of the year, offering an overview of the Industry's views on these, such as the latest state of play of the EU Covered Bond Legislative Framework, ESN, green/ESG bonds etc.

Chapter II provides a detailed explanation of covered bond fundamentals, including reviews of some of the current European regulatory changes that have had/are bound to have a direct, significant impact on covered bonds, mainly the Capital Requirements Directive and Regulation (CRD IV and CRR), the Liquidity Coverage Ratio, Solvency II, bail-in mechanisms (MREL AND TLAC) and covered bonds protection under the BRRD (Bank Recovery and Resolution Directive). This chapter also includes articles outlining the repo treatment of covered bonds by central banks, investigating the relationship between covered bonds and other asset classes such as senior unsecured and government bonds, and describing the USD, GBP and domestic currencies denominated covered bond market.

Chapter III presents an overview of the legislation and markets in 42 countries, including for the first time a pan Baltic overview, Chapter IV sets out the rating agencies' covered bond methodologies and, finally, Chapter V provides a description of trends in the covered bond market as well as a complete set of covered bond statistics.

We welcome the broad range of views expressed in this latest edition of the Fact Book and would like to extend our appreciation to the Chairmen of the ECBC "Fact Book" and "Statistics & Data" Working Groups, Mr Sascha Kullig and Mr Florian Eichert respectively, as well as to all Fact Book contributors, whose efforts have, once again, produced an outstanding edition of the ECBC Fact Book.

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FOREWORD

1769-2019: 250 years of a successful European story without borders

A good storyteller would start the “fil rouge” of this story in the late 1760s in Brandenburg, in the *Sanssoucis* Palace in Potsdam, close to Berlin. **It was here that Frederick II led discussions on the introduction of a new financial instrument, which was later sealed by a cabinet order signed in Wrocław (Breslau) on the 29th of August 1769.** This legal framework enabled Prussia to restore its country’s finances at that time, attracting capital and foreign investment, mainly from Dutch investors, through the development of a solid financial sector. This story’s fil rouge would travel all round Europe, absorbing new market and legal best practices and adapting to different realities. European cities such as Amsterdam, Athens, Berlin, Barcelona, Copenhagen, Frankfurt, Madrid, Milano, Munich, Oslo, Paris, Rome, Stockholm, Strasbourg, were rebuilt and planned during periods of crisis in the 19th and 20th centuries by using this financial instrument to channel private investment to the real estate sector. At the end of this long trip around Europe the storyteller would pick up the fil rouge of our story where we started, in Berlin, where this same tool, two centuries later, in the wake of the fall of the Berlin Wall and German reunification, supported efforts to reactivate infrastructures and mortgage markets, thus ensuring liquidity, financial stability and support for the real economy. This new variation of the original tool, known as the *Jumbo Pfandbrief*, laid down an international financial benchmark for other countries which have introduced modern covered bond frameworks in the last twenty years. It also paved the way for the establishment of a common EU legislative framework for covered bonds, a real driver for financial integration.

The implementation of a common EU legislative framework in 2019 marks a new milestone in the history of this asset class which has for a long time strategically supported economic growth, market innovation and financial stability on the Old Continent. Moreover, the introduction of the EU legislative framework represents a clear legislative benchmark, also at global level, and crowns a series of significant achievements in developing the European Single Market, reinforcing financial stability in financial markets and supporting the concrete implementation of Banking Union and Capital Markets Union (CMU). And this exactly 250 years from the introduction of the first covered bond model, the *Pfandbriefe* in Prussia.

The covered bond is simply a finance mechanism linking the financial capital markets and the real economy. The macroprudential value of this tool is deeply rooted in the high-quality nature of the collateral and the legal infrastructure protecting investors with a dual recourse mechanism. The focal point of this mechanism is the mortgage system and the lien to a real guarantee. The quality of the collateral is the basis to secure the macroprudential treatment of this financial instrument and it is this quality that was paramount for Fredrick II and that also was the basis for building the EU legislative framework today.

Since the dawn of European history, the mortgage finance mechanism has been used to secure private capital inflows, by providing a solid legal framework to protect long term investors with a legal-financial safe harbour to boost private and public investments in relation to strategic objectives. That was already the case in ancient Athens when the first mortgage finance mechanism was used to collect fresh private capital to invest in market innovation, to build on a large scale a new triremes fleet capable of challenging Persian supremacy of the Aegean sea and defending the independence of Athens and the future of the Greek culture. Already on that occasion, the mortgage finance mechanism secured capital inflows in a very efficient manner, and Athens was able to rapidly build a new fleet of agile triremes and defeat the Persian fleet in the Salamis battle (480 BC). It is very likely that without the mortgage finance mechanism (ὑποθήκη) Athens would not have been able to build a new fleet and the Persians would have conquered Athens. Without Athens, Greek democracy and its cultural heritage, the western world and Europe would almost certainly look very different from the way we see it today.

Every European country can be proud of having contributed to a little piece of the puzzle of the covered bond market’s history and development: the Dutch legal and financial know how of the 17th century (including the

“pandbrief”), the introduction of the first *Pfandbrief* system by Frederick II in Prussia in the 1769, the Danish *Realkreditobligationer* 1797, the French legislative framework for *Obligations Foncières* introduced by Napoleon III in 1852, the *Credito Fondiario* in Italy in 1866, the *Cédulas Hipotecarias* introduced in Spain in 1872.

Looking back over more recent years, significant developments have taken place in the covered bond industry at European and global levels. As such, the covered bond product – the most traditional and European asset class in the European financial landscape – faces a changing environment both within Europe and beyond, which brings about new opportunities but also new challenges.

Over the last 15 years, the ECBC has provided the entire Industry with a global discussion forum in which to share market intelligence and best practices. This market platform has facilitated discussions on legal developments, securing market innovation and consensus among the community. It furthermore acts as a learning platform for new jurisdictions keen to introduce this asset class or update their Covered Bond framework.

These new developments, which in many respects touch upon new grounds, can only be assessed in the context of the essential role played by the covered bond product in the European financial system as a strategic funding source. The product’s key features and macroprudential characteristics provide vital access to capital markets for lenders. In stressed and distressed market conditions – both historically and more recently – the product benefits from a solid investor base, which enables cost-efficient lending to the real economy. No less than one in four mortgages in continental Europe is financed via covered bonds.

To a certain extent, the success of the covered bond product, both as a crisis management tool and as a cost-efficient lending instrument, has been contingent on the fact that the covered bond industry recognises that continual adaptation to the regulatory environment and evolution in the light of new market conditions is a key ingredient in the product formula.

Indeed, this recipe continues to manifest itself and was exemplified with the establishment of the Covered Bond Label in 2012 when the Industry – led by the ECBC – came together in response to a market-wide need for common qualitative and quantitative standardised disclosure. By means of its standardised covered bond disclosure template(s), the Covered Bond Label has enhanced market transparency, product comparability and financial stability. Further market efforts were undertaken in 2016, when the Covered Bond Labelled Issuers developed the Harmonised Transparency Template (HTT) to provide harmonised cover pool information, thereby facilitating investors’ due diligence. At the time of writing, the Covered Bond Label represents 66% of global covered bonds outstanding – a testimony to the central role played by the Industry in the continued progression of the covered bond market. Further details regarding the Covered Bond Label are provided within the Introduction Article “*Covered Bond Label*”.

New EU Framework for Covered Bonds & Global Recognition

From a macroprudential viewpoint, the significance of the covered bond product, both as a crisis management and funding tool to the wider economy, has increased the need for appropriate regulatory and legislative treatment of the asset class, at EU and, increasingly, at a global level. Reflecting this need, significant political developments have taken place over the past year.

In the context of the European Commission’s CMU project, noteworthy efforts have been undertaken at an EU level to harmonise national covered bond frameworks in Member States, with market consultations, studies and recommendations having been put forward by the different European Institutions. These efforts culminated with the European Commission’s publication in March 2018 of a formal proposal for an EU Framework for Covered Bonds and consequent final political approval of the new legislative package in April 2019 with final publication in the Official Journal of the European Union expected for Q4 2019.

The Legislative Framework which consists of two elements, a Directive and a Regulation, is to be seen as a single package and reference point for covered bond legislation at EU level, which until now (as described in Article 2.2 "*Regulatory Issues*") has been deployed across a series of regulatory texts.

The EU legislative framework is principles-based in nature and aims to specify the core elements of a covered bond whilst providing a common definition. Importantly, the EU legislative framework for covered bonds is not meant to result in a uniform model for the covered bond asset class which is rich in history and tradition. Rather, it aims to provide a coherent legislative reference for the asset class whilst enhancing transparency requirements and defining the key qualitative characteristics of the product in a single text. Importantly, the framework recognises the fundamental role played by the Covered Bond Label as a globally recognised benchmark in improving transparency, harmonisation and setting high qualitative standards in the covered bond space. The framework moreover opens the possibility of introducing a third-country regime for covered bonds in European Union law. Further details regarding the EU Framework for Covered Bonds are provided within Key Theme Article 1.1 "*Covered Bond Harmonisation: A Milestone Reached*".

Ensuring appropriate regulatory outcomes at a political level is one of the main objectives of the EMF-ECBC. In that respect, throughout the legislative process for the EU framework, we advocated for a high-quality principle-based approach which will ensure that national markets continue to function whilst safeguarding the prominent role of covered bonds as a crisis management tool able to promote: (i) long-term financing; (ii) investors' confidence; and (iii) financial stability. In this context and on behalf of the entire ECBC we would like to take the opportunity of this Foreword to express our appreciation of the careful market analysis which was undertaken by the European Parliament, Council and also the European Commission and European Banking Authority in the drafting of the legislative framework.

At the time of writing, the proposed EU Framework has been politically approved in the European Parliament (end of April 2019) and final approval in the Parliament and the Council will follow in the coming months after translation and legal checks, with its adoption expected to take place towards the end of 2019. The Framework will officially enter into force 20 days after its publication in the Official Journal of the EU and will be deemed applicable after 30 months (18 months Transposition period + 12 months application period). The ECBC is continuing to monitor closely related developments and stands ready to provide market insights and support the legislative process at national level, and subsequently its market implementation, by acting as market think-tank. The ECBC has established an Implementation task force ready to support European Member States and global stakeholders with market intelligence in implementing the new framework.

Looking beyond Europe, regulatory changes of significant importance to the covered bond industry are also taking place at a global level. The Basel Committee on Banking Supervision finalised the so-called Basel III Reform in December 2017. Notably, for the first time, the new standards formally recognise the robustness of covered bonds at the global level, reflected in preferential risk weights attached to the asset class. Similarly, the fact that the Basel III recommendations capture the key qualitative features already intrinsic to the Covered Bond Label represents a major success for the Industry. As a global platform and think-tank for the covered bond industry, the ECBC has played a central role in the development of a global covered bond market and in securing appropriate capital treatment for the asset class.

Indeed, as part of the efforts to assist non-European jurisdictions in benefiting from the many advantages linked to the traditional European covered bond product, the ECBC undertook – via its Global Issues Working Group – a study entitled "*Covered Bonds: A global perspective*" released in March 2019. The Study, which is the first of its kind, presents a comprehensive mapping as well as market analysis pinpointing trigger points for how to develop synergies between traditional covered bond markets and new and emerging covered bond markets.

Market Developments & EMF-ECBC Market Initiatives

Covered bonds are, in many aspects, the heart of the European financial tradition and they continue to play a pivotal role in both the financial system itself as well as the real economy. With c. EUR 2.6 tn outstanding at the end of 2018, covered bonds continue to prove their strategic importance for European capital markets, contributing to effective allocation of capital and, ultimately, to economic recovery, stability and development.

Even though the covered bond market has remained stable in terms of its size across several data series, it is evident that the European Central Bank's (ECB) Covered Bond Purchase Programme (CBPP) has impacted the liquidity of the market in recent years.

Looking more closely at the market itself, it is clear that the most common collateral used for covered bonds is residential and commercial mortgages, which accounts for EUR 2.2 tn or nearly 87% of the outstanding market in 2018 – a share which has been constantly increasing since in 2003, when the figure was only 40%. The major players remain Denmark, France, Germany and Spain, which collectively account for 51% of the outstanding covered bonds in the market. Looking beyond Europe, outstanding covered bonds from non-EU countries accounted for more than 12% of the total in 2018, a slightly lower figure than the one recorded the previous year. Reflecting the increasing interest from non-EU jurisdictions, with Australia, Brazil, Canada, New Zealand and South Korea having implemented covered bond legislation in recent years, meanwhile major jurisdictions such as India, Morocco and the Baltic states – to name but a few – are in the process of drafting legislation. It is expected that the new EU covered bond framework and the Basel III Reform will give a further push to the continuous interest and development of covered bonds within new countries both inside and outside the EU.

Zooming in on market trends, it is clear that increasing attention is being given to green and sustainable covered bonds, an area which is coming under growing political focus at EU level with the first ever Action Plan on Sustainable Finance having been published by the European Commission in the spring of 2018. Against this background and with a view to facilitating market standards within this new product feature, in 2017 the EMF-ECBC implemented a "Sustainable Covered Bond" market definition via the Covered Bond Label, which is identified by means of a "green leaf" icon appearing next to the ISIN of the relevant sustainable covered bond. Market standards in respect to the different maturity profiles were also facilitated by the Covered Bond Label in 2017, with the implementation of various maturity market definitions. Through these developments, the Covered Bond Label facilitates homogeneous formatted disclosure for almost two third of the global covered bond market outstanding.

As part of its work to best represent the interests of the mortgage and covered bond industries, the EMF-ECBC has continued its market development efforts by coordinating two further significant market-led initiatives (*listed below*) in close cooperation with market stakeholders and political institutions. As with the Covered Bond Label, the purpose of these initiatives is to foster pan-European solutions which can help enhance market transparency and facilitate the convergence of market best practices, whilst creating synergies between the mortgage and covered bond value chain.

> The European Secured Note (ESN)

In the context of the CMU, and to help strengthen banks' capacity to support the wider economy, the EMF-ECBC has, via its ESN Task Force, analysed the potential for the creation of a new financial instrument, the European Secured Note (ESN), targeting clients such as small and medium-sized enterprises (SMEs) or infrastructure loans, providing them with long-term funding.

The envisaged ESN proposal, which is currently being discussed at EU level, considers long-term financing solutions for loans to these clients replicating the best practices of covered bonds (for funding purposes) and securitisations (for funding and risk-sharing purposes).

Further details regarding the ESN Initiative and the feasibility studies currently being undertaken at EU level are described within Key Theme Article 1.11 "*The European Secured Note (ESN) Asset Class*".

> The Energy Efficient Mortgages Initiative (EEMI)

To encourage energy efficient mortgage financing, the EMF-ECBC has, in close cooperation with its members and external partners, taken forward work on the development of a standardised, pan-European Energy Efficient Mortgage financing mechanism designed to incentivise EU citizens to improve the energy efficiency (EE) of their home or to acquire an already energy efficient property by way of preferential financial conditions linked to the mortgage.

This mechanism is intended to be supported by a data protocol and portal to collect and access large-scale empirical evidence relating to energy efficient mortgage assets. This will allow a comprehensive analysis of de-risking energy efficiency features, which, in turn, can stabilise the underlying business case that energy efficiency has a risk mitigation effect for banks. As a result, this should represent a lower risk on the balance sheet of banks and could, therefore, qualify for a better capital treatment.

Data collection and analysis with a view to establishing this data correlation began in the form of an Energy Efficient Mortgages Pilot Scheme, which was launched in June 2018. Importantly, it is anticipated that the EEMI will deliver a new product, an "Energy Efficient Mortgage", which could be used for the purposes of green/energy efficient covered bond issuance.

In the medium term, the intention is to establish an energy efficient mortgage label, which will in the first instance define the characteristics of an energy efficient mortgage by way of an EEM Convention. This will lay down the conditions for eligibility for the Label, ensuring a quality benchmark. This will in turn support recognition of and confidence in energy efficient mortgages. It will also ensure access to relevant, quality and transparent information for potential borrowers, regulators and market participants in general. The Label will also help to secure and enhance the overall regulatory recognition from a macro-prudential perspective for energy efficient mortgages.

The long-term objective of the Label will be to promote energy efficient mortgages, strengthen the market in energy efficient mortgages and foster the perception of energy efficient mortgages as a high-quality financing solution which delivers real benefits for borrowers, lending institutions and the economy more generally. In line with another goal of the European Commission, namely for the EU to take the lead at global level in relation to sustainable finance, the Label will also establish the benchmark for energy efficient mortgages for a global audience.

Of particular importance will be an annual review exercise managed by the Market Committee in consultation with the Advisory Council to ensure the incremental 'raising of the bar' of the Label eligibility criteria to create a dynamic process that will allow the market to realign around the common quality benchmark year after year, thus ensuring a constant enhancement of the quality of the energy efficient mortgage over time.

The Label will draw on the EMF-ECBC's experience in designing, establishing, managing and improving the Covered Bond Label.

For further details regarding this Initiative, please refer to Key Theme Article 1.9 "*Energy Efficient Mortgages Initiative: The engagement of the mortgage industry to deliver sustainable finance for the housing sector*".

Looking ahead

Covered bonds, the modern spirit of which was recently enshrined in the EU legislative framework approved in April, represent an essential engine for the growth of the Continent and the creation of the Capital Markets Union, with EUR 2,500 mn of bonds outstanding. Furthermore, the recognition of the macro-prudential value of this instrument by the Basel Committee in 2010 provided an impetus for global development, especially in emerging countries such as Brazil, Malaysia, Indonesia, Morocco, Turkey, South Africa, but also in established economies such as Australia, Canada, South Korea, Japan and Singapore.

Taking stock of where we have come from, where we are now and where we are heading, it is clear that the market and the environment in which the covered bond functions is constantly evolving and, as such, the work of the ECBC is never done.

At the heart of the unparalleled success of the covered bond product has been the ability to change and adapt to market conditions and assimilate elements of legal structures from across jurisdictions to achieve the very best in market practices.

The harmonisation of the covered bond asset class at EU level and now also at global level represents a new era for the Industry. While principle-based harmonisation as approved by the European legislators with its EU Framework for Covered Bonds represents an opportunity to further develop the market, it is also clear that the Industry is faced with new regulatory, policy and supervisory developments. In conjunction with these, as alluded to above, market conditions, developments and new trends are all impacting and shaping the product here and now and will continue to do so going forward.

In any evolution, there is always a need to preserve the key nature of the product as a crisis management tool rooted in robust qualitative and macroprudential characteristics, which the EMF-ECBC has been advocating in the present covered bond legislative developments at EU and global levels. In this context, the ECBC remains committed to fulfil its role as the leading market think-tank, striving to secure the highest qualitative benchmark in the implementation of the covered bond concept within the EU and beyond, and to defend its justified preferential regulatory treatment going forward.

As this Foreword outlines, through the continuous fine-tuning of covered bond legislation, facilitation of market best practices, and by fostering market initiatives such as the Covered Bond Label, the European Secured Note and the Energy Efficient Mortgage Initiative, the covered bond Industry remains proactive and ready to support the nascent CMU in order to allow markets to realise synergies so as to positively impact the funding value chain.

Against this background, taking into account the political and regulatory developments affecting all covered bond jurisdictions, as well as the market trends and the EMF-ECBC market-led initiatives, **this 14th edition of the ECBC Covered Bond Fact Book continues to be:**

- > The leading source of covered bond market intelligence; and
- > The primary source for aggregate covered bond market data and statics, and a comparative framework analysis.

Niek Allon
ECBC Chairman

Luca Bertalot
EMF-ECBC Secretary General

ABOUT THE ECBC

The European Covered Bond Council (ECBC) is the platform that brings together covered bond market participants including covered bond issuers, analysts, investment bankers, rating agencies and a wide range of interested stakeholders. The ECBC was created by the European Mortgage Federation (EMF) in 2004. As of August 2019, the Council has over 120 members across 30 covered bonds jurisdictions and many different market segments. ECBC members represent over 95% of covered bonds outstanding. The ECBC and the EMF re-integrated in 2014 under a common umbrella entity, i.e. the Covered Bond & Mortgage Council (CBMC). The intention is to further develop synergies, share market best practices, achieve convergence across the whole value chain of this Industry, and, at the same time, to act as a market catalyst in origination and funding techniques.

Against this background, the purpose of the ECBC is to represent and promote the interests of covered bond market participants at the international level. The ECBC's main objective is to be the point of reference for matters regarding the covered bond industry and operate as a think-tank, as well as a lobbying and networking platform for covered bond market participants.

ECBC STRUCTURE

The Plenary Meeting is a bi-annual discussion forum where all ECBC members gather around the table to discuss issues and to establish strong network links.

The ECBC Steering Committee, headed by the ECBC Chairman, and composed of representatives from the major covered bond issuing jurisdictions and industry experts, is responsible for the day-to-day activities of the ECBC. It comes together once every quarter and addresses strategy related questions. Furthermore, it coordinates the agenda of the various working groups.

ECBC WORKING GROUPS

- > **The EU Legislation Working Group**, chaired by Mr Frank Will, has over the past years successfully lobbied at EU and international level to obtain appropriate treatment for covered bonds. As its name suggests, this Working Group monitors EU legislation with a specific relevance for covered bonds. Most recently, this has included Basel III and CRD IV/CRR, with a focus on the Net Stable Funding Requirement (NSFR) and the Fundamental Review of the Trading Book (FRTB).
- > **The Technical Issues Working Group**, chaired by Mr Morten Bækmand Nielsen, represents the technical think tank of the covered bond community, drawing on experts from across the industry to tackle key issues for the industry. The Working Group tackles subjects relating to covered bonds such as the use and treatment of derivatives in the cover pool, bankruptcy remoteness and latest market developments. The Working Group manages and updates a database which provides an overview of covered bond frameworks across the EU and globally, and enables their features to be compared (this is accessible at www.ecbc.eu).
- > **The Market Related Issues Working Group**, chaired by Mr Steffen Dahmer, discusses topics such as the MiFID review and conventions on trading standards and the market-making process.
- > **The Statistics and Data Working Group**, chaired by Mr Florian Eichert, is responsible for collecting and publishing complete and up-to-date information on issuing activities and volumes outstanding of covered bonds in all market segments. With over 30 different covered bond jurisdictions and numerous issuers, the collection of data is of utmost importance, particularly given that the ECBC data is increasingly viewed as the key source of covered bond statistics.
- > **The Covered Bond Fact Book Working Group**, chaired by Mr Sascha Kullig, is responsible for the publication of the annual ECBC Covered Bond Fact Book. This publication covers market developments, as well as legislative frameworks in different countries and statistics.

- > **The Rating Agency Approaches Working Group**, chaired by Ms Elena Bortolotti, examines the rating approaches applied by credit rating agencies for covered bonds and, when necessary, convenes meetings and publishes position papers accordingly.
- > **The Global Issues Working Group**, chaired by Mr Colin Chen, focuses exclusively on covered bond issues from a global perspective in an effort to create synergies between traditional, new and emerging covered bond markets. The Working Group aims to allow the development of a more level playing field for all at a global level, helping to enhance transparency and convergence, and ensure a proper recognition of the macro prudential value of the covered bond asset class at a global level.

ECBC TASK FORCES

In addition to the afore-mentioned Working Groups, the ECBC has established the following topical Task Forces which consist of related covered bond market and legal experts from various jurisdictions at the EU and global levels: ECBC Implementation Task Force, focusing on the recently adopted EU Covered Bond Legislative Framework, ECBC Task Force on Extendable Maturity Structures, ECBC European Secured Notes (ESN) Task Force, ECBC Transparency Task Force, ECBC Liquidity Task Force, ECBC Swap Task Force and ECBC Brexit Task Force.

Membership of the ECBC continues to grow and its agenda for the coming year is already filled with numerous activities. The ECBC's objective now is to press ahead in its work with a view to further strengthening its role in facilitating the communication amongst the different covered bonds stakeholders, in working as a catalyst in defining the common features that characterise the asset class and in facilitating improvements in market practices, transparency and liquidity.

More information is available from <https://hypo.org/ecbc/>

Luca Bertalot,
EMF-ECBC Secretary General

ECBC MEMBERS

ABECIP
ABN Amro
AIAF – Mercado De Renta Fija Sau
AIB Mortgage Bank – Allied Irish Banks Plc.
Aktia Bank plc
Allen & Overy
Association Of Danish Mortgage Banks
(Realkreditrådet – Finance Denmark)
Association of Swedish Covered Bond Issuers –
ASCB
Australian Securitisation Forum (ASF)
AXA Bank Europe SCF
AXA Home Loans SFH
Banca Popolare di Milano – BPM
Banco Comercial Português S.A. (GOH Portugal)
Bank of Ireland Mortgages Bank
Bankia
Banking & Payments Federation Ireland – BPFI /
ACS Ireland
Barclays
Bayerische Landesbank – Bayern LB
Belfius Bank
Berlin-Hannoversche Hypothekenbank AG –
Berlin Hyp AG
Bloomberg LP
BNP Paribas
BNP Paribas Fortis
BPCE
Caisse de Refinancement de l’Habitat – CRH
Caisse Française de Financement Local – CAFFIL
Caixa Geral de Depósitos S.A.
Canada Mortgage and Housing Corporation – CMHC
Canadian Imperial Bank of Commerce – CIBC
Chiomenti
Citi
Clifford Chance LLP
Commerzbank Securities
Compagnie de Financement Foncier
Crédit Agricole Corporate and Investment Bank
Crédit Agricole Home Loan SFH
Crédit Mutuel – CIC Home Loan SFH
Crédit Mutuel Arkéa
Credit Suisse Securities (Europe) Limited
CRIF
Danish Ship Finance
Danske Bank
DBRS Ratings Limited
de Volksbank NV
Depfa ACS Bank
Deutsche Bank AG
DLR Kredit A/S
DNB Boligkreditt
Dutch Association of Covered Bond Issuers – DACB
DZ Bank
EAA Covered Bond Bank Plc.
Eika Boligkreditt AS
Euromoney Trading Limited
European AVM Alliance – EAA
European DataWarehouse GmbH
Fédération des Caisses Desjardins du Québec
Finance Finland
Finance Norway – FNO
Fitch Ratings Ltd.
Goldman Sachs
Grupo BBVA
Gruppo Banca Carige
HSBC SFH France

Hungarian Banking Association
 ING Belgium
 ING Group
 Intesa Sanpaolo
 Italian Banking Association – Associazione Bancaria Italiana – ABI
 JP Morgan
 Jyske Realkredit A/S
 KBC Bank
 Korea Housing Finance Corporation – KHFC
 La Banque Postale Home Loan SFH
 Landesbank Baden-Württemberg – LBBW
 Landesbank Hessen-Thüringen – HELABA
 LBL Data Services B.V.
 Linklaters Business Services
 Lloyds Banking Group
 Luxembourg Bankers’ Association – ABBL
 Mbank Hipoteczny
 Mode Finance
 Moody’s
 Münchener Hypothekenbank eG
 National Bank of Greece SA – NBG
 Nationwide
 Natixis
 NatWest Markets
 NIBC Bank N.V.
 Nomura International Plc.
 Norddeutsche Landesbank Girozentrale
 Nordea Bank AB (Publ)
 Novo Banco S.A.
 Nykredit A/S
 OP Mortgage Bank
 pbb Deutsche Pfandbriefbank AG
 Pfandbrief & Covered Bond Forum Austria
 Pfandbriefbank schweizerischer Hypothekarinstitute
 PKO Bank Hipoteczny
 Rabobank
 Realkredit Danmark A/S
 Royal Bank of Canada – RBC
 S&P Global Ratings
 Santander UK Plc.
 Scope Ratings GmbH
 Société Générale Corporate & Investment Banking
 Société Générale Société de Crédit Foncier – SG SCF
 Sp Mortgage Bank Plc
 Spanish Mortgage Association – Asociación Hipotecaria Española – AHE
 Sumitomo Mitsui Banking Corporation (SMBC)
 Svenska Handelsbanken – Stadshypotek
 Swedbank
 The Association of Banks in Singapore – ABS
 The Mortgage Society of Finland
 TXS GmbH
 UBI Banca
 UBS
 UK Regulated Covered Bond Council – UKRCBC
 UniCredit Group
 Valiant Bank AG
 Verband Deutscher Pfandbriefbanken e.V. – vdp
 White & Case



COVERED BOND · L A B E L ·

COVERED BOND LABEL

The Covered Bond Label is a quality Label which responds to a market-wide request for common qualitative and quantitative standards and for an enhanced level of transparency and comparability in the European covered bond market. The Label:

- > Establishes a clear perimeter for the asset class and highlights the core standards and quality of covered bonds;
- > Increases transparency;
- > Improves access to information for investors, regulators and other market participants;
- > Has the additional objective of improving liquidity in covered bonds;
- > Positions the covered bond asset class with respect to regulatory challenges (CRD IV/CRR, Solvency II, redesign of ECB repo rules, etc.).

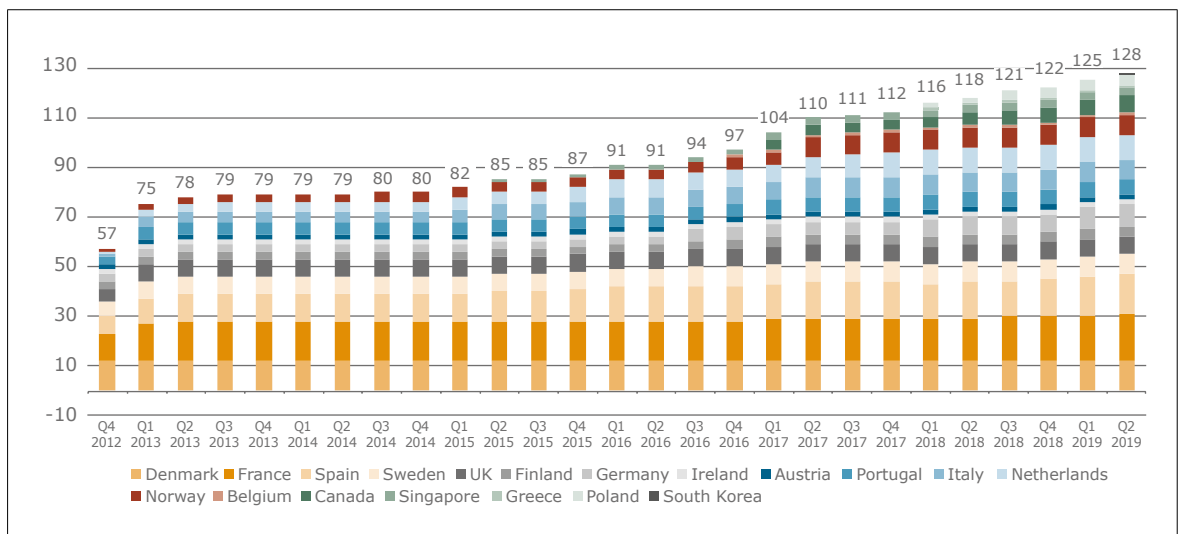
The Covered Bond Label Foundation (CBLF) was founded by the EMF-ECBC in 2012 and it was developed by the European issuer community, working in close cooperation with investors, regulators, and rating agencies and in consultation with all major stakeholders. The Label website became fully operational in January 2013, with the first Labels being granted since then.

As of August 2019, visitors can find the Harmonised Transparency Template (HTT) and 14 National Transparency Templates, 109 issuer profiles and information on 128 labelled cover pools with issuance data on over 5,000 covered bonds amounting to a total face value of over EUR 1.79 tn. In the first half of 2019, one new jurisdiction, the Republic of South Korea, joined the Covered Bond Label family thus marking an important step of the Label in providing transparency and standards in upcoming covered bond markets. In this period the Label marked as well a further expansion in the in the German, French and Canadian markets as more issuers decided to join.

The Label is based on the Covered Bond Label Convention (the one currently in force is 2019 Label Convention please see below), which defines the core characteristics required for a covered bond programme to qualify for the Label.

The Covered Bond Label Foundation (CBLF) granted the first Non-European Economic Area (non-EEA) Label in 2015. In February 2016, the first non-EEA global issuer published the HTT followed by the first European issuers. Currently, 11 out of 128 pools are form outside the EEA.

> FIGURE 1: EVOLUTION OF LABELLED COVER POOLS



The HTT is the worldwide standardised, Excel-based form that issuers who have been granted the Covered Bond Label use to disclose information on their covered bond programmes. Definitions and format of the disclosed information are standardised to increase comparability and transparency between issuers and between jurisdictions. Standardisation facilitates investors' due diligence, enhancing overall transparency in the Covered Bond market. The HTT, designed to be fully compliant with Art. 129(7) CRR transparency requirements, undergoes constant review, stirred by the Covered Bond Label Committee and the Covered Bond Label Advisory Council, so to be always up-to-date with regulatory and market requirements. Additional country-specific information on the covered bond programmes can be found in the National Transparency Templates often included in the HTT.

The HTT presents a significant achievement in terms of convergence of market best practices and a substantial step forward in enhancing transparency in the covered bond space both in Europe and across the globe. The HTT is a particularly positive step for the market and especially for global investors, who will be able to perform their due diligence activities more easily and obtain issuers' data ranging from asset and liability side information to legislative details from different countries in a more comparable way.

2019 Covered Bond Label Convention

Covered bonds are debt securities, backed by mortgage, public sector or ship assets, and characterised by a twofold bondholders' protection mechanism rooted in a dedicated covered bond legal framework.

In more details:

I Legislation safeguards

- a) The CB programme is embedded in a dedicated national CB legislation;
- b) The bond is issued by -or bondholders otherwise have full recourse, direct or indirect¹, to- a credit institution which is subject to public regulation and supervision;
- c) The obligations of the credit institution in respect of the cover pool are supervised by public supervisory authorities.

II Security features intrinsic to the CB product

- a) Bondholders have a dual claim against:
 - i. The issuing credit institution as referred to in point I b);
 - ii. A cover pool of financial assets² (mortgage, public sector or ship assets), ranking senior to the unsecured creditors.
- b) The credit institution has the ongoing obligation to maintain sufficient assets in the cover pool to satisfy the claims of covered bondholders at all times.
- c) Issuers are committed to providing regular information enabling investors to analyse the cover pool, following the Harmonised Transparency Template³ and in compliance with the transparency requirements of Article 129(7) of the CRR.

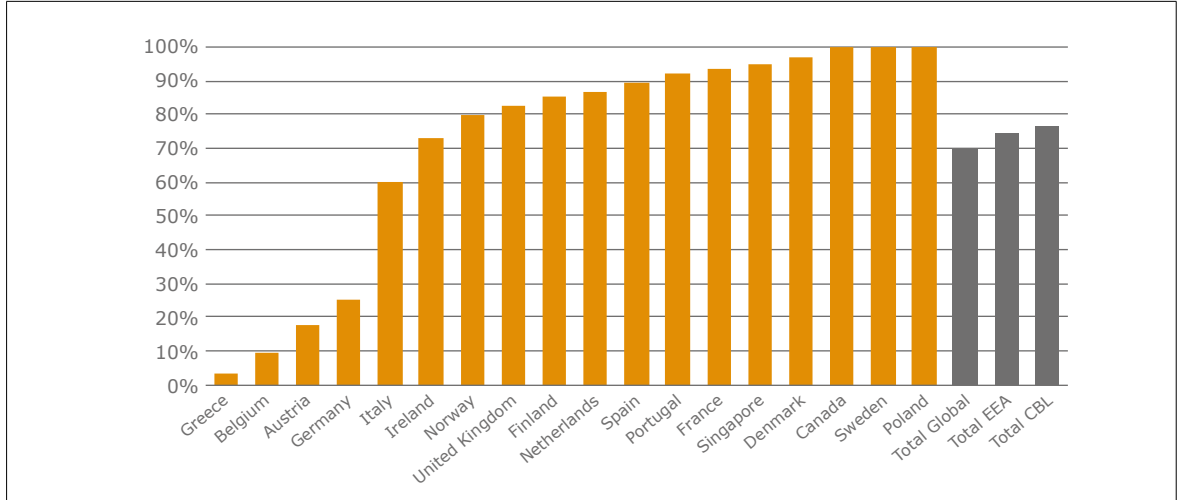
For further information on the Covered Bond Label Convention, visit <https://www.coveredbondlabel.com/>

1 Including pooling models consisting only of covered bonds issued by credit institutions.

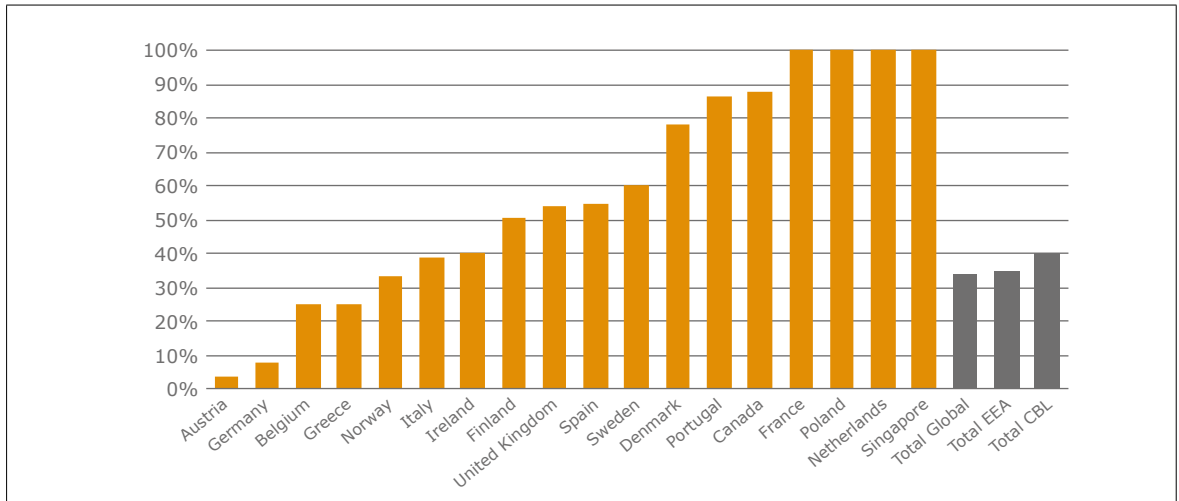
2 The financial assets eligible for the cover pool (including substitution assets and derivative instruments) and their characteristics are defined in the national covered bond legislation which complies with the requirements of Article 52(4) of the UCITS Directive and Article 129 of the CRR, as well as those articles which specify its implementation, including a waiver for the requirement for the issuer to be based in the European Economic Area (EEA), allowing non-EEA LCR compliant covered bonds programmes to be eligible for the Label. Non-EEA Labels will be identified on the Covered Bond Label website in a different graphic solution to EEA Labels.

3 The enhanced Harmonised Transparency Template 2019 will enter into force at the end of the first quarter of 2018 and will be a binding requirement for the granting and renewal of the Covered Bond Label.

> FIGURE 2A: MARKET SHARE COVERED BOND LABEL BY OUTSTANDING



> FIGURE 2B: MARKET SHARE COVERED BOND LABEL BY ISSUER



The data on the total covered bond market is based on end-2018 values, whereas data on the Covered Bond Label is based on data of June 2019

LABELLED COVER POOLS

AUSTRIA

UniCredit Bank Austria AG Credit Public Sector
 UniCredit Bank Austria AG Credit Mortgage

CCDQ Covered Bond (Legislative) Guarantor Limited Partnership
 RBC Covered Bond Guarantor LP
 Scotiabank Covered Bond Guarantor Limited Partnership

BELGIUM

BNP Paribas Fortis Mortgage Pandbrieven

TD Legislative Covered Bonds

CANADA

CIBC Legislative
 Bank of Montreal Cover Pool

National Bank of Canada Legislative Covered Bonds

DENMARK

Jyske REalkredit A/S Capital Center E
Danish Ship Finance A/S Capital Centre A
Danish Ship Finance General Capital Center
Danske Bank A/S Cover Pool D – Denmark
Danske Bank A/S Cover Pool I – International
Danske Bank A/S Cover Pool C – Commercial
DLR Kredit A/S Capital Centre B
Nordea Kredit Realkreditaktieselskab
A/S Capital Center 1
Nordea Kredit Realkreditaktieselskab
A/S Capital Center 2
Nykredit Realkredit A/S Capital Centre E
Nykredit Realkredit A/S Capital Centre H
Realkredit Danmark A/S Capital Centre S
Realkredit Danmark A/S Capital Centre T

FINLAND

Danske Mortgage Bank Plc, Pool 1
Nordea Mortgage Bank Plc
OP Mortgage Bank
Sp Mortgage Bank Plc, SP-01

FRANCE

MMB SCF
AXA Home Loan SFH
AXA Bank Europe SCF
BNP Paribas Home Loan SFH
BNP Paribas Public Sector SCF
BPCE Home Loan SFH
Caisse de Refinancement de l'Habitat, CRH
Caisse Française de Financement Local
CIF Euromortgage
Compagnie de Financement Foncier
Credit Agricole Home Loan SFH
Credit Agricole Public Sector SCF
Crédit Mutuel – CIC Home Loan SFH
Crédit Mutuel Arkéa Home Loans SFH
Crédit Mutuel Arkéa Public Sector SCF
HSBC SFH (France)

La Banque Postale Home Loan SFH
SG Credit Public Sector SCF
SG Credit Home Loan SFH

GERMANY

LBBW Mortgage Cover Pool
LBBW Public Sector Cover Pool
BHH Mortgage Pfandbrief
MHB Mortgage Pfandbrief
NORDL/LB Public Sector
pbb Mortgage Pfandbrief
pbb Public Sector Pfandbrief
UniCredit Bank AG HVB Mortgage
UniCredit Bank AG HVB Public

GREECE

Alpha Bank Covered Bond Programme I

IRELAND

AIB Mortgage Bank ACS (Asset Covered Securities)
Bank of Ireland Mortgages ACS –
(Asset Covered Securities)

ITALY

Crédit Agricole Italia OBG S.p.A
Banca Carige S.p.A. Credit Home/Commercial Loan
Banco Popolare de Milano, Bpm OBG2
Intesa Sanpaolo S.p.A. ISP CB Ipotecario S.r.l.
Intesa Sanpaolo S.p.A. ISP CB Pubblico S.r.l.
Intesa Sanpaolo S.p.A. OBG S.r.l.
UniCredit S.p.A. BpC Mortgage s.r.l.
UniCredit S.p.A. OBG srl

NETHERLANDS

ABN AMRO Bank N.V. Cover Pool
Achmea Bank
Aegon Bank N.V. Cover Pool
F. van Lanschot Bankiers N.V. Conditional Pass
Through Covered Bond Programme
ING Bank N.V. ING Bank
ING Bank N.V. ING Bank Soft Bullet
NIBC Bank N.V. Conditional Pass-Through Covered
Bond Programme

NN Bank Cover Pool

Volks Covered Bond Company B.V.

Rabobank

NORWAY

DNB Boligkreditt AS mortgage cover pool

Eika Boligkreditt AS (EIKBOL)

Møre Boligkreditt mortgage cover pool

Nordea Eiendoms-kreditt AS cover pool

SpareBank 1 Boligkreditt (Spabol)

Sparebanken Sør Boligkreditt AS cover pool

Sparebanken Vest Boligkreditt AS

SR-Boligkreditt mortgage cover pool

POLAND

Pekao BH mortgage

Pekao BH public

mBank Hipoteczny S.A. – Mortgage Cover Pool

PKO Bank Hipoteczny SA

PORTUGAL

Banco BPI S.A. Mortgage Cover Pool

Banco Comercial Português, S.A. –
Residential Mortgages

Banco Santander Totta, S.A.

Caixa Económica Montepio Geral (CEMG)

Caixa Geral de Depósitos, S.A. Mortgage Cover Pool

NOVO BANCO Conditional Pass-Through Covered
Bond Programme

REPUBLIC OF KOREA (SOUTH)

KHFC 2019 EUR 500 million Social Covered Bond
due Jun 2024

SINGAPORE

DBS Bank Limited USD10 billion Global Covered
Bond Programme

OCBC Limited USD 10b Global Covered Bond
Programme

United Overseas Bank Limited USD8 billion Global
Covered Bond Programme

SPAIN

Cajamar Mortgage

Banco de Sabadell, S.A. Public Sector Programme

ABANCA Corporación Bancaria, S.A.

Banco de Sabadell S.A. Covered Bond Programme

Banco Santander S.A. Mortgage Covered Bonds

Bankia Mortgage

Bankinter, S.A.

BBVA Covered Bond Programme

BBVA Public Sector Covered Bond Programme

CaixaBank S.A. Mortgages Loans

CaixaBank S.A. Public Loans

Caja Rural de Navarra, Credit Cooperative

Eurocaja Rural

Ibercaja Banco S.A.

Kutxabank S.A.

Unicaja Banco S.A. Mortgage Covered Bonds

SWEDEN

Länsförsäkringar Hypotek AB

Nordea Hypotek cover pool

SEB Cover Pool

Stadshypotek Finnish pool

Stadshypotek AB (publ) Swedish Pool

Stadshypotek AB (publ) Norwegian Pool

Swedbank Mortgage AB cover pool

The Swedish Covered Bond Corporation

UK

NatWest Covered Bond Programme

Clydesdale Bank PLC €10 billion Global Covered
Bond Programme

Coventry Building Society 1006

Lloyds Bank plc EUR60bn Global Covered Bond
Programme

Nationwide Building Society Covered Bond LLP

Santander UK plc

Yorkshire Building Society Covered Bonds

CHAPTER 1 - KEY THEMES OF THE YEAR

1.1 COVERED BOND HARMONISATION: A MILESTONE REACHED

By Joost Beaumont, ABN AMRO N.V.

The journey towards harmonisation of European Union (EU) covered bond frameworks reached a milestone in April 2019 when a political agreement about the new Directive and Regulation was struck in EU Parliament. This completed a process that had started in 2014. Harmonising covered bond frameworks on a EU level has been a hot debate within the covered bond community in recent years, and is likely to remain high on the agenda. This is because the next phase will be for individual countries to incorporate the new Directive into their national covered bond laws. In this article, we discuss the main details of the new legislative package.

THE ROAD TO HARMONISING LEGAL FRAMEWORKS

The path towards harmonisation started in July 2014 when the European Banking Authority (EBA) published its view on the preferential risk weight treatment of EU covered bonds. The EBA concluded that the preferential risk weight treatment of covered bonds was warranted, but it also recommended that more convergence was needed. This in order to increase the safety and robustness of the covered bond instrument, which would enhance financial stability as well as safeguard the preferential risk weight treatment. The EBA identified the following key areas for convergence:

1. Dual recourse mechanism.
2. Segregation of cover assets.
3. Bankruptcy remoteness of covered bonds.
4. Cover pool features.
5. Valuation of cover assets and LTV limits as well as other requirements on cover assets.
6. Coverage principle and legal overcollateralisation (OC).
7. Asset and liability risk management.
8. Covered bond monitoring.
9. Role of supervisor.
10. Investor reporting.

The European Commission (EC) took the discussion on covered bond harmonisation to another level in 2015, when it published a consultation paper on covered bonds in the EU, which was part of the EC's action plan to build a Capital Markets Union. In September 2016, the EC decided to request a study on the costs and benefits of introducing a legislative EU framework on covered bonds. That report ('Covered Bonds in the European Union: Harmonisation of legal frameworks and market behaviours') was published in May 2017. In the meantime, however, the EBA had published a follow-up report in December 2016, outlining the EBA's recommendations on harmonising covered bond frameworks in the EU.

In this report, the EBA proposed a three-step approach towards harmonisation of covered bonds, taking into account that EU covered bond frameworks differ in particular in regard to legal, regulatory, and supervisory issues, while acknowledging that the final framework should build on the strengths of existing frameworks. This would still leave room for national discretion. This was in line with the industry's preference that any convergence of national frameworks should be of high-level, and principle-based.

Overall, the EBA proposes a three-step approach to harmonisation:

1. Step 1 focussed on the regulatory recognition of covered bonds (i.e. to rewrite the UCITS Directive (Article 52(4) of Directive 2009/65/EC) and get to one point of reference of covered bonds for regulatory purposes);
2. Step 2 addressed issues related to the preferential capital treatment of covered bonds (i.e. amending CRR Article 129);
3. Step 3 included voluntary measures at a national level.

The EC's proposed legislative package, which was published in 2018Q1 and consisted of a new Directive and an amendment of CRR Article 129, took into account most of the EBA recommendations. It was also based on a report by EU Parliament that included its 'own initiative' on the harmonisation of covered bond frameworks. Following the publication of the EC's legislative proposals, the Economic & Monetary Affairs Committee (ECON) of EU Parliament had to agree with the proposals as well, while the EU council also had to form an opinion. Finally, these three authorities needed to agree on a final text during the so-called trilogue negotiations. The whole process was completed when the political agreement on the text of the legislative package was found by EU Parliament on 18 April 2019. The final text will be officially approved in autumn 2019, when official translations into all languages of the Union will be available.

THE LEGISLATIVE PACKAGE

The legislative package includes a new Directive (i.e. rewrite of Article 52(4) of Directive 2009/65/EC) and a new Regulation (i.e. amendment of Article 129 of the CRR). The Directive will become the new single reference point for regulation related to covered bonds. It provides a common definition of covered bonds, while defining all core features of covered bonds, as well as defining the tasks and responsibilities of supervisors. Overall, it regulates the covered bond product with a focus on protecting investors. Having said that, the Directive has remained of high-level and principle based. On the one hand, it strengthens the definition of covered bonds, while on the other hand, it prevents to harm the existing well-functioning market. Furthermore, member states can take into account country-specific features when implementing the Directive in national covered bond frameworks.

The new Directive consist of the following chapters (or titles):

- I. Subject matter, scope and definitions (Articles 1-3)
- II. Structural features of covered bonds (Articles 4-17)
- III. Covered bond public supervision (Articles 18-26)
- IV. Labelling (Articles 27)
- V. Amendments to other Directives (Articles 28-29)
- VI. Final provisions (Articles 30-34)

The articles of the Directive start off by defining the dual recourse principle and bankruptcy remoteness of covered bonds, also noting that covered bonds can only be issued by EU credit institutions. Below we touch upon the most eye-catching features of the new Directive.

Cover assets

Article 6 deals with the type of assets that can be allowed in cover pools. It notes that only high-quality assets can be used as collateral for covered bonds, referring to points (a) to (g) of CRR Article 129 (1). This includes the 'traditional' cover pool assets, such as public sector loans, residential mortgages, commercial mortgages, and ship loans.

However, the Directive leaves room to include other high-quality assets as long as their market value can be derived, while being enforceable in one way or the other. Furthermore, there needs to be a kind of registration

in the case of physical assets. In addition, assets in the form of loans to, or guaranteed by, public undertakings are allowed as cover assets under certain conditions (e.g. a minimum level of overcollateralisation of 10%). Although this suggests that we might see the creation of covered pools with non-traditional cover assets, the numerous conditions attached make this increasingly unlikely.

The articles following Article 6 describe that issuers might include cover assets outside the EU in cover pools as long as they meet the criteria set out in Article 6, while the level of protection should be similar to assets from the EU. Another condition related to the cover assets is that member states should assure that there should be sufficient homogeneity of the cover assets regarding, for instance, their lifetime and risk profile.

Finally, the Directive includes articles regarding the cover assets that address intra-group structures, joint funding, the use of derivative contracts, segregation of assets, and the cover pool monitor.

Joint Funding

Interesting to highlight is the Article about joint funding, which allows the pooling of cover assets by several credit institutions. Joint funding should reduce the costs of setting up covered bond programmes for smaller credit institutions, while it should allow them to issue covered bonds in reasonable size, which improves their liquidity. As such, joint funding should support smaller credit institutions to join forces, paving their way to the covered bond market. The aim is also to create covered bond markets in countries where there is currently no well-developed market. The Baltic region is a good example in this respect, as Estonia, Latvia, and Lithuania are in the process of setting up a pan-Baltic covered bond framework, which would allow credit institutions from these countries to issue covered bonds with underlying assets from all these countries.

Reporting, OC requirements and liquidity risk

The Directive continues with proposals about the information that covered bond issuers need to provide in order to allow investors to carry out their due diligence properly. The Directive requires that issuers provide information related to the outstanding covered bonds, cover assets, market risks, maturity structures, and coverage, on a quarterly basis.

Meanwhile, there are also requirements for coverage and liquidity. The Directive states that the 'total nominal amount of all assets in the cover pool are at least of the same value as the total nominal amount of the outstanding covered bonds'. This is the so-called 'nominal principle'. However, the amended CRR Article 29 also stipulates that a 5% minimum level of OC is required, based on a nominal calculation. Member states are allowed to reduce this level to a minimum of 2% under certain conditions (i.e. the calculation of OC is either based on a model which takes into account the assigned risk weights of the assets or a model where the valuation of the assets is subject to mortgage lending value). This seems to align the new legislation with common practice in Germany/Austria. The minimum level of OC is one of the new highlights of the proposal.

Regarding liquidity, investors will be protected from liquidity risk by the requirement in the Directive to keep liquid assets to cover the net liquidity outflow for 180 calendar days. However, the liquidity buffer has some overlap with other EU legislation, and that about the LCR in particular. To reduce regulatory costs, national authorities will be able to align the different forms of EU legislation, so to avoid that the same outflows will be covered with different liquid assets for the same period. What is more, liquidity risk can also be addressed by the possibility to extend the maturity date of the covered bonds in case of liquidity shortage. The Directive allows issuers of covered bonds with extendable maturity structures to use the final maturity date rather than the scheduled maturity of principal payments when calculating the liquidity buffer.

Treatment of covered bonds with extendable maturities

The Directive pays special attention to covered bonds with extendable maturities. This likely reflects that many banks have changed the structure of hard bullet covered bonds to soft bullet structures, with most banks allowing the possibility to extend the maturity by maximum 12 months. Meanwhile, conditional pass-through covered bonds, which have a much longer theoretical maturity extension, have seen the light of day. The Di-

Directive stresses the need to harmonise extendable maturities across the EU by setting specific conditions for these structures, while avoiding them to become too complex and to expose investors to higher risks. The main focus is on the triggers that allow for the maturity extension. These should be objective and well-defined, and must be established in national law, while the maturity extension should be outside the discretion of the issuer.

Public supervision

The new Directive continues with many pages about the public supervision of covered bonds. This contrasts heavily with the current Directive, which does not define the nature, content and authorities that should be responsible for supervision. It is therefore essential to further harmonise public supervision of covered bonds, making clear the tasks and responsibilities of national supervisors on covered bonds. Furthermore, it should be ensured that supervisors have all the capabilities and means to carry out their role in a proper way.

Unsurprisingly, issuers need to register their covered bond programme before getting approval issuing covered bonds. Meanwhile, the articles on public supervision address issues such as reporting requirements to authorities, the powers that supervisors have in case of non-compliance of issuers, and the role of the supervisor when an issuer is insolvent or in resolution. In the end, strengthened supervision is likely to provide more comfort to investors.

Labelling

The Directive introduces two new labels to the covered bond universe, although the use will be facultative. Issuers can use the 'European Covered Bonds' label for covered bonds that only comply with the Directive, while they can use the 'European Covered Bonds (Premium)' label when the covered bonds also comply with the CRR. This should make it easier for investors to assess the quality of the covered bonds, which should increase their attractiveness inside and outside the EU, according to the Directive. Although it could help to identify the quality of different covered bonds, the impact of the labels will not be very large in our view. Actually, the Directive allows for the labels to be used in combination with national labels as well as that of the already existing ECBC Covered Bond Label. As a result, the new labels could also create confusion.

Indeed, in 2012, the European Mortgage Federation and European Covered Bond Council already introduced the ECBC Covered Bond Label. This label established a clear perimeter for the asset class and has resulted in the introduction of the harmonised transparency template (HTT), which has improved transparency (and reporting standards). As such, we think that the labelling in the Directive seems somewhat superfluous, with the existing labels already providing sufficient information to investors.

Transition measures

The aim is to get a smooth transition towards the new Directive, which should prevent any unwanted market distortions. Therefore, the Directive includes generous grandfathering provisions. Actually, all existing covered bonds that currently comply with the UCITS Directive and the CRR will be grandfathered, while covered bonds issued before 2007 will also be grandfathered, keeping all existing regulatory benefits. As such, current outstanding covered bonds will not be treated differently, which should indeed result in a smooth transition. Furthermore, it will be possible to tap already outstanding covered bonds under certain conditions (e.g. maximum of 5y remaining maturity, total issue size of taps less than twice the outstanding amount) to 24 months after the Directive becomes effective.

Timeline

The new Directive will be fully effective 30 months after the Directive enters into force. As there was some delay in translating the texts of the Directive and Regulation voted on in April 2019, these are expected to only pass a formality vote in EU parliament in October 2019. Thereafter, they need to be published in the Official Journal. It will then take 20 days before the legislative package enters into force. This seems therefore

scheduled to be towards the end of 2019. Then, there will be a 18 month implementation period, after which issuers will get 12 months to comply with the new legislation. Overall, it seems that the new legislative package will be fully effective around mid-2022.

Third country covered bonds and extendable maturities assessment

The Directive also includes calls for reviews and reports after the Directive has become effective. The regulatory treatment of covered bonds issued by credit institutions from third countries is one worth mentioning. The EC shall, in close cooperation with the EBA, publish a report, including legislative proposals, about whether and how an equivalent regime could be introduced for third-country credit institutions issuing covered bonds. However, this will take time, as the deadline has been set two years after the new Directive will be effective, suggesting that this will be around mid-2024. Still, the prospect of third country covered bonds eventually receiving a similar regulatory treatment could support the further development of covered bonds outside the EU.

Also around mid-2024, the EC should submit a report, and if appropriate a legislative proposal as well, about the risks and benefits of covered bonds with extendable maturity structures. This study should also be conducted in close cooperation with the EBA. Finally, three years after the date that the new Directive has become effective, a report should be submitted about the implementation of the Directive and the developments of the covered bond market more generally. That report should also include recommendations for further action.

Worth mentioning is also the request to the EC to adopt a report on the possibility of introducing a dual recourse instrument called European Secured Notes (see also chapter 1.11).

Amending article 129 of the CRR

The legislative package also includes amendments to article 129 of the CRR. These changes will be two-fold. On the one hand, some parts of the CRR Article 129 will be deleted. This is for instance true for the reporting requirements, which will be shifted towards the Directive. Furthermore, it will no longer be allowed to use as cover assets RMBS/CMBS or senior units issued by French Fonds Communs de Titrisation securitising residential or commercial property exposures.

Regarding the inclusion of substitution assets in the cover pool, it will be allowed to use exposures to credit institutions substitution assets qualifying as credit quality step 2 for a maximum of 10% of outstanding covered bonds and also short-term deposits qualifying as credit quality step 3 for a maximum of 8% of outstanding covered bonds. Before, only assets with credit quality step 1 were allowed (up to 15%), while now the substitution assets with credit quality step 1,2 and 3 together cannot exceed 15%. This amendment was due to the increased difficulty to comply with the former stricter rule.

Meanwhile, the minimum required level of OC has also been specified in the CRR (see above). Furthermore, the amendments address the issue of LTV limits. Overall, the authorities stick to the 80% LTV limit for residential mortgages, 60% for commercial mortgages, and 70% for ship loans. However, the CRR is more explicit in saying that these are soft limits, implying that a loan in the pool can only act as collateral within the LTV limits.

Alignment with proposals

It is likely that all EU Member States need to adjust their covered bond frameworks to fully align them with the new Directive and Regulation. Already a few countries put the update to their national frameworks on hold waiting for the details of the legislative package (among others: France and Spain). We do not expect major issues regarding the implementation of the new Directive in different countries. Having said that, the package leaves room for national discretion. It will therefore be interesting to follow developments in this respect, as different countries might interpret the Directive in different ways. In order to reach the most consistent possible outcome throughout the continent, the ECBC has put in place an Implementation Task Force which aims at providing support in the national implementation processes in the various Member States and acts as intelligence hub of market participants and stakeholders at large.

Response of the sector and rating agencies

The covered bond community gave the new legislative package a warm welcome, saying it was extremely pleased with the outcome. The ECBC noted that *'The Package provides a basis for enhanced harmonisation of the European covered bond market, in line with the objectives of the CMU, reinforcing a European common qualitative benchmark for international investors and respecting well-functioning traditional markets. It moreover paves the way for the smooth introduction of this asset class in newer and emerging covered bond markets in the Union, such as those in the Baltic regions, Poland, Slovakia and Romania, and will also serve as an important legislative benchmark on a global level for countries such as Australia, Brazil, Canada, Japan and Singapore'*. The rating agencies also welcomed the new package, also stressing that it will further strengthen the quality of covered bonds, which is credit positive.

CONCLUSION

In our view the new Directive indeed strikes a good balance between strengthening the covered bond product by setting minimum standards, while also keeping room for national differences. We welcome the principle-based approach of the package. When in place, the Directive is likely to support the covered bond market, offering even more protection to investors. The Directive will probably also result in more issuance of covered bonds, as it will induce more jurisdictions to setup covered bond frameworks, while there will most likely also be new covered bond issuers in existing covered bond jurisdictions. Finally, the Directive can act as a blueprint for countries outside the EU when setting up covered bond frameworks.

1.2 COVERED BONDS FROM A GLOBAL PERSPECTIVE: EXPANDING THE INTERNATIONAL FOOTPRINT

By Colin Chen, DBS & Chairman of the ECBC Global Issues Working Group and Maureen Schuller, ING Bank

This article is a summary update of the ECBC Global Issues Working Group Brochure, which was established with special thanks to Elena Bortolotti, Barclays, Thomas Cohrs, NordLB, Sascha Kullig, vdp, Filipe Pontual, ABECIP, Franz Rudolf, UniCredit, Lily Shum, CMHC and Christopher Walsch, Clifford Chance for their support and valuable contributions.

A QUICK GLANCE AT THE GLOBAL PICTURE

For over 200 years, covered bonds have proven to be an efficient debt instrument enabling banks to mobilise private sector means and capital towards long-term investment with a wide public benefit and, in particular, real estate loans and public sector debt. During the years of market turmoil, covered bonds demonstrated a strong degree of resilience. Throughout the crisis, they played a pivotal role in bank wholesale funding, providing lenders with a cost-effective and reliable long-term funding instrument for mortgage and public-sector loans. The Industry continues to build on the lessons learnt from the financial crisis while maintaining a focus on the essential features and qualities that have made the asset class such a success story.

The ongoing EU Capital Markets Union (CMU) and Basel IV discussions are now, more than ever, opening new frontiers for covered bonds at both EU and international levels. The covered bond financing instrument is being exposed to critical evolutions which can bring about both new opportunities but also new risks. The covered bond market is faced with new regulatory, policy and supervisory developments, while market innovation, the continuous process of globalisation and national implementation of the covered bond concept will also leave their mark on the asset class.

In view of these considerations, the covered bond industry believes that there is a clear need to preserve the key nature of the product as a crisis management tool rooted in robust qualitative and macroprudential characteristics which are the basis for ensuring a regulatory recognition at global level.

POLICY DEVELOPMENTS

Looking back over the past months, it is clear that the covered bond space has been fundamentally impacted by major waves of monetary policy, supervisory review and regulatory change which is having a significant impact on the long term financing and housing finance sectors.

This evolution is further evidenced in April 2019, when following the trilogue negotiations with the Council and the European Commission on the proposal for a Covered Bond Legislative Package, the European Parliament's Plenary adopted the full text as approved by the Council and the European Parliament's Economic and Monetary Affairs Committee earlier in the year.

The Legislative Package provides for the first time in the history of covered bonds, an enhanced harmonisation of the European Covered Bond market, in line with the objectives of the Capital Markets Union and reinforcing a European common qualitative benchmark for international investors and respecting well-functioning traditional markets. As importantly, it paves the way for the smooth introduction of the covered bond asset class in newer and emerging covered bond markets in the European Union, whilst also serving as an important legislative benchmark on a global level for countries such as Australia, Canada, New Zealand, Singapore, South Korea and Japan.

MARKET DEVELOPMENTS

Covered bonds are at the heart of the European financial tradition, having played a central role in funding strategies for the last two centuries. The strategic importance of covered bonds as a long-term funding tool is now recognised at a global level.

Outside Europe, Australia, Canada, New Zealand, Singapore and South Korea have already implemented covered bond legislation in recent years. Major jurisdictions including Brazil, Chile, India, Japan, Mexico, Morocco, Panama, Peru, South Africa and the United States, are either in the process of adopting covered bond legislation or are investigating the introduction of covered bonds.

LOOKING AHEAD

The Industry has demonstrated that through market initiatives such as the Covered Bond Label and the transparency and disclosures under the Harmonised Transparency Template (HTT), it is possible to build, from the bottom-up, proposals based on market consensus in order to initiate pan-European solutions which enhance transparency, comparability, convergence of markets and best practices.

Taking stock of where we have come from, where we are now and where we are heading, it is clear that the market and the environment in which it operates is constantly evolving and as such the work of the ECBC and its Global Issues Working Group is always in progress. The Industry will continue to lean towards the creation of a common regulatory framework for covered bonds that will enable the market to grow and flourish to the benefit of all its participants on a global level.

The role of the ECBC Global issues Working Group

In order to develop synergies between traditional, new and emerging covered bond markets as the joining of forces should allow the development of a more levelled playing field for all at a global level, the European Covered Bond Council (ECBC) established its ECBC Global Issues Working Group (GIWG) in 2015. So far, the work undertaken by the GIWG has been instrumental in ensuring a proper recognition of the macro-prudential value of the covered bond asset class while securing an appropriate, homogenous and cross-border regulatory treatment by different jurisdictions at a global level.

To this end, ECBC members have identified an important role to be played by the Working Group as a discussion forum for exchanging market best practices and as an educational platform for issuers and global investor communities. The overarching aim of the Working Group is to enhance transparency and convergence, and to ensure that there is a progressive common understanding of the covered bonds concept, with similar market solutions and infrastructures, and more important comparable regulatory treatments.

The Current State of Play and Outlook for Covered Bonds Outside Europe

Covered bonds represent a €2.6 trillion global asset class. Initially dominated by European issuers, the product is becoming increasingly relevant in many other markets, such as Australia, New Zealand, Canada, Singapore, and South Korea.

The global financial crisis proved that covered bonds can be a resilient source of funding in times of wider market turmoil. Even in the European countries most affected by the crisis, such as Italy and Spain, banks were able to tap the covered bond market despite other sources of wholesale funding evaporating.

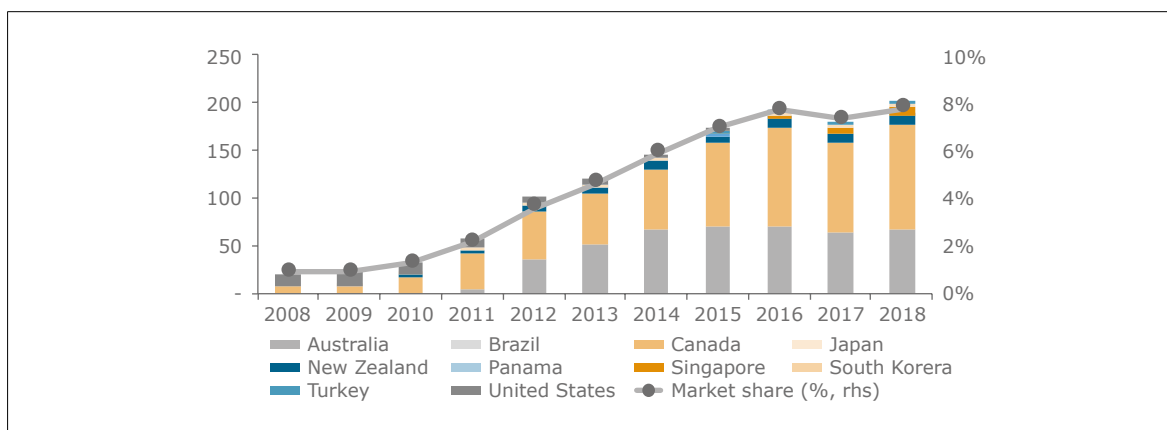
Issuers and regulators outside the traditional European markets duly noted banks' ability to issue covered bonds in times of stress, and expedited the approval or the amendment of legislation governing the issuance of covered bonds. Covered bond issuance picked up quickly in most of these countries once the dedicated legislation was approved.

Over the past few years, accommodative monetary policies in Europe and the Americas, and the European Central Bank (ECB)'s Covered Bond Purchase Program (CBPP3), have also created favourable conditions to establish covered bond programs in new countries.

Against this backdrop global issuers have, during the past decade, increased their share in the total covered bond print from merely 1% in 2008 to 8% in 2018. They even embody 11% of the EUR benchmark covered bond market and were responsible for 15% of the EUR benchmark issuance in 2018.

We believe that market conditions will remain supportive for covered bonds in new jurisdictions in the next few years, despite the diminishing monetary support from central banks and the end of the ECB's net asset purchases. Moreover, an expected increase in mortgage lending will drive bond supply by increasing lenders' need for wholesale funding and the availability of eligible collateral. Finally, the legislative and regulatory environment remains favourable to covered bonds.

> FIGURE 1: OUTSTANDING COVERED BONDS OUTSIDE EUROPE, EUR BN



Source: EMF-ECBC

REGULATORY TREATMENT ON DIFFERENT TRACKS

Nonetheless, while the use of covered bonds as a source of funding is expanding across the globe, their regulatory treatment continues to differ.

The preferential treatment of covered bonds for risk weight purposes or within the scope of the liquidity coverage and net stable funding ratio requirements is still largely a European phenomenon. Outside Europe, the treatment of covered bonds remains mostly aligned with the Basel stipulations, meaning that covered bonds are barely treated more favourably than senior unsecured instruments. Even the eligibility of covered bonds for central bank collateral purposes is not common place and typically restricted to national currencies.

Nonetheless, the recognition and protection of the secure nature of covered bonds seem to be spreading beyond Europe. For instance, the Canadian regulator explicitly decided to shield secured liabilities such as covered bonds from the bail-in tool applicable to domestic systemically important banks (D-SIBs) under the Canadian resolution regime effective since September 2018. Furthermore, the Basel III reforms announced at the end of 2017 do provide for a more favourable risk weight treatment for covered bonds, paving the way for a preferential treatment of covered bonds on a global scale.

Basel III reforms pave the way for preferential risk weight treatment on a global level

In December 2017 the Basel Committee on Banking Supervision (BCBS) finalised its post-crisis regulatory reforms. These include preferential risk-weights for covered bonds on global level for the first time as of 1 January 2022. The requirements set by the Basel Committee are founded on the more general conditions according to Article 52 (4) of the UCITS-Directive and similar to the additional requirements according to the current Article 129 of the CRR.

Covered bonds are defined as bonds issued by a bank or mortgage institution subject by law to special public supervision designed to protect bondholders. Proceeds of bond issuance must be invested conform the law in assets that are, during the whole period of validity of the bonds, capable of covering claims attached to the bonds. In the event of a failure of the issuer these proceeds would be used on a priority basis for the reimbursement of the principal and the payment of accrued interest.

The eligible cover assets are restricted to public sector assets and to claims secured by residential and commercial real estate subject to LTV cut-off percentages of 80% and 60% respectively. Claims on banks (A- or better rated) are eligible up to 15% of outstanding covered bonds. Additional collateral may also include substitution assets and derivatives entered into for the purpose of hedging risks related to the covered bond programme. In contrast to Article 129 of the CRR, ship mortgages do not qualify as eligible assets.

While the transparency requirements are more or less in line with Article 129 of the CRR, Basel requires a nominal overcollateralisation of 10%, which goes beyond the requirements at European level. The European covered bond Regulation agreed earlier this year asks for a minimum nominal level of overcollateralisation of 5% on statutory, contractual or voluntary basis. Hence even where national legislations may not provide for the minimum (statutory) overcollateralisation level required for a preferential risk weight treatment, issuers themselves may decide to either contractually commit to or voluntarily hold sufficient overcollateralisation to meet the requirements. The Basel reforms do require issuing banks to publicly disclose on a regular basis that the 10% overcollateralisation target is met in practice.

> FIGURE 2: RISK WEIGHT TREATMENT FOR EXPOSURES TO RATED COVERED BONDS

External rating	AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to B-	Below B-
Basel III (reformed)	10%	20%	20%	50%	100%
Basel III (current)	20%	50%	50%	100%	150%
CRR (current)	10%	20%	20%	50%	100%

Source: Basel Committee on Banking Supervision, European Commission

> FIGURE 3: RISK WEIGHT TREATMENT FOR EXPOSURES TO UNRATED COVERED BONDS

Risk weight issuing bank	20%	30%	40%	50%	75%	100%	150%
Basel III (reformed)	10%	15%	20%	25%	35%	50%	100%
CRR (current)	10%	-	-	20%	-	50%	100%

Source: Basel Committee on Banking Supervision, European Commission

The status on third country equivalence within the EU

In Europe, the equivalent treatment of covered bonds issued by non-EEA credit institutions was left outside the scope of the covered bond Directive and Regulation. Instead, the European Commission will submit a report on third country equivalence to the European Parliament and Council within two years after the provisions of the Directive have to be applied. This report may be accompanied by a legislative proposal on whether or how an equivalence regime should be introduced. However, EU member states are given 18 months to transpose the Directive into national law after it enters into force (expected September/October 2019), while the provisions of the Directive and Regulation will not have to be applied until twelve months after this transposition deadline at the latest. Hence, the timespan for the third country equivalence discussions in Europe may even stretch two years beyond the date the Basel III reforms should enter into force in January 2022.

Albeit one year shorter than the deadline initially proposed by the European Commission for the third country equivalence report, the two-year outcome is still less favourable than the European Parliament's stance ahead of the trilogue negotiations. The European Parliament was of the view that the Commission is already able

to start adopting delegated acts on third country equivalence to supplement the Directive. These acts would determine that *"the legal supervisory and enforcement arrangements of a third country are I) equivalent to the Directive's requirements on the structural features of covered bonds and covered bond public supervision, and II) effectively applied and enforced in an equitable and non-distortive manner in order to ensure effective supervision and enforcement in that third country"*. The Parliament also argued that the Commission should, in cooperation with the EBA, monitor the effectiveness of the structural covered bond requirements in third countries and regularly report on this to the Parliament and Council. If the equivalent requirements would be insufficiently applied by third country authorities, or if there is a material regulatory divergence, the Commission could consider withdrawing the equivalence recognition based upon a pre-defined transparent procedure.

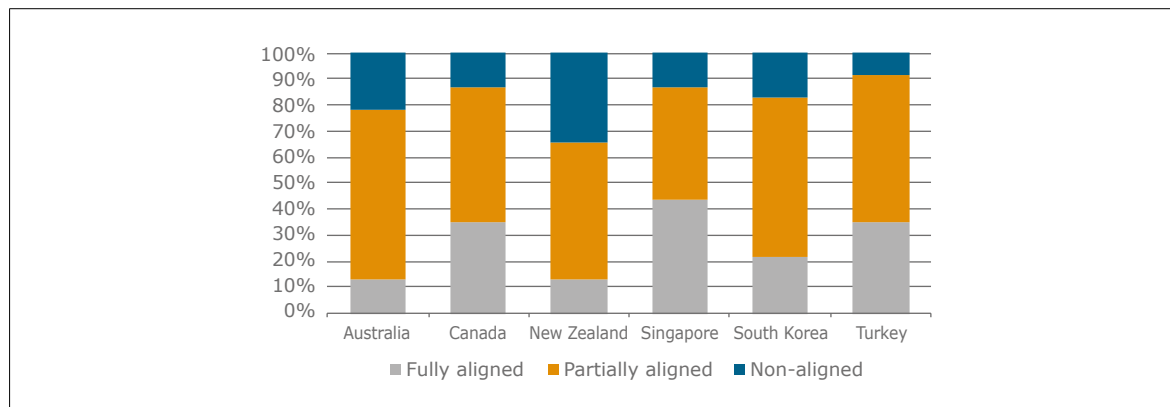
Even though the third country equivalence discussions will have a longer-term horizon, European regulators do seem committed to consider an equivalent treatment of third country covered bonds. Judging the European Parliament's proposals for earlier adoption of delegated acts on third-country equivalence, the Directive's structural requirements for covered bonds will probably be an important reference point for the equivalence assessments. Baring this in mind, the next paragraph provides some insights in the alignment of global covered bond regimes with the European covered bond Directive, building upon the work of the ECBC Global Issues Working Group.

Global Best Practices – To what extent are global regimes aligned with the EU Directive and Regulation proposals?

In the past few years, the ECBC Global Issues Working Group analysed on several separate occasions how different global covered bond regimes meet the *proposals for covered bond harmonisation* in the EU. The focus has been solely on the legal frameworks of the global jurisdictions with benchmark covered bond debt outstanding. In this section we provide an update of the most recent analysis based upon the EU covered bond Directive and Regulation in Europe as agreed in April 2019.

The results of the analysis reveal that most global covered bond regimes are fairly strongly aligned with the principles based EU Directive proposals. This is an important observation in light of any future EU third country equivalence assessment. Importantly, there is full alignment with the Directive's dual recourse and bankruptcy remoteness requirements and almost all countries fully meet the asset segregation requirements. On the other hand, virtually none of the global regimes provide for intragroup or joint funding options. The non-alignment in this field is not particularly relevant, especially since for example the intragroup covered bond funding is just an option for national legislators. Hence there is no obligation to implement it.

> FIGURE 4: ECBC GIWG – DIRECTIVE ALIGNMENT NON-EUROPE



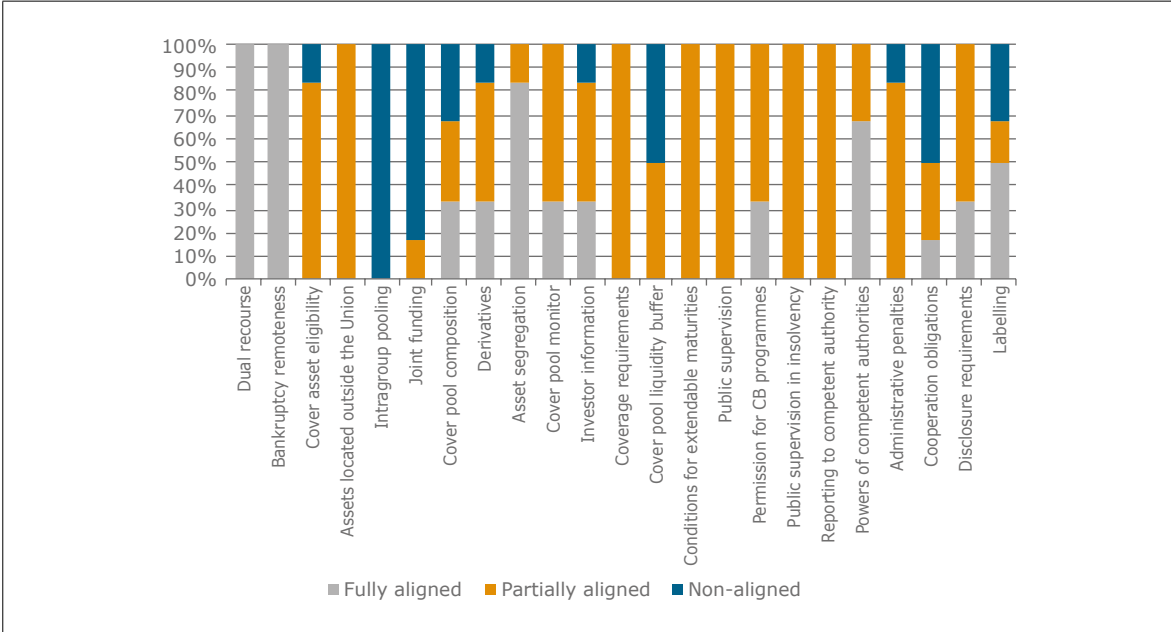
Source: ECBC Global Issues Working Group

Global covered bonds are for obvious reasons typically secured by assets located outside the Union. The Directive allows for inclusion of these assets in cover pools if these assets meet the Directive’s eligibility criteria and realisation of the assets is legally enforceable in a similar way to assets located in the EU. Most global covered bond regimes have established asset eligibility criteria and as such partially meet the Directive’s requirements. For example, residential mortgage loans would generally be eligible up to the soft LTV limit of 80% specified in the (amended) CRR. However, not all frameworks explicitly provide for credit quality restrictions on exposures to institutions or third country public sector exposures, or provide for the required legal certainty or property valuation in line with the CRR language.

Global covered bond regimes do provide for nominal coverage, but are not always as detailed as the Directive with reference to the type of cover assets that should contribute to the coverage requirement, i.e. being the primary assets, substitution assets, assets held for liquidity buffer purposes or payment claims related to derivative contracts.

The minimum required nominal overcollateralisation level of 5% as specified in the covered bond Regulation, is only met by one country on the level of the legal framework (statutory). It is often met on an issuer-by-issuer basis on a contractual level. When the voluntary overcollateralisation is considered too, all jurisdictions would meet this requirement. According to the Regulation a lower overcollateralisation requirement of at least 2% may also be applied if the calculation of the overcollateralisation is either based upon a formal approach that takes into account the underlying risk of the assets, or on a formal approach where the valuation of the assets is subject to the mortgage lending value.

> FIGURE 5: ECBC GIWG – DIRECTIVE ALIGNMENT PER REQUIREMENT (NON-EUROPE)



Source: ECBC Global Issues Working Group

None of the global covered bond jurisdictions explicitly provides for a 180 days liquidity rule, even though other types of liquidity provisioning can often be found in global frameworks. Also, the use of extendable maturity structures is not specified by law. That said, while global legal frameworks lack objective extension triggers, maturity extension triggers are, where applicable, generally specified in detail in the contractual terms and conditions.

Global covered bond regimes are subject to covered bond public supervision, but would for instance not explicitly require, by law, that competent authorities should have the expertise, resources, operational capacity, powers and independence necessary to carry out the function of covered bond public supervision. Global covered bond regimes require permission from the competent authority to issue covered bonds, but some countries lack detailed requirements for permission. Provisions for supervision in insolvency or resolution are also often not as detailed as stipulated in the Directive, while there are notable differences between the global frameworks on the reporting requirements to the competent authorities. Not all global covered bond regimes fulfil the requirements for an independent covered bond monitor. But since this feature doesn't have to be implemented by EU Member States, this should not be regarded as a misalignment with the EU Directive.

IN SUMMARY

The past decade's growth of covered bond markets outside of Europe underscores the global recognition of covered bonds as a secure and important funding tool for banks, serving economic purposes. Nonetheless, the alignment of the regulatory treatment of EEA covered bonds and their comparables outside the block remains important work in progress. The introduction of preferential risk-weights for covered bonds in the Basel framework is a great success and could potentially further boost the use and investment in covered bonds worldwide. In Europe, it was decided to leave the potential equivalent treatment of non-EEA covered bonds outside the scope of the covered bond Directive, but not without commitment to assess the relevance hereof within two years after the Directive's provisions have to be applied. The decent alignment of global regimes with the requirements of the EU covered bond Directive provides an encouraging starting point for a more harmonised regulatory treatment of covered bonds across the globe.

1.3 ECB POLICY MEASURES AND COVERED BONDS: A MOVING FINISH LINE

By Matthias Melms, NordLB, Franz Rudolf, UniCredit and Maureen Schuller, ING Bank

EXECUTIVE SUMMARY

The European Central Bank (ECB) perhaps has had the most prominent influence on the covered bond market throughout the past decade. Be it as a buyer of covered bonds, by granting banks access to central bank funding at favourable conditions, or by setting standards for collateral eligibility, the ECB has, for many years, defined the key performance and supply parameters for the covered bond market and continues to do so. The covered bond purchase programme is probably the non-standard monetary policy measure most discussed.

Initiated in September 2014 by the ECB and later embedded in a broader asset purchase program, net purchases of the covered bond purchase programme (CBPP) ended in December 2018, with the reinvestment phase ongoing since January 2019. The programme has been a major driver for the covered bond market since its implementation. This article addresses the criteria and mechanism of the purchase programme, but also discusses the ECB's targeted longer-term refinancing operations (TLTROs). The article concludes with the use of covered bonds as collateral for ECB refinancing operations.

COVERED BOND PURCHASE PROGRAMME 3

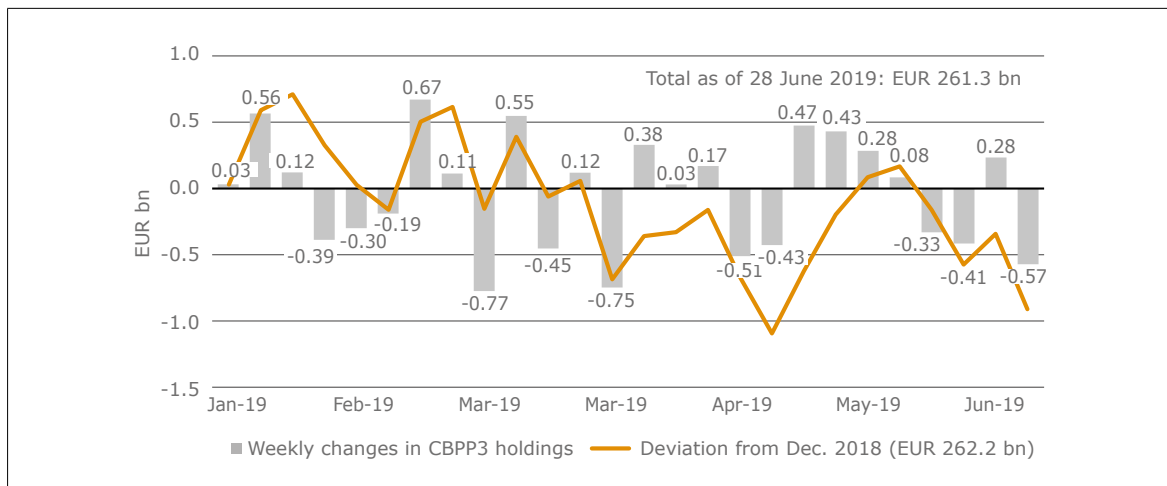
The reinvestment phase

On 13 December 2018, the Governing Council of the European Central Bank (ECB) decided to end the net purchases under the APP in December 2018 and announced that it "intends to continue reinvesting, in full, the principal payments from maturing securities purchased under the APP for an extended period of time past the date when it starts raising the key ECB interest rates, and in any case for as long as necessary to maintain favourable liquidity conditions and an ample degree of monetary accommodation".

Following the announced end of net purchases under the CBPP3, since January 2019, the reinvestment phase of the CBPP3 as part of the APP has started. The Eurosystem aims to maintain the size of cumulative net purchases under each constituent programme of the APP, e.g. the CBPP3, at the level attained at the end of December 2018. The holdings of the CBPP3 as of year-end 2018 were EUR 262.2 bn. During the reinvestment phase, the Eurosystem continues to adhere to the principle of market neutrality via smooth and flexible implementation and as a result limited temporary deviations from this level may occur. Market capitalisation continues to be the guiding principle for reinvestment purchases of covered bonds. Purchases of securities in primary markets continue to be permitted as necessary.

Since January 2019, the Eurosystem no longer conducts net purchases, but continues to reinvest the principal payments from maturing securities held in the CBPP3 portfolio. The amount of holdings as of end-June 2019 was EUR 261.3 bn. The holdings are calculated incorporating monthly net reinvestments as well as quarter-end amortisation adjustments. Data on the amount of CBPP3 holdings are published ex post on a weekly basis.

> FIGURE 1: WEEKLY CHANGES IN CBPP3 HOLDING SINCE JANUARY 2019 (REINVESTMENT PHASE) AND DEVIATION FROM YEAR-END HOLDINGS (EUR 262.2 BN)



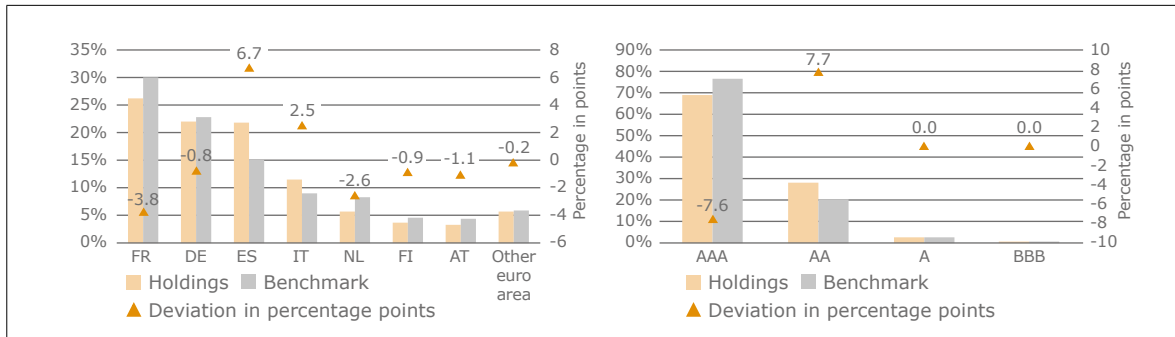
Source: ECB, UniCredit Research

In March 2019, the ECB has released for the first time a description of the distribution of its CBPP3 holdings by country and rating. It shows a deviation between actual holdings and the market capitalization of specific countries.

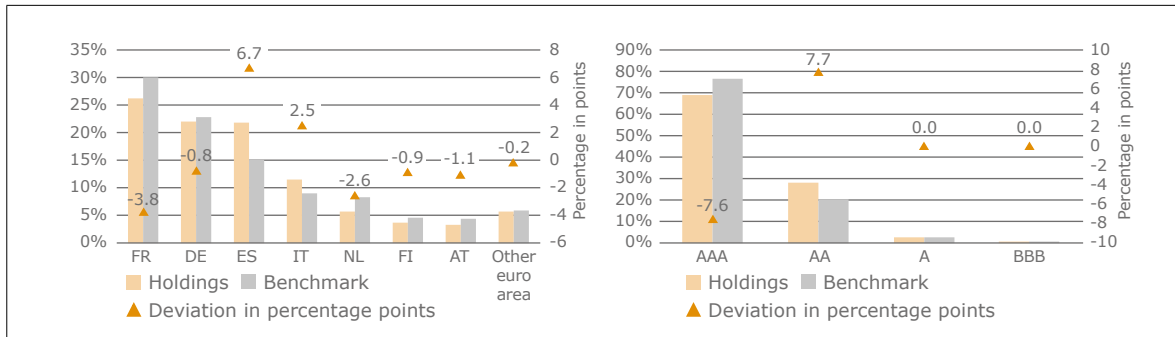
The ECB stated that CBPP3 purchases were broadly oriented towards a market-capitalisation-based benchmark of eligible securities, with due consideration being given to market liquidity conditions. The ECB published information on actual holdings compared to a benchmark. The benchmark is constructed using the universe of eligible securities pertaining at the end of 2018. The weighting assigned to certain covered bond classes was adjusted lower to reflect bonds' lack of availability and illiquidity, and only bonds with an asset rating were included in the data used to construct the credit-rating distribution. The ratings are first-best-asset ratings, and the distributions are arranged by nominal value. According to the ECB, the market-capitalisation approach evolved over time, with the benchmark weighting attached to certain securities decreasing as some covered bond categories were found to be increasingly hard to purchase. For example, the launch of TLTRO-II increased the attractiveness of retaining covered bonds as collateral rather than placing them in the market. To account for this, the relative weighting assigned to retained covered bonds was reduced in the CBPP3-eligible benchmark by the ECB.

The disclosure of holdings by country and rating showed that, as of the end of 2018, France, Germany, the Netherlands, Finland and Austria were underrepresented in comparison to their market capitalisation, while holdings in Spanish and Italian covered bonds exceeded the benchmark. The same picture is reflected with respect to ratings. While covered bonds with a triple-A rating were underrepresented by 3.8 percentage points, the rating category double-A was 7.7bp above the benchmark.

> FIGURE 2: CBPP3 HOLDINGS BY COUNTRY



> FIGURE 3: CBPP3 HOLDINGS BY RATING

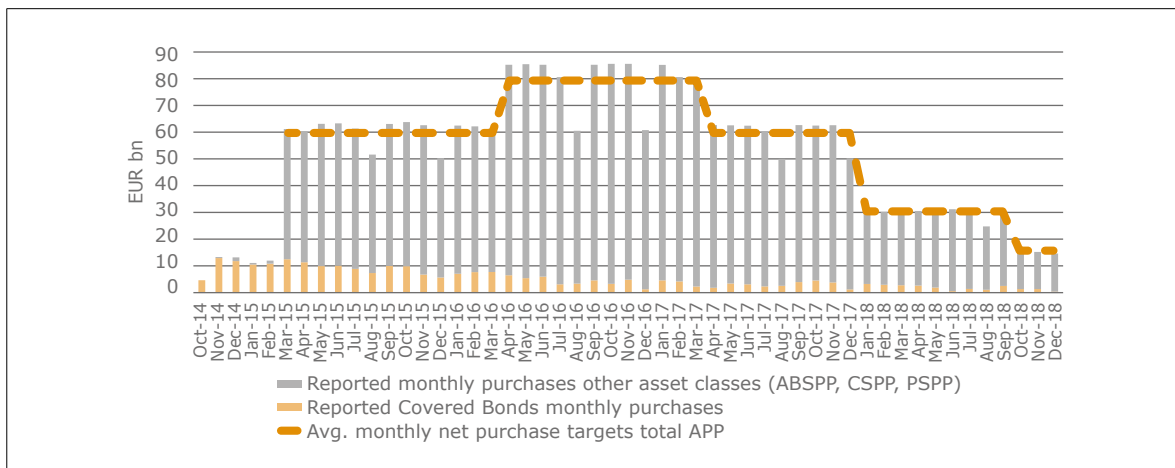


Source: ECB, UniCredit Research

Background and facts

On 4 September 2014, the European Central Bank (ECB) announced its plan to buy covered bonds. This CBPP came as a surprise to markets at that time and was the third covered bond purchase programme besides the CBPP1 (from July 2009 to June 2010) and the CBPP2 (from November 2011 to October 2012). Purchases of the CBPP3 started at the end of October 2014. The CBPP3 programme was originally scheduled until October 2016. In January 2015, however, it was embedded in a broader Asset Purchase Programme (APP), including sovereign debt, international and supranational institutions and agencies as well as asset-backed securities with a monthly target volume of EUR 60 bn. In December 2015, the ECB asset purchase programme was extended to March 2017 and the monthly volume was increased to EUR 80 bn in March 2016, including also corporate bonds from June 2016 onwards. After two years in operation, the ECB announced in December 2016, that from April 2017 onwards, monthly purchases under the APP are reduced to EUR 60 bn from previously EUR 80 bn, while at the same time extending the term of the programme until year-end 2017. In October 2017, the ECB announced to extend the programme until September 2018 with monthly purchases lowered to EUR 30 bn from EUR 60 bn previously. Finally, in June 2018, the ECB decided to extend the programme by another three months and to reduce monthly purchases further to EUR 15 bn. Purchases ended at the end of December 2018 and the re-investment phase started.

> FIGURE 4: AVERAGE MONTHLY NET PURCHASES (OCTOBER 2014 TO DECEMBER 2018)



Source: UniCredit Research

The ECB's rationale is that alongside the public sector programme (PSPP), the asset-backed securities purchase programme (ABSPP), the corporate sector purchase programme (CSPP) and the targeted longer-term refinancing operations (TLTROs), the CBPP3 will further enhance the transmission of monetary policy, facilitate credit provision to the euro area economy, generate positive spill-overs to other markets and, as a result, ease the ECB's monetary policy stance, and contribute to a return of inflation rates to levels closer to 2%.

The purchases are conducted in both primary and secondary markets in a uniform and decentralised manner, meaning that the Eurosystem central banks purchase eligible covered bonds from eligible counterparties.

In order to qualify for purchase under the programme, covered bonds must fulfil the following eligibility criteria:

- > Be eligible for monetary policy operations in line with section 6.2.1 of Annex I to Guideline ECB/2011/14 (eligibility criteria for marketable assets) and, in addition, fulfil the conditions for their acceptance as own-used collateral as laid out in section 6.2.3.2. (fifth paragraph) of Annex I to Guideline ECB/2011/14.
- > Be issued by euro area credit institutions; or, in the case of multi-cédulas, by special purpose vehicles incorporated in the euro area.
- > Be denominated in euro and held and settled in the euro area.
- > Have underlying assets that include exposure to private and/or public entities.
- > Have a minimum first-best credit assessment of credit quality step 3 (CQS3; BBB- or equivalent) by at least one rating agency.
- > For covered bond programmes which currently do not achieve the CQS3 rating in Cyprus and Greece, a minimum asset rating at the level of the maximum achievable covered bond rating defined for the jurisdiction will be required for as long as the Eurosystem's minimum credit quality threshold is not applied in the collateral eligibility requirements for marketable debt instruments issued or guaranteed by the Greek or Cypriot governments, with the following additional risk mitigants: (i) monthly reporting of the pool and asset characteristics; (ii) minimum committed overcollateralisation of 25%; (iii) currency hedges with at least BBB- rated counterparties for non-euro-denominated claims included in the cover pool of the programme or, alternatively, that at least 95% of the assets are denominated in euro; and (iv) claims must be against debtors domiciled in the euro area.
- > Covered bonds issued by entities suspended from Eurosystem credit operations are excluded for the duration of the suspension.
- > Counterparties eligible to participate in CBPP3 are those counterparties that are eligible for the Eurosystem's monetary policy operations, together with any of the counterparties that are used by the Eurosystem for the investment of its euro-denominated portfolios.
- > The Eurosystem will apply an issue share limit of 70% per ISIN (joint holdings under CBPP1, CBPP2 and CBPP3), except in the case of covered bonds issued by issuers in Greece and Cyprus and not fulfilling the CQS3 rating requirement; for such covered bonds, an issue share limit of 30% per ISIN will be applied.
- > Covered bonds retained by their issuer shall be eligible for purchases under the CBPP3, provided that they fulfil the eligibility criteria as specified.
- > Since February 2018: In case of conditional pass-through covered bonds, the issuing entity must have a first-best issuer rating of at least credit quality step 3. During the reinvestment phase, CPT covered bonds are no longer eligible.

Furthermore, the Governing Council has decided to make its CBPP3 portfolio available for lending. Lending will be voluntary and conducted through security lending facilities offered by central securities depositories, or via matched repo transactions with the same set of eligible counterparties as for CBPP3 purchases.

Compared to the CBPP1 and CBPP2, the current purchase programme (CBPP3) did not apply any minimum size or any specific maturity of the covered bonds purchased.

Previous covered bond purchase programmes

In June 2009, the ECB had announced its first covered bond Purchase programme (CBPP1) with a volume of EUR 60 bn – with purchases between July 2009 and June 2010. The programme was fully used with a nominal value of EUR 60 bn, and, in total, 422 different bonds were purchased, 27% in the primary market and 73% in the secondary market. The Eurosystem mainly purchased covered bonds with maturities of three to seven years, which resulted in an average modified duration of 4.12 for the portfolio as of June 2010. In November 2011, the ECB launched its second covered bond purchase programme (CBPP2) with a programme size of EUR 40 bn and eligible covered bonds to be purchased up until October 2012. However, cumulative purchases reached only a volume of EUR 16.4 bn, of which 36.7% related to the primary market and 63.3% to secondary markets.

> FIGURE 5: KEY CBPP CRITERIA IN COMPARISON

	CBPP1	CBPP2	CBPP3	
			(Net purchase phase)	(Reinvestment phase)
Programme size	EUR 60 bn	EUR 40 bn	Not specified	Unchanged
Purchase period	7/2009 to 6/2010	11/2011 to 10/2012	10/2014 to 12/2018	Ongoing since 1/2019 (no end-date announced)
Amount purchased	EUR 60 bn	EUR 16.4 bn	EUR 262.2 bn as of 12/31/2019	Reinvestment of maturing CBPP-holdings
Bond size	EUR 500mn or above as a rule and in any case not lower than EUR 100mn	EUR 300mn or above	Not specified	Unchanged
Minimum rating	AA as a rule and in any case not lower than BBB-	BBB-	BBB- (special criteria for Cyprus and Greece)	Unchanged
Residual maturity	Not specified but focus on 3Y-7Y	Maximum 10.5Y	Not specified	Unchanged
Underlying assets	Exposure to private and/or public entities	Exposure to private and/or public entities	Exposure to private and/or public entities	Unchanged
Retained issues	Not eligible	Not eligible	Eligible	Unchanged
Restrictions on redemption format	Not specified	Not specified	At least Credit Quality Step 3 rating of issuer in case of Conditional Pass-Through structures (as of February 2018)	CPT-structures excluded in re-investment phase
Limit per ISIN	Not specified	Not specified	70% joint limit of CBPP 1, 2 and 3	Unchanged

Source: ECB, UniCredit Research

A key difference during the reinvestment phase since January 2019 compared to the net-purchase phase of the CBPP3 (from October 2014 to December 2018) is the eligibility of conditional pass-through (CPT) covered bonds. In December 2018, the Governing Council decided to exclude conditional pass-through covered bonds from purchases under the CBPP3, as of the end of the net purchase phase. The decision reflects their somewhat more complex structure, whereby some pre-defined events may lead to an extension of a bond's maturity and to a switch in the payment structure, according to the ECB.

As of 28 June 2019, the ECB reported covered bond holdings of EUR 261.29 bn under the CBPP3 at amortised cost, deriving from primary market (37.8%) and secondary market sources (62.2%). In addition, the remaining holdings from terminated covered bond purchase programmes were reported as EUR 2.95 bn under the CBPP1 and EUR 3.43 bn under the CBPP2.

THE (T)LTROS: ANOTHER IMPORTANT DRIVER TO COVERED BONDS

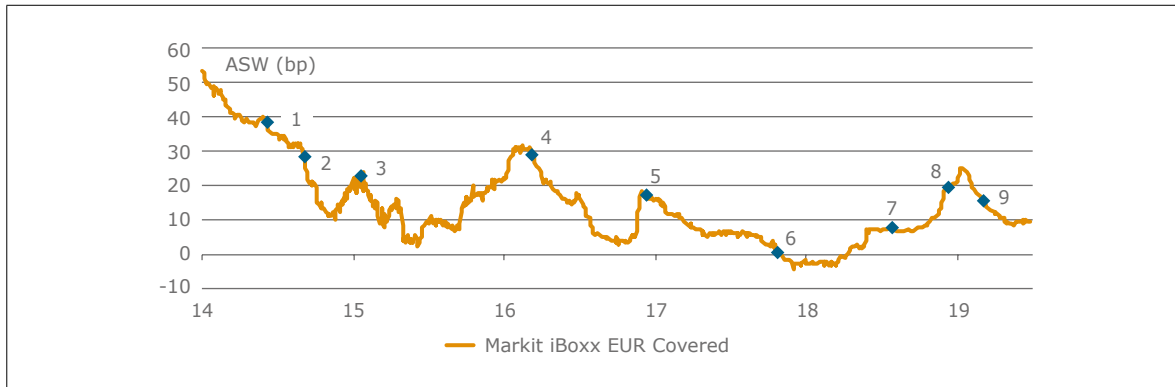
The ECB's major policy announcements of the past five years:

- 1) 5 June 2014 – The ECB cuts the deposit rate to negative territory at -0.1%, while at the same time announcing the TLTRO-I operations and indicating to intensify the preparatory work related to the outright purchases of asset backed securities.
- 2) 4 September 2014 – The ECB announced intentions to start buying covered bonds under the CBPP3
- 3) 22 January 2015 – The ECB announced that it would expand the asset purchase programme to include government bonds and SSAs. The total programme size was calibrated at EUR 60 bn.
- 4) 10 March 2016 – The announcement to expand the asset purchase programme to include corporate bonds, a new round of TLTROs, the lowering of the deposit rate to -0.4% and an increase in the size of the programme from EUR 60 bn to EUR 80 bn.
- 5) 8 December 2016 – The ECB announced intentions to extend the term of the programme until the end of 2017 (from March 2017), while reducing the size of the programme to EUR 60 bn as of April 2017, and to allow purchases to be made at a rate below the -0.4% deposit rate.
- 6) 26 October 2017 – The ECB confirmed to lower its monthly asset purchases from EUR 60 bn to EUR 30 bn as of January 2018, but at the same time extended the duration of the net asset purchases by nine months until the end of September 2018.
- 7) 26 July 2018 – The ECB resets its monthly asset purchases from EUR 30 bn to EUR 15 bn as of September 2018 until the end of December 2018
- 8) 13 December 2018 – The ECB confirms to end its net monthly asset purchases after December 2018, with intentions to continue reinvesting in full redemptions for an extended period of time past the date when the ECB starts raising its key interest rates.
- 9) 7 March 2019 – The ECB announces a new series of quarterly TLTROs, starting September 2019 and ending in March 2021. The forward guidance on (stable) rates was changed to at least through the end of 2019 from at least through the summer of 2019.

On 7 March 2019, the ECB announced to start a new series of TLTROs (TLTRO-III). At the same time, the central bank indicated to leave rates on hold at least through to the end of 2019. The "stable rates" forward guidance was changed again in June 2019 to the first half of 2020.

The announcements in March did not come as a surprise to financial markets. Less than one month after ending its net APP purchases the ECB first indicated that the economic data were weaker than anticipated, thwarting the 2018 spread widening in covered bonds (see figure 6).

> FIGURE 6: COVERED BOND SPREAD DEVELOPMENTS SINCE 2014*

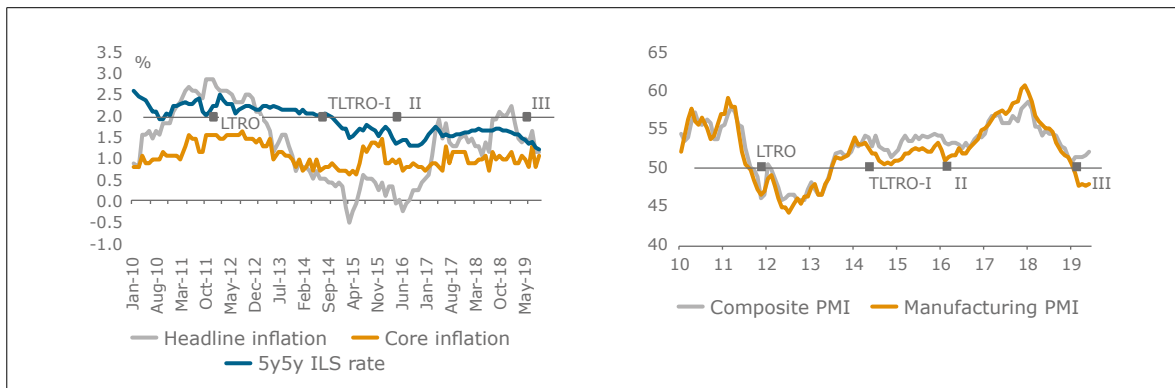


Source: Markit iBoxx, ING * The numbers refer to the dates in Box 1

The timing of the TLTRO-III announcements in March 2019 looked more pre-emptive compared to the previous two TLTRO statements. Headline inflation was not yet near the low levels seen at the time of announcement of the TLTRO-I and II. However, inflation expectations, as measured by the 5y5y ILS rate, were at almost unprecedented low levels. At the same time the purchasing managers’ index for the Eurozone manufacturing sector was about to crossover the 50 mark indicating negative growth. Both measures signalled that headline inflation could move further away from the lower than but close to 2% inflation target, delaying a further scaling back of the non-standard monetary policy measures.

> FIGURE 7: HEADLINE INFLATION NOT IN DEFLATION AREA

> FIGURE 8: MANUFACTURING SECTOR IN RECESSION



Source: Bloomberg, ING

The details

The purpose of the new round of TLTROs remains unchanged. By offering banks longer term funding at attractive conditions, the ECB aims to preserve favourable bank lending conditions and enhance the transmission of monetary policy. The ECB will conduct the new series of quarterly TLTROs (TLTRO-III) from September 2019 through to March 2021, each with a shorter maturity of two years compared to

the four year maturity of the TLTRO-II tranches. Banks are entitled to borrow 30% of their stock of eligible loans at 28 February 2019, reduced for TLTRO-II amounts still outstanding. Maximum 10% of the eligible loan amount can be borrowed under each of the seven new operations. Drawings under the TLTRO-III cannot be repaid on a voluntary basis before maturity, reflecting the shorter 2yr term of the TLTRO-III operations. The previous two TLTRO operations did allow for early repayments after two years and up to final maturity date of the tranches.

The rate on the TLTRO-III tranches will be indexed to the rate on the main refinancing operations. Banks can borrow at 10bp above the average MRO rate (0% at the end of June 2019) over the life of each operation. When banks exceed their lending benchmark between the end of March 2019 and end of March 2021, an interest rate as low as the average deposit facility rate (-0.4% on 30 June 2019) plus 10bp may apply. The interest rate will be communicated in September 2021. The reference to the average MRO rate makes the TLTRO-III conditions adjustable to ECB rate changes. This differs from the TLTRO-II where the rate was fixed at the MRO rate at the time of the allotment.

Banks will only benefit from the maximum rate of reduction if they exceed their benchmark stock of eligible loans by 2.5% at 31 March 2021. Below this target the decrease in the interest rate will be linearly dependent upon the percentage by which the benchmark stock of eligible loans is in fact exceeded. The benchmark lending is set at 0 for banks with positive net lending in the 12-months to 31 March 2019. For banks with negative net lending in this 12-month period, the benchmark net lending is equal to the eligible net lending in that period. At the time of writing the technical details on the eligible lending had yet to be announced. If similar to the TLTRO-I and II, eligible loans would include loans to non-financial corporations and households excluding loans for house purchases.

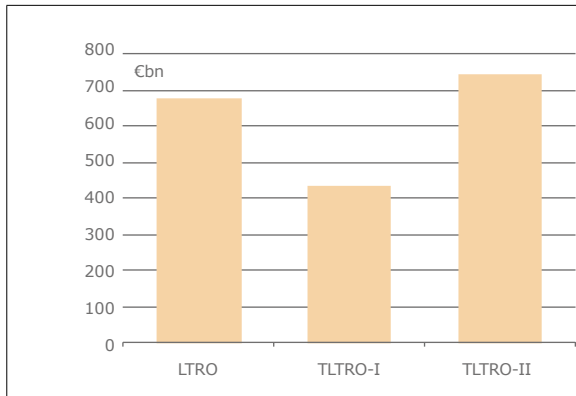
The prospects for TLTRO-III borrowing

Drawings under the ECB's longer term refinancing operations have thus far been highest under the TLTRO-II (figure 9). This has two reasons: a) the terms of the TLTRO-II in comparison to the TLTRO-I were less restrictive, while b) the economic considerations of borrowing via the ECB became far more important to banks than the alleged stigma of holding sizeable amounts of (T)LTRO debt.

The conditions for the TLTRO-III will remain favourable for banks to attract funding under the central bank's longer-term refinancing operations. Nonetheless, drawings may not easily reach a similar EUR 740 bn level as for the TLTRO-II. For instance, for some banks the funding cost advantages over covered bonds are less than at the time of the TLTRO-II drawings (the weighted average interest rate applied was -0.365% for these drawings).

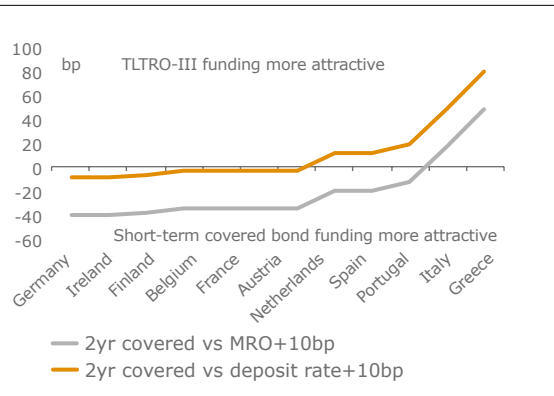
The TLTRO-III interest rate will be 10bp higher than for the TLTRO-II tranches if the ECB keeps rates unchanged. Only if the ECB decides to cut the deposit rate by 10bp or more, the conditions may match or become more favourable than for the TLTRO-II. The negative 2yr swap rate levels at the end of June 2019 together with aggregate covered bond spreads of 0bp to 5bp for core Eurozone markets, suggest that short-term funding via covered bonds, for instance, could for some banks be more interesting than TLTRO-III funding, unless the deposit rate were to be cut by 10bp or more. Having said that, we don't consider covered bonds to be the most logical short-term funding alternative for TLTRO debt, as we will discuss later in this article.

> FIGURE 9: THE PREVIOUS (T)LTRO DRAWINGS



Source: ECB, ING

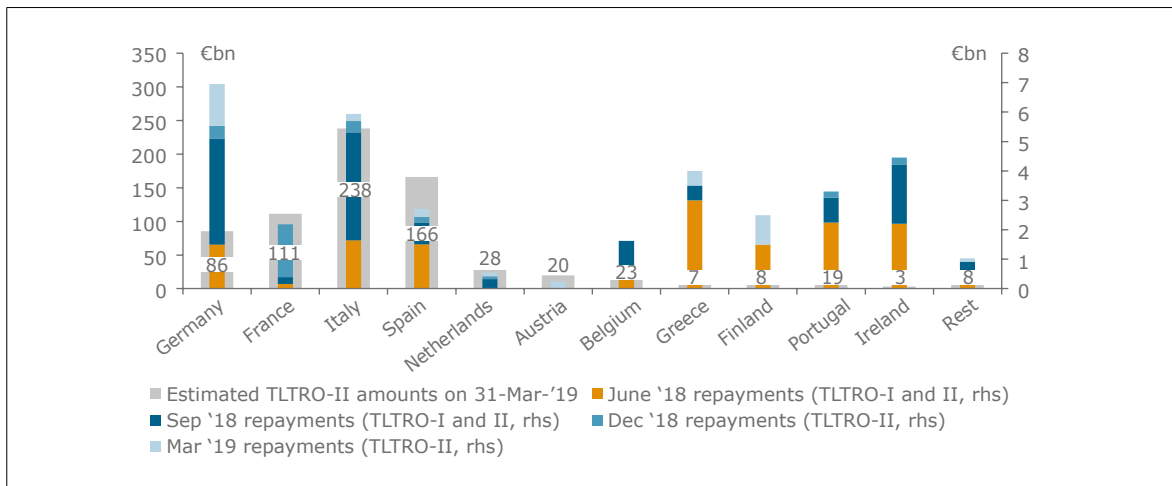
> FIGURE 10: A FUNDING COST COMPARISON



Source: Bloomberg, Markit iBoxx, ING

Having said that, of the original EUR 740 bn drawings, banks still have a substantial EUR 689 bn in TLTRO-II debt left outstanding to either repay or replace with TLTRO-III debt. Even on 26 June 2019 Eurozone banks repaid only EUR 26 bn in TLTRO-II debt, despite the fact that the first tranche lost 50% of its net stable funding recognition that month. This suggests that banks are willing to hold on to cheap TLTRO-II funding for as long as they can and, in any event, for the short (50% NSFR) overlap period in anticipation of the first opportunity to rollover TLTRO-II debt into the TLTRO-III as of September 2019.

> FIGURE 11: TLTRO-II DRAWINGS AND REPAYMENTS BY COUNTRY PER MARCH 2019



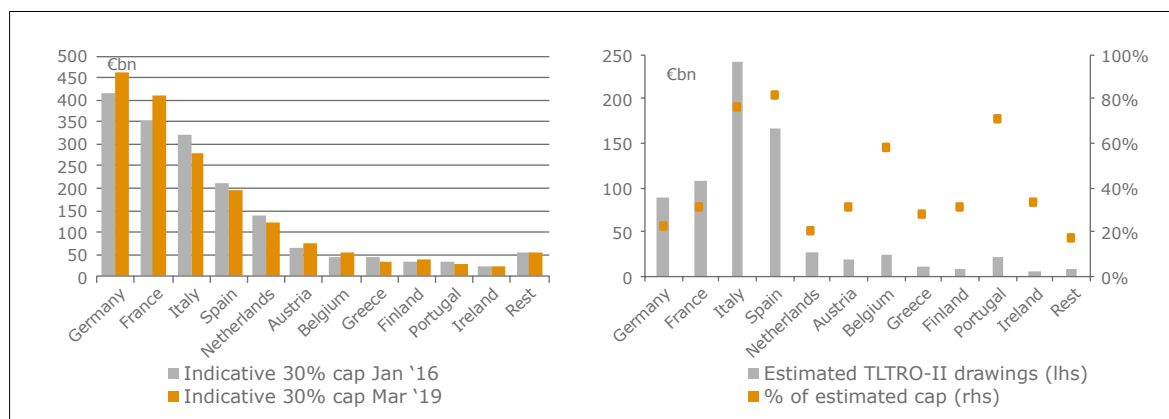
Source: ECB, ING

Similar to the last round of TLTROs, banks can borrow up to 30% of the eligible loans. Figure 12 gives an indication of the caps of TLTRO-III drawings versus TLTRO-II with reference to ECB country statistics on a) loans to non-financial corporations and b) loans to households in the form of consumer credit and other loans (i.e. excluding loans to households for house purchases). This analysis assumes that the definition for "eligible loans" remains similar to the previous TLTROs.

Figure 13 plots the percentages of drawings per country under the TLTRO-II versus the estimated maximum. A roughly similar percentage of drawings versus the estimated 30% TLTRO-III drawing potential (adjusted for TLTRO-II debt left outstanding) could see the EUR 690 bn in TLTRO-II debt left outstanding on 30 June 2019 be fully rolled over in TLTRO-III debt. This would likely somewhat overestimate the ultimate rollover amount. Namely, Southern European banking sectors that attracted most TLTRO-II funding now have lower loan balances and refinancing needs and at the same time do strive to attract funding allowing them to meet their MREL requirements. Furthermore, to core Eurozone banks, which are also still in the process of meeting their MREL requirements, the funding cost advantages of TLTRO-III drawings may look less appealing compared to 2016 and 2017 when they participated in the TLTRO-II. This may hold in particular for banks that question their abilities to show sufficient lending growth in the event of slower economic growth.

> FIGURE 12: ESTIMATED MAXIMUM FOR TLTRO-II & III

> FIGURE 13: PERCENTAGE DRAWING VS ESTIMATED CAP



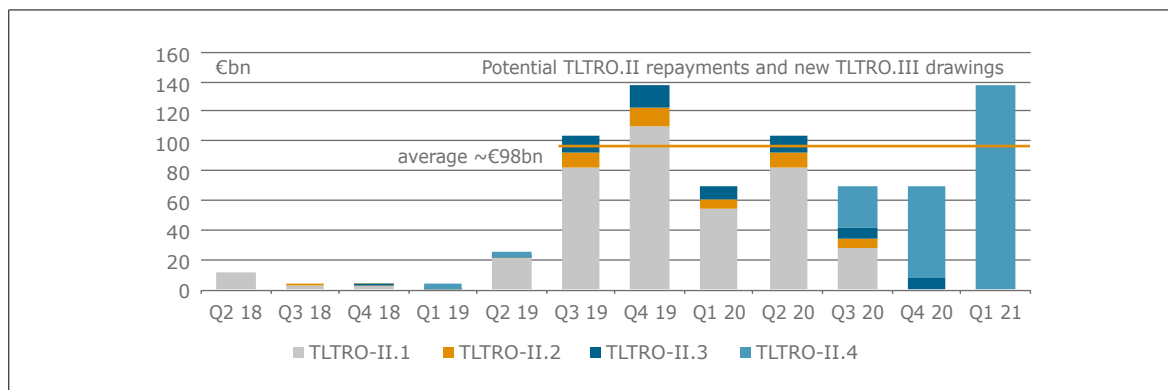
Source: ECB, ING

The seven opportunities to borrow under the TLTRO-III, starting September this year, exactly match the seven repayment options left for outstanding TLTRO-II debt. Banks will make their rolling decision against the backdrop of different considerations: a) the (partial) loss of net stable funding recognition of the existing TLTRO tranches, where deemed relevant, b) the shorter 2yr term of the new TLTRO-III tranches with no voluntary repayment options before maturity, c) the, at current rates, 10bp less favourable funding rate of the TLTRO-III, d) the fact that the reference MRO under the TLTRO-III will be adjusted with ECB rate changes and e) a maximum 10% of the eligible loan amount can be borrowed under each of the seven new operations. These may spread the TLTRO-III borrowings more evenly across the tranches than under the TLTRO-II. Namely, after replacing their TLTRO-I debt by TLTRO-II debt at the first opportunity, banks primarily sourced funding from the TLTRO-II's final tranche to optimise the length of use of the facility.

Any rate cut by the ECB will make the decision to rollover TLTRO-II into TLTRO-III debt at the first opportunity at least rate neutral subject to the condition that banks show sufficient lending growth. NSFR considerations may prompt banks to rollover more at year end 2019 when the net stable funding credit for the first tranche drops to zero. There are no voluntary repayment options for the TLTRO-III. Hence, banks will try to avoid repayment spikes by spreading their TLTRO-III drawings. At the same time banks would benefit longest from the TLTRO-III if they borrow more at the last opportunity in March 2021.

Figure 14 gives an indicative profile for TLTRO-II repayments and their potential replacement with new TLTRO-III drawings after considering all these dynamics.

> FIGURE 14: A POTENTIAL DISTRIBUTION OF TLTRO-II REPAYMENTS AND TLTRO-III DRAWINGS



Source: ECB, ING

The impact on covered bond supply

Albeit not discussed in greater detail here, covered bond supply has historically been impacted more than senior unsecured supply by the ECB's longer-term refinancing operations. However, different dynamics may be at play this time around.

First of all, the opportunity to rollover TLTRO-II into TLTRO-III drawings should be more or less bank supply neutral versus current conditions. Even banks that did borrow up to their 30% cap during the previous rounds of TLTRO-II and have seen their loan balances, and as such the benchmark reference, decline, may not have to resort to other sources of funding. After all, the lower eligible loan balances should mostly be cancelled out by a lower refinancing need if they are a reflection of balance sheet declines.

Furthermore, the 2yr maturity of TLTRO-III tranches is shorter, while the rate on TLTRO-III borrowings is adjustable to changes in the MRO or deposit rate. If any, this may impact preferred senior unsecured supply more than covered bond supply. Particularly the floating rate preferred senior issuance tends to focus on the 2-3yr area and therefore has the strongest overlap with the characteristics of the TLTRO-III.

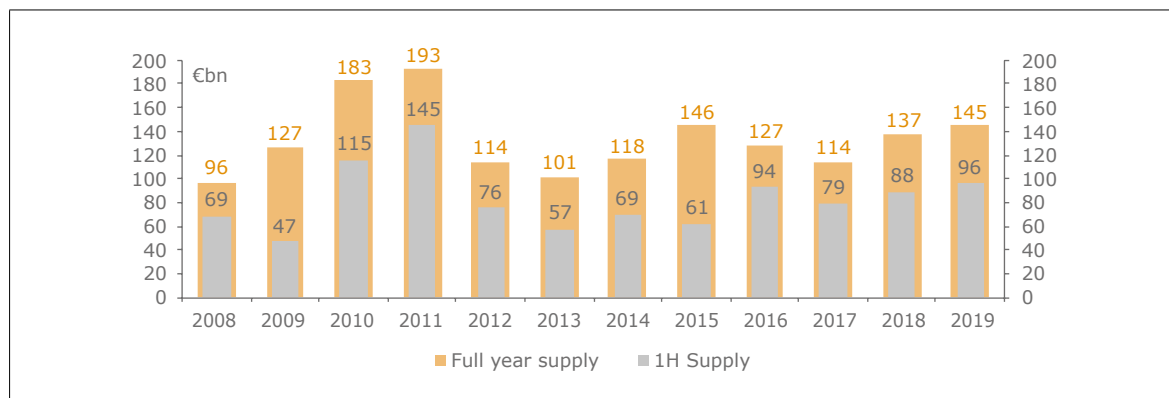
Covered bonds will remain the funding instrument of choice for longer term funding. In the end, longer maturity covered bonds still make the most optimal funding match with the longer duration assets securing the bonds. The deeply negative rates at the front end of the curve also remains an incentive for banks to issue in maturity buckets where yield levels (and preferably asset swap spread levels) are positive. Covered bonds are proportionally less expensive for issuers than other bank bond instruments in the long end.

The housing market lending growth in core Eurozone jurisdictions is also likely to keep covered bond supply at decent levels. This will partly neutralise any dampening supply implications of the TLTRO-III.

Thus far the ECB's announcement of a new round of TLTROs has indeed had limited implications for the pace of covered bond supply. In the first half of this year, EUR benchmark covered bond supply ran slightly ahead of last year. Similar issuance as in the second half of last year, could see covered bond supply touch EUR 145 bn in 2019. This would confirm a steady annual growth in EUR covered bond

supply since 2017, the year that banks enthusiastically seized their final opportunity to attract funding under the TLTRO-II.

> FIGURE 15: EUR BENCHMARK COVERED BOND SUPPLY



Source: ING

COVERED BONDS AS COLLATERAL IN REPO TRANSACTIONS WITH THE ECB

Covered bonds are often regarded as eligible by central banks

For credit institutions, the provision of collateral is a highly important criterion in the course of borrowing from central banks. In this context, central banks – such as the ECB – also attach great importance to covered bonds as marketable financial securities. Covered bonds, for example, are defined as eligible assets in the ECB collateral framework and can be deposited as collateral with the ECB when the relevant criteria are met. Furthermore, the eligibility of covered bonds as collateral for central banks is a necessary condition for many investors, which has to be met in their allocation process. In this context, it should also be noted that covered bonds are a global product by now. This has been made evident not least in the ECB’s annual statistics, which at the end of 2017 indicated a distribution of the outstanding covered bond volume (EUR 2,460 bn) across a total of 29 jurisdictions. This globalization of the product can also be seen from the perspective of covered bond investors

Transparency plays an important role: both for market participants and for central banks

In addition, the ECB specifies transparency requirements tailored specifically for the purpose of the collateral class of covered bonds. If, for example, the external rating agencies fail to comply with the prevailing obligations to provide information on covered bond ratings in the context of the ECB collateral framework, there is a risk of a step up of the collateral discounts in the form of haircuts. However, the ECB, on the other hand, also ensures a certain degree of transparency by providing information on securities recognised as collateral a) in the form of lists on an ISIN basis or b) by allowing individual queries at the securities level in order to provide financial market participants with information on securities that are currently suitable as collateral for central bank transactions. In this context, it should be noted that the lists of eligible assets published by the ECB are not equivalent to the securities actually deposited as collateral (collateral used). In addition, the central banks generally require a registration or application before securities can be regarded as eligible assets or used as collateral. Even though newly issued bonds are often registered with the central bank concerned by one of the mandated credit

institutions, especially in the case of publicly placed covered bonds, this is by no means an automatic process. Nevertheless, the central banks' data compilations allow trend statements to be made on the significance of covered bonds in the respective collateral frameworks of the monetary policy institutions examined. Irrespective of this, almost every central bank reserves the right to admit or reject securities as collateral or – in some cases – makes haircut adjustments at its own discretion and – in part – also independently of the criteria listed below.

Euro area – European central bank

Covered bonds have a high priority in the collateral framework of the European Central Bank and the system of European central banks, which is due not least to the comparatively low credit risk of covered bonds. Overall, the requirements with regard to assets suitable for ECB collateral management are documented extensively and in detail and are basically laid down in Guideline (EU) 2015/510, which has been amended by various other guidelines in recent years. The essential requirements can also be found in the Eligibility Criteria for Marketable Assets or the General Framework, which are supplemented or overruled by the ECB's so-called Temporary Frameworks.

ECB criteria allow for a wide range of international covered bonds

The ECB's criteria for marketable assets allow for a broad range of covered bonds as collateral. In principle, central bank eligibility applies to euro-denominated investment grade covered bonds from the European Economic Area (EEA). On the basis of the ECB's temporary guidelines, this specification is extended to include the currencies USD, GBP and JPY. In addition, covered bonds from G10 jurisdictions (e.g. Canada) can also be submitted as collateral as a softening of the EEA restriction. With regard to the category "settlement / handling procedures", the ECB demands that instruments must be centrally deposited in book-entry form with NCBs or an eligible Security Settlement System (SSS). Valuation haircuts are applied to collateral recognition and to the daily determination of the lending value in accordance with the pool procedure. Specific valuation discounts also apply to covered bonds. In particular, a distinction must be made here between the different haircut categories, to which the different types of covered bonds (jumbo covered bonds, covered bonds, other covered bonds) are allocated, and for which the wording was recently adapted in the context of amendments ECB/2019/12. In conjunction with the underlying coupon (fixed, variable or zero coupon) and the credit quality step (CQS), the specific discounts are then derived. It should also be noted that additional valuation haircuts are relevant for "covered bonds for own use". For covered bonds of CQS 1 and 2 a discount of 8% is applied in this connection; for CQS 3 securities this is 12%. Adjustments to the valuation discounts are also relevant for own-use soft bullet or CPT covered bonds. In the course of offsetting, the originally intended maturity date is not used to determine the discount, but rather the extended maturity date. In the case of a soft bullet structure the term would normally have to be extended by one year, while all CPT structures fall within the term range of ">10 years" as a result of the theoretically very long extension period within the framework of determining the relevant collateral value.

External ratings: ECB's transparency requirements

External ratings are particularly important for covered bonds submitted as collateral. Accordingly, rating agencies must fulfil specific extensive disclosure obligations for the covered bonds they assess, among other conditions to maintain repo eligibility (see also Annex IXb to the ECB Guideline and the corresponding Q&A's). In addition, the ECB has recently adjusted the criteria for own-use covered bonds

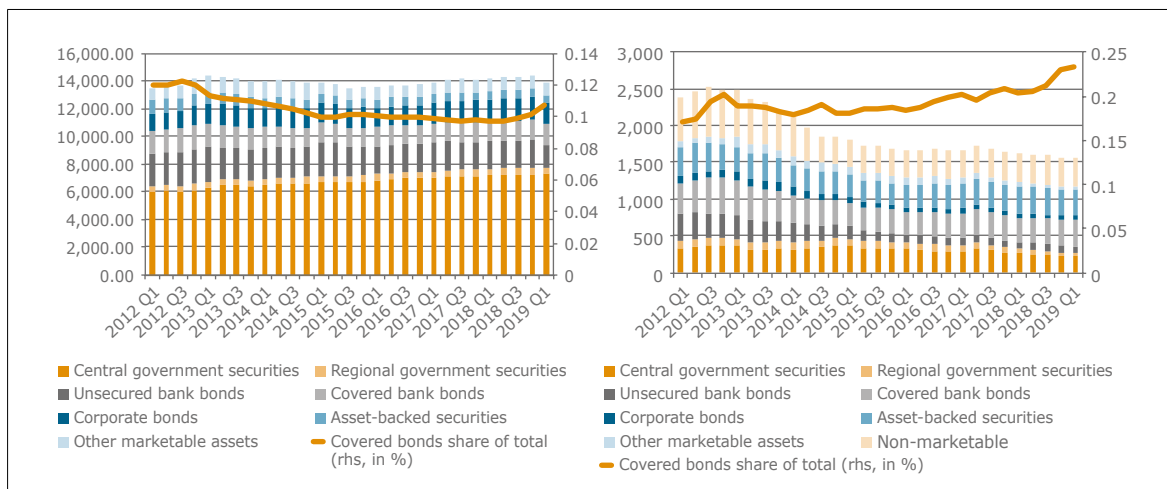
in such a way that external ratings will also be obligatory for these securities from 1 February 2020 (cf. ECB/2019/11 and press release 13 May 2019).

ECB itself transparent: database for eligible assets

The ECB provides information on its homepage with a view to the composition of the authorised collateral assets. In the download area the complete database as well as the changes compared to the previous working day are available. In addition, it can be retrieved on a query basis whether a security is recognised as eligible collateral. As of May 16, 2019, there were 24,555 securities in the database. Of these, 3,999 bonds were classified as covered bonds (3,567 traditional covered bonds, 350 jumbo covered bonds, 64 structured covered and 18 multi cédulas). It should be noted, however, that this list is only an indication of the ECB eligibility. This means, firstly, that bonds that are not listed here may also be eligible. Secondly, the listing does not necessarily imply a use as collateral. The ECB publishes aggregated data that provide information on both eligible assets and use of collateral. According to these official statistics, covered bonds accounted for 11% (EUR 1,485 bn) of total eligible assets (EUR 13,865 bn) in the first quarter of 2019. In terms of use of collateral (EUR 1,563 bn), covered bonds accounted for 23% (EUR 367 bn). Back in 2008, the eligible assets (EUR 1,248 bn) and the use of collateral (EUR 174 bn) each accounted for shares of 11%, which rose to 12% (EUR 1,537 bn) and 16% (EUR 288 bn) respectively in 2011. The data also reveal that, applying the above criteria, ECB eligibility cannot necessarily be assumed for bonds issued as EUR benchmarks and included in the iBoxx EUR Covered. Due to the limitation to the EEA (Guideline (EU) 2015/510)) and the additional suitability of G10 issues (Temporary Framework), EUR benchmarks of Canadian issuers, for example, can generally be used as collateral. The EUR benchmarks of South Korean issuers, on the other hand, cannot be classified as eligible for the ECB. The same applies to bonds from Australia, New Zealand and Singapore. In our view, the EUR benchmarks of the Japanese issuer SMBC is also worth discussing. There is currently no ECB eligibility, but there is an open application procedure as far as we are aware. The point of discussion – also within the responsible authorities of the ECB or the Eurosystem – is connected to the underlying assets, as the SMBC structure uses RMBS as cover assets.

> FIGURE 16: BREAKDOWN OF ELIGIBLE ASSETS (EUR BN)

> FIGURE 17: ECB: BREAKDOWN USE OF COLLATERAL (EUR BN)



Source: ECB, NORD/LB Fixed Income & Macro Research

1.4 LIQUIDITY AND TRADING VOLUME IN THE COVERED BOND MARKETS

By Joost Beaumont, ABN AMRO, Therese Mårtensson, Association of Swedish Covered Bond Issuers (ASCB), Lars Ravn Knudsen, Finance Denmark, Steffen Dahmer, JP Morgan, Moderator of the ECBC Liquidity Task Force & Chairman of the ECBC Market Related Issues Working Group and Michael Weigerding, Commerzbank

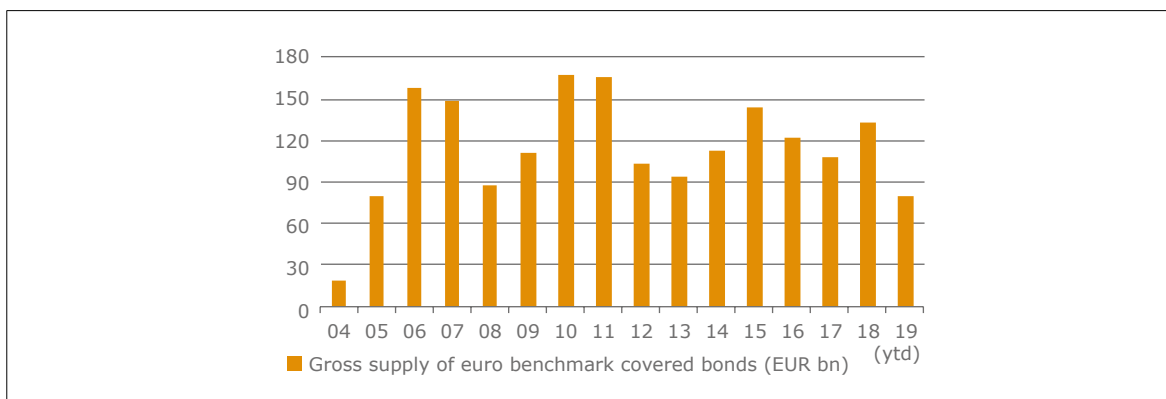
INTRODUCTION

The international covered bond benchmark segment, which started as an interbanking market-making (head to head) market in the 90s, transformed during the crisis into a pure client (investor) market-making market. A functional repo market constantly increases the liquidity of the Covered Bond market, as a consequence of which the Covered Bond benchmark market is one of the most significant and liquid market segments. Covered bonds are viewed in different ways: thanks to their nature and rating some view them as part of the rates world, others clearly see credit elements and consider Covered Bonds as the strongest product in the credit world.

As is the case for any other market in the rates or credit world, the Covered Bond market faces regulatory requirements which result in a more prudent approach to trading books in terms of balance sheet allocation. In short, bank inventories have gone down and often only axed trading books are able and willing to show competitive prices and sizes to investors.

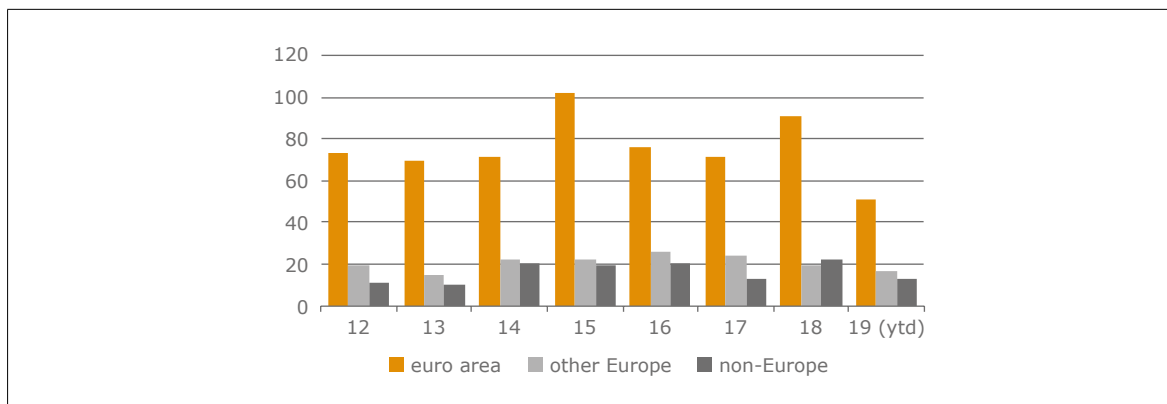
We continue to see the trend that EUR 500mn is becoming more and more the standard benchmark size for issuers, although issuers with larger annual funding appetites still favour a EUR 1bn deal or larger. In other markets such as GBP the majority of benchmark deals is between GBP 500-750mn, in USD's the "regS only" market often targets 600mn (to match the regulatory important 500mn + EUR equivalent) while 144a or SEC registered deals are often larger than/or at least USD 1bn. The Swedish or Danish Kroner Covered benchmarks can grow over time to a significant size often larger than in Euro or Dollar benchmarks. Obviously smaller benchmark volumes often lead to smaller secondary turnovers given that the various Covered Bond markets are dominated by a majority of buy and hold investors. Furthermore, redemptions were rather high between 2013 and 2017, resulting in negative net supply. This trend turned in 2018 and it seems that net supply will also be positive in 2019. Still, the covered bond market shrank between 2013 and 2017, with the volume of outstanding bonds shrinking by around EUR 120bn, a situation which has not been corrected by the purchase of covered bonds by the Euro-system. Overall, new jurisdictions such as Singapore, Poland, Korea, Japan and others helped to address the net issuance reduction during this period. It was in 2018 that gross issuance of euro benchmark covered bonds was almost EUR 50bn more than redemptions. At the time of writing, net supply was more than EUR 30bn positive in 2019. The recent positive net supply has partly compensated for the shrinkage of the market in 2013-2017.

> FIGURE 1: GROSS SUPPLY OF EURO BENCHMARK COVERED BONDS (EUR BN)



Source: Bloomberg, ABN AMRO

> FIGURE 2: GROSS SUPPLY OF EURO BENCHMARK COVERED BONDS BY REGION (EUR BN)



Source: Bloomberg, ABN AMRO

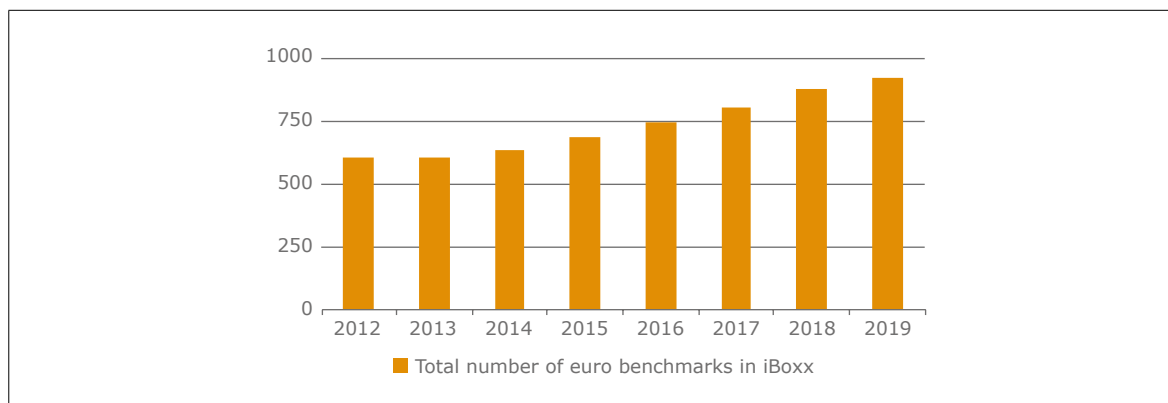
In summary, lower net supply, new deal size developments, a change of regulatory requirements and the nature of the investor base have a direct impact on secondary liquidity. Gross supply of euro benchmark covered bonds clearly increased up to 2015, after it slowed down in 2016 and 2017, before rising strongly again in 2018, although it has slowed down somewhat in the past two years. Further to a decline in 2012 and 2013, gross issuance started to pick up again in 2014, supported by an increase in both the number of new issuers as well as a rise in the amounts issued from jurisdictions outside the euro area. In 2015, the rise in gross supply of euro benchmark covered bonds was due to increased issuance from banks located within the euro area. This was related (at least partly) to the Eurosystem's CBPP3, which has made it increasingly attractive for banks to issue covered bonds. However, the rise in gross supply from euro area issuers was fully offset by primary allocation to the Euro area central banks under CBPP3. Therefore, on a net basis, there was no increase in supply as available volumes to traditional investors decreased. In 2016, gross supply dropped again, mainly driven by a decline in issuance from banks located within the euro area. This, in turn, was largely due to the TLTRO2, which allowed these banks to borrow very cheaply (possibly at negative rates) at the central bank and non-covered issuance driven by regulatory changes to bolster banks capital structure. As a result, some covered bond funding appears to have been replaced with TLTRO2 borrowings. Therefore, ultimately, the actions of the Eurosystem (CBPP3, TLTRO2) dampened turnover and reduced liquidity in 2015 and in 2016, with the size of the traded volumes dropping remarkably.

In 2017, gross issuance slowed down further, however this was mainly related to less issuance from banks outside the euro area, and from Canadian banks in particular. This was largely driven by euro area banks which have been issuing relatively large amounts. This is most likely because they preferred to make use of the still good conditions in the primary market, still benefitting from CBPP3, in anticipation of the Eurosystem reducing CBPP3 purchases and bringing net purchases to zero by the end of the year. However, non-EU banks also increased their presence in the primary market, Canadian banks in particular. Finally, the market welcomed the first new euro deals from Japan and Korea in 2018, helping to lift supply. So far in 2019, issuance has also been very strong, exceeding 2018 levels so far. Issuance has likely been supported by favourable market conditions, with dark clouds on the horizon. Therefore, it seems that issuers have brought forward issuance.

Although many traditional covered bond investors have also become mainly long term investors for various reasons, a high oversubscription level and a large allocation to fund managers usually goes hand in hand with greater trading activity on the secondary market. To summarise, the CBPP3 purchases appear of course to have impacted covered bond's trading volume. However, the allocation to fund managers has risen in 2019, which should have improved liquidity somewhat.

Meanwhile, the number of benchmarks outstanding in the Markit iBoxx euro covered bond index has steadily increased in recent years. In May 2019, the iBoxx included 925 benchmarks, which was up from 837 a year ago and which is around a third more than at the end of 2013. However, the sum of the nominal value of the benchmarks has risen by a smaller number, reflecting the decline in average deal size. Still, the number of flavours that investors can choose from has increased steadily over recent years, which in the end should be beneficial for liquidity.

> FIGURE 3: NUMBER OF ISINs IN iBOXX EURO BENCHMARK COVERED BOND INDEX

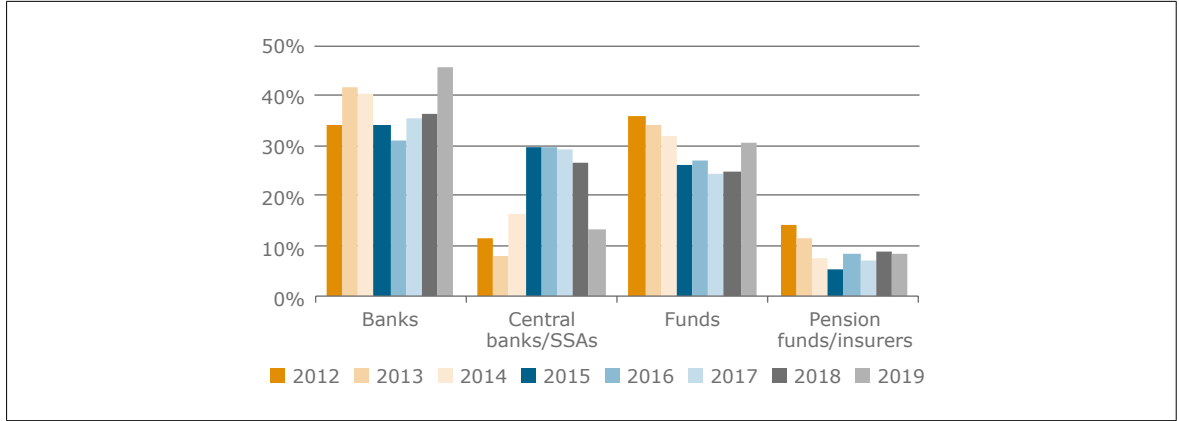


Source: iBoxx (Markit)

Let us again look at the evolution of the investor base as an angle for liquidity. If the share of buy-and-hold investors has risen in the past few years, this should have reduced liquidity of covered bonds. The graph below shows the average share per investor type in new euro benchmark deals. The graph clearly illustrates the crowding out impact of CBPP3. The share of central banks/SSAs has risen sharply, actually quadrupling from around 8% in 2013 to around 30% during 2014-2018. This has come at the expense of other investors, such as banks, asset managers and institutional investors. However, asset managers have seen the biggest drop in their share. As these can be regarded as the most active portfolio managers, it seems fair to conclude that the change in the investor base in recent years has not supported liquidity of covered bonds.

But also, in this case, it seems that there are some positive developments. In 2019, the share of central banks has declined sharply, as the Eurosystem has stopped net purchases of covered bonds, while also having shifted the focus of reinvestments towards the secondary market. The gap has been filled by banks, but also by fund managers, which saw their allocation in new deals rising to 31% so far in 2019 (up from 25% in 2018). In the end, this should improve liquidity.

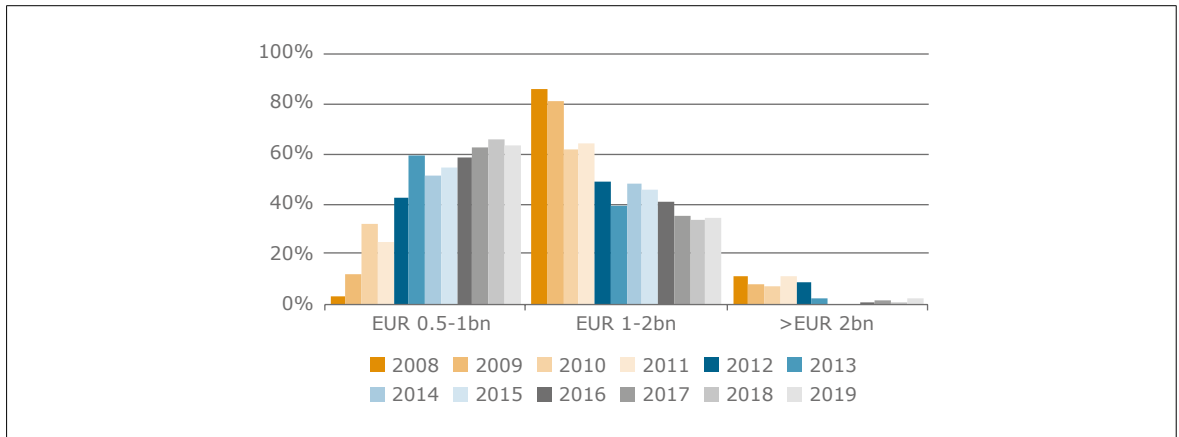
> FIGURE 4: AVERAGE SHARE BY INVESTOR TYPE IN NEW ISSUANCE OF EURO BENCHMARK COVERED BONDS



Source: Bloomberg, ABN AMRO

Finally, the larger the issue size, the better the liquidity. But also, in this case, it seems that recent developments point in the direction of reduced liquidity. The graph below depicts the share of new deals broken down by issue size. The share of deals with an issue size below EUR 1bn increased strongly in recent years. Whilst only 3% of the deals had a size smaller than EUR 1bn in 2008, more than 60% of deals had such a size last year. In contrast, only 2% of new issues had a size above EUR 2bn in 2019 so far. Meanwhile, the share of deals sized between EUR 1bn and EUR 2bn started to drop sharply in 2010, remaining roughly stable at around 35%, which is less than half of the share of such deals in 2009. So, from an issue-size perspective, it seems that liquidity has deteriorated rather than improved in recent years, only having improved very slightly in 2019 so far.

> FIGURE 5: SHARE OF NEW EURO BENCHMARK COVERED BOND DEALS, BROKEN DOWN BY SIZE



Source: Bloomberg, ABN AMRO

How much, how often and where? Secondary market trading in the covered bond market

Each time the covered bond segment came under general spread pressure in recent years, its (lack of) market liquidity came into the spotlight again. In view of the defensive stance taken by many market makers, it has become all the more difficult for investors to sell larger positions in some segments, if required. In contrast,

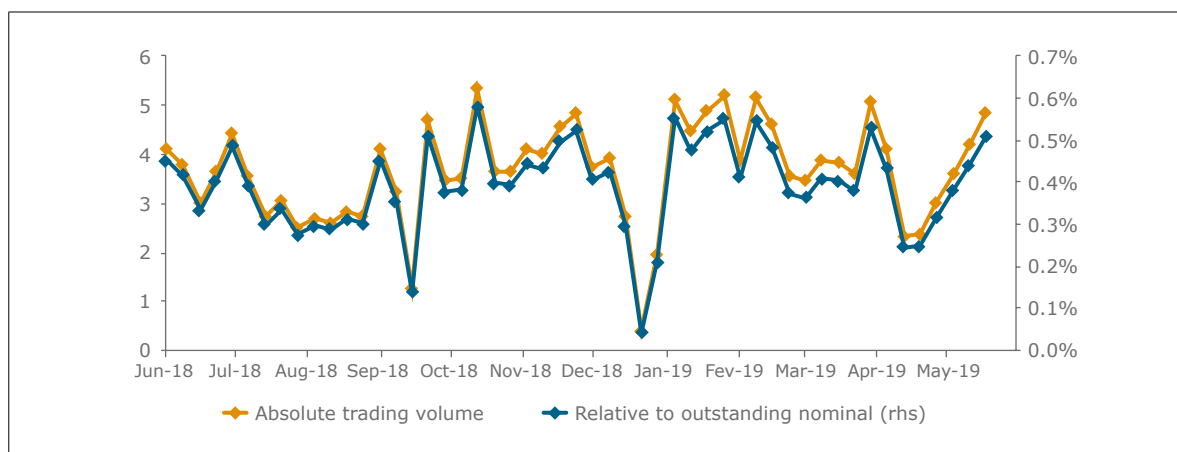
some market participants report slightly better liquidity since the start of the year. Therefore, it should be useful to take a look at the numbers: How has liquidity in the covered bond market developed over recent months?

In order to gain a broader overview, we analyse the trading volumes that are aggregated by Bloomberg as part of MiFID reporting. After adjusting the data,¹ we can identify a total trading volume of around EUR 168bn for EUR benchmarks via Bloomberg for the period from June 2018 to April 2019. On a weekly average, this is just under EUR 4bn or 0.4% of the outstanding volume – with slightly higher turnover in Q1.

However, as is well known, it is by no means unusual when even younger covered bonds fail to trade at all in individual weeks. Calculated across all benchmarks, we see this happening on average every third week. This highlights the fact that liquidity in the covered bond market, while having stabilised, clearly remains at a low level.

A glance at the ticket sizes confirms this assessment. Naturally, the number of transactions processed on stock exchanges significantly exceeds that of other sources. However, their volumes are usually negligible. If one excludes stock exchanges, there are just under 84,000 transactions left between June 2018 and April 2019. Their average ticket size was only around EUR 2mn. This figure corresponds to the ballpark figure suggested by Trax data in the past and should therefore reflect the current state of the market quite well.

> FIGURE 6: TURNOVER OF EUR BENCHMARK COVERED BONDS RECORDED BY BLOOMBERG IN ACCORDANCE WITH MiFID RULES
Weekly data in EUR bn and % of the nominal outstanding



Source: Bloomberg, Commerzbank Research

Which factors influence trading volume?

Whether the liquidity of a covered bond is high or low is not easy to determine. For one thing, market liquidity is difficult to measure. We therefore focus on trading volume here. Furthermore, there are naturally a number of different factors that influence the liquidity or trading volume of bonds – and these must be taken into account when comparing individual covered bonds. In addition to the age of a bond, its size and market risk, these include seasonal factors, the quality of its allocation, demand during book building and primary market supply. We have recently verified these liquidity drivers in three detailed studies.² Our dataset for the turnover recorded by Bloomberg between June 2018 and April 2019 confirms the findings there.

¹ For example, we exclude the turnover reported by Deutsche Börse due to several discrepancies.

² see *Liquidity drivers on the covered bond market* and *What causes seasonality in the secondary market liquidity of covered bonds?*, both available on www.ssrn.com; and *How new bond issuance influences the liquidity of covered bonds*, forthcoming in the *Journal of Fixed Income*.

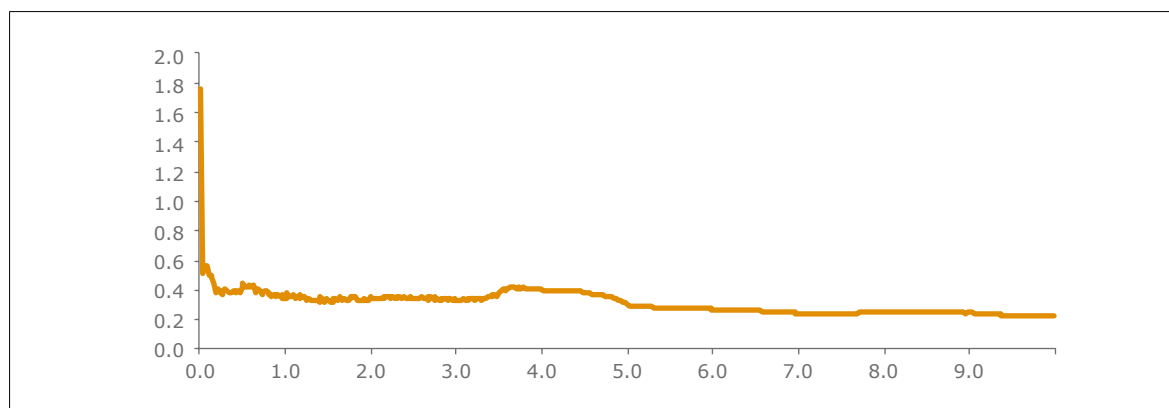
The average trading volume of a covered bond, for example, increases with its size. However, trading volume grows at a slower pace: the turnover of a EUR 1bn – EUR 1.24bn bond was roughly 80% higher in the mentioned period than that of a EUR 500mn – EUR 749mn issue. There is therefore no jumbo bonus with regard to liquidity.

Moreover, our data confirms that weaker-rated securities are traded more frequently: The turnover of triple-B rated covered bonds was more than twice as high as in the double-A category.

However, by far the most important factor for the trading volume of a covered bond is its age. While switch trades, profit taking or follow-on purchases support the turnover, over time, volume increasingly seeps away due to buy-and-hold investors. Our data shows that, on average, the weekly turnover falls below 0.5% of the outstanding volume after only two months. After one year this rate is only 0.35%, and in the long run it typically levels off between 0.2% and 0.3%. On the market as a whole, the turnover is likely to be higher, but the trend should be the same.

> FIGURE 7: LIQUIDITY FOLLOWS AN L-SHAPE: TURNOVER DROPS RAPIDLY WITHIN A FEW MONTHS

Average trading volume of a EUR benchmark from June 2018 to April 2019, by age of bond in years, in % of the nominal outstanding



Source: Bloomberg, Commerzbank Research

To best compare covered bond turnover between individual bonds despite the high number of influencing factors, we convert the trading volumes to their shares of the nominal. In the following analysis, we also differentiate according to the issue date of the covered bond.

Which products had the highest trading activity?

Due to the dominant age effect, middle-aged covered bonds are most interesting for statements on fundamental liquidity trends, in our opinion. They represent the bulk of the outstanding volume, and while they reflect the medium-term turnover potential, they are not yet excessively dominated by buy-and-hold investors. They are therefore likely to be the focus of most investors. Consequently, we exclude bonds that were issued after December 2017 from our analysis.

If the trading volume of covered bonds issued between 2015 and 2017 is broken down by country of origin, we note a marked “headline effect”: i.e. bonds that are (potentially) in the focus of the news tend to be traded more often. The rating effect described above fits well with this: bonds with lower ratings are generally traded more often because they can be used, for example, to convert market movements into returns more easily. Greek and Turkish covered bonds have therefore frequently appeared at the top of our previous trading volume overviews. The new data are in line with this. The trading activity of UK covered bonds is also likely to have

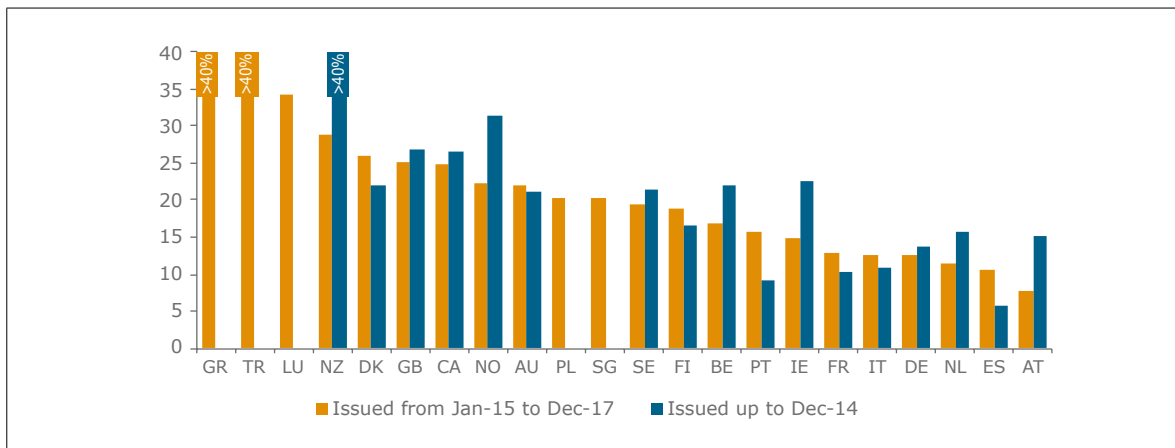
been supported by the steady Brexit news flow. With a turnover of 25% of the outstanding volume, UK securities reached more than double the level of French or German covered bonds from June 2018 to April 2019.

This, however, should not lead to the reverse conclusion that overseas markets such as Australia, New Zealand or Canada, which are also among the top traded segments, may be regarded by investors as risk products. In contrast to the UK, these covered bond segments have repeatedly attracted attention with high trading volumes in our turnover analyses of recent years, without these countries continually 'hitting the headlines'. The relatively high trading activity in overseas products is therefore more likely to testify to solid intrinsic liquidity. This may be partly due to the absence of CBPP3 purchases in these countries, which are largely held to maturity.

This snapshot should also not be overestimated with regard to Austrian covered bonds, whose turnover was only 8% of the nominal value. Since Austria was one of the best performers in the market in the second half of 2018, investors probably saw little need for trading in their portfolios. This may well change though again. In addition, the activity of older Austrian paper issued before 2015 is noticeably higher.

When measuring turnover in German Pfandbriefe, there could be some distortions since, due to data problems, we exclude transactions reported via Deutsche Börse. German market makers could therefore be slightly under-represented in our database and the turnover of German Pfandbriefe somewhat underestimated. However, the relevance of this should not be overstated. Particularly since the lively primary market since September 2018 probably supported German secondary market turnover at the same time. Rather, the relatively low trading volume in German Pfandbriefe is more likely to be attributable to their lower yields, which make them less attractive to many active trading investors.

> FIGURE 8: TURNOVER RANKING BY PRODUCT INDICATES SOLID LIQUIDITY IN OVERSEAS MARKETS, BUT ALSO WEAKNESSES IN SOME SEGMENTS
Trading volume of selected covered bond segments from June 2018 to April 2019, in % of nominal value



Spain without Multi Cédulas, source: Bloomberg, Commerzbank Research

It may come as a surprise to learn that Spain and Italy are so far behind in our ranking. Due to the weaker ratings and the various political headlines from the periphery, covered bonds in Spain and Italy could theoretically have been expected to be much more active. In part, the deviation is probably due to the low primary market activity in Spanish and Italian benchmarks. This is also depressing secondary market activity. In our opinion, however, the data also show the general liquidity weakness and one-sidedness of the market. Many investors will have experienced this last year when they tried to sell Italian covered bonds at reasonable conditions.

If we also include covered bonds issued before 2015, there is little change in our turnover ranking by country. Even if Multi Cédulas are considered, Spanish covered bonds do not move beyond the back midfield.

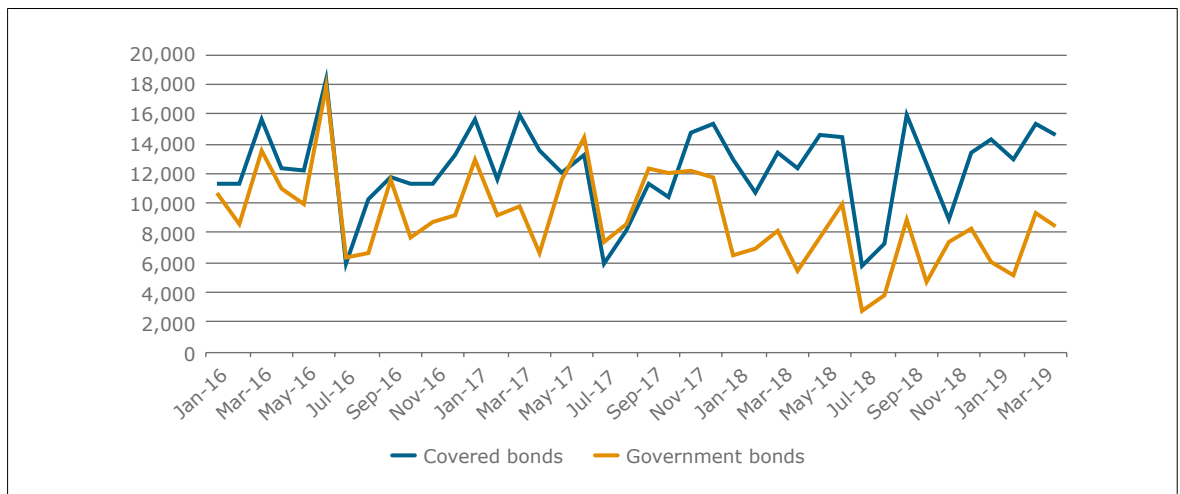
THE SWEDISH COVERED BOND MARKET

The Swedish domestic market for covered bonds is of great importance for the domestic capital market. Before Sweden implemented a law for covered bonds in 2004 a liquid market for mortgage bonds had been around since the beginning of the 80s. The outstanding volume of covered bonds in SEK was EUR 164.3 bn at year end 2018. That was more than twice as much as the outstanding volume of government bonds.

Swedish bond market investors appreciate liquidity. The large banks issue their covered bonds as benchmarks which mean that large amounts are issued and that a number of dealers are contracted to show both bid and offer prices. Also, only benchmarks are deliverable in the future contracts. When a new benchmark-bond is issued, the issuers make sure that the amount issued meets the requirements for a benchmark sized deal. After the initial day of issuance, the issuer can, without further notice, issue "on tap". The benchmark bonds can amount to volumes of about SEK 60 bn. Sweden has a liquid and smoothly operating repo market with almost all banks and broker firms involved in the trading. The issuers offer their market makers a repo-facility in their own bonds. The repo transaction is viewed as a 'sell-buy back' or 'buy-sell back' deal and the ownership of the security has to be transferred.

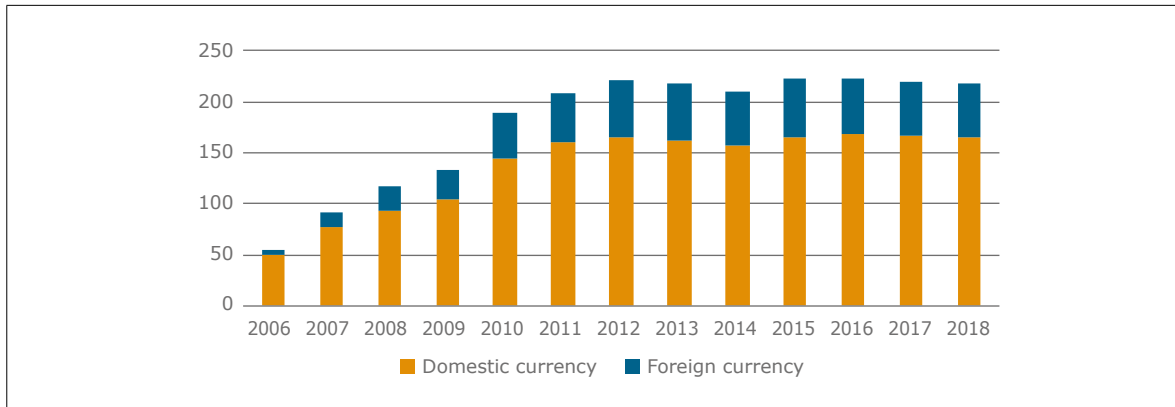
Overall, this system has been working for a long period of time. The recently implemented legislations regarding higher capital requirements, greater information requirements (MiFID II) and other potential obstacles such as the leverage ratio, structural reforms etc. have not been observed to have had any significant effects on the liquidity in the Swedish covered bond market. The Swedish Central Bank (Riksbanken) has been aggressive in its Quantitative Easing (QE) policies, which means that the central bank now owns a large part of outstanding government bonds. The Riksbank does not have any intention to buy covered bonds in its QE operations, but activities in the market could still suffer from the policies. So far, the QE operations have however not resulted in any significant decrease in turnover. Studies of the liquidity in the Swedish covered bond market, performed by the Swedish FSA, show that the liquidity is still good.

> FIGURE 9: DAILY TURNOVER, 3M MOVING AVERAGE, WITHOUT REPOS, SEK BN



Source: Riksbanken

> FIGURE 10: OUTSTANDING AMOUNTS OF COVERED BONDS, EUR BN



Source: ASCB

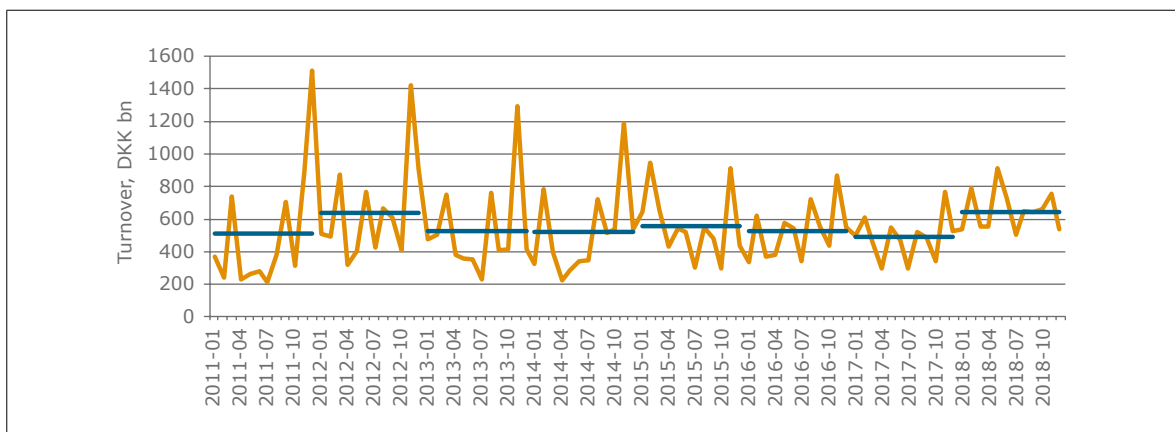
THE DANISH COVERED BONDS MARKET

The type of bonds making up the Danish covered bond market fall into three major segments: callable bonds, bullet bonds and floater with or without a cap. All bonds are UCITS compliant and the vast majority is CRR compliant. The market comprises a great number of securities, but the vast majority of the nominal value is concentrated on a relatively small number of large series.

With an outstanding volume of EUR 406bn the Danish covered bond market is the largest in Europe. Trades in mortgage covered bonds are reported to the Danish stock exchange, Nasdaq Copenhagen, including over the counter trades and excluding repos.

Average monthly turnover on Nasdaq Copenhagen including over the counter trades and excluding repos in the period 2011 – 2018 came in at close to DKK 549bn (app. EUR 73.5bn). In 2018 average monthly turnover was DKK 650bn (app. EUR 87bn), cf. Figure 16, or approximately 21 percent of the outstanding volume. This is more than previous years, however by the beginning of 2018 a new transaction reporting was implemented meaning that more transactions with borrowers are included in the data.

> FIGURE 11: TURNOVER IN DANISH MORTGAGE COVERED BONDS, MONTHLY TURNOVER IN DKK BN



Source: Nasdaq Copenhagen

Note: Data is for nominal value Non- Repo Mortgage Bond transactions including OTC. Horizontal lines indicate yearly averages. From 2018 a new transaction reporting was implemented. Data before and after 2018 is not directly comparable.

Repayment activity in fixed rate callable has in 2018 remained relatively high. Partly due to the high repayment activity, issuance of callable bonds in the primary market was once again a driver for turnover in 2018. Meanwhile, as covered bonds issued outside the Euro area are not eligible for purchase under CBPP3, the Danish covered bond market has not been directly affected by quantitative measures by the ECB, which have been a major factor dampening transaction activity in the Euro area. However, an indirect effect cannot be ruled out. In 2018 the share of foreign investors owning Danish covered bonds has stabilised around 22.5% which is on level with the share from end 2017. During 2018 the foreign investors have decreased their owner share of issuances with shorter maturity while increasing their holdings of bonds with longer maturities. Currently, foreign investors are having a positive effect on market turnover and liquidity, but longer-term effects remain to be seen.

Previously, the data was characterised by high turnover around the time of the November/December refinancing auctions of bullet bonds financing adjustable rate mortgages. Over the years, the spike has somewhat diminished as mortgage banks have spread the refinancing auctions from one to four annual settling periods, although this does not affect average transaction volume over the year.

DANISH SPECIFICS AFFECTING TURNOVER AND CHALLENGES TO LIQUIDITY IN DANISH COVERED BONDS

Pass through, tap issuance, quarterly refinancing auctions and frequent early repayment activity are all characteristics of the Danish covered bond market, which among other more universal factors affect the level of market turnover. The strict balance principle deployed by Danish mortgage banks incorporates pass through and means that mortgage covered bonds are tap issued on the go, in sync with demand for mortgage loans. Following the initial tap issuance, mainly bullet bonds and to an extent floaters, are refinanced by the issuance of new bonds at refinancing auctions over the life of the loan.

Another specific influencing liquidity in the Danish covered bond market is borrowers' early repayments. Any Danish covered bond can be bought back by the borrower at the current market price and delivered to the issuing mortgage bank – the buy back option – or in the case of fixed rate mortgages be redeemed at par. This type of early redemption activity gives rise to an increase in transactions both when bonds are bought back (the buy-back option), and when new bonds are issued. Again in 2018 market developments encouraged early repayment activity.

Meanwhile, while not all implemented, liquidity rules including the LCR and NSFR, leverage ratio and capital requirements for market risk FRTB are already unintentionally increasing the cost of market making and repo transactions through increased capital requirements and stricter liquidity management rules.

Due to tap issuance, the market maker function of universal banks is handed a central role providing liquidity in the covered bond market, as professional investors are mostly unwilling to buy in small batches. Onwards, market makers remain the main source of liquidity in the Danish covered bond market. However, higher capital charges, liquidity rules and the low interest rate climate have put pressure on the profitability of market making. In 2015, the Central Bank of Denmark, Danmarks Nationalbank, found evidence that the five largest universal banks in Denmark have reduced their net positions available for market making by DKK 100bn since mid-2014³.

To a lesser extent, market makers will be providers of market liquidity, rather than makers between buyers and sellers in the market. In 2016 Finance Denmark conducted a qualitative interview-based study among investors to explore how they perceive the evolution of the market making function. The results show that, compared to ten years ago, the execution of trades above DKK 500 million takes longer and moves prices more. While market makers have reduced holdings, on the receiving end have been, among others, institutional investors, which could also lead to lower turnover going forward.

3 Financial Stability Report H2 2015, Danmarks Nationalbank.

Although approximately 83% of the outstanding volume of mortgage covered bonds are in series sizes above EUR 500 million, giving rise to an LCR classification of Level 1B for the AAA rated Danish covered bonds, the new liquidity rules create a challenge in managing smaller series sizes. If investors are unsure if a bond series will reach the critical mass – as bonds are tap issued – to qualify as Level 1B- or Level 2A-assets under the LCR, the pricing of the specific series may be negatively affected. This is an issue also affecting market makers.

Repo activity has declined from 2012 to 2017. In 2018 repo turnover was at the same level as in 2017. The decline in the covered bond repo market is a consequence of the stricter capital and liquidity requirements mentioned above, while the lower yield spreads between covered bond and repo rates are also squeezing hedge funds out of the repo market.

1.5 SEMI-BENCHMARK COVERED BONDS – REFLECTIONS ON AN EMERGING SEGMENT

By Franz Rudolf and Julian Kreipl, UniCredit

In recent years, more and more banks, both newcomers and established covered bond issuers, have opted for “semi-benchmark” covered bonds. We provide an overview of this emerging market segment and look at which issuers from which countries are using this format, what the drivers behind this development are and what regulatory differences exist. Last but not least, we provide an outlook on the future development of this format.

MARKET DEVELOPMENT

We analysed the issuance of semi-benchmark covered bonds back to 2004 using Bond Radar and Bloomberg data. From 2004 to 2009, there were hardly any semi-benchmark covered bonds issued at all. But starting in 2010, semi-benchmark issuance picked up. In our view, this was driven by two main factors: 1. Triggered by the financial crisis, average issuance size generally declined in order to reduce execution risk and rating agencies applied stricter requirements to reduce refinancing risk and 2. banks in new and smaller markets made use of covered bonds as a funding tool and, in mature markets, more and more banks with smaller cover pools started to issue covered bonds.

DEFINITION

What do we mean by “semi-benchmark”? As the term indicates, we are talking about a bond size that has “almost” benchmark size in a market-defined meaning and “most” characteristics of a common benchmark format. The size of a euro-denominated benchmark covered bond is defined as at least EUR 500mn with characteristics defined along regulatory guidelines. We used the term “semi” instead of “sub” as sub-benchmark have no lower limit, while semi-benchmark covered bonds have a clearly defined volume range.

Regarding the size of the semi-benchmark segment, we define semi-benchmark covered bonds as ranging from EUR 250mn to EUR 499mn. This leaves us with the following benchmark segments with respect to the volume of bonds:

- > Semi-Benchmark: \geq EUR 250mn and \leq EUR 499mn
- > Small-Benchmark: \geq EUR 500mn and \leq EUR 999mn
- > Jumbo-Benchmark: \geq EUR 1bn

According to our definition, next to size, the covered bond must be publically placed, while we do not distinguish between pot or retention deals, auctions or club deals. However, we do not include retained deals. These are bonds that are issued to be used, for example, as ECB collateral. Thus, we generally do not include sole-lead issues which we consider not to be placed publically or which are not actively traded. Hence, we are applying rules similar to those of index providers but less restrictive (e.g. regarding the number of bookrunners). Deals with an initial volume below EUR 250mn that have been tapped to reach the semi-benchmark size have been excluded; hence, only “Day-1” semi-benchmark deals are viewed as semi-benchmark bonds. Our last, but rather standard criterion is the coupon type: we counted only fixed coupon bonds (however, we are aware that there are a number of bonds with floating interest rates, especially in local currencies other than the euro). We analyzed foreign currency bonds separately, applying the same criteria as for euro-denominated semi-benchmark covered bonds.

GERMAN BANKS MAKE THE MOST USE OF SEMI-BENCHMARK COVERED BONDS

In the following, we always refer to the initial issue size, unless otherwise stated. We thus only take into account the initial volume issued and ignore taps of semi-benchmark deals. In the past 15 years, German issuers have made the most use of semi-benchmark transactions. In total, there have been 53 semi-benchmark covered bonds from Germany, with total market volume of EUR 13.5bn or 55% of the semi-benchmark segment. The country with the second-highest amount and number of deals is France (eight deals amounting to EUR 3bn),

followed by Finland (eleven deals adding up to EUR 2.9bn) and Austria (eight deals totaling EUR 2.35bn). In total, we considered 91 bonds.

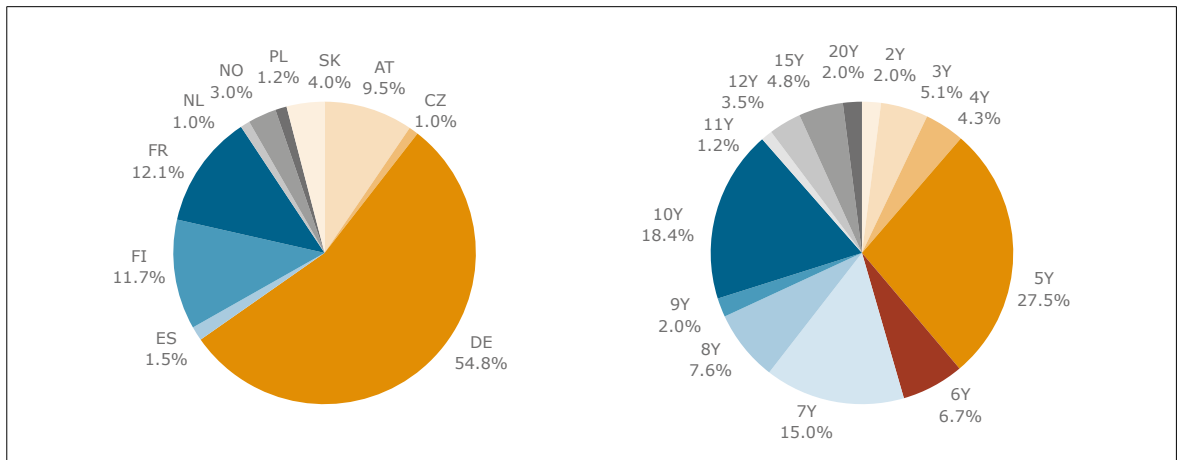
OVERALL, EURO SEMI-BENCHMARK COVERED BONDS ARE ISSUED IN TEN COUNTRIES

The semi-benchmark segment exists in ten countries with a total of 41 issuers. Here, too, Germany is in the lead: in Germany there are 18 issuers, followed by Austria and France with six issuers each and Finland with four issuers.*

Euro-denominated semi-benchmark covered bonds

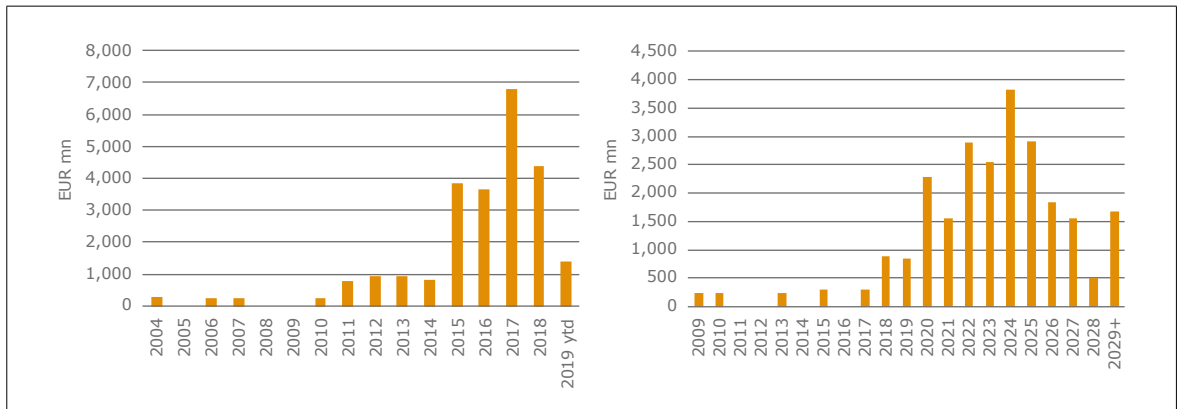
> FIGURE 1: ISSUANCE BY COUNTRY

> FIGURE 2: ISSUANCE BY TENOR



> FIGURE 3: ISSUANCE BY YEAR

> FIGURE 4: MATURITIES BY YEAR



Source: Bond Radar, Bloomberg, UniCredit Research (initial issue size)

DRIVERS

There are several reasons for the increasing number of semi-benchmark covered bonds issued in recent years. We highlight the most important drivers when comparing them to:

* Including inactive issuers

- > **Small/Jumbo benchmark bonds.** From an issuer perspective, semi-benchmark covered bonds have the advantage of optimised issuer asset/liability management and a more suitable size for smaller new issuers. In addition, foreign currency issues are a good supplement to the funding mix. From an investor point of view, semi-benchmark covered bonds offer a spread pickup and enable investors to achieve higher diversification in terms of issuer and country selection;
- > **Private placements.** Semi-benchmark covered bonds benefit from better regulatory treatment, higher liquidity and a broader investor base than private placements.

ASSET/LIABILITY MANAGEMENT (ALM)

In the past decade, the focus on asset/liability management has increased. Mismatches between assets and liabilities increase refinancing risks and thus e.g. overcollateralisation requirements of rating agencies. A granular liability structure enables the issuer to optimise asset/liability management. This structure is of course issuer-specific and depends on, among other things, the size of the cover pool, the type of collateral (e.g. granular residential mortgages versus large-scale commercial mortgages), the number of outstanding covered bonds, the type of covered bonds (benchmark, private placements, registered covered bonds), and the maturity structure. One way to optimise asset/liability management is the use of semi-benchmark covered bonds. This enables issuers to efficiently place smaller-sized bonds (compared to Jumbo benchmark bonds) to a broader investor base (compared to private placements), a relatively balanced approach. Thus, the maturity structure can be modelled more evenly. Our thoughts on this subject assume that there is a certain limitation to an issuer’s volume of covered bond collateral and therefore there is a need to make efficient use of that collateral.

Two simplified ALM models:

In the following two charts we illustrate two different, highly simplified funding models:

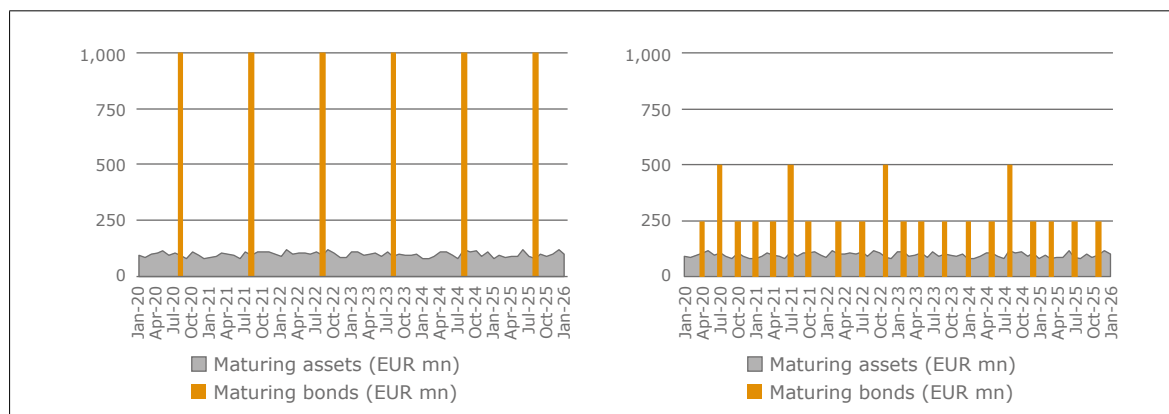
1. Funding by Jumbo-benchmark covered bonds with a volume of EUR 1bn and
2. Funding by using small-benchmark covered bonds (EUR 500mn) and semi-benchmark covered bonds (EUR 250mn).

In both cases, the amounts add up to EUR 7.2bn in assets and EUR 6bn in covered bonds.

Two theoretical funding models in comparison

> FIGURE 5: FUNDING WITH JUMBO COVERED BONDS ONLY

> FIGURE 6: FUNDING WITH SMALL-BENCHMARK AND SEMI-BENCHMARK COVERED BONDS



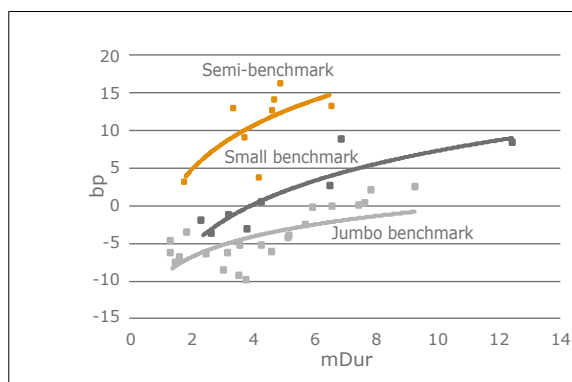
Source: UniCredit Research

SPREAD PICKUP

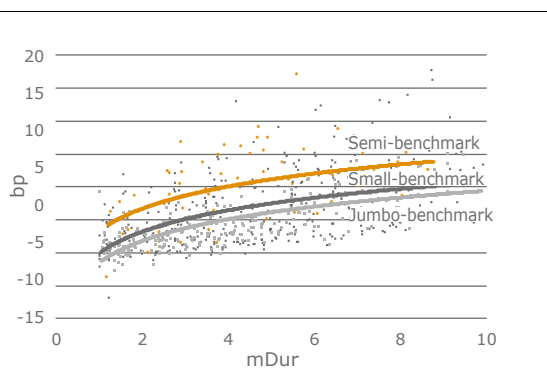
Semi-benchmark covered bonds usually offer a (slight) pickup to bonds with larger volume. This can be driven, for example, by differences in liquidity and/or a smaller/broader investor base. We illustrate the spread pickup for two examples: the left chart shows covered bonds issued in Finland in semi-benchmark size, small-benchmark size and Jumbo-benchmark size. The chart on the right shows covered bonds in these three segments across European issuers (figure 8; excluding the periphery). The spread difference is around 1bp between Jumbo and small-benchmark covered bonds and around 3bp between small-benchmark and semi-benchmark bonds. The results match our expectations: overall, the spread difference between small-benchmark and Jumbo-benchmark covered bonds is negligible (especially when considering additional aspects such as differences in rating, country, issuer, coupon, etc., which we ignored for modeling purposes). It also confirms our assumption that the spread pickup of semi-benchmark is more pronounced, making them generally attractive for investors.

SPREAD PICKUP OF SEMI-BENCHMARK COVERED BONDS

> FIGURE 7: FINNISH COVERED BONDS



> FIGURE 8: COVERED BONDS FROM EUROPEAN ISSUERS



Source: Bloomberg, iBoxx, UniCredit Research

DIVERSIFICATION

Semi-benchmark covered bonds offer investors the opportunity to increase diversification. Investors are able to choose from a greater number of bonds, issuers and countries. For example, take covered bonds from Slovakia. Currently, there are three EUR benchmark covered bonds from two issuers outstanding. If bonds in semi-benchmark size are added, the number of bonds increases to nine and the number of issuers increases to three. Another example is Finland, where 33 EUR small- and Jumbo-benchmark covered bonds are outstanding along with an additional nine semi-benchmark covered bonds. Including semi-benchmark covered bonds results not only in an increase in the overall number of bonds, but also the number of issuers almost doubles from four to seven. Thus, investors are able to buy covered bonds from a significantly higher number of issuers.

REGULATORY TREATMENT

Semi-benchmark covered bonds enjoy some of the benign regulatory treatment of larger benchmark bonds but not all of them (see figure 9). The key difference to the other volume ranges is the treatment under the Liquidity Coverage Requirement (LCR). The maximum achievable level for semi-benchmark covered bonds is Level 2a. This is a clear advantage over covered bonds of smaller volume, e.g. EUR 100mn. However, small- and Jumbo-benchmark covered bonds are able to achieve Level 1 (depending on a number of prerequisites such as a certain rating and OC thresholds, etc.).

LCR

The Delegated Regulation 2015/61 on the Liquidity Coverage Requirement (LCR) is probably the most important regulatory topic when thinking about semi-benchmark covered bonds and it is also a key point determining the definition of the lower limit of EUR 250mn for the segment. With a size of at least EUR 250mn, covered bonds from EEA issuers are potentially eligible for LCR Level 2. With a rating of at least A-/A3 (credit quality step 2), semi-benchmark covered bonds can be Level 2a, and with a rating below A- or unrated, semi-benchmark covered bonds can be Level 2b (provided the cover assets fulfill the eligibility criteria). Covered bonds issued by non-EEA credit institutions are eligible for Level 2a, regardless of the issue size, but they need to be rated at least AA-/Aa3 (credit quality step 1). Depending on the issue size, the cover pool needs to meet an asset coverage requirement of at least 2% (for issues ≥ EUR 500mn) or 7% (for issues < EUR 500mn).

> FIGURE 9: TREATMENT OF COVERED BONDS WITH RESPECT TO THE SIZE OF THE ISSUE

Criteria	<EUR 250mn	EUR 250mn to < EUR 500mn	EUR 500mn to < EUR 1bn	≥ EUR 1bn
LCR (max. achievable category)	No	Level 2a	Level 1	Level 1
Index eligibility, e.g. iBoxx (all else equal)	No	No	Yes	Yes
ECB repo	Category III	Category III	Category III	Category II
CBPP3	no differentiation	no differentiation	no differentiation	no differentiation
Risk weight (standardized approach)	no differentiation	no differentiation	no differentiation	no differentiation
UCITS 52(4)	no differentiation	no differentiation	no differentiation	no differentiation
CRR 129	no differentiation	no differentiation	no differentiation	no differentiation
Solvency II	no differentiation	no differentiation	no differentiation	no differentiation

Source: UniCredit Research

With respect to other regulatory treatments, e.g. risk-weight and repo treatment, semi-benchmark covered bonds are treated similarly:

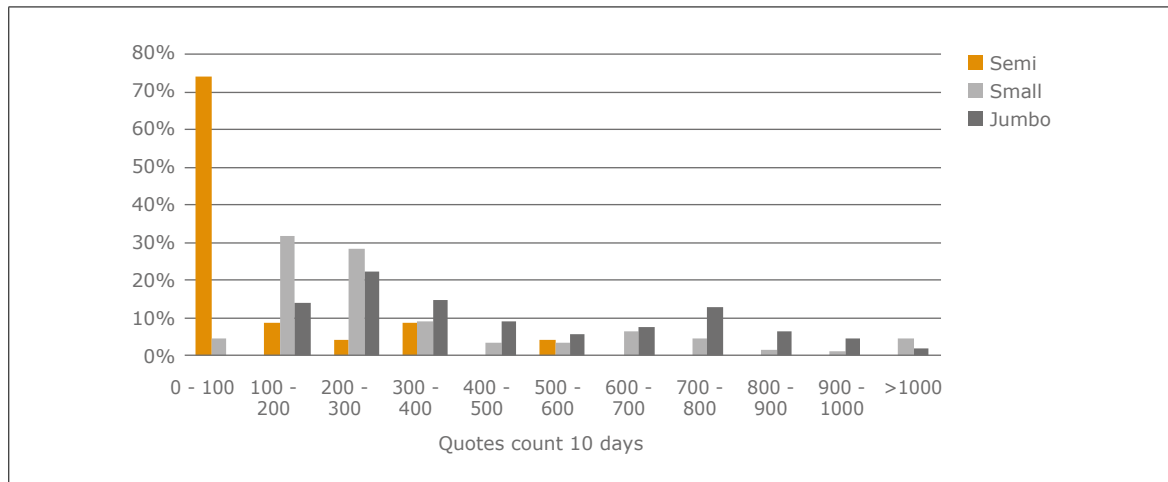
- > **UCITS 52(4): Eligible.** The UCITS Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) and especially Article 52(4) does not set any limits on the minimum issue size of a single bond.
- > **CRR 129: Eligible.** The CRR Regulation 575/2013 on prudential requirements for credit institutions and investment firms and especially Article 129 relating to exposures in the form of covered bonds also does not set any issue-size limits.
- > **Solvency II: Eligible.** For a covered bond to be eligible for preferential Solvency II treatment and benefit from a lower risk factor (which broadly depends on the credit quality step and the duration of the bond), it needs to be rated by an ECAI and compliant with UCITS 52(4). There are no limitations in respect to size. Semi-benchmark covered bonds thus benefit from the same spread risk factors as bonds of larger volume.
- > **ECB repo: Eligible.** The Eurosystem collateral framework (ESCF) is a comprehensive framework that includes a broad range of assets eligible as collateral for credit operations (monetary policy and intraday credit). The eligibility criteria do not distinguish assets by size. Semi-benchmark covered bonds therefore have to fulfill the same criteria as small-benchmark covered bonds and are generally eligible as collateral in repo transactions. The ESCF also does not apply higher haircuts to semi-benchmark than to small-benchmark covered bonds (Jumbo-benchmark covered bonds receive better treatment).

- > **CBPP3: Eligible.** In order to qualify for purchase under the CBPP3 (currently reinvestment phase), covered bonds must meet several criteria, but the outstanding volume of a bond is not relevant in this context. Accordingly, semi-benchmark covered bonds are generally eligible for CBPP3 purchases.

LIQUIDITY

The liquidity of covered bonds is a topic that has been discussed for a long time, even before the ECB purchase programs were launched. The Eurosystem’s CBPP3, with a volume of EUR 262.2bn as of year-end 2018, thus representing a significant portion of the market, has weighed on liquidity in recent years. It is therefore not easy to determine differences in liquidity for the three covered bond volume classes. However, the number of quotes recorded by Markit might give an indication. In figure 10, we illustrate the number of quotes within ten days for bonds that were issued in 2018 and 2019, clustered by volume type. The chart shows that there seems to be a correlation between the size of the bond and the number of quotes. Almost three-quarters of semi-benchmark covered bonds have quotes in the range up to 100/10 days, and none in the bracket above 500 quotes/10 days. The typical bracket for small-benchmark covered bonds is significantly higher, in the range of 100-200 and 200-300 quotes/10 days. The number of quotes for Jumbo covered bonds is even higher and more evenly distributed. While the drivers of the distribution of covered bonds across quote brackets are manifold, e.g. differences between issuers, ratings, countries, etc., it can be generally observed that Jumbo covered bonds from outside Europe have a relatively high number of quotes. Overall, the results of our analysis of the number of quotes is in line with our expectation that semi-benchmark covered bonds have lower liquidity in secondary markets than their larger peers. This is not surprising: the Jumbo concept was created in the mid-1990s in order to increase liquidity and to make Pfandbriefe more attractive to international investors.

> FIGURE 10: LIQUIDITY OF DIFFERENT SIZE CATEGORIES



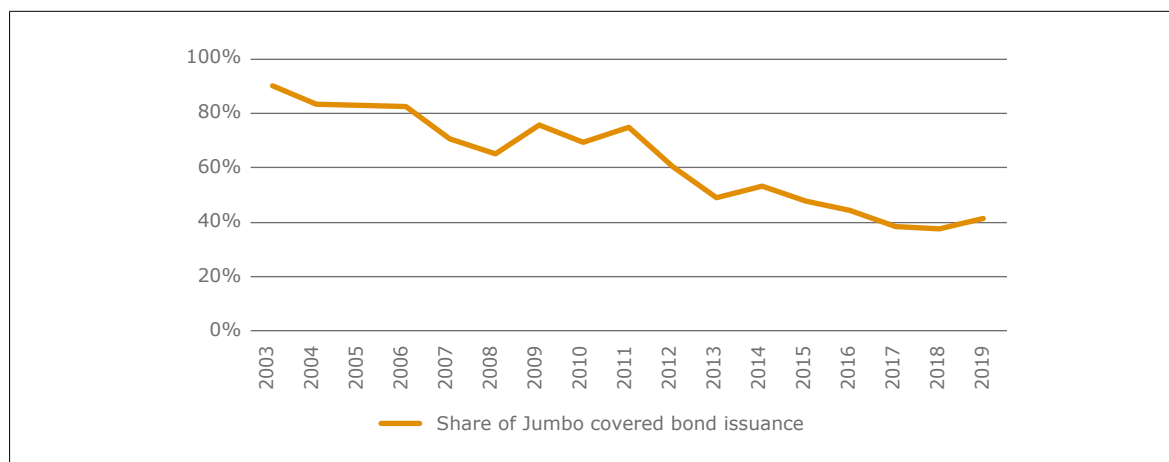
Source: Markit, UniCredit Research

INDEX ELIGIBILITY

In the covered bond universe, Markit iBoxx indices are the most commonly used and broadest spread index family with country-specific sub-indices as well as sub-indices for different tenors. iBoxx indices are therefore often used as benchmarks for ETFs. As many investors and their portfolios are – in one way or the other – linked to benchmarks, benchmark eligibility is an important criterion. However, the issue size required (among other criteria) to be included in one of the iBoxx Covered Bond indices is at least EUR 500mn, which means semi-benchmark covered bonds are not eligible for iBoxx indices. This is currently a clear disadvantage for semi-benchmark covered bonds.

Looking at the development of the benchmark definition in recent years, the size required for a bond to be deemed benchmark was significantly lowered in 2012. Up until the end of 2011, the required benchmark size was EUR 1bn. During the financial crisis, the placement of large-sized bonds became more difficult and the execution risk of placing these bonds increased significantly. In addition, rating agencies put a stronger focus on a balanced asset/liability profile. As a consequence, more and more smaller covered bonds were issued. Finally, the benchmark requirement was lowered to EUR 500mn. While there is currently no further reduction of the threshold planned, one should not rule this out in the long run.

> FIGURE 11: DEVELOPMENT OF THE SHARE OF NEWLY ISSUED JUMBO COVERED BONDS (\geq EUR 1BN) IN THE BENCHMARK SEGMENT



Source: UniCredit Research

INVESTOR BASE

The investor base for semi-benchmark covered bonds is somewhat smaller than for larger bonds.

Given that some investors prefer large-size covered bonds, i.e. at least EUR 500mn, the lower the bond size, the lower the number of investors. These investors include, for example, central banks (especially outside Europe) and large fund managers. In addition, the credit work of investors needed to invest in bonds from smaller issuers with smaller bond volumes might be an obstacle. This is partially mitigated in markets where there is a deep and granular domestic investor base, for example in Germany.

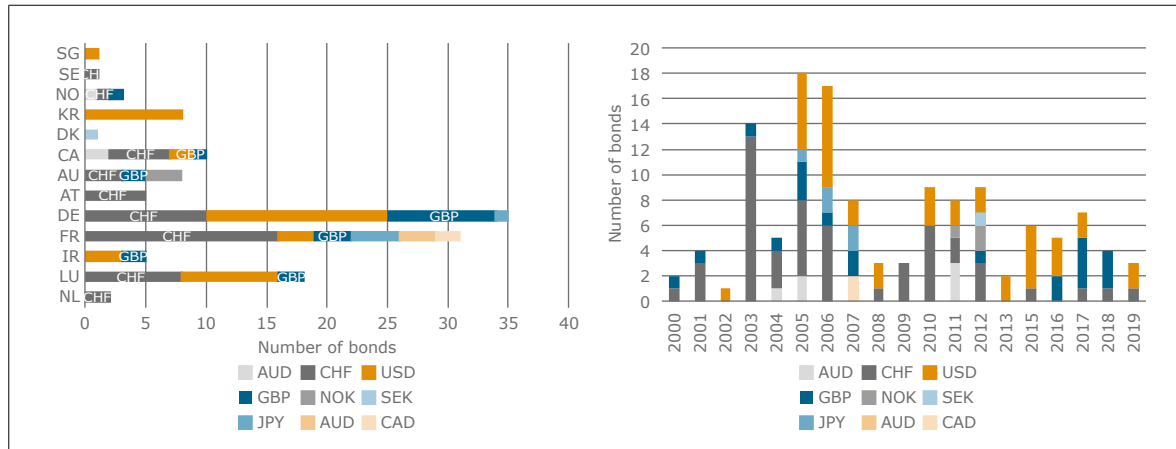
FOREIGN CURRENCIES

Semi-benchmark covered bonds are sometimes used to complement funding structures. For example, funding needs in non-domestic currencies can arise if an issuer has commercial real estate assets in a country outside the euro area and funds these assets in the same currency (e.g. a German bank issuing in Swedish krona or sterling). Another example is when issuers want to broaden their investor base and specifically issue bonds in the local currency of the investor, e.g. in Norwegian krona or Swiss franc. For figures 12 and 13, we applied the following assumptions: covered bonds issued in currencies other than the euro and the respective domestic currency, semi-benchmark size in euro-equivalent at the time of issuance and bonds with a fixed coupon. The data shows that German and French banks have made use of semi-benchmark covered bonds in non-euro currencies relatively often. It also shows that the peak of 2005 and 2006, just before the financial crisis, has not been reached again. Since 2010 issuers have regularly issued semi-benchmark covered bonds in various currencies but relatively infrequently. The currencies used most often are Swiss francs (mostly used by French and German banks), followed by USD (most often used by German banks) and sterling (also most often used by German banks).

Semi-benchmark covered bonds in foreign currency since 2000 by number of bonds issued

> FIGURE 12: BY COUNTRY OF ISSUER

> FIGURE 13: BY YEAR OF ISSUANCE



Source: Bloomberg, UniCredit Research

INCREASING MOMENTUM FOR SEMI-BENCHMARK COVERED BONDS

Semi-benchmark covered bonds have been increasingly used in the past decade for various reasons. They can be used to optimise an issuer's asset/liability management - either to smoothen the maturity profile or to get funding in foreign currencies, and they provide an adequate format for issuers with smaller cover pools in order to place their bonds to an international investor base. This applies for banks in both, new as well as established covered bond jurisdictions. With covered bonds in the CEE region gaining momentum, the number of semi-benchmark bonds is likely to increase going forward. This will offer further opportunities for investors to diversify their investments and will eventually improve the liquidity of the asset class.

> FIGURE 14: OVERVIEW OF KEY ASPECTS

	Semi-benchmark	Small-benchmark	Jumbo-benchmark
Investor base	0	+	++
ALM	+	0	0
Spread attractiveness for investors	+	0	0
Funding costs for issuers	0	+	+
Regulatory treatment	+	++	++
Additional diversification	+	0	0
Suitability for small markets and issuers	++	+	0
Secondary market liquidity	-	0	+

Source: UniCredit Research

1.6 EXTENDABLE MATURITY STRUCTURES – THE NEW STANDARD

By Franz Rudolf, UniCredit, Karsten Rühlmann, LBBW and Elena Bortolotti, Barclays

Just a few years ago, extendable maturity covered bond structures were the exception rather than the rule. However, analysts and rating agencies increasingly focused on liquidity risks and thus refinancing risks in the wake of the financial crisis. By making structural adjustments to their programmes, issuers were able either to mitigate the related risks or transfer them in their entirety to investors. In addition to soft bullet structures, where extension periods are typically 12 months, conditional pass-through structures with much longer maximum maturities, have also gained ground in the last years.

Below, we take a closer look at current developments of covered bonds with extendable maturities also in light of the final text of the Covered Bond Directive and examine the motives of issuers on the one hand and the reactions of investors on the other.

WHAT ARE THE MAIN DIFFERENCES BETWEEN THE REDEMPTION REGIMES?

The most fundamental idea of covered bonds is safeguarding a full and timely repayment even in the case of issuer's default. Once the issuer ceases to exist, the cash-flow stemming from a separate portfolio of assets is used to cover all claims due to bondholders. The two most significant sources of risk threatening the ability to satisfy the claims are (i) credit default risk, which potentially leads to an over-indebted cover pool and (ii) market risk – first and foremost in the form of liquidity risk – which potentially leads to a sufficiently large cover pool, which, however, is no longer able to satisfy claims due to illiquidity.

In the past, the rating agencies and other market participants assumed that, following issuer default, the cover pool administrator could easily monetise the assets in the cover pool either by disposing parts of the cover assets or in an indirect way, i.e. by bundling them into an asset-backed security (ABS) or – if applicable – by using the refinance register. Some covered bond structures may also be able to raise new debt either in a technically "unsecured" way or even in the form of covered bonds. In particular against the backdrop of uncertainty regarding the functionality and the efficiency of these tools, it is particularly important that the cover pool administrator is equipped with a broad set of instruments so he is free to pick the most efficient one.

In cases involving hard bullet structures, issuers try to enhance the effectiveness of the tools by regularly calculating pre-maturity tests or by maintaining a certain amount of liquid assets in the cover pool – a costly exercise for issuers since liquid assets usually come with a negative carry. By extending the maturity, the liquidity challenge is handled differently. This can be achieved by either using soft bullet structures or pass-through structures. Soft bullet structures have a limited extension period of usually one year. However, since the soft bullet timeframe might still turn out to be insufficiently long, the idea of pass-through aims to completely eliminate any refinancing risk by eliminating pressure to sell assets at the expense of a maximum timeframe for the payment deferral.

Below, the definition of hard, soft and conditional pass-through covered bonds provided by the ECBC¹:

- > **Hard bullet covered bonds:** are repaid on the scheduled maturity date. Neither the documentation nor the legal framework contain provisions for a maturity extension. Failure to repay the final redemption amount of a hard bullet covered bond on the scheduled maturity date could trigger the default of the relevant covered bonds and, possibly, the liquidation of the cover pool depending on the respective national insolvency rules.
- > **Soft bullet covered bonds:** Soft bullet covered bonds have a scheduled maturity date and an extended maturity date. If objective, predefined and transparent criteria have been met, the maturity of a soft bullet covered bond can, and in some cases, will automatically, be prolonged up to the extended maturity date. During the extension period, the covered bond may be redeemed using cover pool proceeds. Failure to repay a covered bond on the extended maturity date triggers the default of the relevant extended covered bonds (unless multiple extensions are allowed).

1 <https://www.coveredbondlabel.com/issuers/harmonised-definitions/>

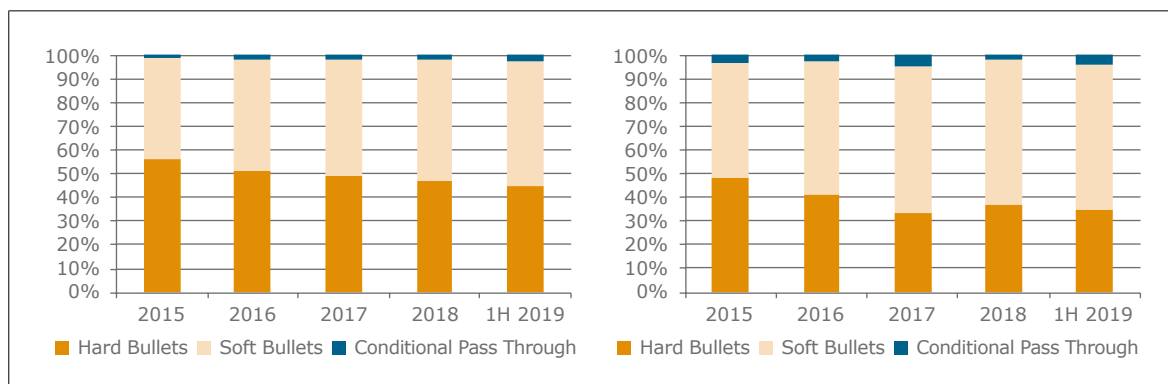
- > **Conditional pass-through covered bonds (CPTCB):** Conditional pass-through covered bonds have a scheduled maturity date and an extension mechanism. By itself, the failure to repay the CPTCB on the scheduled maturity date does not lead to an acceleration of the covered bond but to an extension of the maturity date of this and potentially other relevant covered bonds. The extension requires that objective, predefined and transparent criteria are met. In such circumstances the maturity of a CPTCB can be prolonged to the extended maturity date, which is typically linked to the maximum legal maturity of the underlying assets. During the extension period, cash-flows received or generated from the cover assets will be distributed to the covered bonds investors. Regular attempts are in general made to sell the cover pool assets to redeem the covered bonds. Such sales are subject to predefined criteria intended to protect the interests of all investors under the same programme. In certain jurisdictions and programmes, CPTCB may feature an initial soft bullet extension.”

Soft Bullet remains the prevailing extension format

Soft bullet covered bonds remained the prevailing benchmark issuance format for the last 12 months. As a result, these structures still dominate the iBoxx EUR Covered index. Measured against an outstanding total index volume of EUR 862 bn, the share of soft bullet covered bonds is 52% or EUR 450 bn. Conditional pass-through covered bonds now account for 3% or EUR 22 bn. By contrast, the share of hard bullet covered bonds continued to decline at 45% or EUR 390 bn. Covered bonds with extendable maturity structures have thus dominated the outstanding volume of benchmark covered bonds since 2017 and it can be assumed that this will also be the case in the future.

The development has been driven by two trends. First, numerous existing covered bonds have been converted from hard to soft bullet or conditional pass-through structures under consent solicitations. In cases in which the base prospectus did not permit such structures, appropriate changes were made ahead of such investor solicitations. Second, numerous institutions have started to issue new covered bonds with soft bullet formats. In other cases – like Poland or Slovakia – the national covered bond law was amended accordingly. This is also reflected in the issuance trend. Since 2015, the majority of new issues have been launched in an extendable maturity format. In 2018, the share of new benchmark issues with these structures was 63% (versus 67% in the previous year). The somewhat higher proportion of hard bullet covered bonds last year was mainly due to the comparatively high volume of issues from Germany, which exclusively use hard bullet structures. In fact, German Pfandbriefe accounted for 21% of the benchmark volume issued. Soft bullet and conditional pass-through covered bonds have been predominant in the first half of 2019 at 65%. With a share of 3.8%, conditional pass-through covered bonds also gained ground, thus defying the ECB’s decision of 13 December 2018 that no conditional pass-through covered bonds will be purchased under CBPP3 any more. Beside Polish, Greek and Italian issuers, Dutch institutions, in particular, were able to successfully place their conditional pass-through covered bonds with investors.

> FIGURE 1A & 1B: OUTSTANDING COVERED BOND VOLUME AND NEW ISSUES BY MATURITY STRUCTURE



Source: Markit, Bloomberg, Base Prospectuses, Final Terms, LBBW Research – as of June 2019

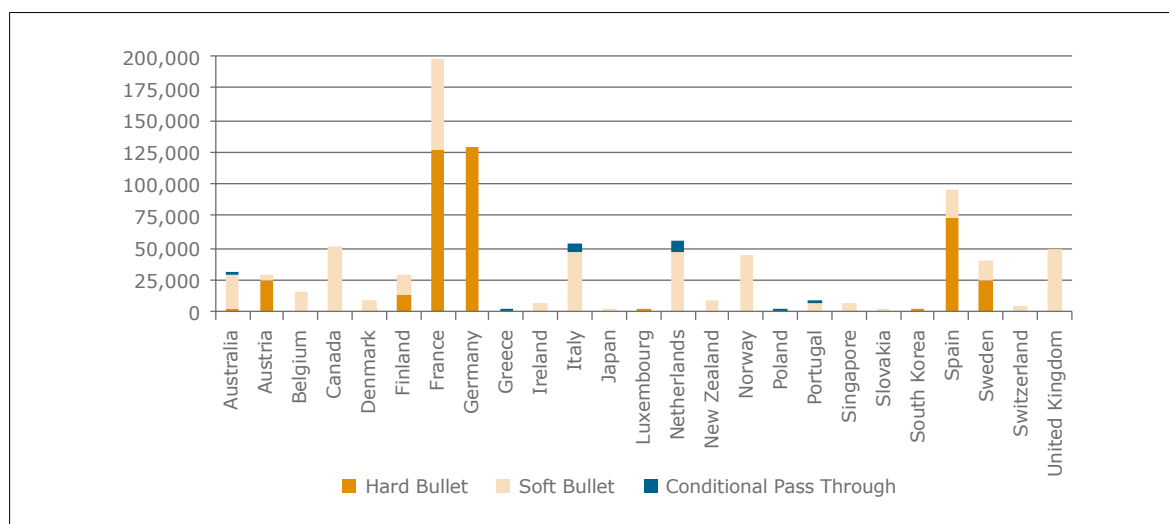
Pure hard bullet jurisdictions are becoming a rarity. The only remaining countries in the iBoxx EUR Covered are Germany (EUR 128bn), the Spanish single Cédulas (EUR 72bn), Luxembourg (EUR 1.5bn) and since the EUR benchmark debut of Korea Housing-Finance Corporation in October 2018 also South Korea (EUR 1.0bn). Plans to introduce a maturity extension into the German Pfandbrief Act have been the subject of discussion for a number of years and remain in place. In the case that new provisions on maturity extensions in Germany would also apply to already outstanding Pfandbriefe, the proportion of outstanding hard bullet covered bonds would see another substantial decline to just 30% of the iBoxx EUR Covered based on current figures.

In addition to the aforementioned jurisdictions, only issuers from France, Finland, Sweden, Austria and Denmark came to the market with hard bullet covered bonds in the last 12 months. However, here too the share is gradually decreasing. In France, for example, only two issuers, CAFFIL and CFF, are regularly represented with hard bullet bonds. Nordea Mortgage Bank plc is the only bank in Finland that still issues hard bullets in benchmark format. In Sweden, Lansforsakringar Hypotek AB, SEB AB and Swedbank Mortgage AB are the only issuers not yet being represented with soft bullets in the iBoxx EUR Covered index. SCBC and Stadshypotek AB, on the other hand, have been active in the Swedish benchmark market with extendable maturities for some time. In Austria, Raiffeisenlandesbank Niederösterreich-Wien followed Hypo Niederösterreich and Erste Group with its first soft bullet covered bond in benchmark format in August 2018. Volksbank Wien has in contrast decided in favour of a hard bullet covered bond for its benchmark debut. The same is true for Danmarks Skibskredit in Denmark, whose debut was issued as a hard bullet.

Besides South Korea, covered bonds from Japan and Slovakia have been added to the iBoxx EUR Covered index for the first time with the debuts of Sumitomo Mitsui Banking Corporation, Všeobecná úverová banka and Slovenská sporiteľňa. In both jurisdictions the issues have extendable maturity structures. Furthermore, the CPTCBs of Eurobank Ergasias and the National Bank of Greece were upgraded to investment grade, resulting in the inclusion in the benchmark index. Greek covered bonds were last represented in iBoxx EUR Covered in 2011.

Another new jurisdiction on the Covered Bond market is Romania. The first Romanian debut issue came from Alpha Bank Romania – but not in benchmark format. The EUR 200 mn issue was launched in mid-May. In contrast to the general trend towards extendable maturity structures, the issue had a hard bullet structure.

> FIGURE 2: OUTSTANDING COVERED BOND VOLUME BY COUNTRY AND MATURITY STRUCTURE (EUR MN)



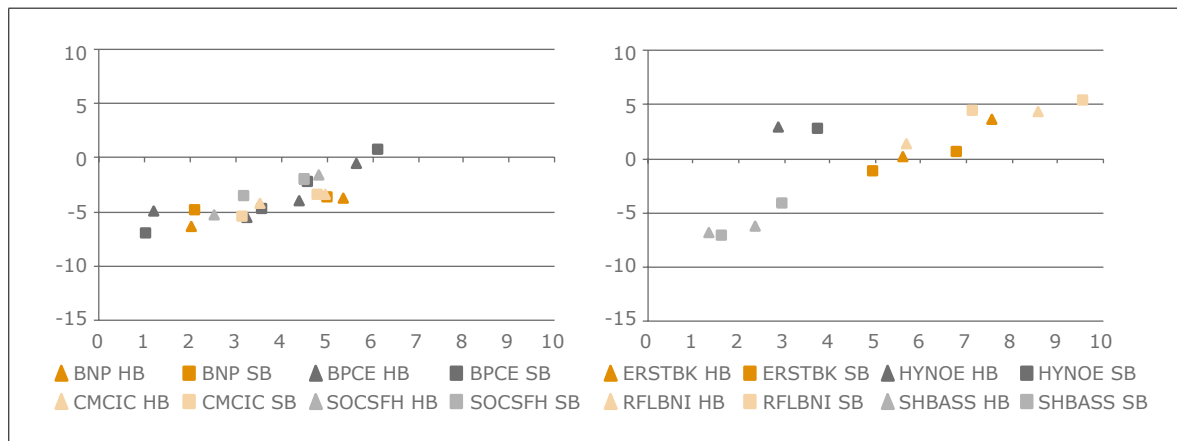
Source: Markit, Bloomberg, Base Prospectuses, Final Terms, LBBW Research – as of June 2019

Most covered bonds with an extendable maturity structure are currently issued on the basis of contractual regulations. So far, statutory requirements exist only in Poland and Denmark. With the revision of the Slovak covered bond legislation, legal regulations for extendable maturity structures in Slovakia have also entered into force at the beginning of 2018. In an insolvency, the general insolvency administrator is also responsible for the covered bond creditors. He first has to consider whether a regular continuation of the covered bond programme would lead to a reduced satisfaction of the claims of covered bond investors. If this is the case, he may transfer the covered bond programme to another Slovakian bank after prior approval from the Slovakian National Bank. The programme must be transferred within one year. Covered bonds that mature during that transfer period are automatically extended by 12 months. If the programme is not transferred in the above mentioned period, the national bank may decide to extend the period for a further 12 months. This would presumably affect both the issues that were already extended and also issues maturing in the extended period. Interest payments still have to be made during the extension period. The maturity extension does not apply to bonds issued prior to the change in the law. If a transfer proves impossible again, the insolvency administrator may realize the cover assets by selling them to another domestic or foreign bank.

Still no signs of clear spread differentiation

In jurisdictions where single institutions have both hard and soft bullets outstanding under one programme, it is possible to analyse spread differentiation, if any, between the two structures. Bonds with similar maturities can be found mainly in France, but also in Sweden (Stadshypotek) and Austria (Erste Group, Hypo NOE, RLB NOE). An analysis of these issuers still reveals no clear spread differentiation between soft and hard bullet covered bonds. One would expect investors to demand higher pickups to compensate for the risk associated with a maturity extension. However, the analysis shows that the spreads of soft bullet paper are even trading slightly below those of hard bullets in some cases.

> FIGURE 3A & 3B: ASSET SWAP SPREADS SOFT BULLET COVERED BONDS VS. HARD BULLET COVERED BONDS



Source: Markit, Bloomberg, LBBW Research – as of June 2019

The lack of spread differentiation by investors enables issuers to make full use of soft bullet benefits. Besides the preferential treatment by rating agencies with regard to lower overcollateralisation (OC) requirements, the simpler handling in the case of liquidity management plays an important role. For example, hard bullet issues have prematurity tests, which require a certain portion of liquidity to be maintained for maturities covering the next 180 days when certain rating triggers are met. This creates an additional cost for issuers.

Extendable maturity structures in the focus of EU harmonisation

As a result of the growing use of extendable maturity structures, regulators have increasingly turned their attention to them. The main questions that were raised were to what extent extendable maturity structures influence the dual recourse principle of covered bonds and the conditions of triggering an extension. For example, if the maturity extension were invoked too early, recourse to the issuer could be cut off too quickly, even though the issuer is still solvent. Moreover, if extension periods are too long, recourse to the issuer's insolvency estate is considerably delayed. We examine extendable maturity structures in the light of 1. the EBA's Report on Covered Bonds and 2. the final compromise text of the Covered Bond Directive (which should be approved by the European Parliament in October).

a) The EBA Report on Covered Bonds

In response to the addressed topics, the EBA's report entitled "Recommendations on Harmonisation of Covered Bond Frameworks in the EU" dated 20 December 2016 put forward a wide range of requirements for soft bullet and conditional pass-through covered bonds. The recommendations aim to ensure, first, that such bonds meet the covered bond definition (step 1) and, second, that they are eligible for preferential risk treatment under the CRR (step 2). Specifically, the conditions are as follows:

> FIGURE 4: EBA CONDITIONS FOR SOFT BULLET AND CONDITIONAL PASS-THROUGH COVERED BONDS

- > The maturity extension may not be effected at the discretion of the issuer;
- > The maturity extension may only be effected upon the following triggers (both triggers must occur cumulatively): (i) the covered bond issuer defaulted; and (ii) the covered bond breaches pre-defined criteria/test indicating a likely failure of the covered bond to be repaid at the scheduled maturity date;
- > The maturity extension may also be effected ahead of the triggers mentioned above, however only at the discretion of the special administrator and provided that the special administrator assesses other available options as insufficient to repay the relevant covered bond (only when the issuer is no longer a going concern);
- > This should not exclude the possibility of maturity extension/cease-payment orders that may be issued by competent authorities as part of their prompt corrective supervisory actions or in situations when the covered bond issuer is unable to repay the covered bonds due to regulations and/or market conditions as defined by law;
- > The order of time subordination may not be inverted for any covered bond investor affected by the maturity extension;
- > Covered bond investors and other pari passu ranking creditors under the covered bond programme must be treated equally after the maturity extension.

1 In the case of soft bullets, the trigger (i) may be considered sufficient for the maturity extension. In the case of specialist credit institutions, the default may refer to the one of the sponsoring institution and not the one of the issuer.

Source: EBA Report on Covered Bonds, LBBW Research

In most cases, the conditions for a maturity extension are set out in the base prospectus and related final terms. So far, statutory requirements exist only in Poland, Denmark and Slovakia. In general, a distinction can be made between two types of structure:

1) Issuer and cover pool constitute legally independent entities

These are normally SPV/guarantor structures. Several requirements have to be met before the maturity can be extended. First of all, non payment of the covered bonds by the issuer on the final maturity date will automatically trigger an issuer event of default. The payment obligation then passes to the guarantor in connection with a notice to pay/ guarantee enforcement notice. If the guarantor does not have sufficient liquidity to repay the covered bonds on the original maturity date, payment is deferred to the extended maturity date.

This specific approach should comply with the EBA rules. On the one hand, the decision to extend the maturity is not made at the sole discretion of the issuer alone, but ultimately depends on the guarantor's ability to pay. The issuer not meeting its obligation to pay the covered bond on the final maturity date will trigger an issuer event of default. Accordingly, the maturity extension does not focus on the issuer's ability to survive, but on securing the largest possible repayment for investors.

The plans for a shift in the maturity date in Germany should also comply with the conditions drawn up by the EBA. In the event that insolvency proceedings are opened in respect of the Pfandbriefbank, each cover pool is separated as a legally independent entity with its own banking license (Pfandbriefbank with limited business activity). The management of these Pfandbrief banks with limited business activity is the responsibility of the cover pool administrator who is appointed in accordance with §31 PfandBG. As a result, the extension falls outside the issuer's scope of influence.

At present, 22 jurisdictions have covered bonds with extendable maturity structures outstanding in the iBoxx Eur Covered index. The total amount of soft bullet and conditional pass-through covered bonds that should comply with the EBA conditions is EUR 258.3 bn as of June 2019. In the last 12 months some Austrian issuers have adapted their base prospectuses. According to the new wording the covered bonds will be extended automatically to the extended maturity date if resolution measures are imposed on the issuer or for example in the event of insolvency. These structures should also comply with the EBA conditions.

2) Issuer and cover pool constitute the same legal entity

These are generally on-balance-sheet structures. In addition to universal bank structures, specialist credit institutions and French SFHs and SCFs are included in this group.

Unlike in the jurisdictions under group 1, the conditions for a maturity extension for these structures are much more general. For example, the only requirement for an extension is that the issuer is unable to pay on maturity. The biggest difference, however, concerns the issuer event of default. In most cases, the documentation notes that a maturity extension does not lead to a default of the issuer. Conversely, this would mean that the maturity can be extended to avert or postpone an issuer default. Accordingly, an issuer event of default would not occur until non-payment of the due amount on the extended maturity date or non-payment of interest. This would contradict the EBA's maturity extension proposals.

In this group, the total amount of extendable covered bonds outstanding is EUR 191.4 bn as of June 2019.

b) The final compromise text of the Covered Bond Directive

On 19 March 2019, the European Parliament and the European Council published the final compromise text of the Covered Bond Directive (CBD) which once implemented will amend Directive 2009/65/EC and Directive 2014/59/EU.

As stated in the explanatory memorandum of the proposal of the CBD², the directive "will specify the core elements of covered bonds and provide a common definition as a consistent and sufficiently detailed point of reference for prudential regulation purposes, applicable across financial sectors. It will establish the structural features of the instrument, a covered bond specific public supervision, rules allowing use of the 'European Covered Bonds' label and competent authorities' publication obligations in the field of covered bonds. The proposed Regulation will mainly amend Article 129 of Regulation (EU) No 575/2013 (Capital Requirements Regulation (CRR)). The amendments build on the current prudential treatment but add requirements on minimum overcollateralisation and substitution assets. They would strengthen the requirements for covered bonds being granted preferential capital treatment."

² COM(2018) 94: Proposal for a DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL on the issue of covered bonds and covered bond public supervision and amending Directive 2009/65/EC and Directive 2014/59/EU

The final text of the CBD defines extendable maturity structures as “a mechanism which provides for the possibility to extend the scheduled maturity of covered bonds for a pre-determined period of time and in the event that a specific trigger occurs”. Article 17 of the final text of the CBD lays down the conditions for extendable maturity structures (see Figure 5 below).

Compared to the above mentioned EBA report, the final text of the CBD is less specific regarding maturity extension triggers, which have to be “established in national law”. Hopefully, leaving national regulators to determine the triggers will not create discrepancies amongst extendable maturity covered bonds across Europe. With respect to one of the key concerns, namely the discretion of the issuer to trigger an extension, the final text of the CBD is less specific than the EBA report: “The maturity can only be extended subject to objective triggers established in national law, and not at the discretion of the credit institution issuing covered bonds”. However, information has to be provided to investors to enable them to determine the risk of the covered bond (Art. 17, 1. (c) (i) to (iii)). It is also stated that the maturity extension may not affect the ranking of covered bond investors, dual recourse or bankruptcy remoteness.

The principle based approach of the final text of the CBD leaves scope for national specifics when implemented in the respective national regulation.

> FIGURE 5: ARTICLE 17 OF THE FINAL COMPROMISE TEXT OF THE COVERED BOND DIRECTIVE

Article 17 Conditions for extendable maturity structures

1. Member States may allow for the issue of covered bonds with extendable maturity structures where investor protection is ensured by at least the following:
 - (a) the maturity can only be extended subject to objective triggers established in national law, and not at the discretion of the credit institution issuing covered bonds;
 - (b) the maturity extension triggers are specified in the contractual terms and conditions of the covered bond;
 - (c) the information provided to the investor about the maturity structure is sufficient to enable them to determine the risk of the covered bond, and includes a detailed description of:
 - (i) the maturity extension triggers;
 - (ii) the consequences of insolvency or of resolution of the credit institution issuing covered bonds for a maturity extension;
 - (iii) the role of the competent authority designated pursuant to Article 18(2) and, where relevant, of the special administrator with regard to the maturity extension;
 - (d) the final maturity date of the covered bond can at all times be determined;
 - (e) in the event of insolvency or resolution of the credit institution issuing covered bonds, maturity extensions do not affect the ranking of covered bond investors or invert the sequencing of the covered bonds programme’s original maturity schedule;
 - (f) the maturity extension does not change the structural features of the covered bonds regarding dual recourse as referred to in Article 4 and bankruptcy remoteness as referred to in Article 5.
2. Member States which allow the issue of covered bonds with extendable maturity structures shall notify EBA of their decision.

Source: Final compromise text of the Covered Bond Directive which will amend Directive 2009/65/EC and Directive 2014/59/EU”, dated 19.3.2019

Conditional pass-through structures gain momentum

In 2013, conditional pass-through structures were introduced in the covered bond benchmark universe. NIBC was the pioneer issuing a EUR 500 mn 5Y benchmark covered bond in October 2013, followed by further benchmark issues on a yearly basis. While for the first two years, conditional pass-through structures were widely discussed but remained a niche product, it was in 2015 that this redemption format started to gain momentum. Additional issuers took the conditional pass-through path with UniCredit SpA joining in February 2015 with a EUR 1 bn 10Y OBG, van Lanschot Bankiers bringing its inaugural EUR 500 mn 7Y benchmark in April 2015, followed by Aegon in November 2015 with a EUR 750 mn 5Y, Banca Monte dei Paschi di Siena converted its programme from soft bullet to conditional pass-through and Banca Carige followed in 2016 with a new CPTCB programme.

CPTCB programmes can also be found in Portugal (Novo Banco and Caixa Economica Montepio Geral), in Austria (Anadi Bank), in Australia (Bank of Queensland) and in Greece (National Bank of Greece, Eurobank and Piraeus). Poland is so far, the only country, which implemented a conditional pass-through extension into its updated covered bond legal framework. PKO Bank Hipoteczny started to make use of the new structure in October 2016 followed by mBank who joined the covered bond community last year.

Since the first CPTCB issuance back in 2013 there are today circa 20 covered bond programmes, across jurisdictions, structured in conditional pass-through format.

In CPTCB programmes in general, following an issuer event of default, any repayments, including early repayments and excess spread, remain with the cover pool until a covered bond series reaches its scheduled maturity date (SMD). Following an issuer default, a particular covered bond will only become pass-through once a covered bond reaches its SMD and the available cash is insufficient to fully redeem the bond. Other outstanding covered bonds will not turn into pass-through covered bonds as long as they are paid as scheduled. It goes without saying, that the switch to pass-through on the SMD does not prevent the cover pool administrator from trying to sell assets in order to improve the liquidity of the cover pool and, in doing so, making the switch to pass-through less likely.

The maturity extension and switch to pass-through aims to reduce refinancing risk, i.e. the risk of fire-sales. In order to generate sufficient cash flows to repay the covered bonds due, the cover pool administrator is empowered to sell a randomly selected part of the asset portfolio as long as the conditions of the amortisation test are met.

Following issuer default, the amortisation test has to be passed. The amortisation test is designed to ensure that cover assets are sufficient to repay the outstanding covered bonds. Key aspects in that respect are the level of overcollateralisation in the programme as well as provisions to address transactions risks like servicing. If the test is failed, the commonly used structure is that all covered bonds become pass-through. In this case, it will be required to use all funds available to redeem all covered bonds on a pro rata basis, while interest continues to accrue on the unpaid part of the covered bonds.

An important feature in the CPTCB is the minimum overcollateralisation, which is needed to allow for the programme to switch to pass-through. Shortage of collateral, which could arise from paying administrative costs as well as covering potential credit losses, would otherwise instantly trigger a failure of the amortisation test and an acceleration of payments to bondholders. This is the reflection of the fact that cover pool credit risk is the key remaining source of loss in the cover pool asset-liability-management. In order to eliminate market risk completely, the legal final maturity is extended to beyond the maximum maturity date of the cover pool assets. The extension period usually ranges from 31 years to 38 years, depending on the respective programme documentation.

The increased number of CPT programmes in the past few years has led to a relatively broad diversity of structures (Figure 6), for example showing different extension triggers and procedures following the failure of the

amortisation test. While within countries like the Netherlands, CPT structures are relatively homogenous, they are less homogenous in Italy, Greece and Portugal and differ quite substantially between countries. When the final text of the CBD is implemented, National Regulators will have 18 months to implement the directive and define objective triggers that will cause an extension of the covered bonds. This should reduce some of the differences we have seen across the numerous CPT structures currently in the market.

> FIGURE 6: CONDITIONAL PASS-THROUGH FORMAT KEY FEATURES

Feature	Australia	Austria	Cyprus	Greece 1	Greece 2	Italy 1	Italy 2	Netherlands	Poland	Portugal
1 Extension is an Issuer Event	✓	✓	✗	✓	✓	✓	✓	✓	✓	✓
2 Extension triggers Cross-Default	✗	✗	✗	✓	✓	✗	✗	✗	✗	✗
3 Breach of Amo Test/ ACT Test or equivalent extends all Covered Bonds to pass-through	✓	✓	N.A.	✓	✗	✓	✗	✓	✓	N.A.
4 Breach of Amo Test is an Event of Default	✗	✗	N.A.	✗	✓	✗	✓	✗	✗	N.A.
5 Issuer Insolvency Event causes all bonds to become CPT	✗	✗	✗	✗	✗	✗	✗	✗	✗	✓

Notes: 1. Polish Covered Bonds are subject to 12 months extension; if certain tests are breached, then all Covered Bonds become CPT; 2. Assuming that all Covered Bonds are issued under the same programme and have the same terms and conditions in relation to a breach of ACT Test.

Source: Base Prospectus, A&O

PASS-THROUGH VS. SOFT BULLET

The decisive difference between soft bullet redemption formats and (conditional) pass-through formats raises the question of the length of the deferral term. The longer the deferral period of the soft bullet payment regime, the closer the two redemption formats become. The remaining differences are not essential and could be replicated: the (implicit) SARA clause (Selected Asset Required Amount) is also frequently found in soft bullet structures. Thus, during the deferral period, the scope of actions taken by each cover pool administrator is quite similar: both will not hold on to an unnecessary amount of liquidity but will instead use it to redeem the deferred principal amount. Furthermore, both will try and find opportunities to liquidate assets (in line with the SARA clause) in order to allow redemption to occur as quickly as possible.

However, the one-year deferral period of most soft bullet covered bonds provides the cover pool administrator with a relatively limited timeframe in which the required amount of cover pool assets can be liquidated. In contrast, the opportunities in a (conditional) pass-through case are technically unlimited. Hence, market risk is mitigated with soft bullets covered bonds and eliminated with CPTCBs.

Issuers' perspective

Issuers currently find themselves in complex situations; at the peak of the financial crisis, quite a few issuers were seeking funding by retaining transactions and were using them to collateralise European Central Bank (ECB) open market operations. The ECB applies two different haircut schedules for covered bonds: one for those rated A- or higher and another less-favorable one for those rated in the BBB-range. Non-investment-grade covered bonds do not qualify. However, during the crisis, country ratings in the periphery dragged down the senior unsecured ratings of banks, which, in turn, resulted in lower covered bond ratings. In addition, quite a few assumptions of rating agencies, regarding the legal frameworks, market environment, refinancing cost, foreclosure periods of cover assets, etc., changed for the worse and, therefore, made it necessary for issuers to post ever-higher overcollateralisation. Taking a look at the agencies' analyses of cover pool losses, it appears as if there was a unanimous view that the most significant source of losses was market-related rather than credit-related. Hence, eliminating market risk instantly reduces overcollateralisation requirements by a significant share. This means that issuers are either able to issue more covered bonds against the same

amount of collateral and/or are able to achieve higher ratings for their covered bonds with the same amount of overcollateralisation – in any case, a massive increase of efficiency for the entire covered bond funding exercise.

Investors' perspective

Before going into the details of comparing various redemption formats, it is vital to depict the critical point in the lifecycle of a covered bond. Assuming they have the same issuer and identical collateral pools, the cash flows of a hard bullet, soft bullet and CPTCB are identical as long as the issuer does not default. In case of an issuer default, the cash flows of either redemption format are still identical if the available cash retained in the cover pool is sufficient. The only "interesting" case from an investor's point-of-view is in the case of (i) insufficient liquidity – because this is the time when a bullet covered bond is prone to default – and a pass-through will start to defer payments or (ii) insufficient collateral – because this bears the risk that all series of a covered bond programme, irrespective of the repayment regime, accelerate and become due, including fire-sales with large haircuts.

The following considerations are based on the investment decision between a bullet covered bond and a CPTCB of the same issuer out of two different, hypothetical programmes but based on cover pools that have exactly the same risk characteristics.

Some investors seem to have problems with the very long final maturity date of CPTCBs which can substantially exceed the scheduled maturity. Therefore, they prefer hard bullets, which carry the obligation to be repaid on the SMD. However, while there are structural differences between the redemption regimes, arguably many of these differences fade upon a closer look.

The total damage of any adverse event can be split into a probability of the occurrence of the adverse event and the impact it has once it occurs – the critical question an investor has to answer is whether the adverse event is a deferral of payments or the technical default of an investment. In a hard bullet case, both events happen simultaneously, while, in a soft bullet case, and even more so in the case of a CPTCB, the events drift apart.

First, we take a look at investors that consider the technical default of a claim more adverse than a payment deferral. In case of a default, the result in terms of cash-flows are quite likely to be similar for both cases, bullet and conditional pass-through. The result in a bullet case would, quite likely, be a creditors' meeting to decide how to treat the remaining collateral: fire sale or natural amortisation; result unknown ex ante. Thus is the case for a CPTCB; the roadmap is clearer in the CPTCB since there is an ex ante definition of what is about to be done. All covered bonds fall due and natural amortisation of the collateral will be split *pari passu* unless a bondholders' meeting votes for something different. The difference comes in the form of the likelihood of the adverse "default" event. In both bullet and pass-through cases, a default could be triggered by asset-quality deterioration and, therefore, in both cases the issuer ex ante would have to post the same amount of overcollateralisation for the same result of assessed credit risk. However, precautionary measures to address liquidity risk in the cover pool have to be performed by the issuer of bullet covered bonds only. Whether or not the liquidity buffer turns out to be sufficient can only be assessed ex post. In other words, any liquidity buffer is nothing but a suboptimal hedge for liquidity risk. By way of aligning the cash flows from the cover pool to the covered bond investors, CPTCB issuers perform the only existing perfect hedge against liquidity risk. Therefore, the likelihood of a default of the covered bond is lower for the CPTCB. Consequently, an investor that is sensitive to a default of a claim as opposed to being sensitive to payment disruption should rather be focused on CPTCB.

An investor that is rather sensitive to payment disruptions apparently has the opposite rationale. In case of the occurrence of the payment disruption, the impact is probably quite similar irrespective of the payment regime (see rationale above). It might be the case that the net present value of the recovery payment is higher in a bullet regime due to a self-selection of the investor base; investors that fear a payment disruption might rather be inclined to vote for a shorter recovery period at the expense of a slightly lower nominal recovery rate.

Investors that decided to invest in a CPTCB might be inclined to maximise nominal recovery at the expense of a longer recovery period.

The true difference appears when considering the likelihood of the adverse event “payment disruption”. Credit driven occurrence would be similar in both repayment regimes, whereas the likelihood of a “payment deferral” occurrence is much higher for the CPTCB due to the fact that liquidity-driven default-precaution is passed on to investors. In the bullet case, the liquidity-driven default-precaution comes in the form of additional over-collateralisation requirements/liquidity buffers. The liquidity buffers certainly are no perfect hedge against the occurrence of the adverse event “payment deferral” but are definitely better than taking no precautions.

However, given the important role covered bond ratings play within the regulation framework and in cooperation with central banks (e.g. spread-risk factors under Solvency II, CRR risk-weightings, liquid asset classification under LCR rules, ECB repo haircuts), risk aspects are not the only drivers of an investment decision. Rating-sensitive investors would benefit from the higher and more stable rating of the CPTCB. However, empirical evidence does not indicate significantly tighter spreads of CPTCB compared to slightly lower-rated covered bonds. In our view, this partly reflects the current overall compressed spread environment as well as the fact that some investors cannot buy conditional pass-through transactions due to internal restrictions. As we mentioned above, the likelihood of a payment deferral might be larger than that of a bullet case.

Therefore, the uncertainty regarding duration might increase without compensation in form of higher yield. The benefit comes in the form of the investment being more suitable for the regulatory challenges constraining investors in many respects.

Regulators have increasingly addressed the topic of conditional pass-through structures in recent decisions. Besides the EBA report and the final text of the CBD, also the ECB has applied special treatment to CPT structures. In February 2018, new ECB rules came into force, which firstly excluded CPT-covered bonds from sub-investment issuers from CBPP3 eligibility “in view of the potentially higher risks to which they expose the Eurosystem”, this exclusion was then extended to all CPTCBs regardless of the rating of the Issuer. In 2018, the ECB increased the haircuts applied to retained covered bonds with extendable maturities that banks use as collateral with central banks. The change in haircut affects only those retained covered bonds whose maturities can be extended, i.e. covered bonds issued in soft bullet format or as conditional pass-through structures. The ECB now applies the extended final maturity date rather than the original scheduled maturity as the basis for assigning the respective haircut category. Thus, the extension period of soft bullet covered bonds, which is usually 12 months, extends the residual maturity of retained covered bonds with a soft bullet structure by one year. This has an effect on the haircut category, although due to the limited extension period of soft bullet covered bonds, the impact on retained soft bullet covered bonds is only minor. However, in the case of CPT-structures, the effect is more significant due to the considerably longer extension period. Thus, retained covered bonds with a CPT-structure would generally fall into the haircut category “>10 years”, the ECB’s longest maturity segment.

> FIGURE 7: OVERVIEW OF KEY ASPECTS IN CONDITIONAL PASS-THROUGH STRUCTURES (CPT)

	Pros	Cons
Issuer	Collateral efficiency by reduced OC requirements	
	Less ALM necessities	
	Higher covered bond rating and less dependency on issuer rating level (greater rating de-linkage)	
	Overall increased funding efficiency	
Investor	Higher covered bond rating and less dependency on issuer rating level	Lower OC levels
	Higher rating stability	Uncertain final redemption date
	Higher expected recovery rate	
	Same regulatory treatment as bullet formats	

Source: UniCredit Research

Rating agencies' perspective

Rating agencies' methodologies have changed quite substantially in the past few years. Recalling Moody's plain and simple rating methodologies for covered bonds back in 2003/04, when covered bonds were all rated 2/3 notches (for mortgage and public covered bonds respectively) above the senior rating, which later was expanded to 4/5 without big analysis supporting it, life has become more complicated. However, analysis is also more precise and detailed from an academic point of view. The step-by-step analysis of assessing issuer credit risk followed by the assessment of legal/regulatory/market related etc. aspects, and finalised by the assessment of the credit risk/liquidity risk etc. of the cover pool, was a milestone. Starting from the joint default basis, the degree of detail of rating agencies' analyses increased exponentially. The high end of complexity is probably to be found in the analysis of the cost of raising liquidity against a static cover pool in a post insolvency situation. This necessitates an assessment of potential funding sources, assumptions on amounts that need to be raised, valuation adjustments and, last but not least, assessment of the role and the abilities of the cover pool administrator running the matter after issuer insolvency. Against this backdrop, rating agencies have unsurprisingly welcomed the development regarding CPTCBs. Default risk is essentially reduced to credit-risk-driven events.

S&P stated that conditional pass-through covered bonds structurally eliminate refinancing risk and that it de-links the rating on a covered bond from the rating on the issuing bank when the programme is not exposed to refinancing risk and the covered bond's overcollateralisation is legally or contractually committed. Thus, more notches of uplift above the rating on the issuer can be applied than in the case of traditional covered bond programmes. While in a traditional programme, that is exposed to refinancing risk, S&P assigns up to four notches of collateral-based uplift, in a CPT programme, the potential collateral-based uplift is unlimited.

Moody's stated that CPTCB can remove refinancing risks sufficiently. Thus, the credit quality of CPTCB can be much less dependent on, or even independent of, the supporting bank's credit strength. However, the type of structure that the issuer decides to use will determine the degree to which the programmes can effectively mitigate refinancing risk. Moody's identified different mechanisms that lead to different levels of mitigation for refinancing and time subordination. The level of overcollateralisation is a key parameter in this respect. Even in CPTCBs, a fire-sale of the cover pool at high discount rates might occur, if OC levels are insufficient and as the breach of certain test, e.g. the amortisation test, may eventually lead to an event of default. Additional key elements are the evaluation of swap agreements, servicing and counterparty risks as well as legal risks (set-off risk, commingling risk, claw-back risk).

Fitch stated in its covered bond methodology, that while covered bond ratings are typically not completely de-linked from the bank's IDR (issuer default rating), CPT programmes can benefit from a higher de-linkage than hard and soft bullet programmes, as long as refinancing risk and short-term payment interruption risk are

mitigated. In this case, an uplift of up to eight notches from the IDR can be assigned. This is because the long extension periods and the pass-through mechanism effectively eliminate maturity mismatches and the need for asset liquidation at any cost, thereby removing the majority of payment interruption risk for covered bonds after an issuer default and leading to a discontinuity risk profile that is more in line with amortising structured finance transactions. The reason that Fitch has not entirely delinked the CPTCB rating from the issuer rating – in contrast to structured finance (SF) transactions – is because covered bonds allow for significantly more flexibility regarding cover pool composition and issuance capacity than typical SF transactions.

CONCLUSION

Covered bonds with extendable maturities are becoming more and more common in the covered bond market; you can find them in almost every covered bond jurisdiction. The largest share goes to soft bullets where extension periods are typically 12 months. Another interesting addition to the existing soft and hard bullet structures are CPTCBs. In most scenarios, the cash flows of the various redemption profiles would be similar, all else equal. In a worst-case scenario, after issuer default and in a situation where the cover pool is not sufficiently liquid, CPTCB promise a lower nominal loss at the expense of investors accepting a potentially much longer deferral period compared to those of hard bullet and typical soft bullet structures. Hence, investors have to make up their minds, which adverse event they are more inclined to accept, i.e. payment deferral or technical default. From a regulatory perspective, CPTCB offer higher ratings, higher rating stability and less asset encumbrance. Over the course of the last few years, we have witnessed a gradually increasing acceptance for both – soft bullets and CPTCB – in the market. This is likely to increase even further with the planned harmonisation addressing common minimum standards also for CPT-structures and clarifying trigger events for maturity extensions.

1.7 THE EBRD AT THE FRONT ROW OF CEE COVERED BONDS #EBRDmore

By Jacek Kubas, Polyxeni Pentidou, EBRD and Richard Kemmish, Consultant

I. INTRODUCTION

The European Bank for Reconstruction and Development (the EBRD or the Bank) is an International Financial Institution (IFI) founded in 1991. Since then, the EBRD has invested over EUR 125 bn in more than 5,100 projects. The Bank is now doing more than ever before, being present in 38 economies from Mongolia to Morocco across three continents, in order to further progress towards “market-oriented economies and the promotion of private and entrepreneurial initiative.”

The Bank’s overall work is based on the concept of transition, which is the process of moving towards a well-functioning market economy. In practice, the EBRD is always asking itself how each transaction can be additional for the transition of the country, and thus why the Bank should be involved.

The EBRD emphasizes investments in the private sector – a unique characteristic among IFIs. However, this focus does not preclude it from engaging in policy dialogue. Rather, the EBRD provides technical advice, support, and reform work, fostering innovation and building modern economies in its countries of operations. This holistic approach maximizes the EBRD’s impact and showcases in practice the Bank’s transition concept.

Within this frame, the EBRD is engaged in the field of covered bonds. This article aims to illustrate the EBRD’s role in developing covered bond markets in its regions. First, we provide an overview of the importance of developing local capital markets and how covered bonds fit within this broader goal. Then, we discuss how the Bank’s legal and regulatory work and investments are structured in order to build covered bond markets. Finally, we offer case studies of covered bond reforms in the EBRD’s countries of operation and consider next steps in this exciting field.

II. HOW DOES THE EBRD SUPPORT LOCAL CAPITAL MARKET DEVELOPMENT?

One of the EBRD’s functions is “to stimulate and encourage the development of capital markets.” Acknowledging that capital markets are the engine rooms of modern economies, the EBRD supports the creation of an efficient ecosystem for local currency and local capital markets through a combination of transactions, investments, own bonds issuance, legal reforms and policy engagement.

The EBRD works to develop capital markets in its regions for a number of reasons. It is often the case that financial intermediation is largely bank-based; banks are predominantly foreign owned, leading to an overreliance on parent funding; there is a persistent credit demand-supply gap; and financial stability is often fragile and vulnerable to external shocks.

There is significant room for improvement; while the Central Eastern European (CEE) countries account for 20% of the EU’s population and 8% of its GDP, their capital markets represent only 3% of all listed shares and debt.

Acknowledging this, the EBRD is deploying all available means in its “development toolbox” to promote local capital market development. Investment is indeed central to growth and sustainable development, but it is not an end in and of itself. Equally important is policy dialogue and technical advice. This is the unique advantage of the EBRD, which, as an IFI, is actively engaged in both investment and policy work, establishing modern legal and regulatory frameworks that support the transition towards a well-functioning market economy.

Further to the latter, in the roadmap to the development of local capital markets, there are various policy priority areas to focus on, including upgrading capital markets policy frameworks, enhancing the legal and regulatory environment, improving capital market infrastructure, and expanding the product range and investor base.

To this end, covered bonds are an important building block for developing local capital markets. The Bank has been championing this product for a number of years through legal and regulatory reforms and investments in

CEE and Southern Eastern Europe (SEE). The Bank's work in the field of covered bonds encompasses all parts of the "development toolbox" and illustrates how the EBRD supports the development of local capital markets.

III. HOW DO COVERED BONDS CONTRIBUTE TO LOCAL CAPITAL MARKETS DEVELOPMENT?

Establishing covered bonds as a long-term funding tool brings numerous benefits to issuers, investors, market participants and the public.

Covered bonds are an important and efficient source of long-term funding for credit institutions. In the case of the CEE countries, in which the banking sector has been dominated by foreign ownership, covered bonds can serve as an alternative funding tool. The year 2019 marks the tenth anniversary of the Vienna Initiative, which aims among other goals to provide proper wholesale funding tools for banks; covered bonds fit well within that goal. In the aftermath of the financial crisis in 2008, it became especially evident that the subsidiaries had to be more independent and the deposit base was not sufficient.

In addition, the dual nature of the protection offered by covered bonds sets them apart from both senior unsecured debt and asset-backed securities (ABSs). Although securitizations have also served as a method of financing mortgages, we consider this more as a "technique", while covered bonds as a "brand".

A well-functioning covered bond market can contribute to more affordable housing, as it provides a stable, fixed-term funding source for credit institutions that would, on that basis, be better placed to provide affordable mortgages for consumers and businesses. It further supports lending more broadly by channelling funds to the property market. Such a market is definitely a long way from signing a mortgage to issue covered bonds and effectively ensure affordable housing for the public, but capital markets do have the potential of making a real difference to the public.

IV. COVERED BOND LEGAL AND REGULATORY REFORMS LED BY THE EBRD

a. Background

While covered bonds are frequently used in mature markets, their proliferation in the EBRD regions is still relatively new, including both in the EU Member States and non-EU Member states. In December 2015, the outstanding volume of covered bonds reached EUR 2.5 trillion globally, of which EUR 2.1 trillion was issued by EU-based institutions. This constitutes 84% of the global total. The largest markets in the EU are Germany (18% of the EU outstanding volume), Denmark (18%), France (15%), Spain (13%), Sweden (11%), Italy (6%), and the UK (6%). The four largest markets accounted for almost two-thirds of the EU market in 2015¹.

The size of the covered bond markets in CEE and SEE is significantly smaller. In CEE only three countries (Hungary, Poland and Slovak Republic) have any meaningful number of bonds outstanding and the CEE in total represents substantially less than 1% of the total covered bond market. This number had been significantly lower prior to the EBRD's engagement.

The comparatively large market for covered bonds in certain EU-Member States may be attributed to the fact that many of these countries have long-standing domestic legal regimes for covered bonds in place. In other countries, including in CEE and SEE, often there is no legal framework surrounding covered bonds, or the existing legal framework might be inconsistent or for other reasons not applicable.

Taking into account this discrepancy and acknowledging the importance of having long-term funding available in local capital markets, the EBRD remains engaged in a series of covered bond legal and regulatory reforms in its regions. The aim of these reforms is to align the applicable frameworks with widely accepted standards; render them more transparent, efficient, and understandable to investors, including foreign investors, and to rating agencies; and remove barriers hindering the use of covered bonds for finance.

¹ European Commission (March 2018), "Capital Markets Union: covered bonds, cross-border distribution of investment funds and cross-border transactions in claims and securities"

b. What do the legal and regulatory reforms entail?

The reforms are implemented through the EBRD's Local Currency and Capital Markets (LC2) team working closely with a number of departments across the Bank, including Financial Institutions (FI). Throughout the process of the reforms, the EBRD team is usually supported by a local legal counsel and an international expert, which provides a combination of local market knowledge with much-needed international expertise. This is one of the reasons why national authorities, usually the Ministry of Finance or the Central Bank, trust the EBRD as a partner for the reforms. The national authorities are also involved throughout the process and actively participate in all stages of the reform.

The process is not an easy task. Behind every reform there is detailed legal research and analysis, long negotiations and active discussion with market participants, including through public consultation, outreach events, and other informal channels. Most importantly, in order for each reform to succeed, there is a need for the involvement and buy-in from all relevant parties. There must be a strong belief that, technical as it may be, covered bond reform can bring real and tangible benefits to local capital market development and to the country's economy. This is why, based on past experience, the Bank seeks the engagement and support of the national authorities – coupled with the “push” from the market, including the banking association – as the defining point for success.

Equipped with this support, the starting point is to analyse the existing legal, regulatory, and commercial conditions in the country. The next step is identifying any issues hindering the growth of the covered bond market. Based on this analysis, a Concept Paper is prepared. This serves essentially as the roadmap for the reform and includes the proposed legal and regulatory amendments. It should be noted that all proposals are benchmarked against international best practice, the European Banking Authority's (EBA) guidelines and the recently adopted EU Directive. The Concept Paper constitutes the basis for further discussions with authorities and other market participants in order to identify the optimal solution for the local capital market and set the necessary safeguards. Following this consultation and once consensus is reached on the provisions needed, the covered bond law and other relevant regulations or by-laws are drafted, consulted with the market and submitted to the appropriate legislative body for approval.

With regards to the contents of the amendments, the primary legislation should address the definition of covered bonds and securitisations, including their broad parameters. Other more technical aspects are usually discussed in secondary legislation. Each reform is different. There is no one-size-fits-all approach, and the weight of each step of the process differs significantly among countries.

In addition to the technical legal and regulatory work, the EBRD is also engaged in many outreach events, which allow us to showcase the progress made in EBRD regions to investors and the international covered bond community. In the same vein, the EBRD is an active participant in the European Covered Bond Council (ECBC) events and Euromoney conferences.

c. In which countries has the EBRD been engaged in legal and regulatory reforms?

As of June 2019, the following reforms have been completed:

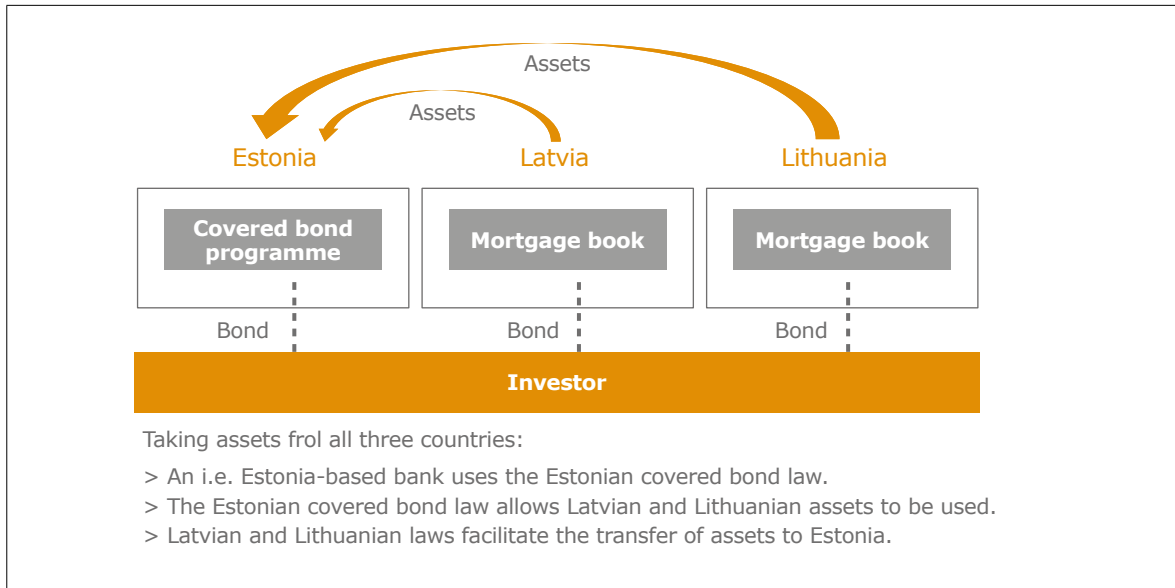
- > **Poland:** In early 2016, the EBRD completed a TC project with the Ministry of Finance (MoF) in Poland. The project focused on the development of a new covered bond legal framework based on best practices. The LC2 team facilitated the reform by reviewing and providing comments and recommendations for updating the Act on Covered Bonds and Mortgage Banks from 1997. This work, initiated by the Polish Mortgage Credit Foundation and mortgage banks, resulted in the amendment of the Act on Covered Bonds and Mortgage Banks combined with associated changes in the bankruptcy law. This led to the creation of the market, including domestic and international benchmark issuance by such banks like PKO Bank Hipoteczny. Recently, a Polish issuer issued its first green covered bond in Central and Eastern Europe.

- > **Romania:** The EBRD played a significant advisory role to the new covered bond law adopted by the Romanian Parliament in September 2015. In Romania, there had not been a covered bond issuance since the covered bond law of 2006 was adopted. The new law conforms to: (i) the definition of covered bonds as per EU legislation, including the Capital Requirements Directive and the UCITS Directive; and (ii) the “Best Practice” supervisory guidelines as published by the European Banking Authority (EBA). According to a comparative analysis, published by the ECBC in 2018, Romania’s legal framework aligns with the EBA’s best principles, thus enhancing investor confidence in the market. The first bond was finally issued in 2019.
- > **Slovak Republic:** The EBRD completed a TC project in the Slovak Republic in 2017, updating the regulatory regime surrounding covered bonds. The previous covered bond law had supported the development of the covered bond market to a certain extent, but it presented many issues that hindered further market growth. The market was confined to sub-benchmark bonds purchased by domestic investors, typically other banks; and it was difficult for banks to structure internationally acceptable benchmark-sized transactions. Out of the 17 best practices identified by the EBA, the Slovakian covered bond framework was only fully compliant with 6. The reform created the legal foundations for covered bonds with amendments to the existing law and incentivised a vibrant local covered bond capital market.

The following reforms are ongoing:

- > **Baltic States (Estonia, Latvia, Lithuania):** In the spirit of pan-Baltic cooperation mandated by the 2017 Memorandum of Understanding (MoU) signed by the three Ministries of Finance, the covered bond reforms in the three Baltic countries will endeavour to be part of a coordinated Baltic covered bond framework. With this project, the European Commission’s Structural Reform Support Service (SRSS), together with the EBRD, supports the Baltic States with the introduction of a pan-Baltic covered bond framework, contributing towards well-functioning and larger capital markets in the region, opening up long-term funding options for banks, and increasing the level of lending to economies. It is envisaged that each Baltic State will have its own covered bond law and secondary regulations, and so the pan-Baltic covered bonds issuance will be achieved on the basis of the overall framework. The interim report on the pan-Baltic covered bond framework was published in March 2019 for public consultation; currently, the comments received are in the process of being analysed. In Estonia, the law on covered bonds was adopted by the Parliament in February 2019 and the respective laws in Latvia and Lithuania are expected to be submitted to their Parliaments soon. The following diagram illustrates how the covered bond framework will operate:

> FIGURE 1: THE PAN-BALTIC COVERED BOND FRAMEWORK - STRUCTURE: THREE EQUIVALENT LAWS AND THEIR IMPACT



Source: EBRD

- > **Croatia:** The EBRD is working with the Ministry of Finance (MoF), the Croatian National Bank (CNB) and the market's supervisor, HANFA. On November 20th, 2018, the EBRD and the CNB organised a one-day event, "New EU Covered Bonds Framework – what is in it for Croatia?" in Zagreb. The event featured panellists and speakers representing a broad range of international and national market participants. It showcased the market's interest in the development of a regulatory regime for covered bonds in the country. Due to other pressing legislative priorities, the reform is currently on hold, but there are positive signs that the adoption of the EU covered bond framework will bring progress soon.

V. THE EBRD'S INVESTMENTS

In the field of covered bonds, the EBRD has in recent years invested a total of EUR 650 mn in covered bonds across its regions, including in Greece, Hungary, Poland, Turkey, and the Slovak Republic. The investments are being led by the EBRD's Financial Institutions (FI) team. Given that there is a robust covered bond legal and regulatory framework in place, issuers are encouraged to venture into the covered bond market. Supporting the first issues is very important and the EBRD, as an IFI, has usually a pioneering role, taking up to 20% of a public issue to incentivize the market. The issuance must be listed to ensure liquidity and be rated by at least one rating agency, in line with international practice and what other investors require. The EBRD's role is primarily at the beginning of a market's development, when investors are learning about and getting comfortable with the new jurisdictions. To develop a covered bond market, it is important to have a certain volume and frequency of issuance, and also to have issuance done according to international standards.

As of June 2019, here are some of the EBRD covered bonds' investments:

- > **Greece:** In 2017, the EBRD invested EUR 30 mn in the EUR 750 mn covered bond inaugural issuance by the National Bank of Greece (NBG), marking the return of the Greek banks to the international capital markets. Established in 1841, NBG, one of the four Greek systemic banks, is the country's oldest lender. The transaction was the second publicly placed Greek covered bond since NBG's 2009 issuance and the

first capital market transaction for a Greek bank since 2014. Raising new funds allowed NBG to provide mortgage lending and support the real estate market, a fundamental pillar for the recovery of the economy.

- > **Poland:** The EBRD has invested more than EUR 115 mn in Polish covered bonds issued by PKO Bank Hipoteczny (PKO BH), denominated in Polish Zloty (PLN) and EUR, to increase trading volumes and to ensure investors stability. PKO BH is one of three mortgage banks operating in Poland, specialising in PLN-denominated residential mortgages. The bank, which started its operations on the 1st of April 2015, is a 100% subsidiary of PKO Bank Polski, the largest commercial bank in Poland. In June 2019, the EBRD invested PLN 50 mn (EUR 11.7 mn equivalent) in PKO Bank Hipoteczny's first green covered bond issuance under the mortgage bank's Green Covered Bond Framework, which was certified by the Climate Bonds Initiative (CBI) to be aligned with its low carbon buildings criteria. The investment marks the first signed project under the EBRD's Green and Sustainability Bond investment framework targeted at financial institutions.
- > **Romania:** In May 2019, Alpha Bank, a local lender in Romania, issued the country's first ever covered bond. The EBRD has invested EUR 40 mn in the EUR 200 mn offering. Building on the EBRD's extensive policy work in Romania to help revise the legal framework for covered bonds and align it with EU best practices, this investment opened a new chapter in the Romanian banking market. It should also be noted that, earlier this year, the EBRD approved a framework to invest in senior unsecured and secured bonds, including covered bonds, issued by Romanian lenders, making EUR 350 mn available for such transactions. This transaction is the first under the new framework.
- > **Turkey:** In July 2017, the EBRD invested the Turkish lira equivalent of EUR 75 mn in a covered bond issued by Turkish lender Garanti Bank. The Baa1-rated bond is backed by a portfolio of residential mortgages. Prior to this, in April 2016, the EBRD invested EUR 50 mn in a EUR 500 mn covered bond benchmark issuance by Turkish lender VakifBank. This pioneering issuance met strong investor demand and signalled the beginning of a covered bond market in the country.
- > **Slovak Republic:** In March 2019, the Board of the EBRD approved a new framework, which will involve investments of up to a total of EUR 385 mn in a series of newly issued covered bonds by Slovak banks that have rated programs over the next three years. EBRD's investment in up to 20% of each issuance will be made alongside local and international investors. The EBRD's presence as a significant covered bond investor serves as an endorsement of this asset class and contributes to a diversification of Slovak capital market products. It should be noted that the framework also includes green commitments, as to support projects financing energy efficiency, renewables or environmental improvements. Building on the success of the first covered bonds framework launched by the EBRD in 2017 with a volume of up to EUR 200 mn, under which the EBRD invested into 5 issuances by Slovak banks, the new framework aims to help mobilise some EUR 1.6 bn of private sector investments into covered bonds issued by Slovak banks. This was the first triple-A-rated covered bond issued by the local lender Slovenská sporiteľňa and the first ever triple-A-rated issuance in an EBRD country of operation.

VI. WHAT IS NEXT?

There is an increasing interest in the EBRD's regions for the development of well-functioning covered bond markets. The success of the markets in Poland, the Slovak Republic and Romania, in combination with the new EU Covered Bond Framework, demonstrates both what can be done and how to do it.

In the past, many countries have attempted to develop covered bond markets, but many have failed through a combination of inappropriate laws based on structures in countries with very different financial systems, a lack of commercial need as western banks provide their eastern subsidiaries with cheap liquidity, and a lack of credible support for reform initiatives.

In the medium term we see several areas of development:

- > Existing covered bond markets must continue to evolve to reflect both the new EU rulebook, changes in market standards (such as the introduction of maturity extension structures or covered bond labels), and new opportunities to better fund the real economy;
- > New jurisdictions will continue to develop covered bond technology. As countries with less developed markets increasingly look at the product, the benefits available from covered bonds, and the challenges to develop them, will increase; and
- > Other asset classes will increasingly be financed using covered bond technology. Turkey has already used the tool to finance its vibrant small and medium-sized enterprises (SME) sector; other countries in the region with limited stocks of mortgages can be expected to similarly diversify the eligible asset classes. The imperative to finance renewable energy sources and to improve existing energy efficiency is likely to drive further developments in the application of the financing tool.

The question for EBRD, the Covered Bond community and our countries of operations is... where shall we go next? We have some ideas on the additional countries to be added to the Global Covered Bond Map.

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1.8 THE DIFFERENT DIMENSIONS OF SUSTAINABLE COVERED BONDS

By Matthias Melms, NordLB, Ralf Berninger, SFIL and Maureen Schuller, ING Bank

SUSTAINABLE BOND MARKET OVERVIEW

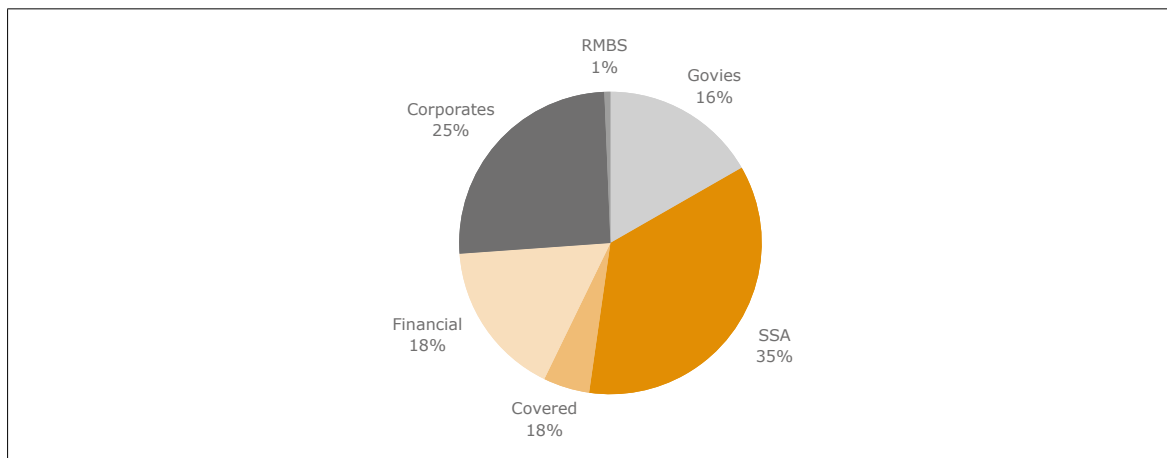
Today, few topics in international finance capture the zeitgeist quite like ESG and sustainability. Whether in the macro policy space or managing implications at a more granular level, governments and legislators, engaged individuals, corporates and investors are prioritising environmental and social considerations and they are likely to remain a permanent fixture across financial markets. The bond market is merely reflecting this evolving phenomenon.

Since the first sustainable bond was issued in 2012 the market has progressed rapidly. Today there are almost EUR 225bn in sustainable bonds outstanding split across varying bond products. This amount covers only EUR denominated instruments with a minimum size of EUR 250mn and marketed with a dedicated sustainable use of proceeds.

Given the pace of developments it may seem surprising that sustainable issuance is only slowly gaining ground in the covered bond space. Covered bonds represent one of the largest bond asset classes and are by nature secured by assets, such as mortgage loans, that at first sight lend themselves perfectly to green issuance.

While the first ESG covered bond was already issued five years ago in September 2014, the amount of sustainable EUR covered bonds outstanding just passed EUR 10bn at the end of 1H 2019, representing 5% of the total EUR sustainable bond market and only 1% of all EUR benchmark covered bonds outstanding. This represents less than a third of the outstanding EUR bank sustainable senior unsecured debt. There are various reasons, in our view, for the modest supply in sustainable covered bonds.

> FIGURE 1: EUR SUSTAINABLE BONDS OUTSTANDING BY SEGMENT



Source: ING

Sustainable covered bonds must meet both sustainability and cover pool eligibility criteria

Issuers of sustainable covered bonds generally strive to have sufficient eligible green and/or social loans in the cover pool to at least match the amount of sustainable covered bonds outstanding. As such these loans not only have to meet the criteria stipulated in the sustainable bond framework, but also the asset eligibility criteria under the respective covered bond legislation or programme documentation. Sustainable senior unsecured funding is not subject to these additional cover pool eligibility criteria and offer banks a route to sustainable funding without asset encumbrance.

Residential housing loans are less often used for green portfolio purposes

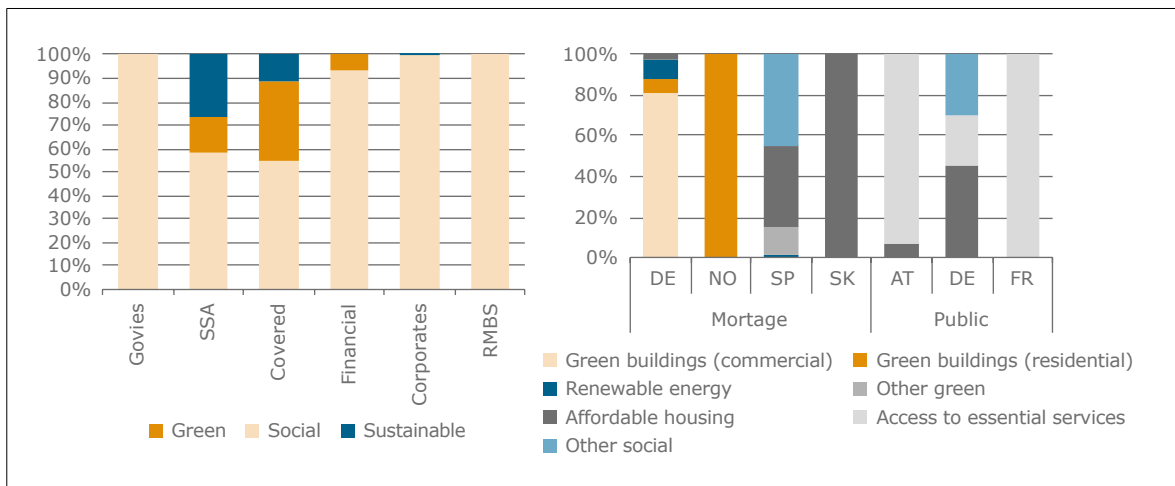
The majority of covered bonds are secured by residential mortgage loans. This has likely hampered green issuance in covered bond format. Green senior unsecured bank bonds mostly fund renewable energy loans or energy efficient commercial real estate assets. These loans are generally larger in size. Hence fewer loans are required to establish a significant or sizeable green portfolio. Residential mortgage books carry far more technical constraints frustrating the ability to marshal a sufficient amount of loans meeting the requisite environmental standards for green portfolio purposes. Green issuance only has a 54% share in the total sustainable covered bond supply. This is far lower than for other bond asset classes where green issuance is heavily dominant (figure 2).

Banks with mixed collateral pools of commercial and residential real estate assets, such as German institutions, have been more prolific in the issuance of green covered bonds. Elsewhere, banks with mortgage cover pools (partly) comprised of social housing loans have successfully printed social or sustainable mortgage covered bonds. Public sector covered bonds have been issued solely in social format to finance, for example, community projects in areas of healthcare and education as part of the issuers' public sector lending business strategy.

Indeed, Norway was by the end of 1H19 the only country where EUR benchmark mortgage covered bonds have been issued with exclusively green residential proceed allocations. Nonetheless, developments in the field of dedicated green residential mortgage product offerings, the availability of EPC labels and selection criteria based upon building standards and construction age do improve the prospects of green covered bond issuance. Furthermore, Luxembourg is an example of a jurisdiction where the prevailing covered bond legislation has been amended to facilitate the use of covered bond proceeds for the financing of renewable energy loans.

> FIGURE 2: MARKET SHARE SUSTAINABLE EUR BONDS BY TYPE

> FIGURE 3: USE OF PROCEEDS SUSTAINABLE EUR COVERED BONDS



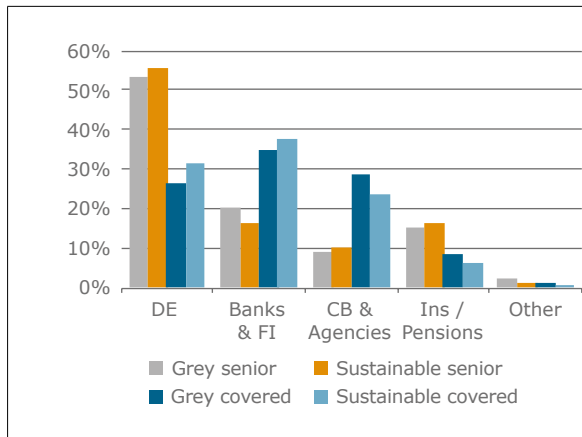
Source: ING

Source: Issuer reports, ING

The senior unsecured market offers more efficient access to the green investor base

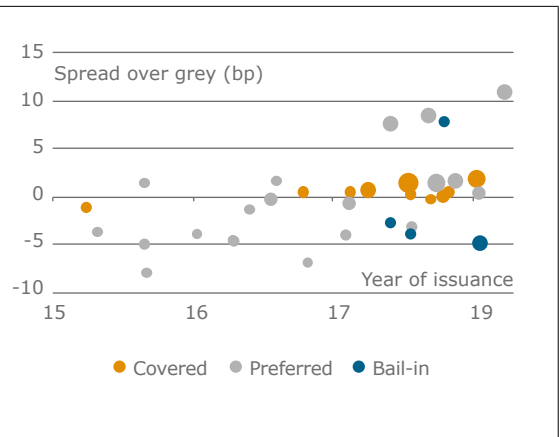
Access to the green investor base is superior in the senior unsecured market to the covered bond space. Bank treasuries are the most important investor base for covered bonds. Above all, bank treasurers buy covered bonds for their favourable LCR or risk weight treatment, or for central bank funding collateral purposes. These investors do not primarily purchase covered bonds with sustainability motives. Asset managers (AMs), on the other hand, are generally the key investor base with targeted green mandates. AMs are more inclined to invest in superior yielding senior unsecured alternatives than in covered instruments.

> FIGURE 4: DISTRIBUTION SUSTAINABLE BONDS BY INVESTOR TYPE



Source: Bloomberg, CBR, IFR, IGM, ING

> FIGURE 5: SUSTAINABLE BOND SPREADS VERSUS NON SUSTAINABLE CURVES*



Source: Bloomberg, ING

*) Based on a selection of sustainable bonds with two non-sustainable adjacents.

Bullet sizes reflect differences in issue sizes.

Funding cost advantages are more visible in senior unsecured

Sustainable senior unsecured bonds tend to trade at tighter spread levels versus non-sustainable comparables than sustainable covered bonds. This is related to both the size of bond issuance and to the broader investor base for green alternatives in senior.

The size of sustainable covered bonds is often comparable with the size of non-sustainable covered bonds. Within the senior unsecured segment, the issuance size of a typical green bond instrument is traditionally EUR 0.5bn. This is notably smaller than the EUR 1bn+ sizes of adjacent non-sustainable issues, which explains the tighter spreads of the bonds. In the past year however, the issue size of green senior notes has become larger, with some banks even printing EUR 1bn+ green preferred senior deals. The expansion of green senior curves in combination with larger issue sizes has penalised performance of the more recent green preferred senior bonds versus non-sustainable adjacents.

The second reason for the historically more visible spread advantage of sustainable senior bonds is the larger asset manager investor base for senior debt. This holds even more so for bail-in senior debt than for preferred senior debt, which may explain why, in contrast with preferred comparables, some of the bail-in senior notes issued in the past year do indeed trade through their non-sustainable curves.

The additional merit of meeting MREL/TLAC requirements supports green bail-in senior issuance

The issuance of sustainable bonds in non-preferred/bail-in senior format also serves the purpose of meeting MREL/TLAC requirements. This is a further motivation for banks to opt for the issuance of sustainable debt in senior unsecured rather than covered bond format.

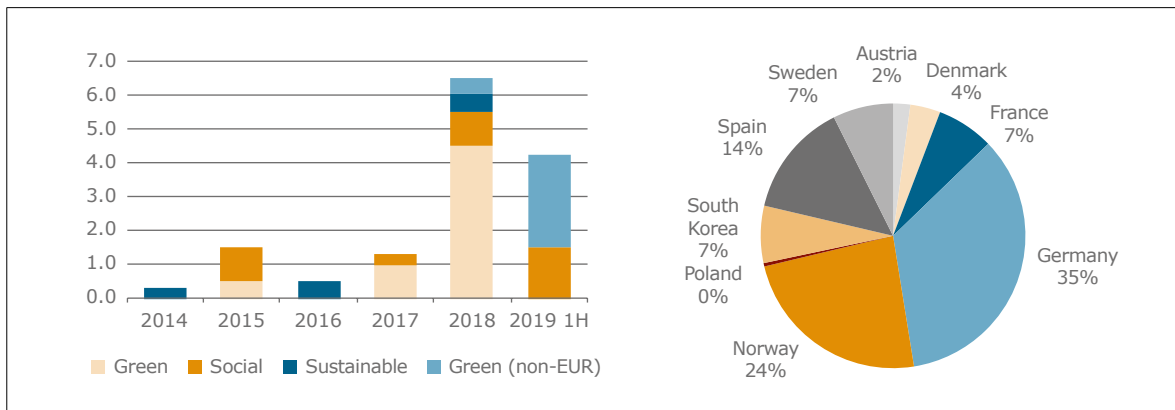
Sustainable covered bond supply targets different currencies

Judging by this year's aggregate EUR issuance, the sustainable supply in covered bonds remains relatively subdued. In the first half of 2019 only EUR 1.5bn has been issued in social covered bonds, lagging the EUR 3.5bn issued in the comparable semester last year. However, these data do not tell the full story as the issuance of sustainable covered bonds has picked up in other currencies. This year, the first USD

denominated green covered bond was issued and besides this, green covered bonds have been printed in SEK, DKK and even in PLN. Including foreign currencies, the 1H19 sustainable covered bond issuance tally rises to EUR 4.2bn equivalent compared to EUR 4bn equivalent in 1H18.

> FIGURE 6: SUPPLY OF SUSTAINABLE COVERED BONDS

> FIGURE 7: SUSTAINABLE COVERED BOND MARKET BY COUNTRY



Source: ING

There are several factors that will support a further expansion of the sustainable covered bond market. For instance, various issuers have expressed intentions to issue both in social and green format. Furthermore, as more inaugural issuers set respective country standards for sustainable issuance, hurdles for other issuers to establish green or social frameworks decline. The sustainable investor base is also expanding, providing an additional incentive for banks to establish a framework for the issuance of sustainable bonds. At the same time, broader regulatory and political influences toward environmental and social awareness, support banks in their origination of more green and social assets. Also, the ongoing progress made in terms of tagging loans eligible for sustainable bond issuance is supportive for supply. The EMF-ECBC's EEMI (EeMAP and EeDaPP initiatives) will play a very important role in this regard (see for more details ECBC Factbook 2019, *1.9 Energy Efficient Mortgages Initiative: The Engagement of the Mortgage Industry to Deliver Sustainable Finance for the Housing Sector*).

ZEROING IN ON REGULATORY DEVELOPMENTS

The European Commission's ambitious action plan on financing sustainable growth published in March 2018 will form an important backbone for the further development of the sustainable bond market, including covered bonds. After all, one of the overarching goals of the various priorities distinguished by the Commission is to redirect capital flows to sustainable investments. By setting minimum standards for green bonds, green (and later, social) assets, ESG disclosure, rating agency contribution, benchmarks, financial institutions, corporates and investors, the action plan will strongly contribute to the harmonisation and streamlining of the proliferation of initiatives, methodologies and approaches in the field of sustainability.

First and foremost, investor demand for sustainable bonds will likely be enhanced by the integration of sustainability risks and factors in investment advice. To clarify, asset managers and insurance companies must take sustainability preferences of clients into consideration in their product selection process and suitability assessment. At the same time, ESG disclosure requirements for insurance intermediaries and

investment firms will increase transparency a) on how sustainability is incorporated into investment policies and b) as to what extent specified sustainable investment targets are met or not. Investor transparency will also be enhanced by the requirement that sustainability factors are specifically integrated into credit rating assessments or any forthcoming proposals on the content of the prospectus for green bond issuance.

The sustainable asset classification system (i.e. taxonomy) advocated by the European Commission should give investors and issuers more clarity on which activities can be considered sustainable. The classification system will at first focus on environmental (i.e. green) activities. The European Commission does not expect to expand the scope of the taxonomy regulation with other sustainable objectives (including social) before the end of 2021. This could at first continue to bias issuer and investor interest towards the financing of environmental activities. However, this is not so straightforward. The taxonomy may indeed restrict the range of activities qualifying as environmental, and as such dampen the growth of eligible green loan portfolios. For instance, criteria such as nearly zero energy building (NZEB) thresholds, or energy performance ratings (EPC) of B or higher for new buildings as suggested by the EU technical expert group on sustainable finance (TEG), could reduce the portfolios of eligible green building assets. The development of social loan portfolios will, during the first evolutionary stage of the taxonomy, be less restricted by the EC classification criteria.

The development of a (voluntary) green bond standard (GBS) will offer issuers detailed guidance on eligible green projects, use of proceeds, third party external reviews and on the impact and allocation reporting requirements. Eligible green projects should for instance contribute to the environmental objectives identified in the taxonomy proposals. The green bond standard proposals are closely aligned with market best practices such as the green bond principles (GBP). As existing green bond frameworks have been mostly established in line with the green bond principles, they already seem well positioned to meet the GBS proposals, even though some issuers may have to step up on the impact reporting. Investors in turn, may display a preference for EU green bonds, particularly with the TEG encouraging a) institutional investors to adopt the requirements from the GBS template for their green investment strategies, and b) the Eurosystem to prefer EU green bonds when buying green debt.

Furthermore, two new categories of low-carbon benchmarks will be introduced linked to the Paris Agreement's decarbonisation target to limit global warming to well below +2°C: 1) the EU climate transition benchmark (EU CTB) and 2) the EU Paris-aligned bond benchmark (EU PAB). The less restrictive CTB targets a carbon intensity reduction of at least 30% versus the investable universe, whereas the more ambitious PAB would target a 50% decarbonisation versus respective investment comparables. The inclusion of a specific issuer and/or its green bonds in either the climate transition or Paris-aligned bond benchmarks is likely to be a performance positive to the debt instruments involved. An increase in demand for climate benchmark eligible bond products and the related transparency requirements may also raise the supply of green bonds.

The inclusion of sustainability risks in the prudential requirements for banks and insurers could also impact the sustainable bond market in different ways. On the one hand, a favourable risk weight treatment for sustainable assets and the related more favourable interest rates on these loans may support the demand for and origination of these assets, increasing the sustainable loan portfolios for the issuance of sustainable bonds. On the other hand, if it were decided to reward the sustainable bonds themselves with more favourable risk weights this would also support demand from banks and insurers for these bond products.

FURTHER FOOD FOR THOUGHT ON SUSTAINBLE COVERED BONDS

Senior and covered bonds issued under the same sustainable framework

Several sustainable bond frameworks allow for the issuance of senior unsecured and covered bonds under the same framework. Sustainable bond frameworks may differ however in their approach to the potential inclusion of loans in the collateral pool that were (re)financed with the proceeds from sustainable senior unsecured or covered bond issuance.

It is for instance rather an exception than the rule that sustainable bond frameworks explicitly specify that the amount of sustainable covered bonds outstanding should not exceed the sustainable loan portfolio that is part of the cover pool. In practice however, issuers are either legally or structurally restricted, or otherwise implicitly committed, to ensure that there are sufficient eligible sustainable loans in the cover pool to at least match the amount of sustainable covered bonds outstanding.

It is also not often obvious from green bond frameworks that assets eligible for the sustainable loan portfolio but not for inclusion in the covered bond collateral pool should be (re)financed by sustainable senior unsecured instruments. On the other hand, there are sustainable bond frameworks that explicitly do make reference to the fact that the sustainable assets financed with the sustainable senior bond may also end up in the cover pool securing the issuer's (non sustainable) covered bonds.

The latter implies that non sustainable covered bondholders will obtain the preferential claim to these assets, while the sustainable senior bondholders will, in the case of insolvency, be left with a residual claim on non sustainable assets. For example, if energy efficient green mortgage loans have a better performance track record (in terms of property price inflation or loan performance due to the impact of lower energy bills on disposable income) than mortgage loans that are not as energy efficient, these loans support the quality of collateral pools and consequently also the expected loss prospects for non sustainable covered bondholders, while these loans may in fact have been financed with green senior unsecured bond proceeds. At the same time, where assets financed by sustainable senior debt are included in the cover pool this would delink the use of proceeds from the senior bond from the claim on the assets in the case of issuer insolvency.

This may all-in-all not be different from the general asset encumbrance discussion, where covered bondholders have a preferential claim to lower risk and better performing mortgage or public sector assets of the bank, while unsecured investors entertain riskier asset recovery prospects in the event of issuer insolvency. Nonetheless, it may be valuable for market participants analysing or investing in sustainable bonds to understand the relationship between the sustainable (covered) bond proceed allocations and covered bond collateral pools in greater detail.

More on the link between the use of proceeds and cover assets

For the avoidance of doubt, sustainable covered bonds are issued under the same regulatory framework and programme documentation as existing non sustainable covered bonds. Bondholders rank pari-passu with non sustainable covered bondholders with regard to their preferential claim on the pool of assets securing the bond. All the assets in the cover pool have to meet the eligibility criteria stipulated by the applicable legal framework and programme documentation. In addition, the use of proceeds of a sustainable covered bond is subject to conditions for eligible sustainable projects described in the sustainable bond framework for the bond.

As discussed hitherto, these conditions may or may not in full or in part overlap with the asset eligibility criteria for cover pool inclusion. As a matter of fact, there are examples of sustainable covered bonds, where the proceeds were allocated to a portfolio of sustainable loans that in part do not meet the cover asset eligibility criteria. The question is whether this is a deficiency if the covered bonds issued in total remain sufficiently collateralised by eligible (non-sustainable) cover pool assets. After all, surely the major reason for sustainable investors buying a bond is that its proceeds are allocated to a sufficiently large portfolio of green or social loans even if these loans fall outside the scope of the cover pool.

Having said that, if not already enforced by law or by the structural (specialist bank) features of the issuer, the requirement of an explicit link between the loan portfolio financed by sustainable bond proceeds and the bond itself is probably of more importance for investors buying covered bonds than for buyers of senior unsecured instruments. As such some sustainable bond frameworks do offer transparency on this matter by explicitly referring to the required inclusion in the cover pool of assets that are funded by sustainable covered bonds.

To what extent do sustainable bonds support sustainable lending practices?

The proceeds from sustainable covered bond issues can be used for the (re)financing of existing and new eligible sustainable loans. Typically issuers ensure that at the moment of issuance sufficient eligible loans have already been allocated to the sustainable asset portfolio to fully match the proceeds received from the issuance of the sustainable bond. This means that the investment proceeds in the first place are used to refinance existing loans on the bank's balance sheet that meet the criteria of the sustainable bond framework. As such sustainable bond issuance does not necessarily support fresh sustainable lending.

Some sustainable bond frameworks explicitly target a replacement of the existing portfolio of loans with new eligible loans originated during the term of the sustainable bond. These offer most comfort that investing in the sustainable bond also supports the future efforts by the bank to ramp up its sustainable lending efforts. The use of proceeds would in that case also likely benefit from a subsequent strengthening of the eligible loan criteria under the (typically annually) updated sustainable bond framework. The strengthened eligibility criteria usually do not have to be applied retroactively to the existing eligible assets.

Furthermore, most sustainable bond frameworks ensure that sufficient loans are designated to the sustainable loan portfolio to exceed the sustainable bonds outstanding. However, issuers may differ in their approach towards proceeds that have not yet fully been allocated to eligible loans. Most issuers would invest these proceeds in a liquidity portfolio of money market instruments. Other banks would invest unallocated proceeds with a credit institution that has a sufficiently strong sustainable rating. Some issuers therefore explicitly apply sustainable criteria to any potential unallocated proceeds whereas others may not.

That said, there are also exceptional cases where there is only a partial replacement requirement for sustainable loans that are repaid before the sustainable covered bond instrument matures. In this case the size of the sustainable loan portfolio may over time even start to fall short of the aggregate sustainable bonds outstanding.

GREEN COVERED BONDS

What is a Green Bond?

According to the International Capital Market Association (ICMA), green bonds are defined as follows:

"Green bonds are any type of bond instrument where the proceeds will be exclusively applied to finance or re-finance projects with clear environmental benefits and which are aligned with the four core components of the Green Bond Principles (GBP). Eligible green projects include renewable energy, energy efficiency, pollution prevention and control, eco-efficient and/or circular economy adapted products, production technologies and processes, green buildings, terrestrial and aquatic biodiversity conservation and clean transportation."

The ICMA Green Bond Principles

The executive committee of the Green Bond Principles publishes an updated version of the GBP each year, so that it can evolve and adapt to new requirements. The GBP are framed by four core components (1. use of proceeds, 2. project evaluation and selection, 3. management of proceeds and 4. reporting) and recommendations for the use of external reviews. They reflect the additional guidelines and definitions for external reviews contained in the separately published "Guidelines for External Evaluations of Green, Social and Sustainability Bonds", prepared in close collaboration with external reviewers. They refer to eligible project categories that contribute to five overarching environmental objectives (climate change mitigation, adaptation to climate change, conservation of natural resources, conservation of biodiversity and pollution prevention and control). It is emphasised that international and national initiatives to establish definitions can provide further guidance to green bond issuers. The timely reporting on major developments is highlighted. In addition, the Green Bond Principles have been supplemented by further guidelines: "Green Project Mapping" presents the contributions of the green project categories into the five environmental objectives, based on their most frequently observed contributions, while the second step presents an overall comparison of the project categories of the Green Bond Principles on various classification systems used in the market (China Green Bond Catalogue, Climate Bonds Initiative, MDB-IDFC and the forthcoming EU taxonomy). In addition, further frameworks have been adopted: The "Handbook - Harmonized Framework for Impact Reporting" and the "Guidance Handbook".

The Executive Committee consists of representative investors, issuers and syndicate banks. The GBP are intended for broad use in the market: They provide orientation for the most important steps in the process of issuing a credible green bond. The GBP recommend that issuers disclose the use of green bond proceeds. This recommended reporting is an essential step towards increased transparency, which on the one hand ensures the traceability of the flows of funds into environmentally friendly projects and on the other hand provides information of the estimated positive effects of the projects. The GBP gives all market participants (investors, banks, investment banks, syndicate banks, brokers and others) a deeper understanding of the specific green bond characteristics.

The core of a green bond is the use of the proceeds from the issue "Use of proceeds" for green projects (including other related and supporting expenditures such as research & development), which should be appropriately documented in the bond documentation. The selected green projects should create a clear environmental benefit which should be evaluated and, where feasible, quantified. In the event that all or a portion of the proceeds from the bond issue are used for refinancing, it is recommended that the issuer discloses the share of the refinanced projects in the overall portfolio. In addition, adequate

information should be provided on which investments and project portfolios are being refinanced and how far back the refinancing projects date.

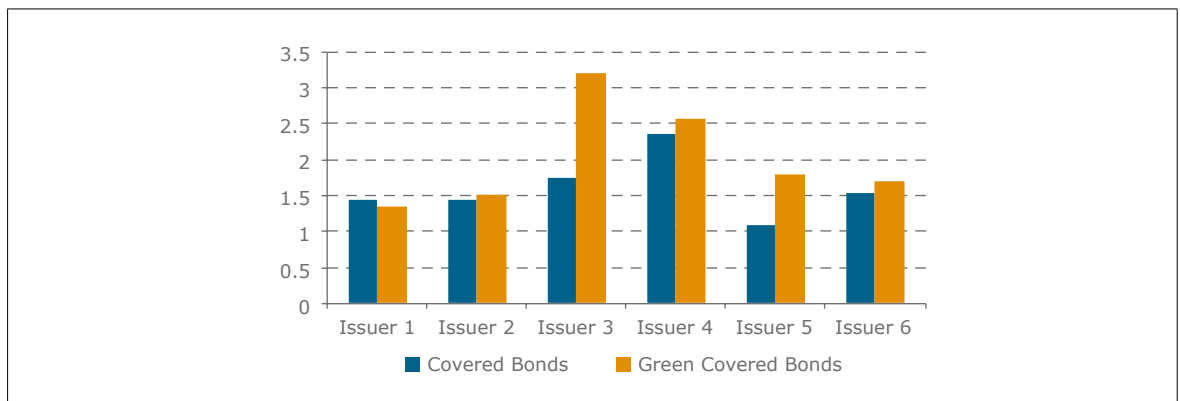
Overview of Green covered bonds

With the first issue of Berlin Hyp in 2015, the first green covered bond was issued. Since then, several issuers have either issued green covered bonds or at least announced green bond programmes under which covered bonds can also be issued. To date, a total of eleven issuers from five countries (Germany, Norway, Sweden, Denmark and Poland) have issued green covered bonds, and two further green covered bond programmes have been launched or announced. While four issuers have issued green covered bonds in Germany so far, two issuers of green bonds each have entered the market in Norway, Sweden and Denmark and one issuer from Poland has issued a Green bond.

Due to the fact that the green covered bond frameworks of the individual issuers available on the market were designed on the basis of the ICMA GBP, they contain the key points with regard to the use of proceeds, the process of project evaluation and selection, the management of proceeds, reporting and an external review of the framework. A Green covered bond committee, which usually meets at regular intervals and is responsible for monitoring the entire process, is generally responsible for both the initial preparation of the framework and its future adaptation. Members of the committee usually come from areas such as treasury, compliance, controlling, risk and cover pool management. Furthermore, the frameworks are usually evaluated by a second party, which examines and confirms the credibility and effectiveness of the developed framework.

As a rule, the proceeds from the issue are used to refinance existing green refinancing or to grant new loans that qualify under the green bond framework. When comparing the reoffer spreads of green covered bonds with the spreads of non-green covered bonds, we have not yet been able to identify any premium for green covered bonds, although it is admittedly methodologically difficult to prove this depending on the issuer, since no issuer has issued two covered bonds with identical features as green and non-green. We therefore base our assumption only on the emission behaviour of similar issuers in the green and non-green sectors.

> FIGURE 8: OVERVIEW BID TO COVER RATIOS FOR NON SUSTAINABLE AND GREEN COVERED BONDS



Source: NORD/LB

We believe that one of the reasons for issuing green covered bonds is their importance for investors. Many issuers, for example, are committed to expanding their investor base. At the same time, investors should be offered added value. In addition to increased transparency through the provision of additional information as part of the green bond reporting, which takes place at least once a year, this can also relate to aspects such as quantifying the environmental impact and the associated potential for improving secondary market performance. For investments that focus on green or sustainable forms of investment, objective criteria for the assessment and evaluation or comparability of the relevant issuers or issuance programmes are indispensable.

In order to draw conclusions with regarding to the investor side or the general demand behaviour, we have evaluated the issue data for six issuers in different jurisdictions with outstanding green covered bonds as examples. We are aware that there is no statistical significance. Nevertheless, in our opinion it is quite possible to deduce trends of change from the distribution of investors. The higher proportion of non-domestic investors compared to the share of domestic investors in non-green covered bonds seems to be evident. An analysis with a view to the bid-to-cover ratios also indicates, at least indicatively, a higher demand for green issues-although a strong generalisation would not be advisable here either. Analyses of transactions, however, support the pattern of higher demand for green covered bonds compared with traditional covered bonds, although the market phase in which a bond is issued must always be taken into account.

SOCIAL COVERED BONDS

The definition of a social bond

The Social Bond Principles published by the International Capital Markets Association (ICMA) are well recognized as market standard for the issuance of social bonds.

ICMA defines social bonds as

"Any type of bond instrument where the proceeds will be exclusively applied to finance or re-finance in part or in full new and/or existing eligible Social Projects and which are aligned with the four core components of the Social Bond Principles."

Overall, the ICMA approach to social bonds is very much in line with the ICMA approach to the green bond market. Social bond issuance is based on the same four core components as green bond issuance:

- > Use of proceeds
- > Project evaluation and selection
- > Management of proceeds
- > Reporting

The aim of social bond issuance is to raise financing linked to social projects. ICMA defines social projects as projects that:

"...directly aim to address or mitigate a specific social issue and/or seek to achieve positive social outcomes especially but not exclusively for a target population(s)."

ICMA provides a list of eligible social project categories, however other financings may also be included as long as they meet the ICMA definition for social projects:

- > Affordable basic infrastructure (e.g. clean drinking water, sewers, sanitation, transport, energy)

- > Access to essential services (e.g. health, education and vocational training, healthcare, financing and financial services)
- > Affordable housing
- > Employment generation including through the potential effect of SME financing and microfinance
- > Food security
- > Socioeconomic advancement and empowerment

The social character of a project is not just depending on the project category. The objective of a social project is to have a positive social impact for a target population or address a specific social issue.

The concept of a target population is an important element of the Social Bond Principles. Examples of target populations provided by ICMA include populations that are

- > Living below the poverty line
- > Excluded and/or marginalised populations and / or communities
- > Vulnerable groups, including as a result of natural disasters
- > People with disabilities
- > Migrants and /or displaced persons
- > Undereducated
- > Underserved, owing to a lack of quality access to essential goods and services
- > Unemployed

The definition of target populations takes into account the local context and is not limited to developing countries or to poorer regions in more advanced economies.

It is accepted under ICMA guidelines that services aimed at a target population are also available to the general public. This is for example typically the case for investments in public healthcare and public education.

Social bonds under covered bond format

A key area where mortgage covered bonds can provide financing for social projects is the housing sector. Typical examples would be

- > Mortgage loans that are financing social housing projects
- > Housing loans to target populations, for example low income families

Public sector covered bonds can be used as tool to refinance social projects on the local and regional government level including:

- > Investments in the public healthcare offer
- > Investments in public education

Looking at benchmark issuance of social covered bonds since 2018, issuance is relatively evenly distributed between the different asset categories

Volume	Issuer country	Collateral type	Social Project Category
EUR 500 mn	Korea	Mortgage	Affordable housing
EUR 1 bn	France	Public	Healthcare
EUR 500 mn	Germany	Public	Social housing, education, healthcare, public infrastructure

Practical considerations

Covered bonds under social bond format respect the applicable covered bond regulations and are aligned with the ICMA social bond principles. Depending of the social project categories that are being refinanced, a number of issues have to be taken into account.

> Target populations:

Investments in areas like public education or public healthcare are typically made available to the whole populations without any restriction to certain populations. This is accepted under the ICMA guidelines and these projects would still be eligible for refinancing via a social bond transaction. For other assets, it may be useful to fix additional asset selection criteria in order to focus on specific target populations or social issues. An example would be to set a maximum household income for eligible affordable housing loans.

> Public sector loans:

Local government plays a key role for investments in social infrastructure in areas like education, social housing or public transportation. These investments are generally financed via the overall investment budget of local authorities which makes it too difficult to clearly identify loans linked to social projects.

One solution for public sector lenders may be to link the loan contract to specific social investments to make the loans eligible for refinancing via social bonds.

An alternative may be to focus may be to focus on municipal companies or public sector entities with an activity limited to social investments. Typical examples are public hospitals or social housing companies. On this basis, loans to these entities may be eligible for refinancing via social bonds without earmarking the loans to specific projects.

The definition of a sustainability bond

Sustainability Bonds provide the possibility to finance both green and social projects under the same format. Under the ICMA sustainability bond guidelines, sustainability bonds defined as

"Bonds where the proceeds will be exclusively applied to finance or re-finance a combination of both Green and Social Projects. Sustainability Bonds are aligned with the four core components of both the GBP and SBP with the former being especially relevant to underlying Green Projects and the latter to underlying Social Projects."

There are two main reasons to issue under the sustainability format instead of setting up separate programs for green and social bonds:

- > Many projects in areas like social housing or education often have both environmental objectives as well as environmental objectives. For example, a loan to a social housing association will at the same time finance an energy efficient building as well as affordable housing for a target population.
- > It may be difficult for issuers to reach sufficient lending volumes for regular green or social bond issuance. Pooling these assets together for issuance under sustainability may be solution to generate sufficient assets for regular issuance.

Issuance under sustainability format has been much less active than under green and social format with just one issuer printing two EUR benchmark sustainable covered bond transactions in 2016 and 2018.

Volume	Issuer country	Collateral type	Social Project Category
2x EUR 500 mn	Spain	Mortgage	Includes affordable housing, renewable energy, sustainable agriculture

1.9 ENERGY EFFICIENT MORTGAGES INITIATIVE: THE ENGAGEMENT OF THE MORTGAGE INDUSTRY TO DELIVER SUSTAINABLE FINANCE FOR THE HOUSING SECTOR

By Luca Bertalot, Coordinator of the EeMAP¹ & EeDaPP² Projects,
Jennifer Johnson, Deborah Leboullenger, EMF-ECBC

I. INTRODUCTION: LINKING CLIMATE CHANGE, ENERGY EFFICIENCY, FINANCING AND THE HOUSING STOCK

Climate change and the need for a response from all sectors of society and industry is widely acknowledged. It is estimated that to maintain a 1.5°C global temperature increase trajectory and limit climate change requires a reduction of 80% of carbon emissions from a 1990 base, as agreed at the 2015 Paris Climate conference COP21. Yet climate change means that demand for energy to heat and cool properties will increase unless action is taken to increase the efficiency of the housing stock. Furthermore, any supply issues will raise prices and hit hardest those with limited purchasing power leading to negative social and health outcomes.

Therefore, the need for energy efficiency has never been greater. However, Europe's housing stock is old and energy inefficient; the Buildings Performance Institute Europe [BPIE] estimates that only 3% of the current stock is constructed or improved to the highest energy standards³. In addition, the replacement rate of the stock is very low, seldom exceeding 1% per annum and less in periods of economic slowdown. Although some progress towards improvement has been made, a much faster speed and depth of upgrade is required⁴. Indeed, the 2018 IPCC [Intergovernmental Panel on Climate Change] report stated that building renovation is critical to achieving climate change targets and calls for "rapid and far-reaching transitions" based on reduction in energy use demand, as well as moves from fossil fuel to clean electricity and better insulation to building envelopes to reduce the need for heating and cooling.

The implication of the above is that policies and regulations aimed at influencing the urgency and specification of building renovations, and overall occupier behaviours are likely to be tightened further over time. The EU is going to set itself a binding energy efficiency target of 32.5% for 2030, with a clause for an upwards revision by 2023. It is widely anticipated that around €180 billion of additional investments a year is needed to reach this target.

As the largest source of external financing in the EU, banks are the backbone of the financial system. Lending and financing by this sector need to be fully aligned with the EU's sustainability objectives if those goals are to be achieved. Considering that the EU's building stock is responsible for 40% of the EU's total energy use, and that the value of the European mortgage market is equal to 53 % of the EU's GDP, there is huge potential to unlock the benefits of mortgage financing to support energy efficiency. Bridging these two worlds, which until recently have been operating in a largely disconnected manner, has the potential to deliver an effective way to tackle the challenges arising from climate change and a low-carbon energy transition.

Against this background, the European Mortgage Federation – European Covered Bond Council [EMF-ECBC] has been working on the development of an "energy efficient mortgage" according to which building owners are incentivised to improve the energy efficiency of their buildings or acquire an already energy efficient property by way of favourable financing conditions linked to the mortgage. This mortgage financing mechanism will be supported by a data protocol and portal to collect and access large-scale empirical evidence relating to energy efficient mortgage assets, allowing a comprehensive analysis of the energy efficiency features which poten-

1 Energy efficient Mortgages Action Plan (EeMAP). This project has received funding from the European Union's Horizon 2020 research and innovation programme under Grant Agreement No. 746205.

2 Energy efficiency Data Protocol and Portal (EeDaPP). This project has received funding from the European Union's Horizon 2020 research and innovation programme under Grant Agreement No. 784979.

3 Buildings Performance Institute Europe (2017) State of the Building Stock Briefing.

4 Artola, I; Rademakers, K; Williams, R; and Yearwood, J. (2016) Boosting Building Renovations: what potential and value for Europe. European Parliament report.

tially have a positive impact on property value and reduce a bank's asset risk. The Energy Efficient Mortgages Initiative [EEMI], as the project is known, consists of two parallel projects, the Energy efficient Mortgages Action Plan [EeMAP] and the Energy Efficient Data Portal & Protocol [EeDaPP], both funded by the European Commission's Horizon 2020 Programme.

Significantly, the Energy Efficient Mortgages Initiative represents the first time that a group of major banks and mortgage lenders, as well as data providers, companies and organisations from the building and energy industries together with the valuation profession have proactively come together to consider and develop private financing of energy efficiency.

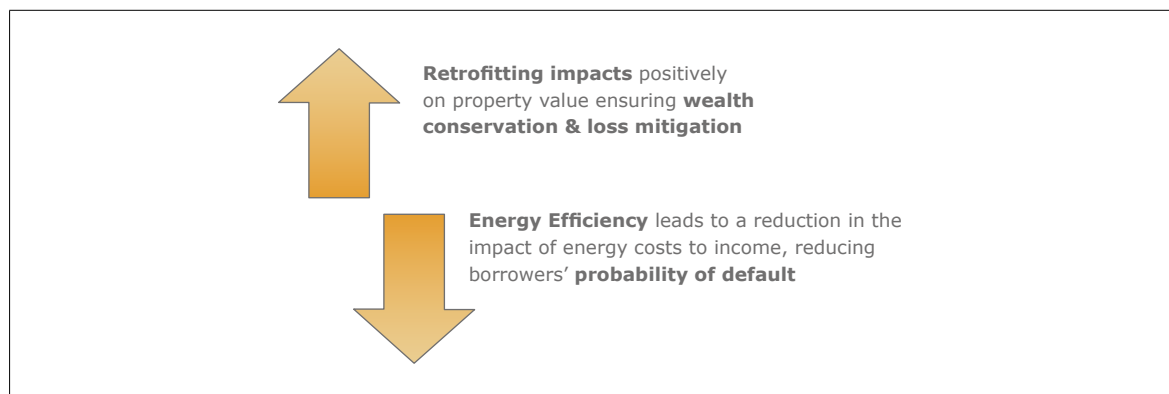
II. ENERGY EFFICIENT MORTGAGES INITIATIVE – THE CONCEPT AND ITS POLICY BACKGROUND

The Energy Efficient Mortgages Initiative was born from the realisation that:

- (i) Banks, in financing the purchase of property, can play a game-changing role in supporting the EU's energy savings targets, by bringing energy efficiency into the conversation between banks and consumers by means of a standardised approach to the financing of energy efficient buildings/renovation, and
- (ii) Deliver a new asset class, an energy efficient mortgage, which could be used for the purposes of green bond and green covered bond issuance.

One of the key premises of the initiative is that energy efficiency has a positive impact on credit risk. The incentives the energy efficiency mortgage will offer borrowers (e.g. reduced interest rates and/or increased loan amount) aim to reflect the reduced credit risk of these loans. Energy efficiency frees up disposable income which can positively impact borrowers' ability to service their loan, thereby lowering the Probability-of-Default [PD]. Improved energy efficiency can also increase the value of the property, thereby lowering the loss for the bank in the case of default, i.e. the Loss-Given-Default [LGD].

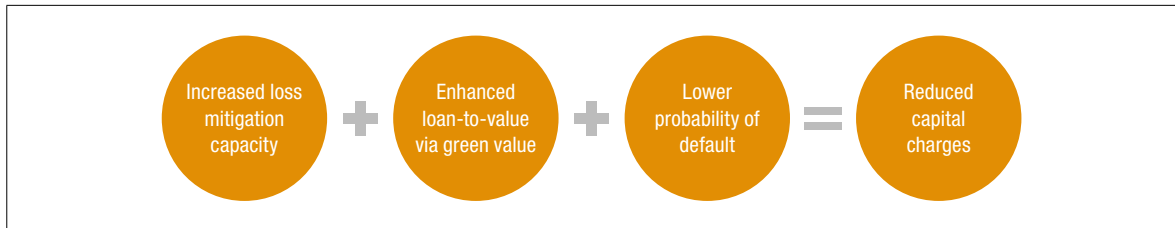
> FIGURE 1: ENERGY EFFICIENCY DRIVERS IMPACTING RISK PARAMETERS



Source: EeMAP

Given the fundamental role of these risk indicators in the calculation of banks' capital requirements, establishing a correlation between energy efficiency and PD and LGD provides a strong business case for lenders to originate energy efficient mortgages. If a positive correlation can be established using large-scale empirical evidence – as envisioned by the initiative – we believe that the lower risk of energy efficient mortgages should be recognised by regulators via a realignment of the capital requirements for these exposures.

> FIGURE 2: UNDERLYING BUSINESS CASE



Source: EeMAP

The importance of this alignment is recognised by the European legislators as illustrated by a range of policy actions aimed to bring into line the financial sector with commitments on climate change. As part of these efforts, the European Commission published an Action Plan on Financing Sustainable Growth in March 2018, with the aim of: (a) reorienting capital flows towards sustainable investment, in order to achieve sustainable and inclusive growth; (b) manage financial risks stemming from climate change; (c) foster transparency and long-termism in financial and economic activity.

At the One Planet Summit in Paris in December 2017, the EU Commission made an announcement that it is “looking positively” at the possible introduction of a “green supporting factor” in prudential rules to boost lending and investments in low-carbon assets. In this sense, the Commission is currently looking at the feasibility of the inclusion of risks associated with climate and other environmental factors in institutions’ risk management policies and the potential calibration of capital requirements of banks. The aim is to take into account such factors, where this is justified from a risk perspective, to safeguard the coherence and effectiveness of the prudential framework and financial stability. Any recalibration of capital requirements would however need to be based on reliable data and the assessment of the prudential risk of banks’ exposures.

“Energy efficient mortgages are a promising tool to scale up sustainable finance. I encourage the work done by @EMF_ECBC to develop these products. #SustainableFinance.” **Valdis Dombrovskis, European Commission Vice-President for the Euro and Social Dialogue, also in charge of Financial Stability, Financial Services and Capital Markets Union**

III. THE DEFINITION OF AN ENERGY EFFICIENT MORTGAGE [EEM]

Both the EU Commission and the EEM initiatives rest on a standardised classification and benchmark (taxonomy) as to what assets can be considered as significantly contributing to environmental goals. Robust, consistent and widely-supported guidelines about what should be considered to qualify as an environmentally sustainable property is thought to enhance transparency and provide certainty for investors facilitating their due diligence processes. Transparency in relation to the underlying asset is equally vital from a risk management and therefore macro prudential and financial stability perspectives.

The EU Commission is currently consulting on its sustainability taxonomy to provide a framework for classifying all potential assets or activities against a comprehensive set of sustainability goals – from climate change to broader environmental and social goals, including the Sustainable Development Goals. The EU taxonomy is expected to be finalised later this year followed by further policy action based on these common metrics, including standards, labels, and any potential changes to prudential rules.

Although narrower in scope, the EEMI aims to achieve the same goals as the EU taxonomy by way of a cross-sectoral market approach and by specifically incorporating sustainability factors into mortgage lending decisions. In this sense, EEMI is a concrete response to the policy goals of the European Union to integrate sustainability considerations into its financial system and to facilitate the clean energy transition in line with the Paris Agreement.

The EEM definition was launched in December 2018 and consists of high-level, principles-based guidelines for the technical assessment and valuation of eligible properties. The definition provides clear eligibility criteria for assets and projects that can be financed by energy efficient loans and for the tagging of existing assets in banks' portfolios. The EEM definition provides the protocols to ensure appropriate lending secured against properties which are likely to both lower credit risk and support climate change mitigation and adaptation.

The EEM definition is the result of more than two years of extensive and wide-ranging engagement and consultation with banks, real estate advisory services providers, built environment professionals and utilities. We see this as a real and tangible achievement as we are now actually at a stage where the definition and the supporting tools can be implemented by banks to develop and rollout corresponding energy efficiency mortgage products. At the same time, lending institutions are able to identify and tag existing mortgages that already meet the requirements laid down in the guidelines which, in turn, will help to deliver the data required to substantiate a link between energy efficiency and reduced credit risk.

EEMs are intended to finance the purchase/construction and/or renovation of both residential (single family & multi-family) and commercial buildings where there is evidence of: (1) energy performance which meets or exceeds relevant market best practice standards in line with current EU legislative requirements; and/or (2) an improvement in energy performance of at least 30%.

This evidence should be provided by way of a recent Energy Performance Certificate [EPC] rating or score, complemented by an estimation of the value of the property according to the standards required under existing EU legislation. It should specifically detail the existing energy efficiency measures in line with the EEM Valuation & Energy Efficiency Checklist.

To consult the full definition, please click [here](#).

As the technology and the science around sustainability is dynamic and evolving, so too are social expectations as well as investor and market needs. Therefore, both the EU taxonomy and the EEM definition require continuous review. Further alignment between the two frameworks will also be needed to make sure that lenders are able to meet the proposed criteria and avoid market confusion, fragmentation and inconsistencies. Credit institutions do not fall within the immediate scope of the EU taxonomy, however given that many credit institutions are already active in financing green loans and issuing green bonds, the long-term expectation is that compliance will be important, otherwise there is a risk that the means to finance climate mitigation will not be available.

Building on existing understandings and extensive dialogue and cooperation between relevant stakeholders from the financing and banking communities, property and construction sectors, as well as policymakers is equally critical for the successful uptake of the definition. We believe it is important that taxonomy and EEMI guidelines are regularly reviewed and updated based on feedback received from market participants, ensuring that the metrics and thresholds are as robust and relevant as possible, and reflect the state of the markets. In this sense, a strong and transparent governance structure is indispensable to coordinate this work and to overview the implementation of existing standards.

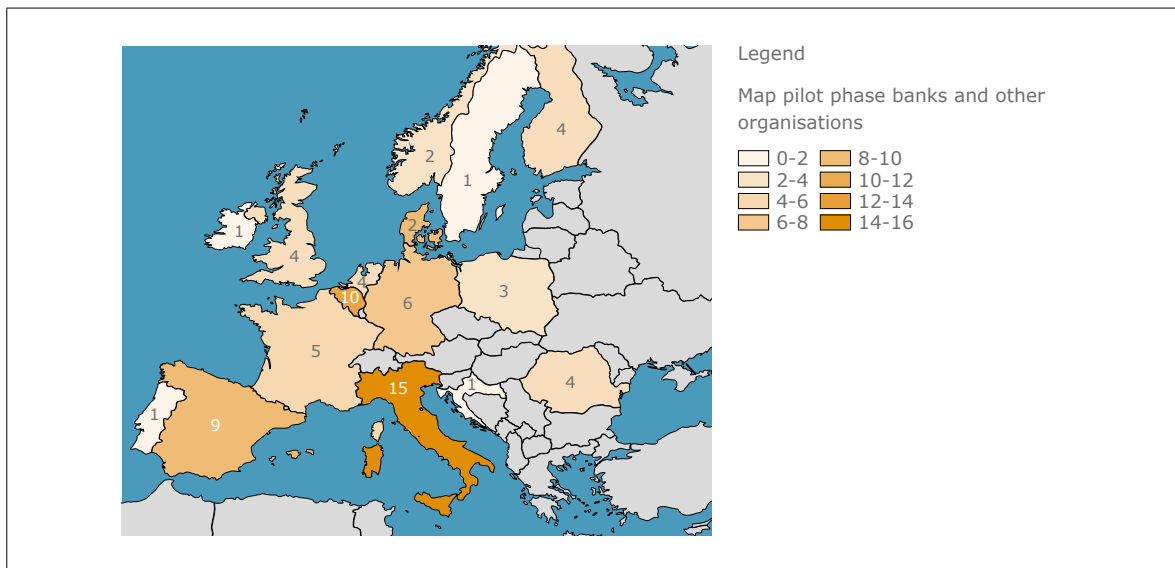
"I believe the EEMI will bring a positive change in the market, providing more accessible financing for energy efficiency in buildings. It will facilitate the implementation of energy efficiency investments where they are most needed, in the buildings sector. Having agreed on a definition is an important step, opening the way for a quick roll-out of energy efficiency mortgages. The definition agreed upon is operational and easy to use, and can be strengthened in time, to match the high level of ambition of the EEMI, and to make better use of the tools provided by the European legislative framework." **Gerassimos Thomas, European Commission, Deputy Director-General for Energy**

IV. THE MARKET ROLLOUT OF ENERGY EFFICIENT MORTGAGES

A number of ingredients are key to make the EEMI succeed and have a large-scale market uptake. First, the energy efficiency mortgage framework relies on trust and a carefully aligned interest chain among all the participating actors: financial institutions, regulators, energy assessors, utility companies, contractors and valuers. This mutual trust is underpinned by market transparency and reliable performance data. Green financing is a quickly growing market, however market actors still struggle with the current lack of standardised definitions, adequate data and robust measurement indicators. Finally, consumer demand for energy efficiency mortgages is crucial and this can only be ensured by increasing consumer awareness of the benefits of energy efficiency.

Currently, forty-five lending institutions have signed up to implement the guidelines on energy efficient mortgages. As of August 2019, these lending institutions represented 55% of mortgages outstanding in the European Union, equal to 25% of EU GDP, so they represent a significant critical mass on the market. The **Pilot Scheme** is a unique opportunity to work with lenders and relevant stakeholders to understand how the market can grow and what barriers need to be overcome.

> FIGURE 3: 79 CONFIRMED PARTICIPANTS (47 BANKS AND 32 OTHER ORGANISATIONS)



Source: Energy Efficient Mortgage Initiatives (EEMI)

The map at Figure 3 shows the location of the participants in the Pilot Scheme with a clear national link. In addition, seven international/European supporting organisations have to be taken into account.

> FIGURE 4: LIST OF PARTICIPANTS TO THE EEMAP PILOT-SCHEME AS OF 8 AUGUST 2019

Country	Pilot Participants	Pilot banks	Total outstanding mortgage market*	Mortgage loan portfolio of participants**	Coverage in %
BE	10	8	246,528	246,528	100.00
DE	6	4	1,445,987	1,445,987	100.00
DK	2	1	251,705	251,705	100.00
ES	9	3	490,806	490,806	100.00
FI	4	3	97,781	42,670	43.64
FR	5	4	1,009,562	193,150	19.13
HR	1	0	13,604	-	0.00
IE	1	0	83,301	-	0.00
IT	15	10	379,054	379,054	100.00
NL	4	3	714,367	341,000	47.73
NO	2	2	280,500	102,635	36.59
PL	3	2	100,579	35,100	34.90
PT	1	1	93,952	29,500	31.40
RO	4	2	15,820	15,820	100.00
SE	1	1	408,639	41,200	10.08
UK	4	2	1,575,990	89,509	5.68
EU/international	7	1			
Total EEA			6,927,675	3,704,664	53.48
Total EU			7,250,649	3,602,029	49.68
Total euro area	79	47	4,821,148	3,101,160	64.32

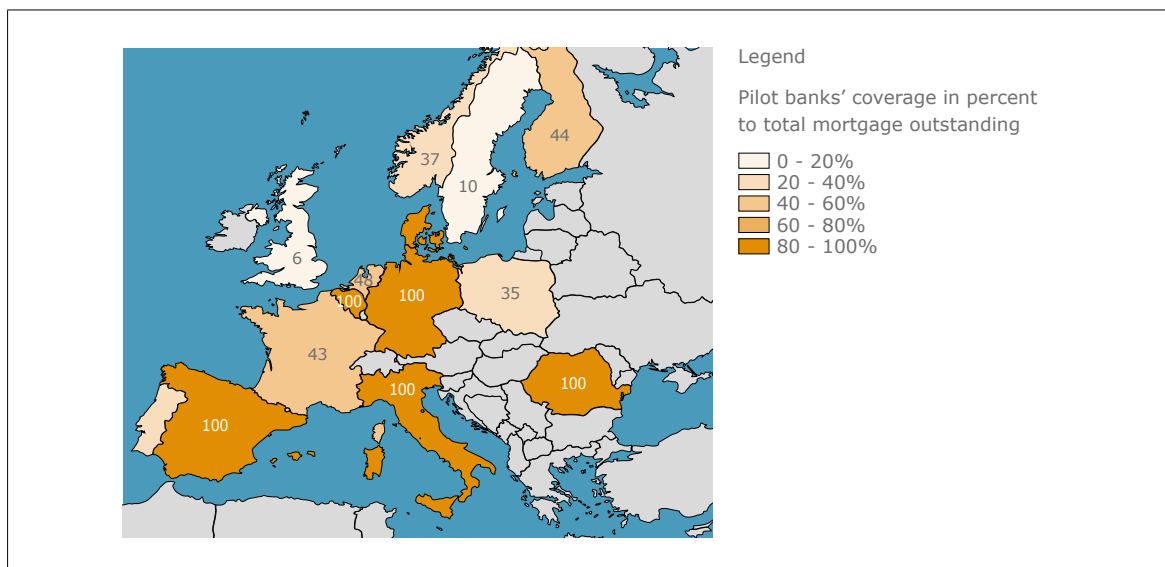
Source: Energy Efficient Mortgage Initiatives (EEMI)

* figures taken from Hyostat 2019

** figures taken from investor reports of the participating institutions

The map at Figure 5 displays the latest state of commitments made by 47 banks across the EU to participate in the Pilot Scheme. In total these banks represented EUR 3,602 bn (50%) in total outstanding mortgage loans of the EU.

> FIGURE 5: COVERAGE OF PILOT BANKS TO TOTAL MORTGAGE OUTSTANDING IN 2018



Source: Energy Efficient Mortgage Initiatives (EEMI)

To support Pilot Scheme participants, **National Market Hubs** have been set up across Europe with a view to achieving coordination at national level and ensuring market consensus and implementation for energy efficient mortgages [EEMs]: The objectives of this stakeholder collaboration is to:

- > Address and avoid market fragmentation and barriers to the deployment of EEM.
- > Raise awareness among consumers/borrowers and lending institutions about the added value of EEMs and investment in energy performance.
- > Sensitise banks and representatives of the property/construction sectors about their role, responsibilities and possibilities in contributing to scale up finance for energy-efficient and sustainable buildings.
- > Help build the business case for EEM by presenting country- and city-specific initiatives.
- > Develop guidelines and training, capacity building and improve existing skills sets.
- > Drive alignment and comparability to address data gaps, valuation instructions and improvements to building codes/standards, and evaluations of performance.
- > Facilitate the verification of compliance with thresholds and guidelines set out in definition.

The national hubs are loosely organised around **three main workstreams**:

- > **EEM product development** – to deal with the practical implementation of the EEM framework and definition throughout the whole mortgage lifecycle, from origination (marketing, customer journey) to asset eligibility and risk assessment as well as dedicated EEM bond issuance.
- > **Data** – the focus is on closing the information gap and to support stakeholders, financing decision making and mortgage underwriting with consistent, robust, comparable and easily accessible data. This includes promoting data transparency, consistency and information exchange; providing guidance and facilitating accessibility, disclosure, understanding and comparability of building performance and financial data.
- > **Partnerships/stakeholder collaboration** – to explore and ensure value chain integration to streamline administrative costs, data management, liabilities, performance guarantees, etc.

To guide the work of the National Market Hubs, the project consortium is developing a roadmap intended as a tool to be used to assess the maturity of European markets so that actors in different sectors can understand how the market might progress to the next stage of maturity and what their role in that could be. It will also be used to map the maturity of an individual organisation operating in that market to allow them to see how they compare to competitors and what they need to do to lead the market transition:

> FIGURE 6: EXAMPLE OF A MARKET DEVELOPMENT ROADMAP AND ENABLERS

Stage	Banks	Government	Industry
Green tagging	Match loan portfolio to EE data (i.e. EPCs / other voluntary certification schemes)	Make EPC database accessible to banks /Improve data in EPCs	Work with lenders to ensure high quality EPCs / certifications can be mapped to loans
Bond issuance	Issue green bonds against existing tagged loans	Green Bond standards Disclosure rules	Performance/compliance monitoring
EEMs for new build	Offer green mortgages to new builds that meet EEM criteria	Enforcement and guidelines on NZEB standards	Partner with lenders to develop new builds which will meet EEM criteria
EEMs for renovation	Advise clients on options, benefits and different sources of finance	Develop: > Quality assurance schemes > Building renovation roadmaps > Incentives to drive demand	Partner with lenders to streamline deliver for consumer
EEMs for all	Fully account for EE in affordability checks	Energy efficiency/sustainability in prudential requirements	Offer training to banks / brokers

Source: Energy Efficient Mortgage Initiatives (EEMI)

National market hubs are supported by an **Advisory Council**, which includes representatives from the European Commission, the European Investment Bank, the European Bank for Reconstruction and Development, the International Finance Corporation, The World Bank, UNEP Finance Initiative, the Scottish Government, the Lithuanian Ministry of Finance, the Climate Bond Initiative and Autonomous Province of Trento – Agency for Water Resources and Energy, ACTIAM & OMFIF. The role of the Advisory Council is to promote and facilitate dialogue between stakeholders from the financing and banking communities, property and construction sectors, as well as policymakers with the aim to address specific market failures and the criticalities identified during the implementation phase.

V. NEXT STEPS AND OUTLOOK

One of the key market enablers of the large-scale uptake of energy efficiency mortgages is thought to be the development of an Energy Efficient Mortgage Label. The primary objective of the Label will be to reassure markets and regulators that mortgages comply with the EEM definition and guidelines as well as demonstrate a responsible commitment to transparency and common reporting on quantitative qualitative performance indicators. A Label Committee will ensure oversight and ongoing alignment of the EEM definition with high quality standards and market best practice at EU and national level. It will also be responsible for improving regulatory and market recognition of EEM as a new asset class.

The origination of energy efficiency mortgages may include additional challenges for defining, assessing, monitoring and maintaining the improved environmental performance, and transparently communicating performance to regulators and other market actors over the lifetime of the mortgage. In this sense, the Label will help lending institutions to follow the defined EEM criteria to effectively de-risk their portfolios by identifying energy and climate risks by determining which loans and underlying assets are better. By improving the access to relevant and transparent mortgage information for investors, regulators and other market participants via a consistent reporting template, the Label can become a powerful communication tool to further help the securitisation and issuance of green bonds.

1.10 PUBLIC SECTOR COVERED BONDS – A KEY INSTRUMENT TO FINANCE PUBLIC SECTOR INVESTMENTS AND LARGE EXPORT CONTRACTS

By Ralf Berninger, SFIL

INTRODUCTION

Across Europe, local and regional government play a key role for public infrastructure investments. In many European countries, covered bonds play a key role for the refinancing of local and regional government loans. Around a third of the total outstanding loans to local government in countries like France, Germany and Spain are re-financed via the issuance of public sector covered bonds.

In addition to the refinancing of local authority loans, covered bonds offer an attractive instrument for the financing of export contracts benefitting from a public guarantee.

I. FINANCING LOCAL GOVERNMENT INVESTMENTS

Eligibility under European covered bond regulation

Loans to local authorities or guaranteed by local authorities within the European Union are eligible as cover pool assets compliant with the definition provided by article 129 of the CRR. A number of additional conditions apply for loans to local authorities outside the European Union:

1. *To be eligible for the preferential treatment ..., bonds ...shall be collateralized by any of the following eligible assets:*
 - (a) *exposures to or guaranteed by central governments, ESCB central banks, public sector entities, **regional governments or local authorities in the Union**;*
 - (b) *... exposures to or guaranteed by ...**third-country regional governments or third-country local authorities** that are risk weighted as exposures to institutions or central governments and central banks ... and that qualify for the credit quality step 1 ..., and exposures within the meaning of this point that qualify as a minimum for the credit quality step 2 ..., provided that they do not exceed 20 % of the nominal amount of outstanding covered bonds of the issuing institutions.*

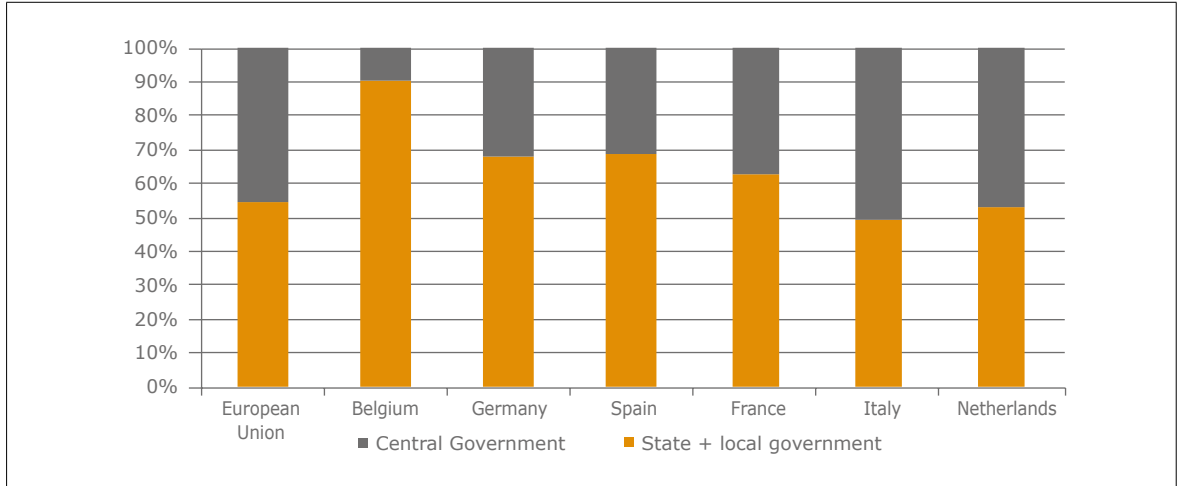
Importance of local government for public infrastructure investments

Local and regional governments exercise a wide range of responsibilities across Europe. Important differences exist from one country to the other. However, the following areas are to a large extent under the responsibility of the local public sector across Europe:

- > Local and regional infrastructure, including the local and regional rail and road network;
- > Local and regional public transport;
- > Primary and secondary education;
- > Basic services such as drinking water supply, sewerage, waste collection and treatment;
- > Urban planning and development;
- > Parts of the public health care system;
- > Public order and safety including municipal police forces and fire-fighting services;
- > Social housing.

These responsibilities include key areas for public investments and consequently, local public sector investment expenditures exceed central government investments. Taking France as an illustration, local authorities account for 86% of public investments for the protection of the environment, 80% of public investments in education and 100% public investments in social housing (source: INSEE). On average local and state government contribute over 50% of total public sector investments across Europe.

> FIGURE 1: LOCAL AND STATE GOVERNMENT INVESTMENTS VS. CENTRAL GOVERNMENT INVESTMENTS 2018



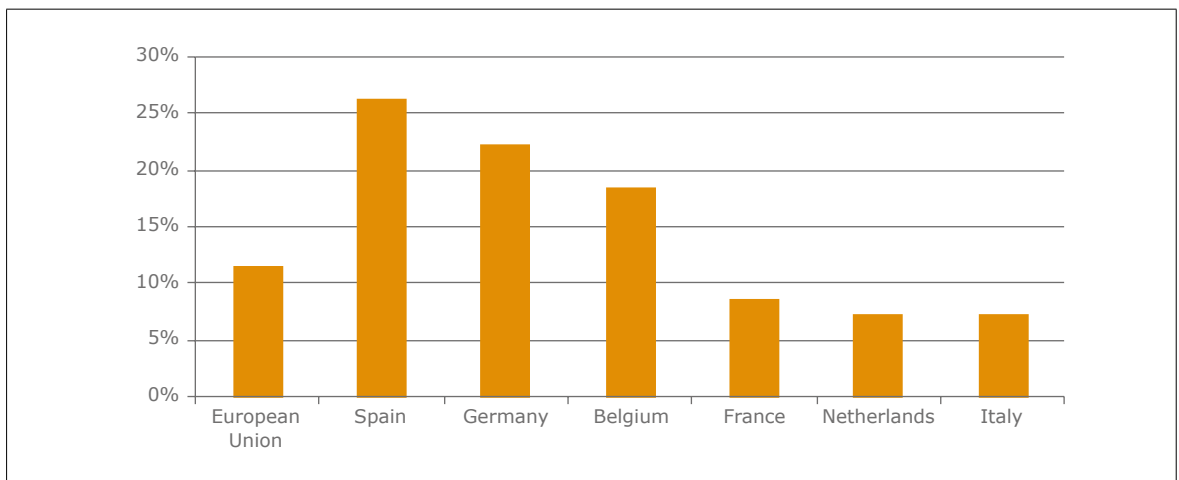
Source: Eurostat

Important differences exist with respect to budget rules for the local public sector from one country to the other. However, the principle of the golden fiscal rule applies in one form or the other across most of Europe:

- > local authorities are prohibited from running deficits to finance the operating section of the budget
- > new borrowing is only authorized to finance investments.

As a consequence of these strict budget rules, local and regional authorities only contribute a relatively small share to total public sector debt and deficits in Europe. Total European Union local public sector debt represents only 12% of GDP. Again, significant differences exist from one country to the other. Local and regional governments in countries such as Germany, Spain and Belgium with a high degree of decentralization generally also have higher levels of debt compared to countries with a stronger centralization like France or the Netherlands with local government debt levels well below 10% of GDP.

> FIGURE 2: LOCAL AND REGIONAL GOVERNMENT DEBT AS PERCENTAGE OF GDP 2018



Source: Eurostat

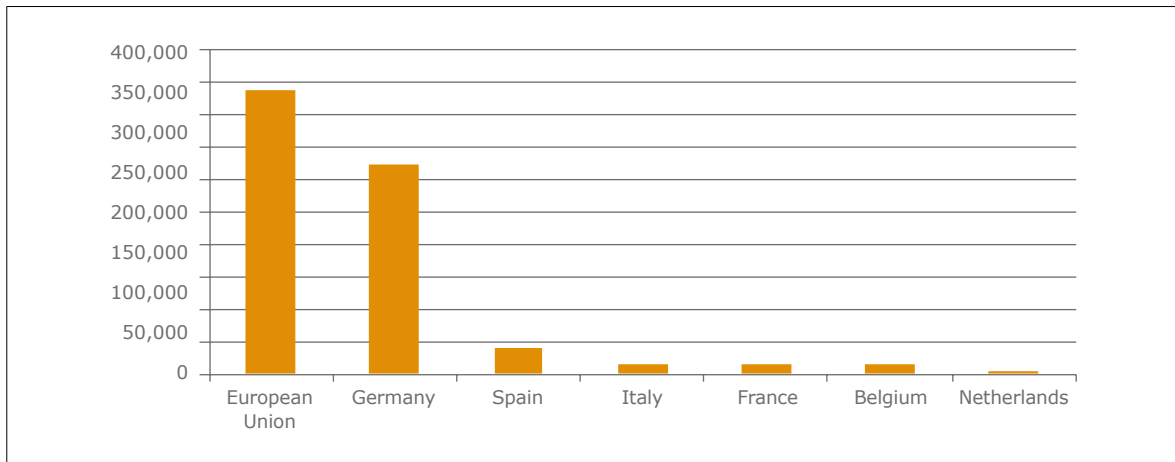
II. FUNDING SOURCES FOR LOCAL PUBLIC SECTOR INVESTMENTS

Direct bond issuance as source of funding for local authorities – only an option for larger local authorities

Overall, local and regional authorities are able to raise significant amounts of funding via direct bond issuance with more than EUR 400 billion outstanding bonds issued by European Union local and regional government issuers.

However, access to the bond market is limited to large entities with sufficient funding needs for regular bond issuance. German regional government issuance debt represents around 75% of the European Union local and regional government bond market.

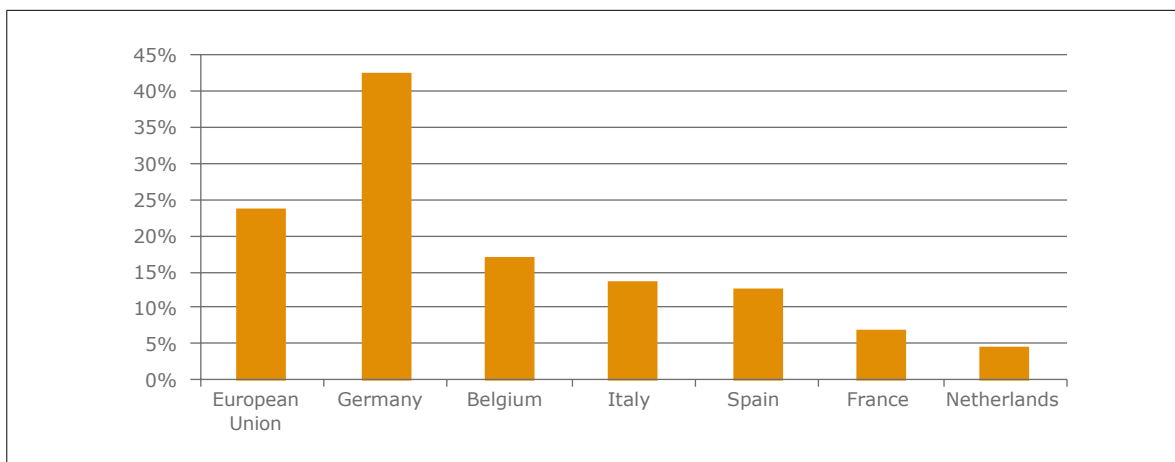
> FIGURE 3: OUTSTANDING LOCAL AND REGIONAL GOVERNMENT BONDS 31.12.2018 (EUR M EQUIVALENT)



Source: Bloomberg

In most European countries, funding needs by local authorities are generally too small for regular bond issuance. Whereas bond issuance represents more than 40% of total local and regional government debt for Germany, this figure is well below 10% of local authority debt for countries like France or the Netherlands.

> FIGURE 4: OUTSTANDING BONDS AS PERCENTAGE OF TOTAL LOCAL AND REGIONAL GOVERNMENT DEBT 2018



Source: Bloomberg / Eurostat

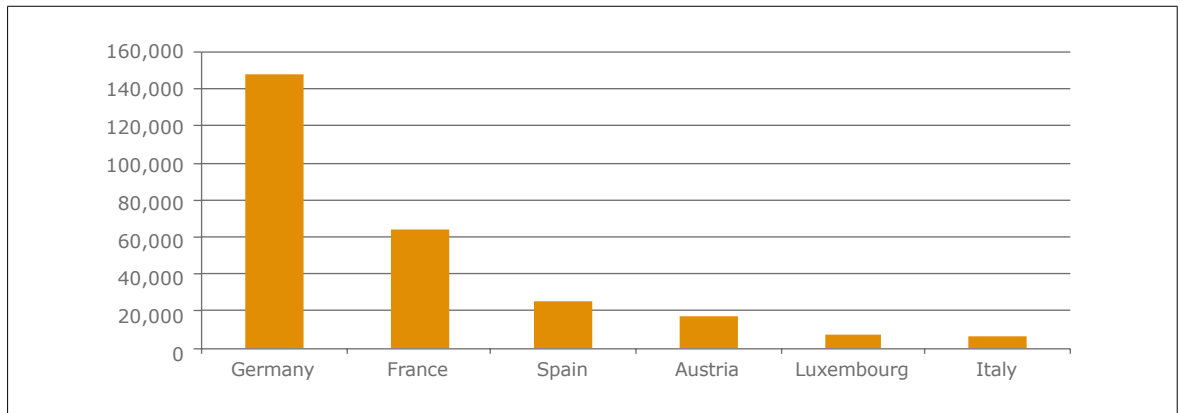
The loan market as key source of funding for local government investments

With access to the bond market only an option for regular issuers, most local authorities rely exclusively on the loan market as source of funding for public investments. In many countries, covered bonds play a key role to ensure a stable access to long dated funding for local authorities.

Funding provided by covered bond issuers

Public sector covered bonds are issued across Europe; however Germany and France are by far the largest markets in terms of issuance.

> FIGURE 5: OUTSTANDING PUBLIC SECTOR COVERED BONDS IN EUR M AS OF 31.12.2018

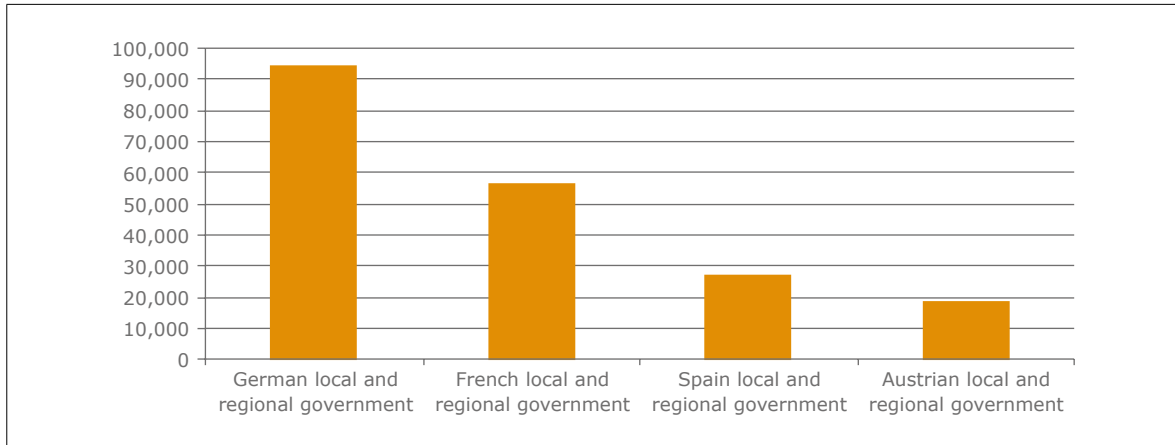


Source: ECBC

Covered bond issuers provide a significant share of funding to local authorities across Europe. Based on the available cover pool data, well over EUR 200 billion in claims against local and regional government in the European Union are refinanced by covered bond issuers. This represents more well over 10% of the total European Union local and regional government debt.

Covered bonds are well established as refinancing instrument in a number of European countries including France, Germany, Spain and Austria. In these markets, covered bond issuers play a much more important role for the financing of local government investment than elsewhere in Europe. Exposures by covered bond issuers to local and regional authorities in Germany amount to close to EUR 90 billion, based on the cover pool data provided by covered bond issuers. For France, with smaller volumes of local authority debt, covered bond issuers provide around EUR 60 billion in loans and for Spain, the figure is around EUR 23 billion and for Austria close to EUR 20 billion.

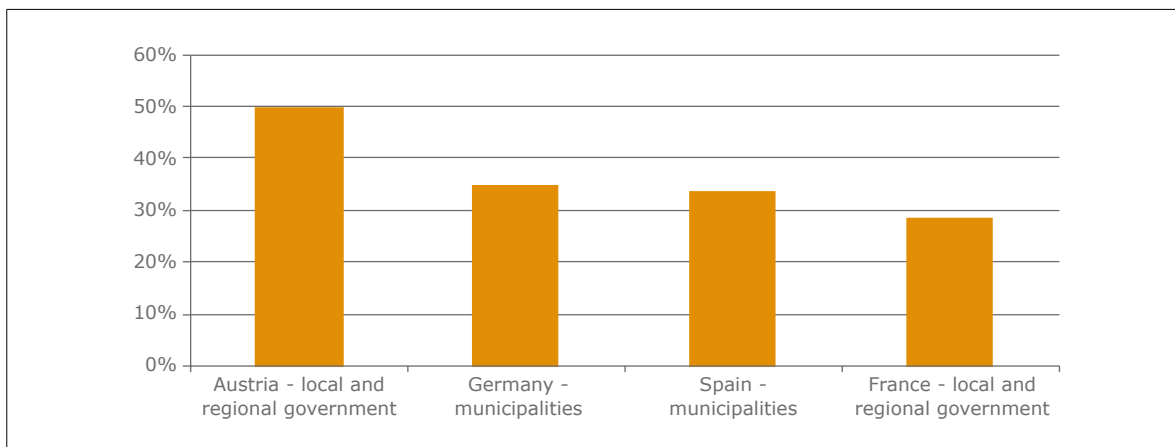
> FIGURE 6: LOCAL AND REGIONAL GOVERNMENT EXPOSURES REFINANCED BY COVERED BOND ISSUERS AS OF 31.12.2018 (EUR M)



Source: ECBC Covered Bond Label Templates, issuer financial reports, VdP, Pfandbriefforum

In these countries, the local and regional government exposures financed by covered bond issuers represent a significant share of total local and regional government debt. For Germany and Spain, regional government borrowers are often regular bond issuers with very little funding needs in the loan market. For these countries, it is the local government borrowers who are relying on funding provided by covered bond issuers. Based on the available cover pool data, lending provided by covered bond issuers represents around 30% of French local and regional government debt and close to 50% of Austrian local and regional government debt. Exposures to German and Spanish municipalities represent around a third of German and Spanish municipality debt.

> FIGURE 7: ESTIMATED SHARE OF LOCAL GOVERNMENT LENDING PROVIDED BY COVERED BOND ISSUERS AS OF 31.12.2018



Source: ECBC Covered Bond Label Templates, VdP, Pfandbriefforum, Eurostat

Declining volumes in outstanding public sector covered bonds

The outstanding volume of public sector covered bonds has witnessed a steep decline over the past 10 years. The volume of outstanding bonds has declined by more than 60% to EUR 312 billion at the end of 2017 compared to EUR 815 billion in 2008.

This decline in volumes is almost entirely driven by declines in the German public sector Pfandbrief market. Outstanding volumes in this market declined from 579 billion in 2008 to EUR 148 billion in 2017. Over the same period, outstanding volumes for public sector covered bonds from France have remained stable around EUR 64 billion and volumes from Spain actually increased from EUR 17 to EUR 25 billion respectively.

Public sector covered bonds can be used to refinance a wide range of public sector exposures. The traditional lending business to municipalities has been much more stable than the overall issuance volumes suggest. For example, exposures of German Pfandbrief issuers to German municipalities stood at a total level of EUR 56 billion at the end of 2017, compared to a level of EUR 70 billion in 2008, i.e. a reduction by 20%. This compares to a decline by more than 60% in outstanding German public sector covered bonds over the same period.

Overall, declining volumes in outstanding public sector covered bonds do not necessarily indicate a decline in importance of covered bonds as refinancing instrument of local public sector loans. The refocusing of the public sector business towards financing local government investments has been a key factor leading to reduced volumes in public sector covered bond market.

III. PUBLIC SECTOR COVERED BONDS AS REFINANCING INSTRUMENT FOR EXPORT LOANS

Eligibility under European covered bond regulation

Export loans benefiting from a state guarantee or a guarantee provided by an export credit agency (ECA) are eligible for covered bond refinancing if the loans meet the criteria of 129.1 of the CRR:

1. *To be eligible for the preferential treatment ..., bonds ...shall be collateralized by any of the following eligible assets:*
 - (a) *exposures to or guaranteed by **central governments**, ESCB central banks, **public sector entities**, regional governments or local authorities in the Union'*

In addition, CRR requires that effective credit protection is provided for the export loan as defined by article 194.4:

4. *Institutions may recognize funded credit protection in the calculation of the effect of credit risk mitigation only where the lending institution has the right to liquidate or retain, in a timely manner, the assets from which the protection derives in the event of the default, insolvency or bankruptcy — or other credit event set out in the transaction documentation — of the obligor and, where applicable, of the custodian holding the collateral.*

Market still relatively small compared to covered bonds backed by local government loans

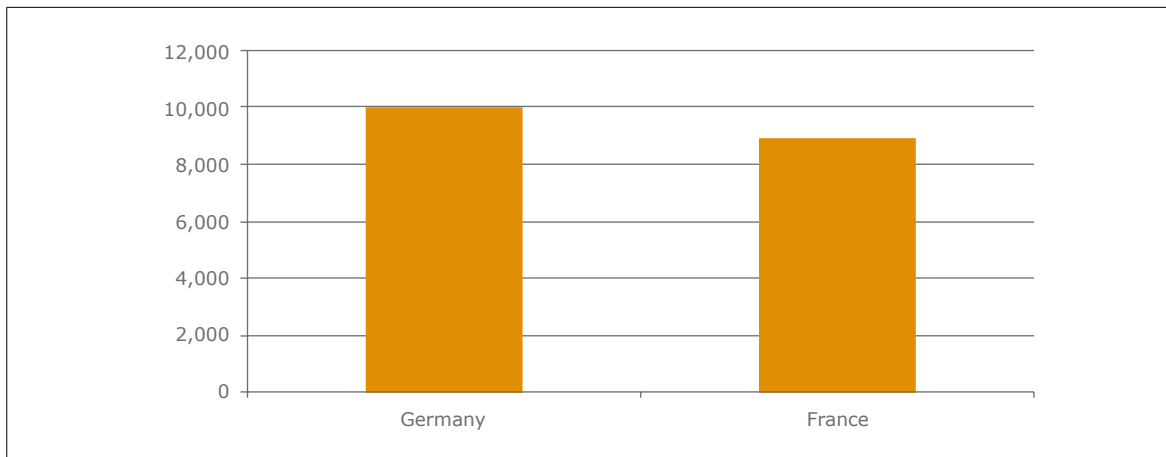
Issuers in France and Germany make use of public sector covered bonds to refinance export loans with a state or ECA guarantee. Legal frameworks in France and Germany do not distinguish between covered bonds backed by local authority loans and export loans with a state or ECA guarantee.

Overall, issuance linked to export loans is still relatively small compared to covered bonds backed by local authority loans. This can mainly be attributed to two reasons:

- (1) The guaranteed export credit market is much smaller than the local authority loan market. Taking France as an example, public export guarantees amounted to EUR 65 billion at the end of 2018 which is less than a third of the local government debt market of EUR 205 billion
- (2) Use of covered bonds to refinance export loans with a state or ECA guarantee has been a more recent development compared to the traditional local government financing business.

Overall, close to EUR 19 billion in export loans are currently refinanced via public sector covered bonds by French issuers. For both French and Germany, the refinancing volume is above EUR 8 billion.

> FIGURE 8: EXPORT LOANS WITH A STATE OR ECA GUARANTEE (EUR M) – COVER POOL EXPOSURES AS OF 31.12.2018



Source: Issuer financial reports, VDP

New developments should lead to increased issuance

The volume export loans with a public guarantee that is refinanced via covered bonds is still relatively low, compared to the volumes for local government loans. However, a number of factors should lead to increased issuance in the coming years.

Over recent years, many countries have adapted the framework for public export guarantee to the needs of covered bond and the securitization market. Examples are France ('garantie rehaussée') and Germany ('Verbriefungsgarantie') where covered bond issuer can benefit from an unconditional and irrevocable state guarantee for exposures linked to the export credit activity.

Only a small share of export loans is currently refinanced via issuance of covered bonds. As a consequence, banks still have large volumes guaranteed export loans available for covered bond refinancing.

CONCLUSION

Public sector covered bonds play a key role to provide long dated funding for local public sector investments. In markets including Germany, France and Spain, around 30% of local government loans are refinanced via the covered bond market.

Public sector covered bond issuance backed by export loans with a state or an ECA guarantee has been limited up to now. Nevertheless, new guarantee mechanisms, new legislation and a large pool of available eligible loans are likely to lead to increased issuance in the future.

1.11 EUROPEAN SECURED NOTES AS A NEW ASSET CLASS

By Boudewijn Dierick, BNP Paribas, Moderator of the ESN Task Force & Deputy Chairman of the ECBC

HISTORY OF ESN: CMU PLANS TRIGGERING ECBC ESN INITIATIVE AND TASK FORCE

The Capital Markets Union (CMU) plan, in its role of market catalyst, aims to develop better regulation by means of market initiatives that can support growth and lending to the real economy. The CMU should help channel private funds to all companies, including SMEs, and infrastructure projects in order to facilitate expansion and thereby create jobs. By linking savings with high-growth investment opportunities, the CMU will offer new opportunities for both savers and investors.

The ECBC decided to assist and support the development of any market initiative going forward that has the potential to play a crucial role in financing growth and the real economy while preserving the strength of the traditional covered bond market it represents. Covered bonds are one of the safest and most successful financial tools in use in Europe, and they played a central role in the banks' crisis management toolkit during the financial crisis by providing a safe and reliable source of funding. Building on this success the ECBC established a Task Force to investigate the possibility and viability of the creation of new capital instruments making use of key features that made the strength of covered bonds.

The ECBC launched a market initiative creating a new pan-European dual-recourse long-term funding instrument called the European Secured Notes (ESN) that would allow for the financing of asset classes beyond the traditional covered bond collateral types of mortgages and public sector assets such as small and medium-sized enterprise (SME) and/ or infrastructure assets. This initiative combines existing techniques and market best practices for the establishment of a funding solution for lenders that is also accessible in a stress scenario.

On several occasions, institutions like the European Central Bank, the European Commission, the European Investment Bank, the European Banking Authority and several national regulators have praised the ECBC for the ESN project. This initiative would respond with limited legislative intervention to several of the priorities for early action foreseen in the CMU Green Paper, in particular: (i) widening the investor base for SMEs, and (ii) building sustainable and high-quality securitisation.

Traditional covered bonds have ensured financial stability and access to capital markets during the crisis thanks to very precise macro-prudential characteristics. One of the key success factors is the common adoption of the same set of micro foundations and technology, in particular in terms of eligibility criteria, definitions, risk parameters, data disclosure and IT solutions across European countries. If correctly implemented and supported by a minimum level of regulatory recognition as a very high-quality product under a clear legislative and supervisory framework, it could facilitate issuers and investors in terms of due diligence, risk analysis, pricing and funding diversification.

While trying to build on the key features that made the covered bond market a successful European story, the ESN market initiative was designed outside of the traditional covered bond space. It is important to clearly distinguish any funding solutions for SME and infrastructure loans using similar dual recourse techniques from the traditional covered bond space because of their different characteristics.

HOW DO THE ESN DIFFER FROM TRADITIONAL COVERED BONDS?

Despite the similarities of the ESN as on balance sheet funding tool and traditional covered bonds, it is important to highlight the features that distinguish covered bonds from ESNs. The main distinguishing feature is the different collateral used to secure ESN. Covered bonds use highly standardised and low-risk assets, mainly mortgage loans and claims against public sector entities, as collateral. The high level of standardisation of cover assets is a key element that facilitates the analysis of covered bonds, limits research effort and increases transparency and comparability within the covered bond sector. It is also easier to define eligibility

criteria for the cover assets that can be used on a relatively broad basis, i.e. in a large number of jurisdictions (also outside the EU) and have facilitated the success of the various harmonisation efforts (see Chapter 1.1).

The use of low-risk assets as collateral is one cornerstone of the high level of investor confidence that covered bonds enjoy. The concept of dynamic collateralisation based on asset substitution through the issuer is more acceptable for investors if substitute assets added to the cover pool meet certain minimum criteria. For issuers, the use of high-quality collateral means a more stable credit quality of the cover pool and ultimately less frequent asset substitution. The use of other, potentially riskier and less comparable asset classes for ESN makes a clear distinction between traditional covered bonds and ESN necessary, as the risk profile of the two instruments could vary significantly.

A further distinction between covered bonds and ESN, at least at an initial stage, would be the untarnished track record that covered bonds enjoy. Together with robust national legal frameworks, their long-standing track record has helped to establish a deep and diversified investor base and ensure market access in time of stress. The robust market access itself is an important stabilising factor for covered bonds. Drawing a clear line between covered bonds and ESN will help to protect the track record of covered bonds against potential dilution that could occur through the introduction of instruments that bear similarities to covered bonds but may have a different risk profile.

THE ESN AS DUAL RECOURSE ON-BALANCE SHEET FUNDING INSTRUMENT USING COVERED BOND TECHNIQUES TO FUND DIFFERENT ASSETS

With the spirit of the CMU in mind, the ECBC ESN Task Force has proposed two possible ESN structures, each with slightly different characteristics, aimed at providing different benefits to the lender as well as to the borrowers and investors.

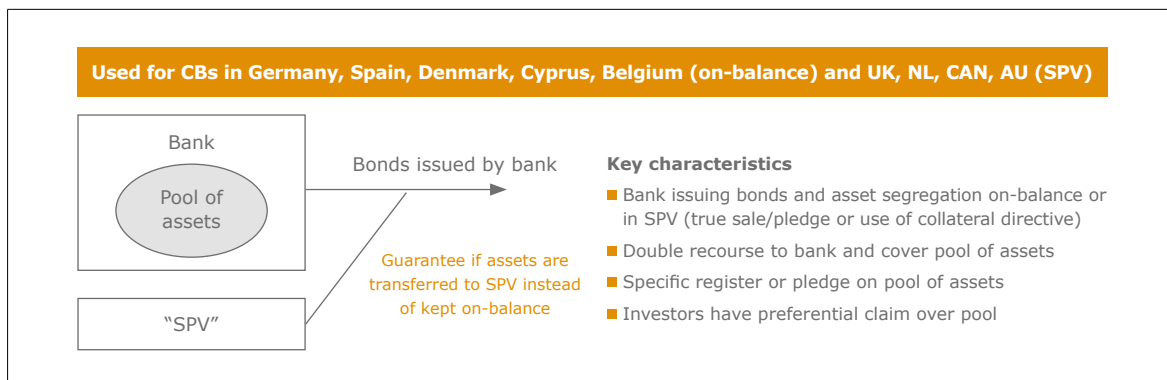
The first type of ESN (focused on funding only) would be similar in design and structure to covered bonds in the sense that the originating bank would be the issuer of the ESNs and the investor would have dual recourse to both the pool and the issuer. The second type of ESN resembles more closely to what is referred to as high-quality securitisation and involves an element of risk-sharing with investors. The European Commission (EC) and the European Banking Authority (EBA) have leaned towards the first option and mandated further market studies published in July¹ and October 2018².

The existence of a legal and supervisory framework is one of the major strengths of covered bonds (see figure 1). This should also be developed for on-balance sheet ESNs, whereby the asset pool would have to fulfil specific criteria. These include but are not limited to: a harmonised definition of SME loans allowed as eligible collateral; clear rules on the segregation of the pool for the safety of the investor; appropriate levels of over-collateralisation (OC); and clear *pari-passu* priority claims of the investor to the issuer's assets in the case of default and insufficiency of the pool to cover the value of the bond.

1 <https://eba.europa.eu/-/eba-publishes-its-assessment-of-european-secured-notes>.

2 <https://publications.europa.eu/en/publication-detail/-/publication/eba761b4-d026-11e8-9424-01aa75ed71a1/language-en/format-PDF/source-search>.

> FIGURE 1: ON-BALANCE SHEET EUROPEAN SECURED NOTE



Source: ECBC

In addition, the eligibility criteria for SME loans needs to be developed. A good starting point for this may be the European Central Bank's (ECB) collateral framework which allows the use of credit claims as collateral for repo operations³. This alignment would ensure greater marketability and liquidity of the ESN. The second requirement, i.e. transparency, is very much linked to the first point, as it is a necessary condition for the accurate assessment of the true underlying risk of the SME assets used in the pool. High levels of transparency would facilitate due diligence and allow investors to effectively understand the underlying risk. More importantly, it would allow issuers to effectively manage their portfolio. Therefore, it is of paramount importance to develop an effective transparency framework.

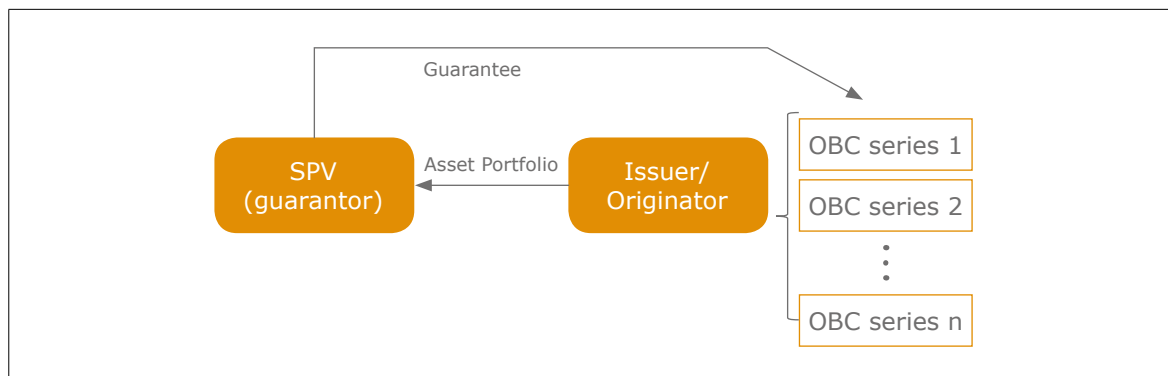
Also, the framework of the Italian (Obbligazioni Bancarie Collateralizzate) and/or French (Banque de France's ESNI facility) versions of the ESN could serve as a blueprint for some of its characteristics. The former is developed in the next section.

THE FIRST ESN FRAMEWORK: THE ITALIAN BLUEPRINT

The Italian government proposal to amend the securitisation law in order to introduce the ESN framework was approved by the parliament on 6 April 2016 and subsequently converted into law. The primary legislation allows the issue of bonds (called Obbligazioni Bancarie Collateralizzate – OBC), collateralised by SME loans, leasing, factoring, ship loans and other types of commercial assets. The structure is similar to the existing covered bonds (Obbligazioni Bancarie Garantite – OBG), though the law clearly differentiates between the two products. Secondary regulation will specify some features of the new instrument such as the exact definition of eligible assets and identification definition of licensable issuers.

³ <https://www.ecb.europa.eu/pub/pdf/scpops/ecbocp148.pdf>.

> FIGURE 2: THE ITALIAN ESN STRUCTURE



Source: ECBC

OBCs will be under public supervision. This is a key element as public supervision is a pre-requisite for the ESN to be UCITS compliant, and therefore exempt from bail-in, and eligible for a number of prudential and regulatory requirements such as under Solvency II. Other characteristic features will be the bankruptcy remoteness of the segregated assets, which will be assigned to an SPV. This is the so-called true sale mechanism. Two major rating agencies have already expressed their support to the Italian ESN underscoring the success of the implementation in the “Bel Paese”.

To further support the development of the ESN initiative, the ECBC has worked on building a market platform where regulators, treasuries, Central banks and Supervisory authorities can meet with key market players to discuss a smooth implementation of the ESN.

RECENT DEVELOPMENTS IN THE EUROPEAN LEGISLATIVE LANDSCAPE AND AGENDA

The legislative package around CB directive has been adopted in April 2019 concluding a successful interinstitutional Trilogue phase and the acknowledgment of the industry’s key recommendations. The Directive does not include in its final version the formal introduction of ESNs as separate asset class within this legislative framework⁴. They appear in the final approved text of the Covered Bond Directive under the Recital 34 and in Article 31 as an object of a report and of a separate legislative proposal to be drafted by the Commission in the upcoming 4 – 5 years. ESNs would benefit from a kick-start via regulatory recognition of a clearly identified funding instrument besides traditional covered bonds.

In July 2018, the EBA published its final recommendations following a call for advice from the European Commission, which required the EBA (i) to assess whether a dual recourse instrument similar to covered bonds may provide a useful funding option to banks engaged in lending to SMEs and infrastructure projects and (ii) to determine an appropriate EU framework and regulatory treatment for this new product.

In October 2018 the Commission published the final report of the **feasibility study on European Secured Notes**. This study examines the potential for legislative action to regulate European Secured Notes (ESNs). ESNs are bonds using a covered bond structure to fund assets not currently permitted under EU law, specifically loans to small and medium sized enterprises and bank infrastructure loans. It considers the extent to which the existing supervisory and prudential treatment of covered bonds may be adapted to ESNs and the potential for ESNs to develop as an asset class.

⁴ The European Secured Notes have been mentioned as a possible development within the Ordinary Covered Bond framework in the early stages of the Covered Bond Directive proposal (ECON report).

The European Commission and the EBA both see a business case for the creation of ESNs as a dual-recourse instrument to fund SME loans. There is still an ongoing discussion regarding infrastructure ESNs, the EBA being not in favour of the development of such instrument as defined in their assessment. In our view; the concerns raised on the quality of infrastructure ESNs are based on potential misunderstanding about the definition of infrastructure assets. Smaller sized, more granular operational infrastructure assets could be included within the ESN framework while large one-off long-term projects with long construction phase will be more challenging due to their lumpy nature and because they require more individual analysis.

In terms of regulatory treatment, the EBA advocates a clear separation of covered bonds and ESNs, which should have covered bond-like structure and receive preferential regulatory treatment but less pronounced than for covered bonds. This is in line with the ECBC's view and would support the future success of ESN as a double recourse and liquid funding instrument for assets that are not eligible for traditional covered bonds. The EBA also recommends minimum standards regarding required transparency and supervision, besides other recommendations which overall are well received, while some (minimum OC level, definition of eligible assets) will probably be subject to further discussion.

> FIGURE 3: EBA ASSESSMENT ON THE REGULATORY FRAMEWORK

Regulatory framework	Proposed treatment
UCITs treatment (retail investment and lower investment limit)	YES
Bail-in exemption	YES
EMIR treatment (exemption collateral posting)	YES
HQLA eligibility under LCR framework	NOT ASSESSED
Solvency II capital treatment	NOT ASSESSED

Source: EBA

> FIGURE 4: POTENTIAL IMPACT OF ESNs ON ASSET ENCUMBRANCE

	Assuming same collateralisation level as for CB:118%			Assuming a collateralisation level of 130%			Assuming same collateralisation level as for ABS:138%		
	Volume of new encumbered assets (M EUR)	% of encumbrance	Impact on the ratio in pp.	Volume of new encumbered assets (M EUR)	% of encumbrance	Impact on the ratio in pp.	Volume of new encumbered assets (M EUR)	% of encumbrance	Impact on the ratio in pp.
Share of SMEs and infrastructures portfolios used for ESNs									
30%	1,394,760	30.1%	3.5	1,536,600	30.5%	3.9	1,631,160	30.7%	4.1
20%	929,840	28.9%	2.3	1,024,400	29.2%	2.6	1,087,440	29.3%	2.7
10%	464,920	27.8%	1.2	512,200	27.9%	1.3	543,720	28.0%	1.4

Source: EBA calculation

In terms of supervision, the EC feasibility study advocates that a common base of the EBA "Best Practices" recommendations for covered bonds legislation, structuring and supervision can be applied to ESN without amendments such as dual recourse, segregation of cover assets, bankruptcy remoteness, administration post insolvency, derivatives, the appointment of a cover pool monitor, supervisory oversight and the duties to competent authority in insolvency scenarios. The report also details and analyses other recommendations that would require modifications such as the definition of cover pools (should be a matter of national supervision), rules regarding assets outside the EEA (not considered appropriate in view of the CMU objectives), LTV limits, cover-

age rules (recommending a 12.2% minimum OC for SME ESNs), liquidity coverage (may require case-by-case recalibration of the 180 days requirement), stress tests (supervisory stress test appear more than appropriate but must allow some national specificities) and finally disclosure requirements (line by line disclosure of every asset in a cover pool might not be necessary for SME ESNs but specific disclosure standards need to be developed).

SME ESN BUSINESS CASE

The most prevalent definition of an SME is that defined by the Commission Recommendation of 2003⁵ based on number of employees (below 250), turnover (below EUR 50 mn) and/or balance sheet (below EUR 43 m). Another European regulatory definition, the CRR legislative text, identifies SMEs by the size of the exposure in banks portfolios (below EUR 1.5 mn). Additionally, SMEs have various definitions set at institutional (development banks), national and regional levels. There is a call from European regulatory institutions for a harmonisation of EU definition for SME, having now integrated differential risk weighting for SME lending within the Standardised Approach under the finalised Basel III Framework.

According to the definition from the Commission 2003, with a number close to 24 mn, Small and Medium Enterprises (SMEs) represent more than 99% of the non-financial corporates in Europe. They account for 70% of total employment and close to 60% of the global value added⁶.

Lending to SMEs is a core activity, alongside mortgage financing, for European Banks. Reciprocally, they are the major source of SME lending handling 70% of their external financing. The ECB Survey on the Access to Finance of Enterprises in the Euro Area (SAFE) show that SMEs report an increasing need for bank loans of 3% in 2019 compared to the previous survey with some heterogeneity across countries. According to that same survey, access to finance is a problem faced very heterogeneously across EU countries, being a very important issue in Greece (with close to ¼ of SMEs seeing it as their main concern), Portugal (10%), Italy (8%) up to the average 7% in EU member states (compared to 13% in 2013).

Market size prospects: Acknowledging that a top-down estimation is limited due to a lack of granular data and substantial differences in definitions and valuation used, a bottom up⁷ analysis was conducted in both the EC Feasibility report and by the EBA to propose an estimation of the SME financing market, hence the prospects of a potential ESN market.

If market size can be proxied by the exposures to SMEs it represents 10% (that is EUR 2.1 tn) of the total portfolio of IRB banks and 8% (EUR 1 tn) of SA banks according to the EBA QIS data. It can represent a total exposure of EUR 3.1 tn of which 15% is secured on average (see the EC report). Depending on the share of exposures used to issue ESNs, market size for SME ESN is estimated to be between EUR 310 and 930 bn. As a comparison, the market for residential mortgage is EUR 7 tn and the total covered bond market reaches c. EUR 2.57 tn (ECBC Factbook 2019).

The infrastructure loans exposures are estimated at EUR 800 bn by EBA (see figure 5) and EUR 981 bn in the EC report, which entails an Infrastructure ESN market size between EUR 80 and EUR 290 bn⁸.

5 <https://ec.europa.eu/growth/smes/business-friendly-environment/sme-definition/>.

6 Data from Eurostat Structural Business Statistics.

7 Analysis undertaken in the EC feasibility Study on the basis of the 133 banks in 25 countries (24 Member States plus Norway) covered in the EBA EU-wide transparency exercise. See EC Feasibility Study Report.

8 That is 30% of EUR 981 bn exposures as estimated in the EC feasibility study.

> FIGURE 5: ESTIMATES OF THE SIZE OF THE ESN MARKET IN THE NEAR TERM (EUR BN)

	Share of SME and infrastructure loans used to issue ESNs			
	100%	10%	20%	30%
SME loans	3100	310	620	930
Infrastructure loans	800	80	170	250
Total ESNs market	3900	390	790	1180

Source: EBA calculation

THE WORK OF THE ESN TASK FORCE

Spawning from the ECBC Long-Term Financing Task Force meetings, the ECBC kicked off the ESN initiative in October 2015. Since the introduction of the Italian legislative ESN framework in April 2016, the ECBC Secretariat has been holding several high-level meetings with key stakeholders from both the private and the public sector in order to push forward this new instrument initiative aimed at fostering investment in SMEs and infrastructural projects.

Lately, in parallel with the Covered Bond Directive discussions, The ECBC ESN Task Force met **in Milan on February 2019** to discuss the potential development of an ESN Label framework ahead of the Commission timeline for an ESN legislative proposal. The enlarged task force gathered a wide range of representatives from the European banking industry, investors' community and regulators. They debated on the nature of the ESN, the state of play in the interested countries, funding needs of SMEs and infrastructures, and the possible eligibility criteria for the cover assets. The meeting resulted in an agreement on a collective strategy to concretise the potential of this new asset class.

An important consensus was reached on the following points:

1. The ESN funding tool is an important next step in completing the European Banking Union and should be developed as a market-led initiative ahead of a legislative discussion and proposal in this area.
2. The structure and key legislative features of ESN should mirror those of the Covered Bond asset class starting with a dual-recourse mechanism.
3. As highlighted by the investor surveys successively ran by the ECBC ESN task force in 2016 and the European Commission in 2018, transparency and disclosure requirements will be key aspects for the ESN market to thrive and secure an investor base. Disclosure requirements might require a more granular level closer to the securitisation market and additional transparency regarding structure, maturity and quality of the cover pool.
4. Market place efforts shall focus in a first place on ESN dedicated to SME funding. Infrastructure ESNs will be subject for further analysis in a second stage.

A broad stakeholders' consultation elaborated by the ECBC Task Force was launched in March 2019. The questionnaire consists of 12 items broken down into three main areas: legislative framework, asset eligibility and transparency and data.

As of June 2019, several messages from respondents were highlighted:

Regulatory Regime: A strong legal framework, based on the current covered bonds framework, is essential for the development of the ESNs. More specifically, the regulatory treatment for liquidity (LCR), the bail-in exemption, lower risk weights with respect to ABS or unsecured bonds, a central bank repo eligibility and adequacy of capital requirement both in CRR and Solvency II are fundamental to increase the attractiveness of ESNs to potential issuers and investors.

Supervision regime: In terms of supervision statutory tests and eligibility criteria, it is agreed that some high-level principles and a standardised approach at EU level is necessary. However, respondent also acknowledged that national SME markets have idiosyncratic features and that some aspects need to be clarified at a national level.

Prudential thresholds: Respondents agree that the minimum OC level should be above statutory OC level for CBs, an appropriate level could be fixed at 12% as advocated in the Commission Feasibility Study. Respondents also strongly discourage the application of PD (probability of default) thresholds; as they are of the opinion that ratings will reflect the individual credit risk of each pool.

ESN Label: A Label linked to a favourable regulatory treatment, would foster issuance and investor demand and would increase market transparency provided adequate disclosure requirements specific to the underlying asset.

CONCLUSION: THE WAY TOWARDS A SUCCESSFUL IMPLEMENTATION OF ESN

The success of covered bonds and in particular their resilience during the financial crisis, have made them an obvious role model for the creation of a new pan-European funding instrument. The creation of such instruments is an important step towards establishing deeper and more integrated capital markets, which is a key objective of the CMU initiative. Drawing from the experience of a long standing but also dynamically expanding covered bond market will help to save time and increase efficiency when creating a new funding instrument. At the same time, it is important to draw a clear line of distinction between covered bonds and ESNs. Nonetheless, ESNs are steadily taking shape with structures and key features that will allow broad market acceptance.

Looking ahead, the success of these instruments would rely on both a robust legal framework and a high level of transparency regarding the underlying assets. Regulatory frameworks and existing laws should be amended to allow these new asset classes to be used as collateral within the regulatory and prudential framework. The development of centralised credit registers with harmonised levels of information would provide the ideal tool for the achievement of full transparency (while complying with confidentiality laws), and the subsequent increased level of protection of these ESNs. All parties involved would be able to accurately assess risks and thereby differentiate their portfolios accordingly, contributing to the quality of the instruments. This links closely to the other condition, i.e. a robust legal framework, which among other things would focus on determining which assets can be used as collateral. Having transparent information regarding these SME loans is a central aspect of this issue.

Contributions from the institutional side as well as the market side are helping to further increase the chances of a successful introduction of ESNs in the European markets. Issuers, regulatory and investor communities should work together to develop common eligibility criteria for assets. Establishing a pan-European standard in terms of securities backed by SME or infrastructure loans would be a cornerstone of the strength of this product.

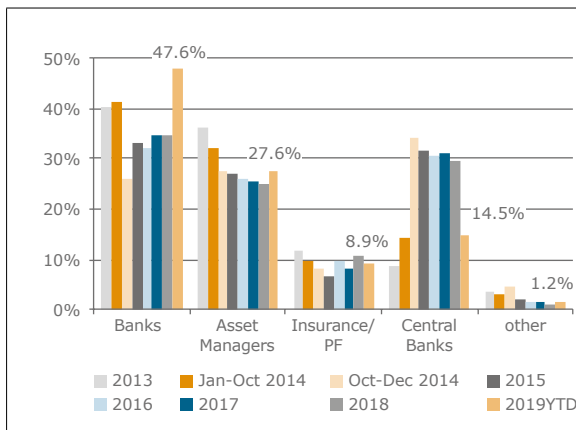
1.12 THE INVESTOR'S PERSPECTIVE

By Cristina Costa, Société Générale and Sabrina Miehs, Helaba

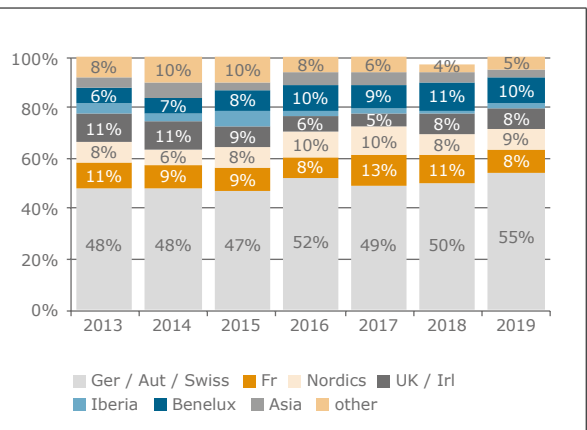
OVERVIEW OF COVERED BOND INVESTOR BASE

The end of the ECB's net asset purchase programme has had a strong impact on primary order book statistics. In 2019, bank treasuries and asset managers have been the largest investors in covered bonds. The former group invests in covered bonds mainly for liquidity buffer purposes and their participation in primary has increased this year; they currently make up close to half of primary issue order books ytd. In contrast, demand from asset managers (c.28% YTD) is driven by spread performance; as such, this investor type is attracted to higher beta and peripheral names. The allocation to central banks has declined from c.30% on average in 2018, to 14.5% ytd. The third covered bond purchase programme (CBPP3) is still buying covered bonds in primary, but we understand that the Eurosystem is currently limited to 5% of an issue, although given the recent highly oversubscribed issues, actual allocation is closer to 3%. Asian central banks have returned to the covered bond market (buying in primary), mainly in the core space. Insurance companies and pension funds are driven to higher-yielding paper and, in the covered bond space, they tend to be more present in long-dated issues (c.20% take-up in covered bonds in 10y and above segment vs 9% average take-up as a whole) and paper from high-beta issuers. In the current low-rate environment, many yield-seeking investors are looking to add exposure to lower down the capital structure (senior preferred and NPS).

> FIGURE 1: BANKS MAKE UP ALMOST HALF OF PRIMARY DEAL ALLOCATIONS



> FIGURE 2: INVESTOR BREAKDOWN OF YTD EUR ISSUES PER JURISDICTION

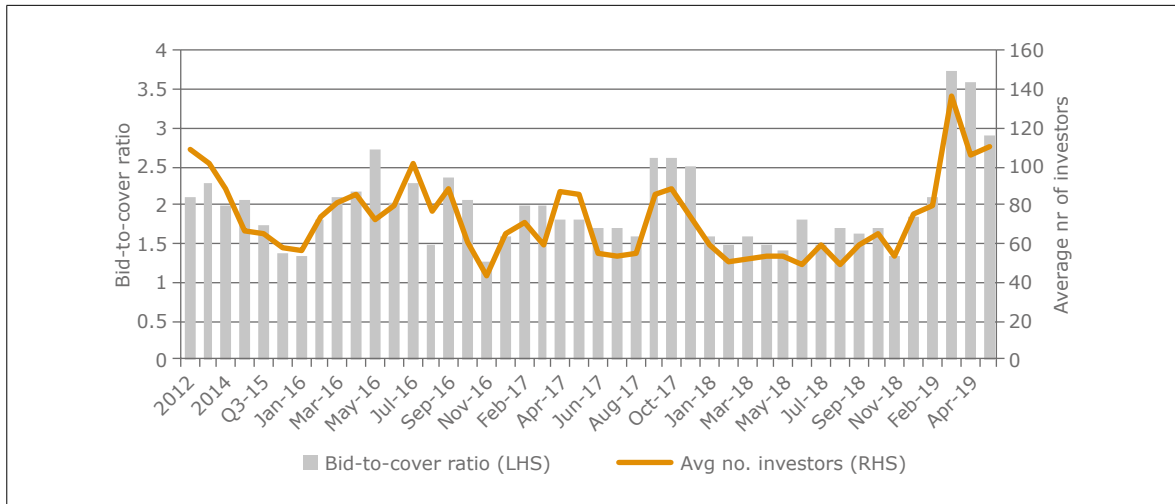


NB. 2019YTD as of 17 May 2019; Source: SG Cross Asset Research/Rates

NB. 2019YTD as of 17 May 2019; Source: SG Cross Asset Research/Rates

At the start of 2019, cash-rich real money investors returned to the asset class, driven by juicier spreads (the spreads of the iBoxx covered bond index had widened on average by 15bp in 4Q18). One would have thought that tighter ASW spreads over the course of 1Q and declining new issue concessions would have driven investors away, particularly given the strong volumes of supply in the market. Counterintuitively, this has not been the case. Not only have books become greatly oversubscribed in March and April, but deals are showing very granular order books with large numbers of participating accounts. This is the case not only for traditional covered bonds, but also for covered bonds from new jurisdictions. And when looking at the average number of accounts per deal, this figure has risen in 2019 vs 2018 (partly due to the ECB ending its net asset purchase programme and taking a lower portion of deals in primary). Not only has it risen compared with last year, but the deals in March and April showed a higher number of investors per deal on average than in previous months, despite the heavy supply in January and February.

> FIGURE 3: O/S RATIOS AND NUMBER OF PARTICIPATING ACCOUNTS HAVE BEEN INCREASING RECENTLY



Source: Bloomberg, SG Cross Asset Research/Rates

INVESTOR SURVEY

In April and May 2019, we conducted a survey of global covered bond investors to gauge investor sentiment for 2H19 in light of the end of the ECB’s net APP, the low-rate environment, upcoming TLTRO 3 and geopolitical risks. We wanted to assess investor appetite for the asset class and understand what some of the investment decision drivers are. For the investor survey, we drew up a representative sample of the current investor base, having approached mainly bank treasuries and asset managers in Germany, France, UK and other European countries. Our sample is based on close to 50 investor responses and is representative of the current investor base.

END OF CBPP3 AND ITS CONSEQUENCES

The end of the ECB’s net asset purchase programme means that the ECB is less present in primary deals. As such, respondents acknowledged that they lacked some liquidity in the market, although this was better at the beginning of the year. In our view, secondary market liquidity will most probably only come back once demand in primary deals is less strong and trading books have more papers to provide. There was no clear-cut answer when it comes to allocation in primary deals. On the one hand, a lower ECB-bid in primary means there is more paper available for real money investors. On the other hand, the high oversubscription ratios of recent issues translate into an imbalance between supply and demand. Furthermore, secondary market liquidity is not helped by the fact that bank treasuries are replacing the ECB bid. In other words, the excess liquidity especially with bank treasuries is pushing demand to exuberant levels as former ECB-bid did and as such allocation has not improved for every investor.

> FIGURE 4: HAS LIQUIDITY RETURNED IN THE SECONDARY MARKET?

> FIGURE 5: HAS YOUR ALLOCATION IN PRIMARY DEALS IMPROVED VERSUS LAST YEAR?

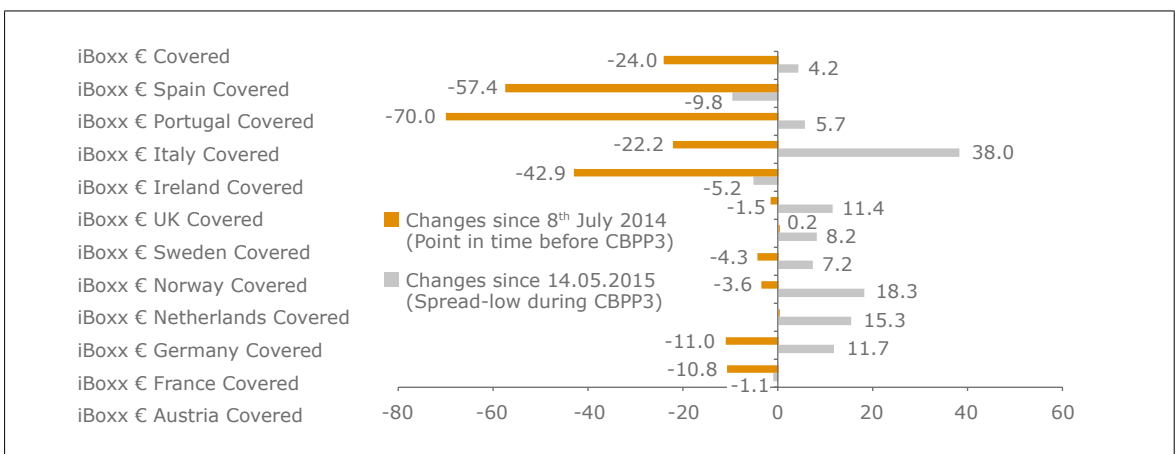


Source: ECBC Fact book survey, Helaba, Société Générale

Source: ECBC Fact book survey, Helaba, Société Générale

A 65% of the respondents believe the asset class is more attractive today than a year ago. That said, many acknowledged that the spread levels at the beginning of 2019 were much more attractive than today (end-May). Currently, covered bond spreads (with the exception of the Italian ones) have almost reached their previous year values. Still, when it comes to time comparison, most of them have not yet returned to the lowest levels seen during CBPP3. However, when we compare the spreads of end-May 2019 to those before the announcement of CBPP3, e.g. beginning of July 2014, it is noticeable that spread differences are negative, i.e. spreads at end-May 2019 are consistently lower than the ones in July 2014. This raises several questions: what has changed? And does this justify lower spread levels, especially for covered bonds in peripheral countries? Certainly, in our view, the improvement of fundamentals such as sovereign and bank ratings during the last five years should be one of the reasons for tight spread levels, but this is probably not the explanation for all covered bond jurisdictions.

> FIGURE 6: ASW SPREAD PERFORMANCE, COVERED BONDS



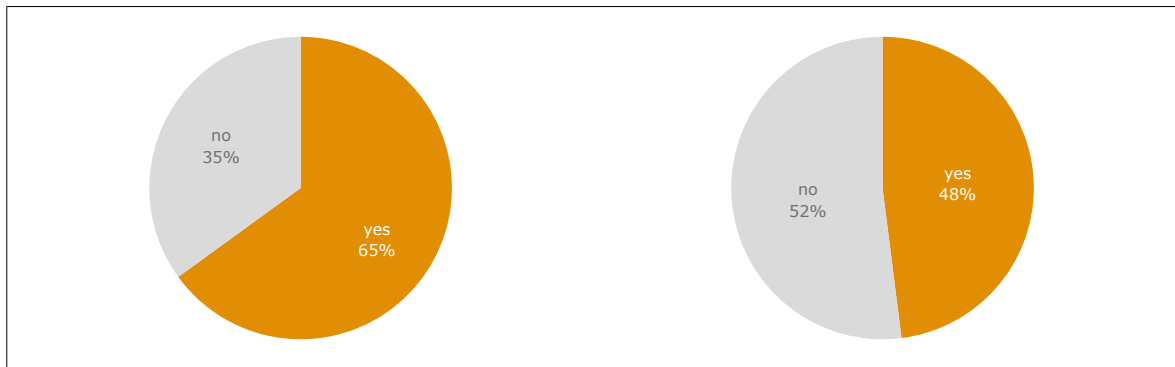
Source: Helaba

When it comes to their investment-making decisions, investors are not focusing more on issuer and cover pool fundamentals than in the past. The ECB is still reinvesting maturing CBPP3 bonds and is

present in the market via its forward guidance, the low-rate environment, and the upcoming TLTRO 3 facility (although at the time of writing, the conditions for take-up have not yet been communicated). Many respondents believe investors will focus more on credit and cover pool considerations once the ECB completely exits the market. This suggests that investors still classify covered bonds as a credit product, albeit a high-quality one.

> FIGURE 7: IS THE CB ASSET CLASS MORE ATTRACTIVE TODAY THAN ONE YEAR AGO?

> FIGURE 8: ARE YOU FOCUSING MORE ON ISSUER/COVER POOL FUNDAMENTALS?



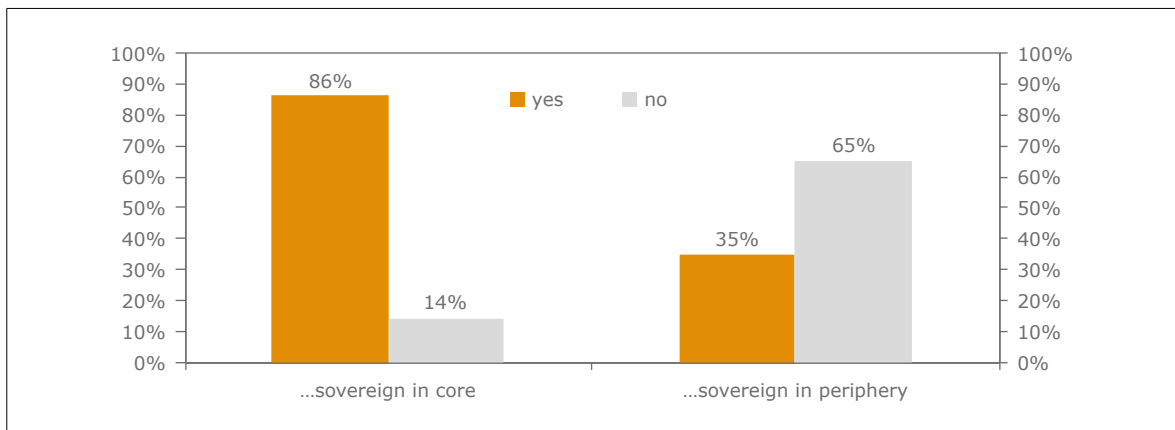
Source: ECBC Factbook survey, Helaba, Société Générale

Source: ECBC Factbook survey, Helaba, Société Générale

RELATIVE VALUE

Covered bonds from core jurisdictions are attractive to sovereign and provide a nice pick-up. That said, this was also the case a year ago. The relative value of covered bonds in the periphery is different. Although for the most part they trade beneath their respective govie, peripheral CBs look interesting to core CBs given the technical yields and lower volatility.

> FIGURE 9: DO YOU FIND COVERED BONDS ATTRACTIVE VERSUS...

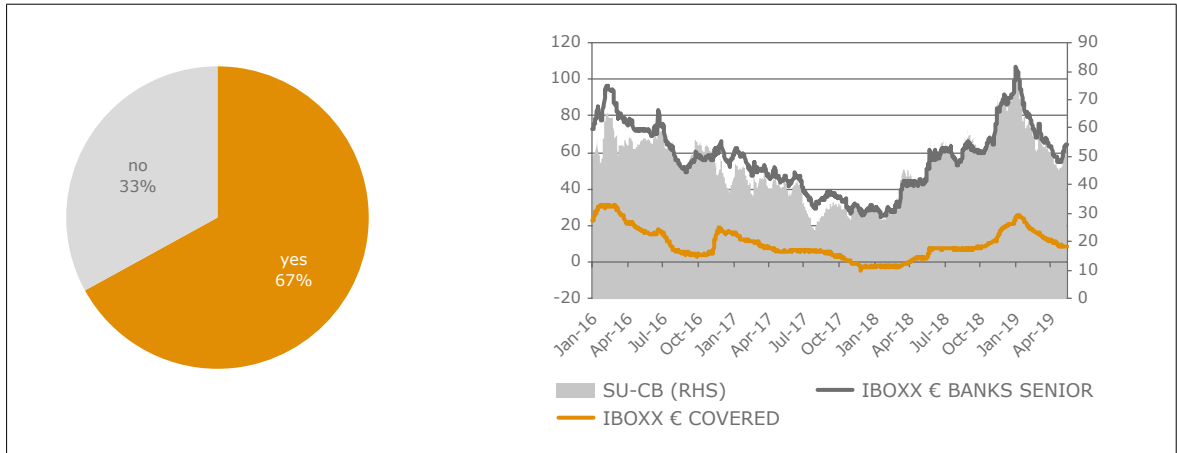


Source: ECBC Factbook survey, Helaba, Société Generale

Given the low-rate environment, a number of asset managers and insurance companies are looking to invest in senior and senior non-preferred for yield pick-up. As such, 67% of the respondents state the relative value between covered bonds and senior unsecured is a factor in their investment making

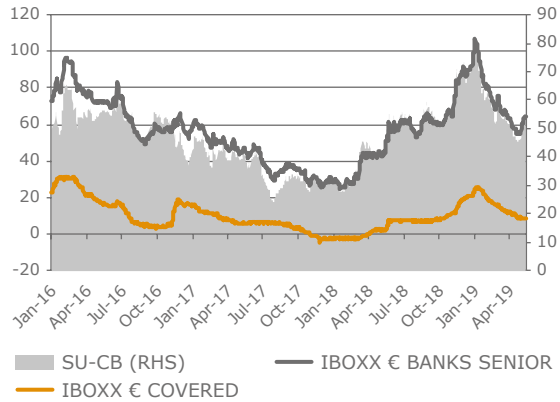
decision. We believe that even traditional covered bond investors look at this very closely. After having considered the different risk factors between senior preferred and covered bonds, investors will presumably choose covered bonds if they are well priced relative to their risks.

> FIGURE 10: DO YOU LOOK AT THE RELATIVE VALUE OF COVERED BONDS VS SENIOR UNSECURED?



Source: ECBC Factbook survey, Helaba, Société Générale

> FIGURE 11: THE SU VS CB SPREAD DIFFERENTIAL HAS DECLINED SINCE JAN-19

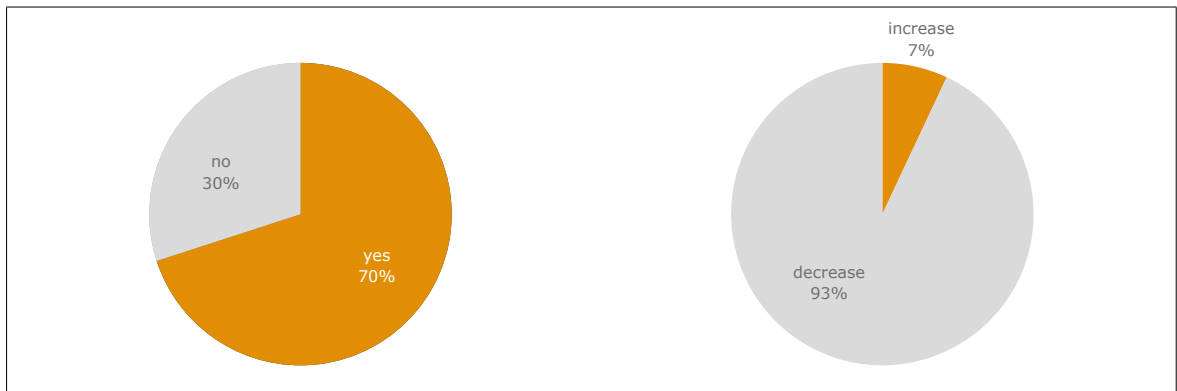


Source: Markit, Société Générale

TLTRO 3 AND IMPLICATIONS

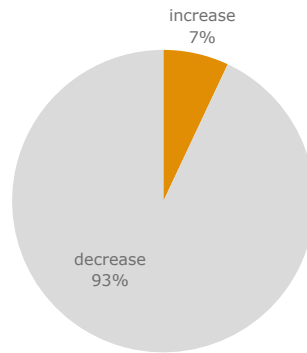
Overall, investors believe covered bond market issuance in 2H19 will be less than in 1H19 as many issuers have frontloaded their issuance plans. 70% of the investors surveyed believe the ECB’s upcoming TLTRO 3 will affect covered bond issuance to the downside. Respondents believe there will be less issuance from the periphery; in contrast, although the conditions have yet to be announced, the 2y facility will probably be less attractive for issuers from core regions.

> FIGURE 12: DO YOU BELIEVE THE TLTRO 3 ANNOUNCEMENT WILL AFFECT COVERED BOND ISSUANCE?



Source: ECBC Fact book survey, Helaba, Société Générale

> FIGURE 13: IF YOUR ANSWER WAS YES, DO YOU BELIEVE COVERED BOND ISSUANCE WILL

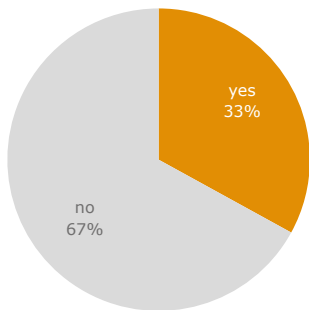


Source: ECBC Fact book survey, Helaba, Société Générale

LOW-RATE ENVIRONMENT

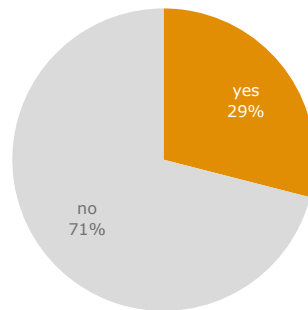
It seems the current low-rate environment is not affecting investors' investment decisions when it comes to covered bonds. Over two-thirds of respondents do not plan to increase duration in their CB portfolio and over 70% do not intend to increase exposure to peripheral covered bonds.

> FIGURE 14: WITH THE LOW-RATE ENVIRONMENT, DO YOU INTEND TO CHANGE YOUR ALLOCATION INTO COVERED BONDS?



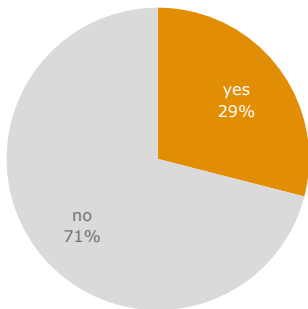
Source: ECBC Factbook survey, Helaba, Société Générale

> FIGURE 15: WITH THE LOW-RATE ENVIRONMENT, DO YOU INTEND TO INCREASE DURATION IN YOUR COVERED BOND PORTFOLIO?



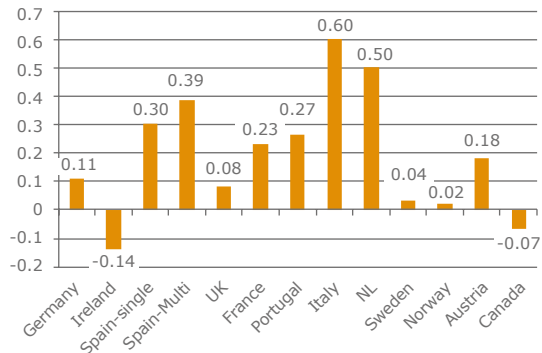
Source: ECBC Factbook survey, Helaba, Société Générale

> FIGURE 16: DO YOU INTEND TO INCREASE EXPOSURE TO PERIPHERAL COVERED BONDS?



Source: ECBC Factbook survey, Helaba, Société Générale

> FIGURE 17: IBOXX COVERED BOND YIELDS PER JURISDICTION



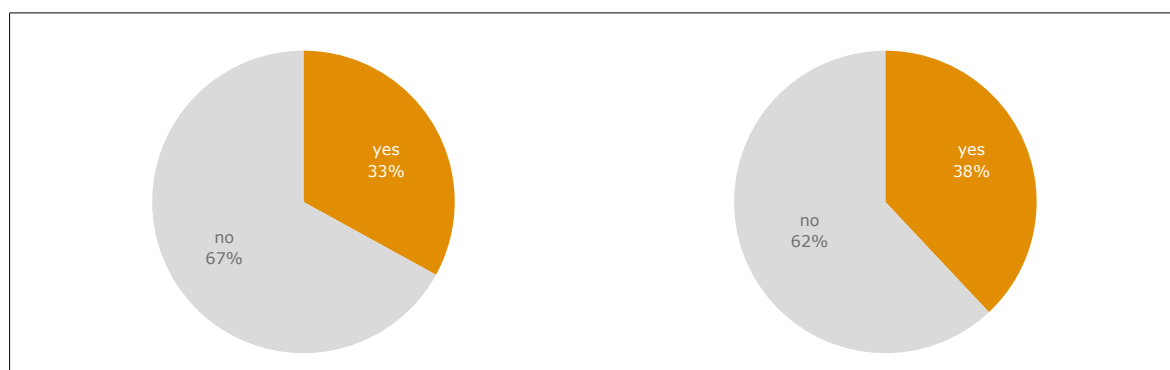
NB. As of 19 May 2019; Source: ECBC Factbook survey, Helaba, Société Générale

COVERED BOND HARMONISATION

The final approval of the EU covered bond legislative package was adopted in Strasbourg on 18 April 2019 during the Plenary Session of the European Parliament. The new rules will enter into force 20 days after the publication in the Official Journal of the EU. After this, EU member states will have 18 months to transpose the rules into national law, and an additional 12 months before the provisions of the transposed directive apply (which will also be the moment when the provisions laid out in the Regulation start to apply). Two-thirds of respondents do not expect the adoption of the CB Directive and CRR amendments will have any impact on spreads. For one, the

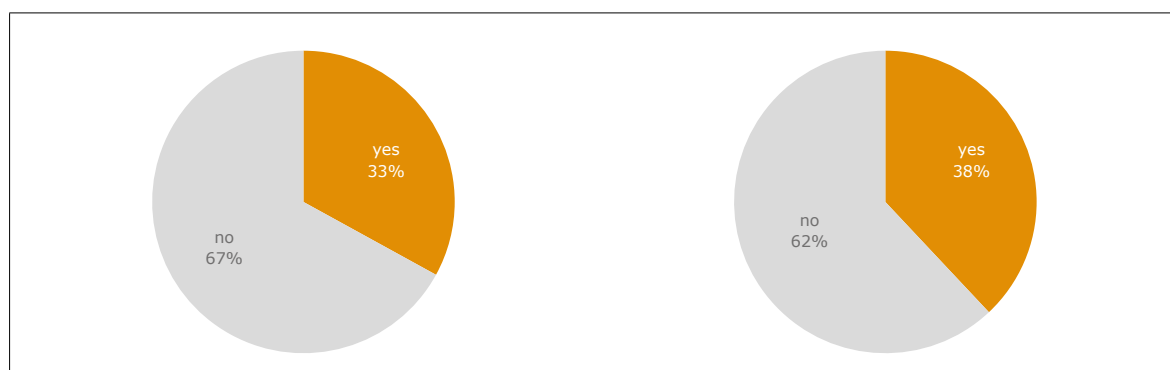
very long transposition timeframe should allow Member States sufficient time to make any necessary changes to their national CB frameworks. And secondly, with the ECB still present in the market, the CB Directive is not an important investment-decision factor. Also, since the legislative package contains a number of optional provisions, it leaves some room for covered bonds to remain national products taking into account specific national concerns. The adoption of the CB Directive might incite more issuers from CEE jurisdictions to bring paper to the market. As and when this happens, we believe investors will look at issuance from these jurisdictions as a way to diversify and obtain a yield pick-up to traditional CB markets.

> FIGURE 18: DO YOU EXPECT ADOPTION OF THE CB DIRECTIVE AND CRR AMENDMENTS TO HAVE ANY IMPACT ON SPREADS?



Source: ECBC Factbook survey, Helaba, Société Générale

> FIGURE 19: WITH THE ADOPTION OF THE CB DIRECTIVE AND CRR AMENDMENTS, IS IT LIKELY THAT YOU INVEST (MORE) INTO YOUNGER EASTERN EUROPEAN COVERED BOND MARKETS?



Source: ECBC Factbook survey, Helaba, Société Générale

CHAPTER 2 - GENERIC SECTION

2.1 OVERVIEW OF COVERED BONDS

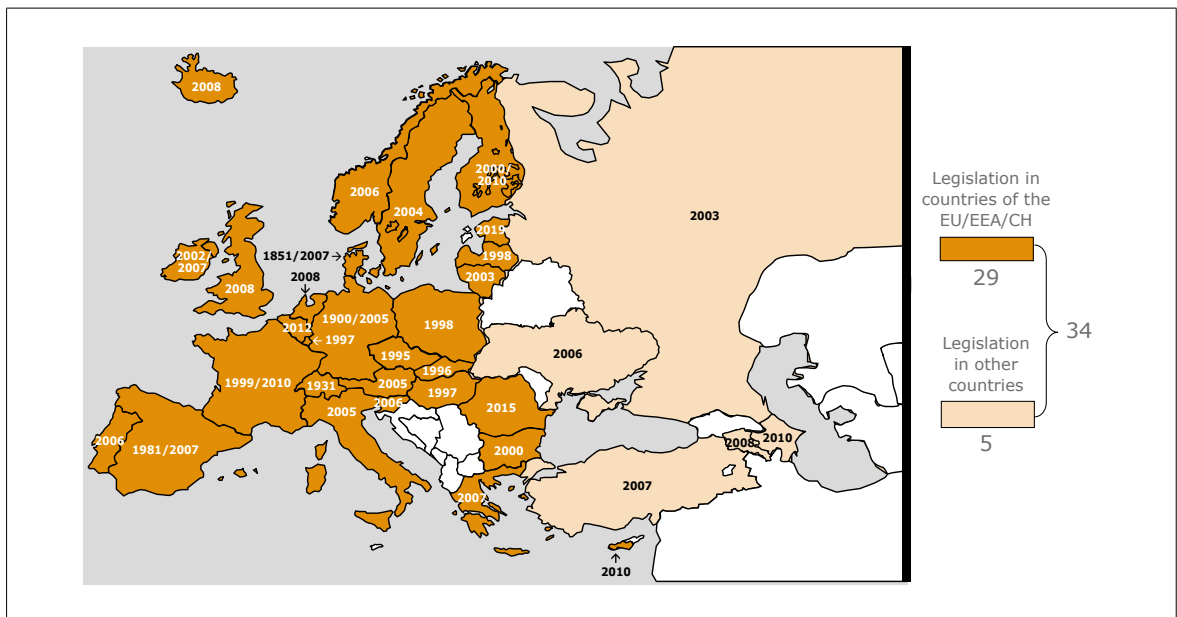
By Otmar Stöcker, Association of German Pfandbrief Banks and Cristina Costa, Société Générale

I. INTRODUCTION

The covered bond is a pan-European product with a long-standing history. Decisive milestones in its development were laid in Prussia (1770), Denmark (1797), Poland (1825) and France (1852). This year, we are celebrating the 250th anniversary of the Pfandbrief. Traditional issuers ranged from public law “Landschaften” to private mortgage banks. Initially, the instrument’s aim was to finance agriculture, but it later concentrated more on housing and commercial real estate.

Over the past 20 years, the covered bond market has developed into the most important segment of privately issued bonds on Europe’s capital markets, with volume outstanding as of end-2018 of EUR 2.5 trillion. Today, there are active covered bond markets in c. 29 different European countries (please refer to the covered bond statistics section in chapter 5 for more information). The covered bond market has also expanded beyond European borders to become a global product: outside the European Economic Area (EEA), several countries (e.g. Australia, Canada, New Zealand, Singapore, South Korea, Brazil) have established covered bond legislation, and others (Morocco, US, Japan, Mexico, Chile, India, Thailand, Malaysia, China) are looking to establish CB frameworks.

> FIGURE 1: COVERED BOND LEGISLATION IN EUROPE (AS OF APRIL 2019)



Source: vdp

Why are covered bonds so popular?

Covered bonds play an important role in bank wholesale funding, as they provide lenders with a cost-efficient instrument of long-term funding for mortgage, or public-sector loans and offer investors good quality credit exposure on credit institution. Furthermore, the instrument has proved its resilience as a funding instrument at various occasions during the financial and sovereign crisis; covered bonds proved to be one of the only asset classes able to restore investor confidence and ensure European issuers access to the debt capital markets “please refer to the ECBC Factbook 2018 edition – pp. 134/135 – for a timeline of important milestones in the covered bond market”. The high importance of covered bonds from the financial system is demonstrated by

the regulatory privileges these instruments enjoy in various areas of EU financial market regulation. And the upcoming framework for covered bonds in Europe will reinforce the conditions for granting preferential capital treatment to coverage bonds by adding further requirements. At national level, in addition to the introduction of new covered bond legislations, there have been continuous evolutions/amendments to existing legislations, underlying the commitment of issuers, investors and regulators to take on board the best practice standards and further reinforce and enhance the quality of the asset class.

Covered bonds as a long-term funding tool for the real-economy: the example of housing finance

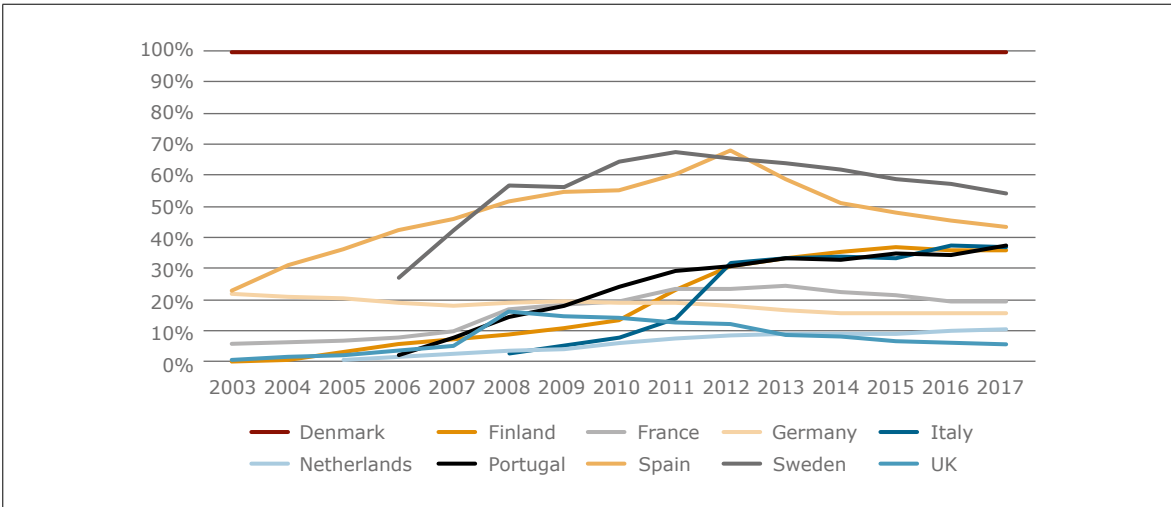
Covered bonds are an effective tool to channel long-term financing for high quality assets at reasonable cost. They improve bank’s ability to borrow and lend at long-term horizons and, hence, represent a stable source of funding for key banking function such as housing loans and public infrastructure. In this regard, we believe that covered bonds represent a key funding tool for the European banking industry.

According to the European Mortgage Federation, purchasing a home is the biggest investment for the majority of European citizens, representing 4 to 5 times their annual income. In the absence of pre-existing wealth, individuals would have to wait 40 or 50 years if they had to rely solely on their individual savings. Borrowing resources are therefore necessary to acquire a home and more generally to support the European economy. Given the size of the investment, their repayment must be spread out over a long period to be compatible with annual savings capacity, and, hence, requires long-term funding tools for banks to avoid asset and liability mismatches.

In this context, and in particular in times of low risk appetite from investors, covered bonds’ safety features (strict legal and supervisory framework, high quality assets, asset segregation, active management of cover pool...) play an essential role in ensuring the flow of capital in financing long-term growth and the real economy.

The use of covered bonds as a funding tool depends largely on the size of the domestic mortgage market, and the availability of alternative funding tools for banks (and their costs). The figure below shows that in most countries mortgage backed covered bonds account for at least 30% of outstanding mortgage loans. Most of the countries have now reached stable relative size of the covered bond market after a phase of strong growth in 2007/2008, and a more moderate growth subsequently.

> FIGURE 2: MORTGAGE BACKED COVERED BONDS AS % OF RESIDENTIAL MORTGAGE LOANS



Source: EMF-ECBC

Benefits of covered bonds

From an issuer's perspective, covered bonds enable banks to enhance their funding profile and manage their liquidity. Benefits provided by covered bonds include:

- > Providing banks a diversification of their funding mix, allowing asset liability management (ALM) teams to better adapt their funding strategy to market conditions;
- > Extending the maturity profile of the liabilities, allowing banks to better match their long-term asset portfolios;
- > Enabling issuers to increase diversification of the investor base, both in terms of geography and investor type, in particular to the more conservative rates investors. This phenomenon can also be evidenced by issuers turning to the issuance of green covered bonds, as they seek to broaden their investor base;
- > Transforming less liquid mortgage loans into covered bonds which are eligible as collateral for central bank liquidity (including own use); and
- > Servicing the industry as one of the most reliable funding tools, even in times of turmoil.

From an investor's perspective, the major strengths and regulatory advantages of covered bonds can be summarized as follows:

- > Dual recourse to the issuer and a cover pool of high-quality assets (and therefore higher recovery in case of liquidation of the CB issuer);
- > Higher rating and higher rating stability than unsecured debt;
- > Lower risk-weighting for EEA covered bonds bought by EEA banks under the EU's CRR;
- > Eligible as liquid assets under the EU LCR regulation;
- > Exemption from bail-in under EU's BRRD;
- > Privileged treatment of covered bonds under the EU large exposure rules (and upcoming Basel Committee on Banking Supervision (BCBS) rules);
- > Favourable treatment under Solvency II;
- > Favourable repo treatment at the European Central Bank (ECB) and other central banks;

The covered bond safety features (legal frameworks, high quality assets, special public supervision, etc.) and favourable regulation around covered bonds, reflecting those safety features, allows more institutional investors to buy covered bonds.

The EU Covered Bond Directive and corresponding changes to the Capital Requirements Regulation (CRR) should facilitate cross-border capital flows within the Eurozone and will allow for more comparable supervisory frameworks across Europe. The EC's legislative package comprises a Directive, providing a common definition of covered bonds and Regulation, amending the CRR, aimed at strengthening the conditions for granting preferential capital treatment to covered bonds by adding further requirements. The final approval of the legislative package was voted in Strasbourg on 18 April 2019 during the Plenary Session of the European Parliament. The new rules will enter into force 20 days after the publication in the Official Journal of the EU. After this, EU member states will have 18 months to transpose the rules into national law, and additional 12 months before the provisions of the transposed directive apply (which will also be the moment when the provisions laid out in the Regulation start to apply). A separate chapter of this Fact book will provide more details on the EC's CB harmonisation package (1.1 Covered Bond Harmonisation: A milestone reached).

Resilient bank funding instrument

Covered bonds are the most reliable funding source, as they make banks less susceptible to adverse market conditions. They often offer issuers better wholesale capital market access, lower transaction execution risk, and decrease the reliance on senior unsecured funding and interbank markets. During the European sovereign crisis of 2011-2012, covered bond issuers of some jurisdictions had cheaper access to wholesale funding markets via covered bonds than their respective distressed sovereigns.

The development of covered bonds has also been shaped by regulation. The 2014 EU Liquidity Coverage Directive established covered bonds as eligible for Level 1 and Level 2A High Quality Liquid Assets (HQLA). As a result, bank treasuries became regular buyers of covered bonds to include in their liquidity portfolios. Since 2016, banks' funding activity has been oriented towards issuance of unsecured and hybrid debt in anticipation of stricter capital requirements (TLAC, MREL). However, a steady flow of covered bond issuance was observed with better supply activity in periods of heightened market volatility, or periods where unsecured and hybrid debt markets were more jittery.

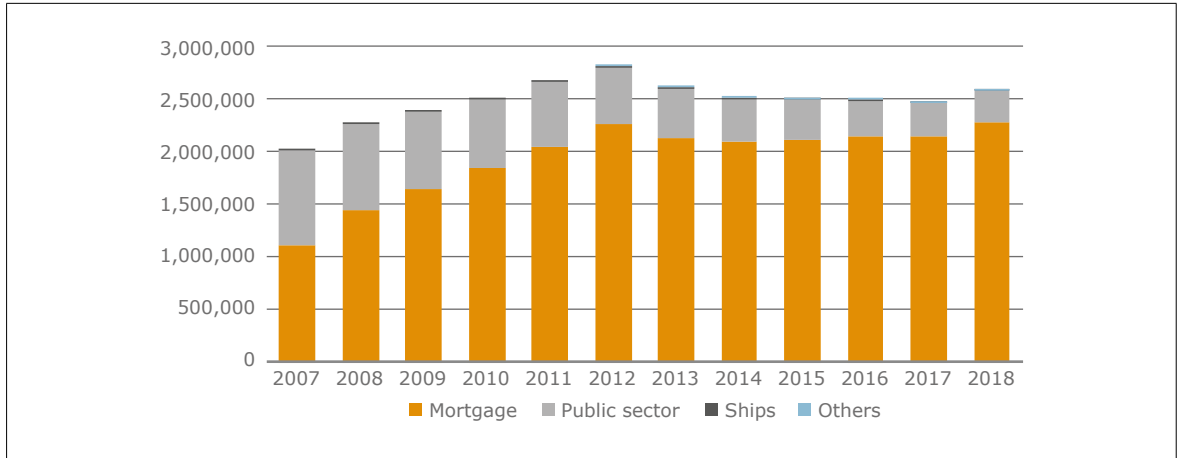
Low interest rate environment

The current low interest rate environment, side-effect of the ECB's monetary policy, has also impacted the covered bond market. Interest rates remain low – and are set to remain low for longer following the ECB's announcement mid-March that rates are expected to "*remain at their present levels at least through the end of 2019*". This has had consequences for the covered bond market. On the one hand, covered bond issuers have been looking to lock-in low rates for longer, and we have witnessed a lengthening of the duration profile of covered bonds (e.g. in the first 3 months of 2019, 70% of euro benchmark supply has maturity above 5y). For investors, the low rates have made some investors more reluctant to invest in covered bonds. Asset managers, insurance companies and pension funds, have tended to shy away from covered bonds as they seek higher yielding alternatives, invest in senior and senior non-preferred issues, or go longer out the curve.

II. MORTGAGE – PUBLIC SECTOR – SHIP

The range of eligible cover assets is defined by a country's covered bond legislation, although the major categories are mortgage loans, public sector loans, and to a lesser extent, ship loans. Aircraft loans are allowed as cover assets in Germany, although in its 2016 report on covered bonds, the European Banking Authority (EBA) recommends not including aircraft liens in the scope. Covered bonds backed by mortgage loans exist in all countries with covered bond systems. Covered bonds aimed to fund public sector lending (to national, regional and local authorities), are issued in a limited number of European countries (e.g. Austria, Belgium, France, Germany, Luxembourg, Norway, Sweden and the UK). Covered bonds backed by ship loans are rarer but can be found in Denmark and Germany.

> FIGURE 3: TOTAL OUTSTANDING COVERED BONDS BY UNDERLYING ASSETS, 2007 TO 2018



Source: EMF-ECBC – Covered bonds outstanding at the end of 2018.

Italy and Spain have introduced special legislation permitting the issuance of covered bonds backed by other types of cover assets (SME, export finance, corporate bonds, receivables, etc) – Cédulas de Internacionalización in the case of Spain (BBVA issued a 3y retained export finance covered bond in August 2016) and Obbligazioni Bancarie Collateralizzate for Italy (no issuance has occurred yet). In addition, on 1 July 2018, Luxembourg was the first country to introduce a law allowing banks to issue covered bonds backed by renewable energy infrastructure financings. This is the first law globally to establish a green covered bond.

Emergence of green covered bonds

The market for green and sustainable covered bonds continues to grow, although the volumes are still modest. In 2015, Berlin Hyp issued its inaugural green mortgage backed by commercial real estate loans meeting certain environmental and sustainability standards, and with a second party opinion from Oekom research. The bank issued further green mortgage Pfandbriefe in 2017 and 2018. There were a handful of new issuers in 2018: Sparebank1 and DNB from Norway, LBBW and MUNHYP from Germany. In addition, Korea Housing Finance Corporation (KHFC) issued its first social bond in EUR end-2018, and in February 2019, CAFFIL issued its inaugural social Obligation Foncière, while PKO Bank Hypoteczny launched the first green covered bond from Poland and central and eastern Europe in June 2019. Also, in the Nordics Nykredit and the Swedish Covered Bond Corporation issued green covered bonds in 2019. Rather than having a pure 'green' or 'social housing' cover pool, the proceeds of green/sustainable/social covered bonds are used to refinance green or social assts. Growth in issuance of green covered bonds is driven by the diversification of the investor base, reputation and increasing green mandates from investors/portfolio diversification. This topic will be treated in more detail in another chapter of this Factbook.

III. ECBC COVERED BOND COMPARATIVE DATABASE

The ECBC website presents in an on-line database at www.ecbc.eu a comparative analysis, based on a questionnaire with the responses of 35 jurisdictions. The comparative overview is divided into 9 sections covering the essential features of the covered bond systems. In addition, links are provided to the covered bond section of all issuers' websites, as well as covered bond legislation in English. Here, we highlight some of the results of that comparative overview.

3.1 Structure of the issuer

In all of the countries that participated in our comparative analysis, the covered bond issuers are regulated institutions. A classification of covered bond systems by type of issuer results in the following four categories:

- > Universal credit institutions;
- > Universal credit institutions with a special license;
- > Specialised credit institutions; and
- > Special purpose entities.

3.2 Framework

In most European countries, the issuance of covered bonds is regulated by specific covered bond legislation. In some countries contractual arrangements complement existing general insolvency law protecting holders of secured debt. Frameworks set the rules for important features such as eligible assets, specific asset valuation rules, assets-liability-management guidelines and transparency requirements.

Identification of the legal framework for bankruptcy of the issuer of covered bonds is of particular importance. The legal basis in case of bankruptcy of the covered bond issuer is provided either by the general insolvency law or by a specific legal framework superseding the general insolvency law.

3.3 Cover assets

The eligible cover assets in existing European covered bond systems range from exposures to public sector entities, mortgage and housing loans, exposures to credit institutions to ship and aircraft loans. Some covered bond systems distinguish between regular cover assets and substitution assets, where the latter is often subject to quantitative restrictions.

The geographical scope for cover assets ranges from the domestic area only, over EEA countries up to OECD countries. Regular covered bond specific disclosure requirements to the public is one of the key features that gained importance over the past decade. Existing covered bond systems offer a broad range of different solutions. One can find disclosure requirements regulated by law, by contract or on a voluntary basis. In most covered bond countries, national data disclosure templates exist obliging the issuers (either by law or on a voluntary basis) to disclose standardised cover pool information.

In particular, industry-driven transparency initiatives have gained importance over past years. In 2016, the ECBC under the Covered Bond Label Foundation phased-in its Harmonised Transparency Template (HTT). The HTT is the worldwide standardised, Excel-based form that issuers who have been granted the Covered Bond Label use to disclose information on their covered bond programs. Definitions and format of the disclosed information are standardised to increase comparability and transparency between issuers and between jurisdictions.

3.4 Valuation of mortgage cover pool & LTV criteria

Most countries have legal provisions or at least generally accepted principles for property valuation. Those provisions are an essential element to guarantee a certain minimum credit quality of cover assets. In most cases, the property valuation is based on a mortgage lending or prudent market value. LTV limits for single assets are ranging for residential mortgage loans from 60% to 80%. In some countries, there are additional LTV limits on a portfolio basis.

3.5 Asset-liability guidelines

Asset-liability guidelines exist in most of the covered bond systems, but large differences in technical details and the degree of explicit regulation (e.g. by law, by supervisor, issuer's by-laws, contractual provisions or business policy) make a detailed comparison rather difficult. One often applied rule is the 'cover-principle', which requires that the outstanding covered bonds must at all times be secured by cover assets of at least

equal nominal amount and yielding at least equal interest. Some covered bond systems have implicitly or even explicitly introduced additional net-present value asset/liability matching rules.

Similar, mandatory overcollateralisation (on a nominal or net-present value basis) plays an important role as a risk mitigation tool in some covered bond systems. Derivatives constitute an important class of risk mitigating instruments in covered bond asset-liability management. In numerous covered bond systems, derivatives are explicitly allowed in the cover pool for hedging purposes.

3.6 Cover pool monitor & banking supervision

Most covered bond systems have established an external, independent cover pool monitor who must have appropriate qualifications. Moreover, in most countries national banking supervisors (and in some cases, financial market regulators) exercise special supervision of covered bonds.

3.7 Segregation of assets & bankruptcy remoteness

European covered bond systems use different techniques to protect covered bondholders against claims from other creditors in case of insolvency of the issuer. Most systems establish by law or by contract the segregation of cover pools from the general insolvency estate. In other covered bond systems, the protection of covered bondholders is achieved through a preferential claim within the general insolvency estate.

Numerous covered bond systems have provisions that allow derivatives to become part of the cover pool with the purpose to hedge interest rate or currency mismatches. Derivative counterparties can rank *pari passu* or subordinated to covered bondholders. In covered bond systems, covered bondholders have recourse to the issuer's insolvency estate upon a covered bond default (*pari passu* with unsecured creditors or even superior to them).

3.8 Risk-weighting & compliance with European legislation

From our sample, most fulfil the criteria of Article 52(4) UCITS. In many countries, the covered bond legislation falls within the criteria of Article 129 of Regulation EU No 575/2013 (CRR). In some countries, the CRR criteria are not fulfilled or not applicable. Moreover, in most of the participating countries in our survey, covered bonds are eligible in repo transactions with the national central bank and special investment regulations for covered bonds are in place.

3.9 Additional information

This section provides additional information on issuance formats, currency types and tenor preferences for selected jurisdictions.

IV. SUCCESS OF THE INSTRUMENT

The covered bond is one of the key components of European capital markets. The amount of outstanding mortgage covered bonds is equivalent to around 30% of outstanding residential mortgage loans in the EU. The volume outstanding at the end of 2018 amounted to nearly 2.5 trillion EUR (covered bonds covered by mortgage loans, public-sector loans and ship loans). In descending order, the five largest issuing countries in 2018 were Denmark, Germany, France, Spain and Sweden.

Covered bonds play an important role in the financial system and thereby contribute to the efficient allocation of capital and ultimately economic development and prosperity. The importance of covered bonds is also evidenced by the broad variety of different bond formats and currencies under which the product is issued and by the large investor base. Both subjects are addressed in the key themes section.

> FIGURE 4: VOLUME OUTSTANDING COVERED BONDS IN EUROPE END OF 2018 IN EUR MILLION

	Public Sector	Mortgage	Ships	Others	Mixed Assets	TOTAL
Austria	16,926	42,001	-	-	-	58,928
Belgium	2,461	20,092	-	-	-	22,553
Cyprus	-	650	-	-	-	650
Czech Republic	-	13,757	-	-	-	13,757
Denmark	4,375	396,246	5,370	-	-	405,991
Finland	-	37,257	-	-	-	37,257
France	64,482	194,227	-	-	62,602	321,311
Germany	134,717	233,372	1,154	505	-	369,747
Greece	-	13,840	-	-	-	13,840
Hungary	-	3,762	-	-	-	3,762
Ireland	2,531	20,788	-	-	-	23,319
Italy	5,625	163,311	-	-	-	168,936
Latvia	-	-	-	-	-	-
Luxembourg	6,103	-	-	-	-	6,103
Poland	79	4,925	-	-	-	5,004
Portugal	600	35,795	-	-	-	36,395
Slovakia	-	4,858	-	-	-	4,858
Spain	18,362	211,753	-	1,500	-	231,615
Sweden	-	217,979	-	-	-	217,979
The Netherlands	-	94,797	-	-	-	94,797
United Kingdom	4,662	93,530	-	-	-	98,192
Total EU	260,922	1,802,940	6,524	2,005	62,602	2,134,993
Iceland	-	3,123	-	-	-	3,123
Norway	1,784	119,398	-	-	-	121,182
Total EEA	262,706	1,925,461	6,524	2,005	62,602	2,259,298
Australia	-	65,855	-	-	-	65,855
Brazil	-	454	-	-	-	454
Canada	-	107,496	-	-	-	107,496
Japan ¹	-	1,000	-	-	-	1,000
New Zealand	-	9,803	-	-	-	9,803
Panama	-	10	-	-	-	10
Singapore	-	8,466	-	-	-	8,466
South Korea	-	2,771	-	-	-	2,771
Switzerland	-	119,422	-	-	-	119,422
Turkey	-	2,334	-	-	-	2,334
United States	-	-	-	-	-	-
Total non EU	1,784	440,132	-	-	-	441,916
Total non EEA	-	317,611	-	-	-	317,611
Grand Total	262,706	2,243,072	6,524	2,005	62,602	2,576,909

Source: EMF-ECBC

Notes: Please refer to section 5 for additional information on the ECBC statistics.

¹ In October 2018, Sumitomo Mitsui Banking Corporation issued its inaugural contractual covered bond from its €20bn CB programme.

2.2 REGULATORY ISSUES

2.2.1 COVERED BONDS AND EU BANKING REGULATIONS

By Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group

Over the last decade, covered bonds were able to ensure a preferential regulatory treatment compared to many other asset classes reflecting the strengths and low risks of the product. The most important regulatory rules include the Bank Recovery and Resolution Directive (BRRD) which exempts covered bonds from bail-in, the Liquidity Coverage Ratio (LCR) which categorises covered bonds as highly liquid assets, the Capital Requirement Regulation (CRR) which assigned low risk weights to covered bonds and, last but not least, Solvency II which grants low spread risk factors to covered bonds. The last two play a very important role for the banking sector and the insurance industry, respectively.

In addition, there are currently several other initiatives by European and global regulators under way which could have wider implications for the covered bond product and the issuers of covered bonds. Above all, the Covered Bond Directive, which was approved by the European Parliament in April 2019 and aims at further harmonising the covered bond market in Europe, will have a wide-spread impact on the covered bond markets not only in the Europe but also across the globe. Below we provide an overview of the planned or currently discussed major regulatory amendments which could affect covered bonds.

I. COVERED BOND HARMONISATION

On 18 April 2019, the European Parliament provisionally adopted the covered bond harmonisation package. The EU approach in harmonising the covered bond market is largely principle-based and incorporates many ideas that were initially suggested by the European Banking Authority (EBA). It consists of two parts:

- > A new EU directive on covered bonds, replacing the provisions of Art. 52 UCITS and defining the key structural elements that should be common to all EU Covered Bonds. The idea is that the covered bond directive will be the point of reference for prudential regulatory purposes. It also introduces a European covered bond label.
- > Amendments to Art. 129 CRR which include additional requirements that covered bonds have to fulfil in order to continue to benefit from a preferential capital treatment. This includes a new 5% minimum over-collateralisation (OC) requirement. National regulators may, however, apply a lower minimum OC if certain conditions are met. The limit cannot, however, be lower than 2%.

Figure 1 summarises the key features of the new directive and the proposed CRR amendments.

FIGURE 1: COVERED BOND HARMONISATION PROPOSAL BY THE EUROPEAN COMMISSION

Covered Bond Directive	Amendments of Art. 129 CRR
<ul style="list-style-type: none">> Requirements for regulatory recognition of covered bonds; replacement of Art. 52 (4) UCITS> Base-line covered bond definition (dual recourse, segregation of assets, bankruptcy remoteness, public supervision, liquidity buffer)> Structural features include soft bullet and CPT features> Extended transparency requirements (moved from CRR)	<ul style="list-style-type: none">> Enhanced requirements for preferential capital treatment> Credit risk related features:<ul style="list-style-type: none">- eligibility of cover assets- substitution assets- LTV limits- minimum OC between 2-5%

Source: HSBC, EBA

In terms of timing, it is unlikely that the new covered bond package will apply before 2022. Following the publication of the new covered bond directive in the Official Gazette (probably by October 2019), national lawmakers will have 18 months to transpose the Covered Bond Directive into national law, which leaves scope for limited national discretion. The provisions of the national laws shall apply at latest 12 months after the transposition deadline. This points to an implementation date in H1 2022.

The CRR amendments on the other hand do not have to be transposed into national law as the regulation is directly applicable and will apply from the same date the Covered Bond Directive is applied.

II. BASEL III

In December 2017, the Basel Committee on Banking Supervision (BCBS) published the Basel III reform package. It encompasses a long list of changes including a revision to the Standardised Approach, a cutback on the (advanced) internal ratings-based approach and the introduction of an output floor which will be phased in over five years from 50% in 2022 to 72.5% in 2027. It limits the extent to which banks' risk-weighted assets generated by internal models can be lower than calculated by the standardised approaches. The next step will be the implementation of these revised standards into national law which allow the national regulators to make some country-specific adjustments. The EU will also update the Capital Requirements Regulation (CRR) to reflect the amendments at Basel level. The revised Basel III standard will take effect from 1 January 2022.

Moreover, the reforms introduced preferential risk weights for covered bonds and define the minimum standards that covered bonds must fulfil: According to the Basel document, "covered bonds are bonds issued by a bank or mortgage institution that are subject by law to special public supervision designed to protect bond holders. Proceeds deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of the validity of the bonds, are capable of covering claims attached to the bonds and which, in the event of the failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest."

In order to be eligible for the lower risk weights, cover assets are limited by the Basel Committee to:

- > claims on, or guaranteed by, sovereigns, their central banks, public sector entities or multilateral development banks;
- > claims secured by residential real estate with a LTV ratio of 80% or lower;
- > claims secured by commercial real estate with a LTV ratio of 60% or lower; or
- > claims on, or guaranteed by banks that qualify for a 30% or lower risk weight. However, such assets cannot exceed 15% of covered bond issuances.

That means covered bonds backed by ship or aircraft loans will not benefit from a preferential risk weight under the Basel rules. Moreover, the required minimum over-collateralisation (OC) is set at 10% on a nominal basis. Importantly, the 10% level does not have to be required by law. However, if the minimum OC is not required by law, the issuer has to publicly disclose on a regular basis that its cover pool meets the required 10% minimum OC.

Moreover, "substitution assets (cash or short-term liquid and secure assets held in substitution of the primary assets to top up the cover pool for management purposes) and derivatives entered into for the purposes of hedging the risks arising in the covered bond program" may form part of the cover pool.

Finally, the Basel Committee sets out minimum disclosure requirements. The bank investing into covered bonds must demonstrate to its national supervisors that:

- (a) it receives portfolio information at least on: (i) the value of the cover pool and outstanding covered bonds; (ii) the geographical distribution and type of cover assets, loan size, interest rate and currency risks; (iii) the maturity structure of cover assets and covered bonds; and (iv) the percentage of loans more than 90 days past due;
- (b) the issuer makes the information referred to in point (a) available to the bank at least semi-annually.

Risk weights

Should the covered bond fulfil the requirements set out above, the risk weight should be determined by the issue-specific rating or – if the covered bond itself is unrated – by the risk weight of the issuer as set out in figure 2 and 3.

FIGURE 2: RISK WEIGHTS FOR RATED AND UNRATED COVERED BOND EXPOSURES

Rated Covered Bonds:					
Issue-specific covered bond rating	AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to B-	Below B-
"Base" risk weight	10%	20%	20%	50%	100%

Unrated Covered Bonds:							
Risk weight of the issuing bank	20%	30%	40%	50%	75%	100%	150%
"Base" risk weight	10%	15%	20%	25%	35%	50%	100%

Source: BIS, HSBC

However, to reduce the dependence on external ratings, "banks must perform due diligence to ensure that the external ratings appropriately and conservatively reflect the creditworthiness of the covered bond and the issuing bank. If the due diligence analysis reflects higher risk characteristics than that implied by the external rating bucket of the exposure (ie AAA to AA-; A+ to A- etc), the bank must assign a risk weight at least one bucket higher than the "base" risk weight determined by the external rating. Due diligence analysis must never result in the application of a lower risk weight than that determined by the external rating". Therefore, in some cases a higher risk weight than shown in figure 1 might be applicable.

Market impact

As the new rules will only come into force in January 2022, the announcement of the Basel Committee did not have any immediate impact on covered bond spreads. As most benchmark programmes already fulfil most of the necessary requirements – only the OC is slightly lower in some cases – the effort of the covered bond issuers to fulfil these new Basel requirements should be manageable. Regarding the investor demand, the new rules will likely further increase the investor base for covered bonds on a global scale in the future. Bank treasuries play an important role in the covered bond market and with the ECB slowly reducing their sector exposure the preferential risk weights to covered bonds outside of the European Economic Area will support the covered bond market. Since the stop of the net purchases under the CBPP3 from the start of 2019, bank treasuries accounted for around 40-50% of the investor demand for EUR denominated covered bonds.

III. CAPITAL MARKET UNION: EUROPEAN SECURED NOTES (ESN)

Back in February 2015, the European Commission published a Green Paper on "Building a Capital Markets Union". The aim of the Capital Markets Union (CMU) is to improve long-term financing of the European economy by overcoming the adverse effects of financial fragmentation in Europe and to achieve a better allocation of financial resources across Europe. The Green Paper focuses, in particular, on the SME sector in Europe and argues for a much broader approach on long-term financing going well beyond traditional funding provided by banks.

In response to the European Commission initiative, the European Covered Bond Council (ECBC) suggested in May 2015 the introduction of a new dual recourse financial instrument in the European Union to address a funding segment located between the traditional covered bond and high-quality securitisation: the so-called European Secured Notes (ESN). The ESN would benefit from the market best practices of both traditional covered bonds (for funding purposes) and securitisation (for funding and risk-sharing purposes). Such an instrument could be backed by SME loans or other types of assets, such as infrastructure loans, and could contribute to the CMU growth objective.

In June 2018, the European Banking Authority (EBA) published its recommendations on ESNs. The EBA emphasised the importance of separating ESNs from traditional covered bonds and estimates that the aggregated pool of collateral (SME and infrastructure exposures) that would be available for re-financing through ESNs could be as high as EUR4 trillion. Moreover, the EBA estimates a potential market size between EUR400bn and EUR1.2

trillion based on a coverage comparable to mortgage loans (Figure 3). Since 2003, between 15% and 25% of all residential mortgage loans in the EU have been refinanced via covered bonds. However, if ESNs did not benefit from the same regulatory treatment as covered bonds, the potential market size could be substantially smaller.

FIGURE 3: ESTIMATES OF THE SIZE OF THE ESN MARKET IN THE NEAR TERM (EUR_{BN})

Share of SME and infrastructure loans used to issue ESNs				
	100%	10%	20%	30%
SME loans	3,100	310	620	930
Infrastructure loans	800	80	170	250
Total ESNs market	3,900	390	790	1,180

Source: EBA, HSBC (EBA calculations)

The EBA estimates that the rise of asset encumbrance caused by the introduction of ESNs shouldn't be a concern for the EU banking system as a whole. It could, however, pose additional risks at a national level or at the level of individual issuers. The EBA therefore suggests the introduction of potential asset encumbrance limits at a national level or for specific institutions.

III.1 Regulatory treatment of SME ESNs

As SME ESNs would be structured as dual recourse instruments, the EBA considers – with some adjustments – all of its Best Practices Guidelines on covered bonds to be appropriate for SME ESNs. The EBA proposed stricter cover asset eligibility criteria compared to covered bonds – both at loan and pool levels – to account for the higher risk of SME exposures compared to traditional collateral for covered bonds. Moreover, the EBA recommends a mandatory over-collateralisation of at least 30%.

According to the EBA, a preferential risk weight under the CRR would not be appropriate based exclusively on the underlying assets. However, given the structure of the ESN, a different risk weight requirement compared with unsecured exposure could be considered, which should take into account:

- > The dual-recourse character of the instrument;
- > The overall consistency of the CRR capital framework between exposure classes;
- > A clear distinction between SME ESNs and covered bonds that should be maintained to avoid potential negative side effects on the covered bond market.

The prudential treatment of SME ESNs under the LCR cannot be assessed currently as the instrument does not exist yet and its liquidity cannot be measured. However, given ESNs are issued by credit institutions and fundamental features of covered bonds are met, a preferential investment threshold under UCITS could be considered, according to the EBA. Along the same lines of argument, an exemption from posting collateral under EMIR could be considered. Last but not least, SME ESNs should be exempted from bail-in under the BRRD in line with other secured liabilities.

III.2 Regulatory treatment of infrastructure ESNs

In contrast to SME ESNs, a dual recourse structure would not be appropriate for infrastructure exposure, according to the EBA, "given the bespoke nature, the complex structure and the lack of granularity characterising infrastructure loans." More specifically, the infrastructure project asset class is more heterogeneous and covers a wide range of very diverse assets. Moreover, the credit risk of infrastructure loans is much higher during the construction phase than in the operational phase (Figure 4). The EBA therefore recommends restricting cover assets to project finance loans in the operational phase.

FIGURE 4: DISTRIBUTION OF DEFAULTS AND ULTIMATE RECOVERIES BY PROJECT PHASE

	Defaults	Average years to default	Recovery rates
Construction	28	2.7	66%
Operational	161	4.9	76%
Total	189	4.6	74%

Source: EBA, HSBC

As the EBA advised against dual-recourse for infrastructure ESNs, it did not assess the potential regulatory treatment. However, the EBA views the introduction of an EU infrastructure bond as an off-balance-sheet instrument for high-quality project finance loans as something worth considering.

The new Covered Bond Directive mentioned European Secured Notes in Recital 34 and in Article 31, which require the European Commission to prepare a report and a legislative proposal – if appropriate – on European Secured Notes two years after the Covered Bond Directive has been transposed into national law (+18 months after entering into force) and the new provisions will apply (+ another 12 months).

From a banking industry perspective, the introduction of ESNs as standardised dual-recourse funding tool to re-finance SME loans would be an interesting funding alternative for banks. While it may be of limited added value in the current compressed yield environment, it can gain in importance if the market levels start to normalise and the risk premiums demanded by market participants increase. As highlighted by the EBA it is crucial to maintain a clear distinction between ESNs and covered bonds given the higher risk of the underlying SME collateral compared to mortgage and public sector assets. Crucial for the success of such a tool in terms of new issue volumes and achievable funding levels would be a positive regulatory recognition of this financial instrument.

IV. NET-STABLE FUNDING RATIO (NSFR)

The Basel III framework and the Capital Requirement Regulation (CRR) introduced two liquidity standards: The Liquidity Coverage Requirement (LCR) and the Net-Stable Funding Ratio (NSFR). While the LCR rules have been phased-in in Europe since October 2015, the NSFR rules will only enter into force on 28 June 2021 following the adoption by the European Parliament in May 2019. At the Basel level, the NSFR already came into force for internationally active banks on 1 January 2018.

Principally, the NSFR is calculated as the ratio of Available Stable Funding (ASF) to Required Stable Funding (RSF), which has to be greater than 100%. ASF and RSF are calculated on the liabilities and assets, respectively, weighed by specific factors. These factors depend among others on the remaining maturity, the type of assets and the encumbrance status.

$$\text{NSFR} = \frac{\text{Available Stable Funding (ASF)}}{\text{Required Stable Funding (RSF)}} \geq 100\%$$

V. LEVERAGE RATIO

In order to “prevent institutions from excessively increasing leverage” (European Commission, November 2016), the Basel Committee and the EU have created an additional defence line: the leverage ratio. The leverage ratio complements the risk-weighted capital requirements “by providing a safeguard against unsustainable levels of leverage and by mitigating gaming and model risk across both internal models and standardised risk measurement approaches” (Basel Committee, December 2017). The BCBS requires banks to maintain a leverage ratio of 3%. Global Systemically Important Banks (G-SIBs) are subject to even higher ratios. Currently, the 3% leverage ratio is not binding in the EU but EU banks are required to disclose the leverage ratio since the

beginning of 2015. However, in May 2019, the European Parliament adopted amendments of the CRR including the leverage ratio which will enter into force on 28 June 2021.

VI. LIQUIDITY COVERAGE RATIO (LCR)

In October 2014, the European Commission published its delegated act on the liquidity coverage ratio (LCR) which requires banks to hold a certain amount of liquid assets to cover their net cash outflows over 30 days. The LCR has been phased-in since October 2015 and was fully implemented at the beginning of 2018 which is one year earlier than demanded by the Basel standard. This phase-in period granted credit institutions sufficient time to build up their liquidity buffers, whilst preventing a disruption of the flow of credit to the real economy during the transitional period.

In a stress scenario when a bank need its liquid assets, its LCR levels could (temporarily) fall below 100%. However, the bank would be required to immediately notify the competent authorities and submit a plan for the timely restoration of the LCR to above the 100% threshold.

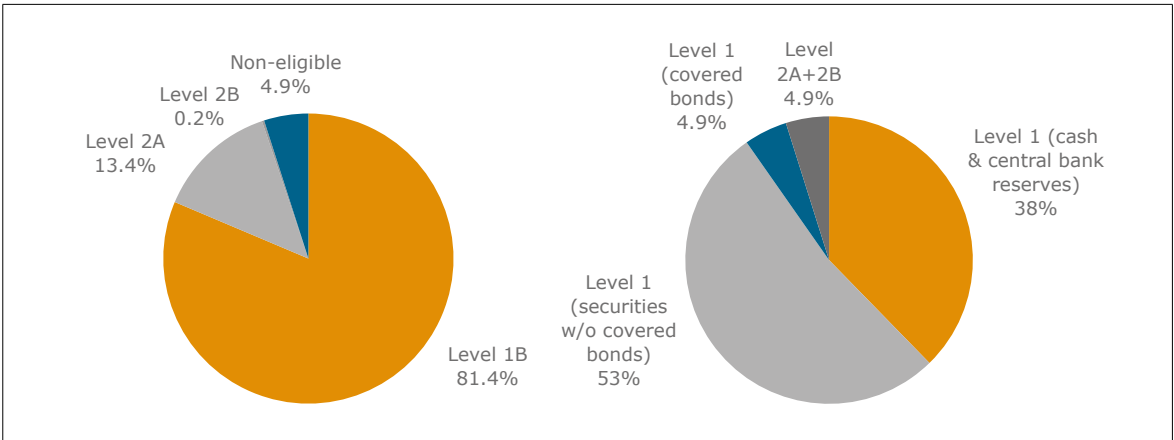
As the liquidity buffer is to reach a considerable level of a bank’s balance sheet (10% or more of the total assets of an average EU bank according to European Banking Authority (EBA) estimates), the implementation of the LCR is likely to sustain the demand for eligible bonds.

Figure 5 provides a breakdown of the EUR benchmark covered market by LCR level. More than four-fifths of the covered bonds are Level 1, roughly 12% are Level 2A and only 0.3% are Level 2B as this category currently merely consist of Greek covered bonds. Less than 4% or EUR35bn of the EUR benchmark covered bonds are not LCR eligible.

The breakdown of the actual liquidity buffers shows that the share of covered bonds in the LCR portfolios is relatively small as most banks tend to focus on cash, central bank reserves and government bonds to fulfil their LCR requirements. According to the latest LCR report by the European Banking Authority (EBA) from March 2019, the 178 EU banks (incl. subsidiaries) participating in the Quantitative Impact Study (QIS) held around 16% of their total assets at the end of June 2018 in form of liquid assets. Level 1 assets (excluding covered bonds) made up almost 90% of the liquid buffers, including 47% cash & central bank reserves and 42% other eligible securities. In contrast, the share of Level 1 covered bonds is around 5% while Level 2A and Level 2B assets (including but not limited to covered bonds) add up to about 4% (Figure 6).

> FIGURE 5: CLASSIFICATION OF COVERED BONDS

> FIGURE 6: USAGE OF COVERED BONDS



Source: HSBC, Bloomberg (only EUR benchmark covered bonds)

Source: EBA, QIS data as of June 2018

Quick overview of the various LCR classifications

Level 1 assets ('Extremely High Quality Liquid Assets') include cash, deposits at the central bank, all types of bonds issued or guaranteed by the EU Member States' central government, covered bonds that meet certain conditions, as well as certain agency and supranational issues. Regarding the classification of EU sovereign bonds, no distinction was made between member states as that could have led to a fragmentation of the internal market and potential contagion risk.

Level 2A assets ('High Quality Liquid Assets') include exposures to regional governments, local authorities or public sector entities (PSEs) with a risk weight of 20% and covered bonds with a credit quality step 2 rating (at least A-) and non-EU covered bonds rated at credit quality step 1 (at least AA-). Corporate bonds with at least credit quality step 1, a minimum issue size of EUR250m and maximum maturity of 10 years at the time of issuance are also classified as Level 2A.

Level 2B assets ('High Quality Liquid Assets') incorporate high quality securitisations for RMBS, auto, SME and consumer loans and high quality covered bonds that do not meet the rating threshold of Level 1 and 2A. Shares meeting certain conditions and corporate bonds with at least credit quality step 3 (at least BBB-), a minimum issue size of EUR250m and maximum maturity of 10 years at the time of issuance are accepted as Level 2B.

Classification of covered bonds

Level 1 HQLAs include covered bonds that meet certain conditions, including being issued by an issuer in the European Economic Area (EEA), having a credit quality step 1 (at least AA-), a minimum size of EUR500m equivalent and a minimum overcollateralisation of 2%. The rating threshold will be based on a second-best rating approach in line with capital requirement rules (CRR) rather than on the ECB's best rating rule. Whilst other Level 1 assets are not subject to either liquidity buffer limits or to a haircut to their market value, Level 1 covered bonds will be subject to a 70% cap in the liquidity buffer and a 7% haircut.

Level 2A HQLAs include:

- > EEA covered bonds with a credit quality step 2 rating (A- or better), a minimum size of EUR250m equivalent and minimum overcollateralisation of 7%;
- > EEA covered bonds with a credit quality step 1 rating (AA- or better) and an issue size below the EUR500m threshold (but still meeting the minimum size of EUR250m equivalent) need a lower minimum overcollateralisation of 2%;
- > Non-EEA covered bonds rated at credit quality step 1 (AA- or better) with a minimum overcollateralisation of 7%. There is no minimum size requirement. However, bonds with a size of EUR500m equivalent or more only need a minimum overcollateralisation of 2%. Moreover, the national covered bond law has to fulfil the CRR or UCITS requirements other than the issuer being based in EU.

Level 2A covered bonds can be used for up to a maximum of 40% in the liquidity buffer and are subject to a 15% haircut.

Level 2B HQLAs can be used for up to a maximum of 15% in the liquidity buffer and are subject to a minimum haircut varying between 25% and 50%. High quality EEA covered bonds that do not meet the rating threshold of Level 1 and 2A fall under this category. There are additional requirements for the cover assets which are limited to public sector and central bank exposures in EEA countries, residential mortgages (max 80% LTV) and guaranteed residential mortgages. The haircut for these covered bonds is relatively high at 30% and the cap is set at 15%.

Furthermore, in order to qualify, EEA covered bonds must be UCITS or CRR compliant. Non-EEA covered bonds must have a national covered bond law. In addition, all covered bonds must fulfil the transparency requirements of Article 129 (7) CRR.

Basel's LCR rules are less favourable

The BCBS LCR rules are less favourable than the EU regulation. Under the Basel rules, covered bonds are defined as bonds issued and owned by a bank or mortgage institution that are subject by law to special public supervision designed to protect bondholders. Issue proceeds must be invested in conformity with the law in assets which, during the entire period until the maturity of the bonds, are capable of covering the preferential claims of the covered bond investors.

On top of that, covered bonds have to (i) be rated AA- (second-highest rating), (ii) have a proven track record as a reliable source of liquidity reflected by a maximum price drop of 10% over 30-day period of stress, (iii) be traded in large, deep and active repo/cash markets with a low level of concentration, and (iv) cannot be issued by the submitting bank itself. Covered bonds meeting these criteria qualify as Level 2A assets rather than Level 1 as under the EU rules and are therefore subject to a haircut of 15% and a cap of 40%.

In July 2017, the BCBS stated that the LCR rules in the EU are not fully aligned with international standards. In particular the inclusion of high-quality covered bonds as Level 1 assets was criticised. The EU responded to the BCBS comment by highlighting that "the limited broadening of HQLA definition reflects European or national specificities and remains largely consistent with the Basel III LCR Standards. In particular, evidence demonstrates the equivalent liquidity of the additional assets included and, therefore, the choice made is fully consistent with the spirit of the Basel Committee's agreement. [...] The inclusion, under strict conditions, of extremely high-quality covered bonds in Level 1 is motivated by the liquidity patterns of these instruments, which, over long periods of observation, including times of stress, have exhibited liquidity characteristics equivalent to other eligible Level 1 assets".¹

VII. CAPITAL REQUIREMENT REGULATION (CRR)

The CRR came into force on 1 January 2014. It assigns relatively low risk weights to covered bonds meeting certain criteria. As part of the covered bond harmonisation process, the CRR was overhauled but these changes will probably not enter into force before 2022 (please see the separate section "Covered Bond Harmonisation" for more details). Under current rules, covered bonds have to fulfil the requirements of Article 52(4) of the EU Directive 2009/65 (Directive on Undertakings of Collective Investment in Transferable Securities – UCITS) in order to be eligible for the preferential risk weights. On top of that, they have to meet the additional eligibility criteria for cover assets of Article 129 CRR.

Article 52(4) UCITS requires that:

- > covered bonds are issued by a EU credit institution;
- > they are subject by law to special public supervision designed to protect bondholders;
- > the issue proceeds are only invested in eligible assets in accordance with the law;
- > the bonds are backed by eligible assets during the entire period until their maturity, and
- > in the event of issuer default, investors have a preferential claim on the cover assets covering principal and accrued interest.

Article 129 CRR goes beyond the UCITS requirements and demands that the bonds are only collateralised by the following assets (please note that the rating requirements refer to the credit quality step definition by the EU and generally focus on the second-best rating in case of split ratings):

- (a) exposures to or guaranteed by central governments, Eurosystem central banks, public sector entities, regional governments or local authorities in the EU;

¹ Basel Committee on Banking Supervision: Assessment of Basel III LCR regulations – European Union, July 2017.

- (b) exposures to or guaranteed by third-country central governments and central banks, multilateral development banks, international organisations rated at least AA-, and exposures to or guaranteed by third-country public sector entities, regional governments and local authorities that are rated at least AA- and are risk weighted as exposures to credit institutions, central governments or central banks; lower rated exposures with a minimum rating of A- cannot exceed 20% of the nominal amount of outstanding covered bonds;
- (c) exposures to credit institutions with a minimum rating of AA-. The total exposure shall not exceed 15% of the nominal amount of outstanding covered bonds. The supervisory authorities can allow, after consulting EBA, a lower minimum rating of A- for up to 10 % of the total outstanding covered bonds, provided that the application of the higher rating requirement would potentially result in concentration problems. Exposures to EU credit institutions with a maturity not exceeding 100 days shall not be comprised by the AA- requirement but those institutions shall have a minimum rating of A-;
- (d) loans secured by residential property up to an LTV of 80 %; or by senior RMBS tranches issued by securitisation entities governed by the laws of a member state. The supervisory authority has to ensure that at least 90% of the underlying assets are composed of residential mortgages that have a maximum LTV of 80%. The senior tranches have to have a minimum rating of AA- and do not exceed 10% of the nominal amount of the outstanding issue;
- (e) French residential loans with an LTV of up to 80% and a loan-to-income ratio not exceeding 33% which are fully guaranteed by an eligible protection provider rated at least A-. There shall be no mortgage liens on the residential property when the loan is granted, and for the loans granted from 1 January 2014 the borrower shall be contractually committed not to grant such liens without the consent of the credit institution that granted the loan. The protection provider shall be a supervised financial institution subject to prudential requirements comparable to those applied to credit institutions. Both the credit institution and the protection provider shall carry out a creditworthiness assessment of the borrower;
- (f) loans secured by commercial immovable property up to an LTV of 60% or by senior CMBS tranches issued by securitisation entities governed by the laws of a member state. The supervisory authority has to ensure that at least 90% of the underlying assets are composed of commercial mortgages that have a maximum LTV of 60%. The senior tranches have to have a minimum rating of AA- and do not exceed 10% of the nominal amount of the outstanding issue. Commercial mortgage with an LTV of up to 70% can be included if the over-collateralisation is at least 10%;
- (g) ship mortgage loans with an LTV of up to 60%.

Transparency requirement

Article 129(7) CRR defines certain transparency requirement for covered bonds. It states that covered bonds are eligible for preferential treatment if the covered bond investor can demonstrate to its regulatory authorities that portfolio information are provided by the issuer at least semi-annually:

- > Value of the cover pool and outstanding covered bonds;
- > Geographical distribution;
- > Type of cover assets;
- > Loan size;
- > Interest rate and currency risks;
- > Maturity profile of cover assets and covered bonds;
- > Percentage of loans more than 90 days past due.

Standardised Approach

Covered bonds fulfilling the aforementioned criteria are eligible for a preferential risk weight under the CRR. In contrast to previous regulation, the risk weights under the Standardised Approach are based on the covered bond ratings rather than the issuer ratings. Figure 7 shows that covered bonds rated at least AA-/Aa3 qualify for a 10% risk weighting which increases to 20% for bonds being rated from A+/A1 to BBB-/Baa3. For non-investment grade covered bonds rated at least B-/B3 the risk weight is 50%.

FIGURE 7: RISK WEIGHTINGS OF RATED COVERED BONDS UNDER THE STANDARDISED APPROACH

Credit quality step (covered bonds)	1	2	3	4	5	6
Covered bond rating	AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to BB-	B+ to B-	below B-
Covered bond risk weight	10%	20%	20%	50%	50%	100%

Source: EU, HSBC (Mapping of credit quality steps to rating is based on the second-highest eligible rating in case of split-ratings)

In case of unrated covered bonds, the risk weighting is linked to the issuer rating. However, the risk weights of the covered bonds are significantly lower than those for senior unsecured exposures (see Figure 8 below).

FIGURE 8: RISK WEIGHTINGS OF UNRATED COVERED BONDS UNDER THE STANDARDISED APPROACH

Credit quality step (Issuer)	1	2	3	4	5	6
Issuer rating	AAA to AA-	A+ to A-	BBB+ to BBB-	BB+ to BB-	B+ to B-	below B-
Issuer risk weight	20%	50%	50%	100%	100%	150%
Covered bond risk weight	10%	20%	20%	50%	50%	100%

Source: EU, HSBC (Mapping of credit quality steps to rating is based on the second-highest eligible rating in case of split-ratings)

Non-CRR compliant covered bonds are generally treated as exposures to credit institutions according to Art. 120 CRR. The risk weighting of the bonds, however, will be based on the actual issue/programme rating rather than the issuer rating (Art 139 (1) CRR). This means that a AAA-rated non-CRR compliant covered bond issued by a single-A rated issuer would have a 20% risk weight (rather than a 50% risk weight).

The Internal Ratings-Based Approach (IRBA)

Under the CRR, banks can opt for using approaches based on internal ratings. Under these Internal Ratings-Based Approaches (IRBA), risk weight calculations are based upon a complex formula. This formula uses as inputs the probability of default within a one-year horizon (PD), the loss given default (LGD), the exposure at default (EAD) and the effective time to maturity (M) of the individual securities.

Under the Foundation IRB (FIRB), financial institutions have to estimate PD based upon their internal risk-scoring models; PD refers to the exposure to the corporate/institution, not the bond itself, and is floored at 0.03%. M should be set to 0.5 years in case of repo transactions and to 2.5 years when assessing all other exposures; M can upon approval from the regulator also be fixed at actual maturity but not shorter than one year and not longer than five. Covered bonds meeting the aforementioned eligibility criteria may be assigned an LGD value of 11.25%.

If a financial institution opts for the Advanced IRB (AIRB) instead, it will have to assess all risk components on an individual basis. Under both approaches, irrespective of the country or region within which the bank holding the covered bond is incorporated, the PD to be employed will always only reflect the PD of the issuer. The PD

of the collateral pool is not relevant. In no case can the PD be less than 0.03%. Institutions that opt for the advanced approach may use an LGD lower than 11.25%. Those banks will also use the actual M, though the value will be capped for value below 1 and value above 5.

Figure 9 below shows the risk weighting for different PD assumptions and maturities. In all cases, the LGD is set at 11.25%. In case of the FIRB, the maturity is set at M = 2.5 years – this is highlighted in grey in the figure. The PD is based on Moody’s default statistics (for the years 1983-2018), floored at 0.03%. A covered bond issued by a bank with an internal issuer rating equivalent to single-A (which translates into a 1-year PD of 0.05%) and a maturity of 5 years would have a risk weight of 5.21% under the FIRB and of 8.93% under the AIRB.

FIGURE 9: INTERNAL RISK WEIGHTS OF COVERED BONDS UNDER THE FIRB AND THE AIRB

Issuer rating equivalent	PD used	Maturity in years					
		1	2	2.5	3	4	5
Aaa/AAA	0.03%	2.01%	3.22%	3.83%	4.43%	5.65%	6.86%
Aa/AA	0.03%	2.01%	3.22%	3.83%	4.43%	5.65%	6.86%
A/A	0.05%	2.97%	4.46%	5.21%	5.95%	7.44%	8.93%
Baa/BBB	0.17%	7.14%	9.47%	10.64%	11.80%	14.13%	16.46%
Ba/BB	0.87%	18.25%	21.58%	23.24%	24.90%	28.23%	31.56%
B/B	3.31%	30.10%	33.36%	34.99%	36.62%	39.88%	43.14%
below B	9.70%	45.99%	49.06%	50.59%	52.13%	55.20%	58.27%

Source: EU, Moody’s, HSBC (FIRB: M= 2.5 years; PD is based on Moody’s figures and is floored at 0.03%)

With regard to the relevant insurance regulation at European level, please refer to the following article.

2.2.2 INSURANCE REGULATION – SOLVENCY II

By Florian Eichert, Crédit Agricole & ECBC Statistics & Data Working Group Chairman

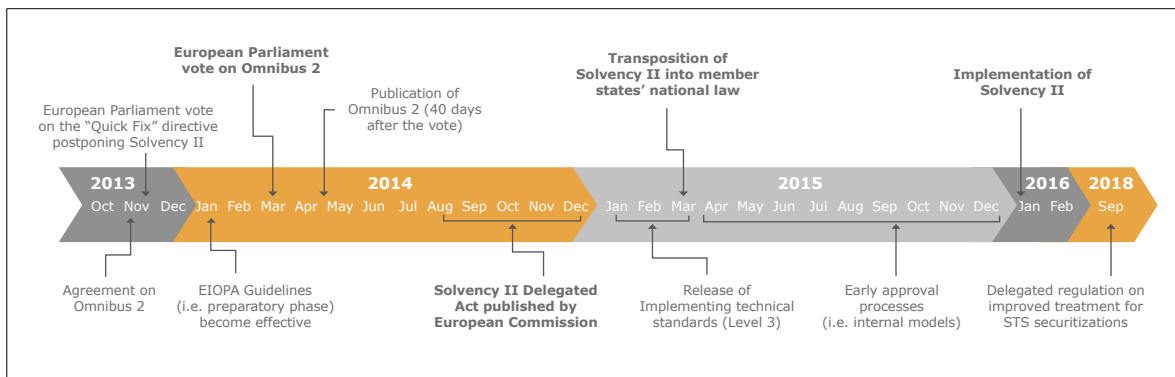
The Solvency II Directive (2009/138/EC) is what the Capital Requirements Directive (CRD) IV is for the banking world – a regulatory regime that introduces risk-based capital charges. It is also an attempt to harmonise the EU insurance landscape.

While the Solvency II Directive was adopted by the European Parliament and the Council of the European Union in November 2009, the actual implementation, however, was delayed quite a few times. In the past, the implementation date was rather a moving target that was regularly pushed down the road whenever the previous target became unrealistic.

In the meantime, amendments to the original Solvency II Directive had become necessary to be in line with EU’s implementing measures according to the Lisbon Treaty of 2009 and EU’s new supervisory structure by introducing the European Insurance and Occupational Pensions Authority (EIOPA). These amendments were implemented through the so-called Omnibus II Directive. The agreement on Omnibus II was passed by the European Parliament on 11 March 2014 after a text had been agreed between the European Commission (EC), Parliament and Council on 13 November 2013.

The EC adopted the Delegated Regulation (EU 2015/35) containing implementing rules for Solvency in October 2014. The first set of implementing rules was then adopted in March 2015, with the second set of guidelines the following suit in the third quarter of 2015. Solvency II finally then came into effect on 1 January 2016.

FIGURE 1: TIMELINE OF IMPLEMENTATION



Source: European Commission, Crédit Agricole CIB

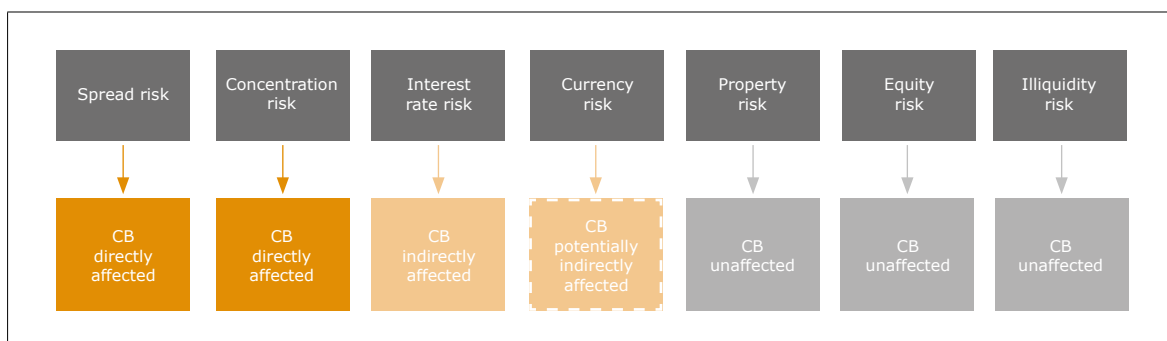
The journey doesn’t end there, however. There have already been adjustments to the treatment of securitisation (lower spread risk capital charges, for example). In addition to this, the EC’s Capital Markets Union (CMU) action plan from September 2015 mentions that while insurance investors are natural long-term investors, they have been retreating from investing in long-term projects. As a result, the EC made amendments to the treatment of infrastructure and European long term investment funds. The CMU plan also foresaw yet another change to the treatment of securitisation exposure. With the framework for simple, transparent and standardised securitisation products (STS) in place since December 2017, Solvency II capital charges were lowered for STS products in September 2018 via a delegated regulation. The lower capital charges for STS products apply as from 1 January 2019.

OVERVIEW OF SOLVENCY II – WHERE ARE COVERED BONDS IMPACTED?

Solvency II is a highly complex framework which addresses a vast number of different sources of risks that all interact with each other to come up with a final solvency capital requirement (SCR). Risks range from market risk to underwriting risk, longevity risk or default risk on loan exposures.

Covered bonds are mainly affected by the market risk section and specifically mentioned in the spread risk and concentration risk modules.

> FIGURE 2: MARKET RISK MODULES IN SOLVENCY II AND THEIR RELEVANCE FOR COVERED BONDS



Source: EIOPA, Crédit Agricole CIB

SPREAD RISK MODULE

The spread risk module is the biggest single investment-specific driver of capital charges under Solvency II. Interest rate risk is an even bigger driver of capital charges overall but other than spread risk is driven by the overall asset and liability structure of an insurance company and not by the individual asset purchased.

EIOPA describes spread risks as the “results from the sensitivity of the value of assets, liabilities and financial instruments to changes in the level or in the volatility of credit spreads over the risk-free interest rate term structure.” In other words, we are talking about the spread vulnerability in volatile scenarios. Spread risk applies to virtually all fixed income instruments apart from sovereign debt rated AA- and better.

Since insurance companies are longer-term investors than banks, capital charges for investments are also significantly higher than they are for banks. In addition to this, they are not only driven by credit risk, as is the case for the standardised approach in banking regulation, but are also determined by a combination of rating and duration. The weaker the rating and the longer the investment, the higher the capital charge. The spread risk module capital charges are expressed as a charge per year of duration. Initially, Solvency II had planned for a strictly linear relationship between duration and capital. This, however, was changed with the increase per extra year of duration beyond 5Y having been reduced and a further flattening of the increase after 10Y. After all, the long end is exactly where insurance companies are active and regulators did not want to dis-incentivise them through onerous capital charges.

Covered bonds do receive preferential treatment under the spread risk module if they comply with the following criteria:

- > They have a credit quality step 0 or 1 which means a minimum rating of AA-;
- > They meet the requirements defined in Article 52(4) of the UCITS Directive 2009/65/EC.

For covered bonds that fulfil the UCITS Directive and are rated AAA, a spread risk factor of 0.7% applies per year of duration up to 5Y while AA- to AA+ rated ones have a factor of 0.9%. Covered bonds that do not meet these requirements are treated as senior unsecured exposure. Capital charges are 0.2% higher per duration year.

Determining the duration of a bond is straightforward when it comes to hard bullet covered bonds. Soft bullet structures, as well as conditional pass through (CPT) covered bonds, have, however, become much more common often raising the question which maturity is the relevant one. As far as we are aware, Solvency II looks at the extended maturity when determining the spread risk capital charge in the standardised approach. In the IRB approaches investors can work with an expected final maturity date. For soft bullet covered bonds the extra 12 months are thus not major, especially under an IRB approach. For CPT deals that can, in theory, extend by up to 38 years the story looks slightly different though. Even in an IRB approach, spread risk capital charges under Solvency II will be higher for a comparable hard bullet covered bond with the same original maturity.

When looking at the numbers it is also important to mention that the percentages do not relate to 8% of the invested notional as is the case in the banking world, but to the actual invested notional. A 10% risk-weight on covered bonds essentially means a 0.8% capital charge for a bank. Talking about 0.7% capital charge in Solvency II for an equally rated 1Y covered bond also means 0.7% capital relative to the invested notional. The longer the duration of the bond is, the higher the Solvency charge becomes in both absolute terms as well as relative to bank capital charges. While the AAA covered bond with a 1Y maturity is treated slightly better under Solvency II, (0.7% vs. 0.8%), the relationship reverses from year 2 onwards. For an AAA rated 10Y covered bond, insurance companies have to hold 6% of the invested notional in capital, which is 7.5 times as much as banks.

> FIGURE 3: FORMULAS FOR THE SOLVENCY II CAPITAL CHARGE CALCULATIONS FOR COVERED BONDS AND OTHER ASSET CLASSES

Credit quality	Up to 5 years	5 to 10 years	10 to 15 years	15 to 20 years	20 years +
AAA covered	0.7% * D	3.5% + 0.5% * (D - 5)	6% + 0.5% * (D - 10)	8.5% + 0.5% * (D - 15)	11% + 0.5% * (D - 20)
AA + to AA- covered	0.9% * D	4.5% + 0.5% * (D - 5)	7% + 0.5% * (D - 10)	9.5% + 0.5% * (D - 15)	12% + 0.5% * (D - 20)
A+ to A- covered	1.4% * D	7% + 0.7% * (D - 5)	10.5% + 0.5% * (D - 10)	13% + 0.5% * (D - 15)	15.5% + 0.5% * (D - 20)
BBB+ to BBB- covered	2.5% * D	12.5% + 1.5% * (D - 5)	20% + 1% * (D - 10)	25% + 1% * (D - 15)	30% + 0.5% * (D - 20)
BB+ to BB- covered	4.5% * D	22.5% + 2.5% * (D - 5)	35% + 1.8% * (D - 10)	44% + 0.5% * (D - 15)	46.6% + 0.5% * (D - 20)
Unrated covered	3.0% * D	15% + 1.7% * (D - 5)	23.5% + 1.2% * (D - 10)	29.5% + 1.2% * (D - 15)	35.5% + 0.5% * (D - 20)
EU member states' direct central government exposure / guaranteed by EU member central governments (irrespective of rating)	0.0%	0.0%	0.0%	0.0%	0.0%
AAA to AA- sovereign third country	0.0%	0.0%	0.0%	0.0%	0.0%
A+ to A- sovereign	1.1% * D	5.5% + 0.6% * (D - 5)	8.4% + 0.5% * (D - 10)	10.9% + 0.5% * (D - 15)	13.4% + 0.5% * (D - 20)
BBB+ to BBB- sovereign	1.4% * D	7% + 0.7% * (D - 5)	10.5% + 0.5% * (D - 10)	13% + 0.5% * (D - 15)	15.5% + 0.5% * (D - 20)
BB+ to BB- sovereign	2.5% * D	12.5% + 1.5% * (D - 5)	20% + 1% * (D - 10)	25% + 1% * (D - 15)	30% + 0.5% * (D - 20)
AAA corporate	0.9% * D	4.5% + 0.5% * (D - 5)	7.0% + 0.5% * (D - 10)	9.7% + 0.5% * (D - 15)	12.0% + 0.5% * (D - 20)
AA+ to AA- corporate	1.1% * D	5.5% + 0.6% * (D - 5)	8.4% + 0.5% * (D - 10)	10.9% + 0.5% * (D - 15)	13.4% + 0.5% * (D - 20)
A+ to A- corporate	1.4% * D	7% + 0.7% * (D - 5)	10.5% + 0.5% * (D - 10)	13% + 0.5% * (D - 15)	15.5% + 0.5% * (D - 20)
BBB+ to BBB- corporate	2.5% * D	12.5% + 1.5% * (D - 5)	20% + 1% * (D - 10)	25% + 1% * (D - 15)	30% + 0.5% * (D - 20)
BB+ to BB- corporate	4.5% * D	22.5% + 2.5% * (D - 5)	35% + 1.8% * (D - 10)	44% + 0.5% * (D - 15)	46.6% + 0.5% * (D - 20)
AAA STS securitization	1.0% * D	5.0% + 0.6% * (D - 5)	8.0% + 0.6% * (D - 10)	11% + 0.6% * (D - 15)	14.0% + 0.6% * (D - 20)
AA + to AA- STS securitization	1.2% * D	6.0% + 0.7% * (D - 5)	9.5% + 0.5% * (D - 10)	12.0% + 0.5% * (D - 15)	14.5% + 0.5% * (D - 20)
A+ to A- STS securitization	1.6% * D	8% + 0.8% * (D - 5)	12.0% + 0.6% * (D - 10)	15% + 0.6% * (D - 15)	18.0% + 0.6% * (D - 20)
BBB+ to BBB- STS securitization	2.8% * D	14.0% + 1.7% * (D - 5)	22.5% + 1.1% * (D - 10)	28% + 1.1% * (D - 15)	33.5% + 0.6% * (D - 20)
BB+ to BB- STS securitization	5.6% * D	28.0% + 3.1% * (D - 5)	43.5% + 2.2% * (D - 10)	54.5% + 0.6% * (D - 15)	57.5% + 0.6% * (D - 20)

Source: EIOPA, Crédit Agricole CIB

> FIGURE 4: SOLVENCY II CAPITAL CHARGES FOR COVERED BONDS AND OTHER ASSET CLASSES

Credit quality	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
AAA covered	0.7%	1.4%	2.1%	2.8%	3.5%	4.0%	4.5%	5.0%	5.5%	6.0%	6.5%	7.0%	7.5%	8.0%	8.5%
AA + to AA- covered	0.9%	1.8%	2.7%	3.6%	4.5%	5.0%	5.5%	6.0%	6.5%	7.0%	7.5%	8.0%	8.5%	9.0%	9.5%
A+ to A- covered	1.4%	2.8%	4.2%	5.6%	7.0%	7.7%	8.4%	9.1%	9.8%	10.5%	11.0%	11.5%	12.0%	12.5%	13.0%
BBB+ to BBB- covered	2.5%	5.0%	7.5%	10.0%	12.5%	14.0%	15.5%	17.0%	18.5%	20.0%	21.0%	22.0%	23.0%	24.0%	25.0%
BB+ to BB- covered	4.5%	9.0%	13.5%	18.0%	22.5%	25.0%	27.5%	30.0%	32.5%	35.0%	36.8%	38.6%	40.4%	42.2%	44.0%
Unrated covered	3.0%	6.0%	9.0%	12.0%	15.0%	16.7%	18.4%	20.1%	21.8%	23.5%	24.7%	25.9%	27.1%	28.3%	29.5%
AAA to AA- EU sovereign	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
A+ to A- EU sovereign	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
BBB+ to BBB- EU sovereign	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
BB+ to BB- EU sovereign	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
AAA to AA- sovereign	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
A+ to A- sovereign	1.1%	2.2%	3.3%	4.4%	5.5%	6.1%	6.7%	7.3%	7.9%	8.5%	8.9%	9.4%	9.9%	10.4%	10.9%
BBB+ to BBB- sovereign	1.4%	2.8%	4.2%	5.6%	7.0%	7.7%	8.4%	9.1%	9.8%	10.5%	11.0%	11.5%	12.0%	12.5%	13.0%
BB+ to BB- sovereign	2.5%	5.0%	7.5%	10.0%	12.5%	14.0%	15.5%	17.0%	18.5%	20.0%	20.5%	22.0%	23.0%	24.0%	25.0%
AAA corporate	0.9%	1.8%	2.7%	3.6%	4.5%	5.0%	5.5%	6.0%	6.5%	7.0%	7.5%	8.0%	8.5%	9.0%	9.5%
AA+ to AA- corporate	1.1%	2.2%	3.3%	4.4%	5.5%	6.1%	6.7%	7.3%	7.9%	8.4%	8.9%	9.4%	9.9%	10.4%	10.9%
A+ to A- corporate	1.4%	2.8%	4.2%	5.6%	7.0%	7.7%	8.4%	9.1%	9.8%	10.5%	11.0%	11.5%	12.0%	12.5%	13.0%
BBB+ to BBB- corporate	2.5%	5.0%	7.5%	10.0%	12.5%	14.0%	15.5%	17.0%	18.5%	20.0%	21.0%	22.0%	23.0%	24.0%	25.0%
BB+ to BB- corporate	4.5%	9.0%	13.5%	18.0%	22.5%	25.0%	27.5%	30.0%	32.5%	35.0%	36.8%	38.6%	40.4%	42.2%	44.0%
AAA STS securitization	1.0%	2.0%	3.0%	4.0%	5.0%	5.6%	6.2%	6.8%	7.4%	8.0%	8.6%	9.2%	9.8%	10.4%	11.0%
AA + to AA- STS securitization	1.2%	2.4%	3.6%	4.8%	6.0%	6.7%	7.4%	8.1%	8.8%	9.5%	10.0%	10.5%	11.0%	11.5%	12.0%
A+ to A- STS securitization	1.6%	3.2%	4.8%	6.4%	8.0%	8.8%	9.6%	10.4%	11.2%	12.0%	12.6%	13.2%	13.8%	14.4%	15.0%
BBB+ to BBB- STS securitization	2.8%	5.6%	8.4%	11.2%	14.0%	15.7%	17.4%	19.1%	20.8%	22.5%	23.6%	24.7%	25.8%	26.9%	28.0%
BB+ to BB- STS securitization	5.6%	11.2%	16.8%	22.4%	28.0%	31.1%	34.2%	37.3%	40.4%	43.5%	45.7%	47.9%	50.1%	52.3%	54.5%

Source: EIOPA, Crédit Agricole CIB

The capital charge differences between AAA and AA rated covered bonds are noticeable but not huge (1% difference for 10Y). The moment covered bonds drop into single A space and thus lose their preferential treatment, differences start to become very pronounced though (4.5% difference for 10Y) and with BBB (14.0% difference for 10Y) and BB covered bonds (29% difference for 10Y) they become massive.

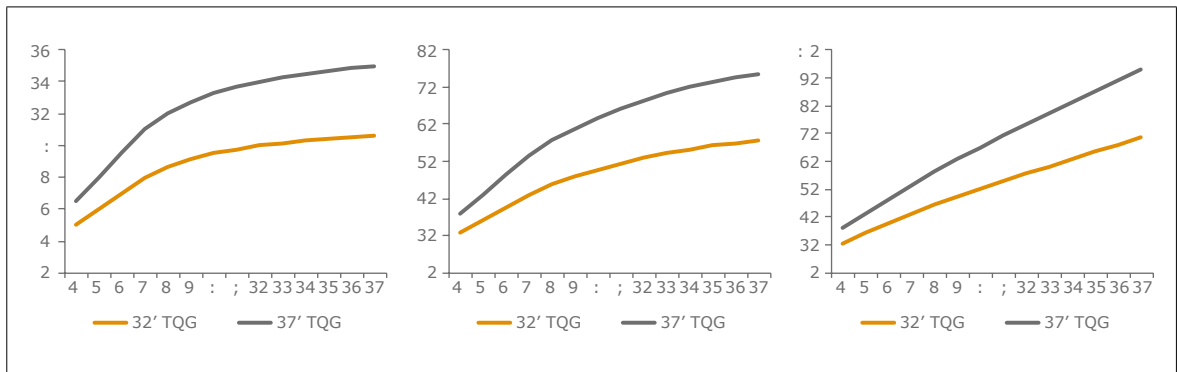
When looking across asset classes, it becomes apparent that Solvency II favours sovereign debt over corporate and covered bonds. Nonetheless, differences between corporates and equally rated covered bonds are not massive (1.2% difference for 10Y AAA).

There have been improvements in how especially lower rated type 1 securitisation deals are treated. While keeping the 2.1% spread risk charge for AAA rated ABS, the figure was set at a flat 3% per year of duration for those ABS rated AA to BBB. The latter had still had a spread risk charge of 8.5% per year of duration before the adjustment. Despite this even the highest quality securitisation have around three times the capital requirement of AAA covered bonds in 5Y (10.5% vs. 3.5%) and three and a half times in 10Y (21% vs. 6%). For lower rated ABS, the difference to equally rated covered bonds in for example 10Y is 23% (30% vs. 7%).

Trying to translate the different capital requirements into spread numbers that one product has to yield in excess of another is not a straightforward exercise. After all, spread risk is merely one factor and there are many others driving the final SCR. It also depends on the return on equity an insurance investor needs to generate. Nonetheless, we have tried to estimate the additional yield required to cover the extra capital from this risk module.

- > We have calculated the average capital charge for a buy and hold investor over the whole life of the investment;
- > We have then used two different ROEs, 10% and 15%, to calculate the extra return needed to fulfil this return requirement.

> FIGURES 5: SPREAD IN BP NEEDED TO COMPENSATE FOR ADDITIONAL CAPITAL BETWEEN...
 ...AA RATED COVERED AND AAA RATED COVERED BOND BY MATURITY



Source: EIOPA, Crédit Agricole CIB

The figures above show the required spread pickup for a range of product pairs.

CONCENTRATION RISK MODULE

The concentration risk is defined by the EIOPA as “the risk regarding the accumulation of exposures with the same counterparty” which means that large exposures on a single issuer should be limited. Other concentration types dealing with geographical area, industry sector or the like are not considered though.

Similar to the spread risk module, covered bonds receive a preferential treatment here in the sense that the concentration threshold is much higher at 15% than it would be for equally rated corporate debt for which exposure to a single counterparty is limited to 3%. In addition to this covered bonds are considered as a distinct single name exposure, regardless of other exposures to the same counterparty. In other words, buying covered bonds does not impact the ability or limit the quantity of unsecured exposure towards the issuer an insurance company can buy.

> FIGURE 6: CONCENTRATION RISK THRESHOLDS BY BOND TYPE AND RATING

Type of bond	Rating	Concentration threshold
Corporate bonds, sub + hybrid debt, ABS, CDO	AAA – AA	3.0%
	A	3.0%
	BBB	1.5%
	BB or lower	1.5%
Covered Bonds	AAA – AA	15.0%
Exposure to EEA state, multilateral development banks, international organisations, ECB	–	none

Source: EIOPA, Crédit Agricole CIB

BOTTOM LINE

Solvency II is probably the regulatory regime in which ratings still play the biggest role and in which sovereign debt is given the biggest advantage over private-sector debt. It is true that in bank regulation EU member states do still have a 0% RW; but since Solvency II is calibrated for long-term investors and covers credit risk as well as market volatility risk, the absolute capital charges are a multiple of those for banks and relative differences are magnified.

Apart from the comparison with sovereign debt, highly rated UCITS-compliant covered bonds do fare relatively well overall. They get preferential treatment in both the spread risk and concentration risk modules as long as they are rated at least AA-. Non-UCITS-compliant covered bonds are treated as senior unsecured exposure but as long as they are highly rated, capital charge differences to UCITS-compliant covered bonds are not major. Capital charges for covered bonds do, however, start to go up the moment ratings drop to below AA-. After all, even UCITS-compliant covered bonds are then treated as senior unsecured exposure. While the step to single A ratings is still manageable, dropping to BBB and below means that capital charges become very onerous.

In addition to the spread risk capital treatment, overall capital charges under Solvency II are also determined by the size of the asset-liability mismatch. Long-dated covered bonds are an asset class that is able to close the gap to insurance companies' long-dated liabilities while giving the added security of the underlying framework, product support and collateral.

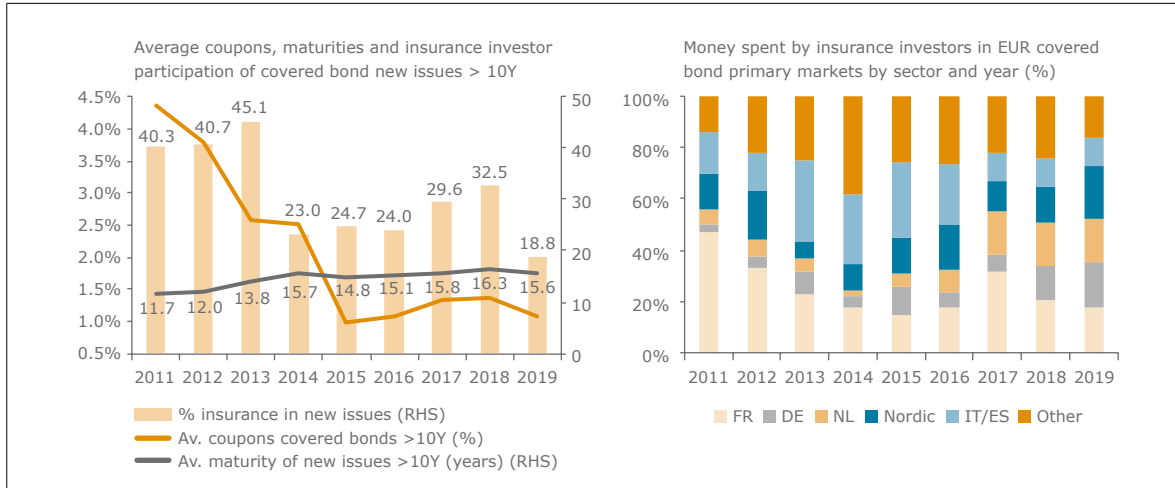
While there are a number of areas that are still being looked at within the Solvency II framework, the treatment of covered bonds is and has been very stable. However, the Covered Bond Directive (CBD) which was passed by the European Parliament in April 2019 will replace the reference to UCITS 52 (4) in many European regulatory documents including the Solvency II delegated act. There was a risk that sectors such as covered bonds from Luxembourg could be outside the scope of the CBD. If so, they would have also lost the preferential treatment under Solvency II and would have been treated as highly rated corporate exposures. This did not materialise, however. As a consequence, while the covered bond reference in Solvency II will change, it will not lead to a different treatment for covered bonds for insurance companies. We therefore believe that covered bonds will remain an integral part of insurance companies' investments despite the disadvantage to sovereign debt.

For insurance companies, the far bigger problem has been the very low absolute yield levels as well as spreads in EUR markets. Before the CBPP 3 started in 2014, insurance companies' share in covered bond new issues with maturities of longer than 10Y was as high as 45% (2013). Lower yields as well as QE buying halved this share in the years that followed. New issues above 10Y had an average maturity of almost 16 years in 2019. Despite this, average coupons have barely topped the 1% mark. As a consequence, the average insurance sector participation has dropped to below 20% in those deals. For some German 15Y deals in 2019 it was as low as 4%.

Given swap yields in May 2019, coupon levels of 1.5% or more that would be in line with for example German insurance companies' needs are out of reach for most issuers in covered bond markets irrespective of the maturity chosen. Even with 20Y bonds most core sector issuers would struggle to get to 1.25% and issuing benchmark bonds with even longer maturities is a virtually impossible exercise given the limits most issuers have coming from their asset side.

Covered bonds can still make sense. After all, the problem of low coupons exists across asset classes and for insurance companies without strict minimum yield targets, covered bonds do offer sizeable pickup above sovereign debt while being fairly tight vs credit products.

> FIGURE 7: INSURANCE PARTICIPATION IN EUR BENCHMARK COVERED BOND NEW ISSUES



Source: Bloomberg, Covered Bond Report, Crédit Agricole CIB

2.2.3 MREL AND TLAC AND THE PROTECTED COVERED BONDS

By Alexandra Schadow, Landesbank Baden-Württemberg

MREL and TLAC and the protected covered bonds

Banking Package sets course

If a financial institution finds itself in difficulty and the supervisory authority determines that it is “failing or likely to fail”, the bank may be put into resolution if certain conditions are met. Under a resolution, four tools are available: sale, bridge institutions, asset separation, and bail-in. Under a bail-in, the resolution authority is given powers to write down liabilities or convert them into equity in order to absorb losses and carry out recapitalization measures. This approach presupposes that all institutions have sufficient “bail-in able” capital. To this end, Article 45 of the BRRD (Bank Recovery and Resolution Directive) sets out a separate minimum requirement for own funds and eligible liabilities (MREL). The same idea underlies the total loss absorbing capacity (TLAC) requirement, which, through the FSB (Financial Stability Board), applies only to global systemically important institutions (G-SII). The subordination of permitted liabilities explicitly demanded by TLAC and compliance with the “no-creditor-worse-off” (NCWO) principle led to amendments to the corresponding laws in certain countries. However, the results varied, which is reflected in some cases in very different creditor hierarchies. This, in turn, sparked a call for a common approach at the EU level and led to proposals for the adaptation of many EU laws. In its reform package of 23 November 2016, the EU Commission presented proposals for numerous amendments to the CRD IV (Capital Requirements Directive), CRR (Capital Requirements Regulation), BRRD and SRMR (Single Resolution Mechanism Regulation), also called banking package. A key issue in this connection is the integration of the TLAC requirements into the European legislative framework and their interaction with MREL. A central demand in this context is the introduction of a new asset class known as “senior non-preferred” and its position in the insolvency hierarchy. By means of an urgent procedure, Article 108 BRRD II was adopted on 12 December 2017 to create this new asset class throughout Europe and define the insolvency hierarchy. The directive is restricted to just two types of subordination – contractual and structural. The Directive had to be transposed into national law by 29 December 2018. In the meantime, Germany applied the new rules in July 2018 by amending Section 46f German Banking Act.

November 2016 marked the start of the banking package. Following the trialogue agreement, the European Parliament adopted the banking package on 16 April 2019, followed by adoption of the EU Council on 2 May 2019. The regulations will then be published in the EU Official Journal in June after they have been signed in May. 20 days later, the banking package comes into force. This means that the issue of bank resolutions will be given a uniform EU-wide status as an important issue. A significant idea regarding the EU Commission’s proposal, which has been pursued by all, is to combine TLAC and MREL. However, G-SIIs, so-called Top-Tier banks with total assets of more than EUR 100 billion and other non-G-SIIs will be treated differently. A harmonized minimum level applies to G-SIIs as in the case of TLAC. This is to become a Pillar 1 requirement and is found in the CRR II. From January 2019 onwards, G-SIIs will have to maintain TLAC corresponding to 16% of RWA and 6% of the total exposure measure as a minimum. These ratios will rise to 18% and 6.75% respectively from 2022. However, the EU rules with the minimum subordination requirements go beyond this. From 2022, the maximum of the following different ratios must be fulfilled by G-SIIs: the higher of (18% RWA + combined buffer requirements (CBR)); 6,75% of leverage exposure measure (LREM); 8% total liabilities and own funds (TLOF), with the possibility to lower it by (1-3,5% RWA / (18% RWA + CBR)). Moreover, institution-specific add-ons are possible. These are, however, included in the BRRD II and SRMR II as Pillar 2 requirements. For Top-Tier banks, Pillar 1 requirement will be the higher of (13,5% RWA + CBR; 5,0% of LREM; 8% TLOF with the possibility to lower it by (1-3,5% RWA / (18% RWA + CBR)). Furthermore, there will be a cap at 27% RWA. By contrast, other non-G-SIIs are not subject to an exact ratio for MREL. This is only a Pillar 2 requirement, which is determined on a case-by-case basis for each bank and which is set out in detail in the BRRD II

and SRMR II. While the methods used to calculate the two requirements were harmonized – namely the two points of reference total risk exposure amount and total exposure measure apply – they still differ considerably in terms of subordination. In contrast to TLAC, liabilities still do not generally have to be subordinated to count towards MREL. A general subordination requirement will be explicitly introduced for the G-SIIs. For all other banks, the authority may demand this on a case-by-case basis. It is worth mentioning at this point that all banks can use up to 3.5% senior preferred for the fulfilment of MREL, with the approval of the resolution authority. However, this rule should only be used rarely in order not to run the risk of violating the “no-creditor-worse-off” principle. The complexity of the regulations for the various institutions has increased dramatically in the course of the legislative process. In addition, the resolution authorities are granted a high degree of further flexibility to impose additional requirements.

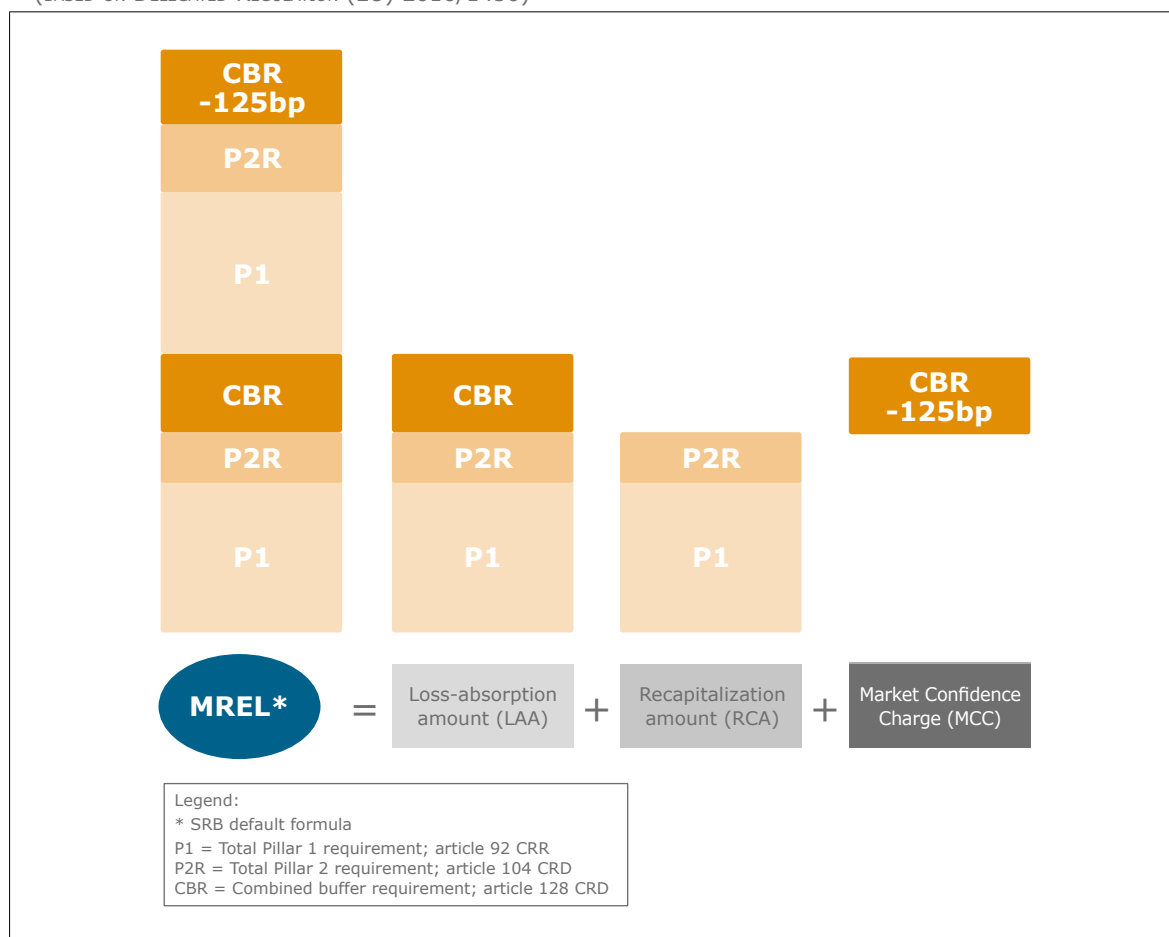
> FIGURE 1: SIMPLIFIED COMPARISON MREL/TLAC G-SII, TOP-TIER BANKS AND OTHER NON-G-SII (BANKING PACKAGE)

Key features	MREL (TLAC) for G-SIIs	MREL for Top Tier Banks	MREL for other Non G-SIIs
Scope	G-SIIs only	Banks with total assets > EUR 100 billion	All other non G-SII banks within scope of BRRD
Come into force	Effective from July 2019 (approx.)	Effective from July 2019 (approx.)	Effective from July 2019 (approx.)
Calculation	Own funds + eligible liabilities Total risk exposure amount (RWA) <i>and</i> Own funds + eligible liabilities Total exposure measure	Own funds + eligible liabilities Total risk exposure amount (RWA) <i>and</i> Own funds + eligible liabilities Total exposure measure	Own funds + eligible liabilities Risk exposure amount (RWA) <i>and</i> Own funds + eligible liabilities Total exposure measure
Pillar 1	Yes (Art. 92a CRR) Common Pillar 1 requirement: minimum Higher of (18% RWA + CBR; 6,75% of LREM; 8% TLOF, with possibility to lower it by (1-3,5% RWA/(18% RWA + CBR)) Fulfillment by 2022	Yes (Art. 45c (5) BRRD) Common Pillar 1 requirement: minimum Higher of (13,5% RWA + CBR; 5,0% of LREM; 8% TLOF, with possibility to lower it by (1-3,5% RWA/(18% RWA + CBR)) capped at 27% RWA	No
Pillar 2	Yes (Art. 45d; Art. 45b (7) BRRD) Up to Max of (8% TLOF; (2*Pillar 1 CRR+2*Pillar 2A CRD + CBR)	Yes (Art. 45d BRRD) Up to Max of (8% TLOF; (2*Pillar 1 CRR+2*Pillar 2A CRD + CBR)	Yes (Art. 45 BRRD)
Subordination requirement	Yes (Art. 72b (2) (d) CRR)	No (Art. 45b (1) BRRD)	No (Art. 45b (5) BRRD); maybe on a case-by-case basis
Type of subordination	- contractual subordination (Art. 72b (2) (d) i) CRR) - statutory subordination (Art. 72b (2) (d) ii) CRR) - structural subordination (Art. 72b (2) (d) iii) CRR)	- not a precondition	- not a precondition
Eligible liabilities	Art. 72a, 72b, 72c CRR up to 3,5% RWA senior preferred bonds possible (Art. 72b (3) CRR) not qualified: CET1, Additional Tier 1 and Tier 2 exemptions: Art. 72a (2) CRR	Art. 72a, 72b, 72c CRR except Art. 72b (2) (d) CRR (subordination) up to 3,5% RWA senior preferred bonds possible (Art. 72b (3) CRR) not qualified: CET1, Additional Tier 1 and Tier 2 exemptions: Art. 72a (2) CRR	Art. 72a, 72b, 72c CRR except Art. 72b (2) (d) CRR (subordination) up to 3,5% RWA senior preferred bonds possible (Art. 72b (3) CRR) not qualified: CET1, Additional Tier 1 and Tier 2 exemptions: Art. 72a (2) CRR
Deductions	Deduction for eligible liabilities of other G-SIIs	No deduction requirement	No deduction requirement

Sources: EU, LBBW Research

It is the task of the SRB (Single Resolution Board), which is based on the BRRD, the SRMR and the Delegated Act 2016/1450 of 23 May 2016, to set the MREL requirements for each institution. The SRB will measure the MREL requirements for banks mainly on the basis of the Delegated Act. The SRB might review its actual procedure in light of CRR II and BRRD II. In the following, we describe the currently valid procedure from November 2018 (first wave) and January 2019 (second wave). The two components, namely loss absorption and recapitalization, are the main factors in the measurement of the MREL requirements. Within the recapitalization amount there may also be a component to maintain market confidence referred to as the market confidence charge. The main components are the Pillar 1 capital requirements, the Total Pillar 2 requirement (P2R) and the combined buffer requirement, which are based on the individual SREP process of a single institution. While the loss absorption component must be met by each bank, the recapitalization component can be set at zero. However, this applies only to banks that are subject to liquidation under regular insolvency proceedings. All the components are added up and result in the following potential overall requirement. The SRB can adjust the requirements for single institutions up or down and may also allow a bank to meet the ratio over a four-year period.

> FIGURE 2: SIMPLIFIED APPROACH FOR MREL REQUIREMENTS ON THE BASIS OF THE CURRENTLY VALID PROCEDURE (BASED ON DELEGATED REGULATION (EU) 2016/1450)



Source: SRB, LBBW Research

As mentioned earlier, following the application of the banking package it is likely that this will have a direct impact on the SRB's work and could also necessitate amendments to the Delegated Act. The extension of the powers of the resolution authorities and the orientation towards the individual characteristics of each institution should then also be reflected in the work of the SRB.

Covered bonds in light of TLAC and MREL

Covered bonds are still explicitly excluded from bail-in by the rules of Article 44 (2) (b) BRRD. This includes covered bonds that are UCITS-compliant (Directive 2009/65/EC Article 52 (4)). There is just one restriction that allows covered bonds to be bailed in, namely if the liabilities from the covered bond exceed the corresponding collateral in the cover pool and the resolution authority believes a bail-in for the "uncovered" part is appropriate. This would, however, correspond to a cover shortfall, which is not allowed by law. The covered bond exception in Article 44 (2) (b) BRRD is unaffected by the amendments to the BRRD II. Covered bonds will continue to enjoy special protection even after the adoption of the new BRRD II and the efforts of the harmonized covered bond directive and regulation which has already been adopted by EU Parliament in April.

The EU banking package includes regarding TLAC and MREL a new category of "eligible liabilities" in Chapter 5a of the CRR II. Under Article 72a (2) (e) CRR II of this chapter, covered bonds are classified as being not eligible. This means that covered bonds, being exempted from bail-in, are not eligible for MREL. However, the EU legislation (Article 3 Delegated Regulation 2016/1450) requires that the resolution authority must identify all liabilities that are excluded from bail-in. The MREL must also be met having regard to all exclusions. The main objective is to build up a correspondingly sufficient MREL buffer so that the bail-in exceptions do not have to be written down or converted.

In general, a standardised approach applies to the measurement of MREL. Nevertheless, the resolution authority may adjust the standardised approach to take account of the institution's business model, funding profile and overall risk profile. This decision is based on the results of the SREP process. An upward or downward adjustment may be made. It must, however, reasonably reflect the institution's resolvability. With regard to the business models, the MREL already provides for mortgage credit institutions to be treated differently. However, there is one exception in the BRRD for mortgage credit institutions financed by covered bonds. If they are not allowed to receive deposits, the resolution authority may exclude them from the MREL requirement. This, in turn, is only possible in a realisable winding-up under a national insolvency procedure or other types of measures in accordance with the BRRD resolution tools and in line with the resolution objectives. This exception was also confirmed in the applied version of Article 45a (1) BRRD II.

Overall, covered bonds retain their privileged status as a funding instrument even in light of the reform package for CRD IV, CRR, BRRD and SRMR. While the rules of TLAC and MREL are being harmonised, implementation into law is very complex and very difficult for investors to understand. The definition of the insolvency hierarchy in Article 108 BRRD II and its transposition into national law kicked off issuance activity in the new senior non-preferred asset class across Europe. This is likely to increase significantly in the near future. Nevertheless, covered bonds will remain part of the liability side of banks. The costs of refinancing covered bonds are very attractive for issuers and, in our opinion, create a counterweight to the relatively expensive senior non-preferred bonds. In our view, the risk that covered bonds will be "crowded out" by extremely high MREL requirements, which will also be covered by the issuance of senior non-preferred bonds, is manageable. On the one hand, the planned rule for all non-G-SIIs creates sufficient flexibility with regard to the measurement of MREL requirements – business models and risk profiles can be adequately taken into account. On the other hand, the capacity to issue covered bonds depends primarily on the availability of cover pool assets, which in turn is attributable mainly to the performance of the real economy.

2.3 THE REPO TREATMENT OF COVERED BONDS BY CENTRAL BANKS

By Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group

I. CENTRAL BANK REPOS: THE SAFETY NET FOR THE BANKING SYSTEM

As part of their monetary policy, central banks across the globe provide liquidity to the banking sector. This is often done in form of repo transactions which require the eligible counterparties to provide collateral in order to receive liquidity from the central banks. The central banks typically have strict eligibility criteria for these collateral assets and demand different haircuts for certain assets, depending on the credit quality of the assets and their maturity.

The role of covered bonds in monetary operations varies by jurisdiction, not least since the nature of those operations is quite heterogeneous across jurisdictions. Broadly speaking, covered bonds receive more favourable treatment amongst those countries in which they play a more pivotal role in the funding of the domestic banking sector. This applied primarily in terms of eligibility of covered bonds as collateral for repo operations, but also in terms of the haircuts. At many of the major central banks (at least some types of) covered bonds are eligible as collateral in the discount window for emergency lending.

> FIGURE 1: COMPARING THE ELIGIBILITY OF COVERED BONDS FOR MONETARY POLICY OPERATIONS

Central Bank	Operation	Covered Bonds eligible?	Eligible Covered Bonds	Currency	Minimum Rating	Rating Treatment	Minimum Size	Own-name Covered bonds?
ECB	Repo Operations (Main and Long term refinancing operations)	Yes	Covered bonds compliant with UCITS Article 52(4) or similar safeguards	EUR, USD, GBP, JPY ¹	Up to BBB-	Best Rating	EUR 1 bn for Jumbo Covered Bonds, otherwise none	Yes
Fed	SOMA Operations	No	None	USD	n/a	n/a	n/a	n/a
	Discount Window	Yes	German Pfandbriefe	AUD, CAD, CHF, DNK, EUR, GBP, JPY, SEK	AAA	Lowest Rating	n/a	No
BoE	Operating Standing Facilities, Short term OMOs	No	n/a	GBP, EUR, USD, AUD, CAD, CHF, SEK	n/a	n/a	n/a	n/a
	Level B Collateral (ILTR, DWF, CTRF and FLS)	Yes	UK, French, German regulated covered bonds		Broadly equivalent to AAA	Rating references are indicative. Bank of England forms its own independent view	GBP 1 bn or EUR 1 bn (depending on issuance currency)	No
	Level C Collateral (ILTR, DWF, CTRF and FLS)	Yes	UK, US ² & EEA (based on the location of the underlying assets)		Broadly equivalent to A-/A3		None	Yes

1 Under the ECB's Temporary Framework, foreign currency-denominated debt instruments from EEA based issuers constitute eligible collateral for Eurosystem credit operations since 2012. In addition to the haircuts applicable to similar EUR-denominated securities, a further mark-down will be applied (16% for USD and GBP, 26% for JPY).

2 Only in case of SME loans, commercial real estate loans and certain Export Credit Agency guarantee loans.

Central Bank	Operation	Covered Bonds eligible?	Eligible Covered Bonds	Currency	Minimum Rating	Rating Treatment	Minimum Size	Own-name Covered bonds?
SNB	Repo operations, Standing Facilities	Yes From 2015 on, Covered Bonds must be eligible under the Swiss LCR framework	Any covered fulfilling the eligible security and rating criteria, but not issued by a Swiss bank	CHF	Security and issuer's country: AA-/Aa3	Second-highest Rating	CHF 100 m equivalent (issuance amount)	No
			Any covered fulfilling the eligible security and rating criteria, but not issued by a Swiss bank	EUR, USD, GBP, DKK, SEK, NOK	Security: AA-/Aa3 with various exceptions Issuer's country: AA-/Aa3		EUR 1 bn USD 1 bn GBP 750 m DKK 7.5 bn SEK 10 bn NOK 10 bn	
Norges Bank	Repo Operations	Yes	Any covered fulfilling the eligible security criteria	NOK, SEK, DKK, EUR, USD, GBP, JPY, AUD, NZD, CHF, CAD	Domestic currency: None but BBB- for favourable liquidity category (II not III)	Second-highest-Rating	None	Yes
					Foreign Bonds: A/A2			
Reserve Bank of Australia (RBA)	Repo Operations	Yes	Any covered bond fulfilling the eligible security criteria	AUD	AAA or BBB+ for domestic covered bonds >1Y	Lowest rating (of at least two rating agencies)	None	No
Reserve Bank of New Zealand (RBNZ)	Repo and/or Swap of NZ Government Bonds	No	None	n/a	n/a	n/a	n/a	n/a
	Overnight Repo Operations, Bond Lending Facilities	Yes	Any covered bond fulfilling the eligible criteria on the cover pool composition	NZD	AAA from at least two rating agencies. If more than two ratings, then at least two agencies must rate the issue AAA, and no rating is below AA+		None	No
Bank of Canada	Standing Liquidity Facility	Yes	Canadian covered bonds	CAD	At least two ratings, second highest must be at least A (low) by DBRS, A3 by Moody's, or A- by S&P or Fitch.		n/a	No
Danmark National-bank	Credit facilities	Yes	Danish covered bonds	DKK / EUR	n/a		EUR 1 bn or equivalent in DKK (higher haircut for smaller issue size)	n/a

Source: HSBC, Central Banks

II. EURO AREA: ELIGIBILITY CRITERIA FOR COLLATERAL IN EUROSISTEM OPERATIONS

The ECB has been a key source of liquidity for banks in the Eurosystem during the credit crunch and the European debt crisis through its repo operations. Within the ECB's liquidity operations, covered bonds play an increasingly important role. While in certain periods during the sovereign and banking crisis the benchmark covered bond market was shut for many issuers out of Europe's periphery, the ECB continued to provide liquidity

to those banks which were able to post their own covered bonds as collateral. Many covered bond programmes have therefore been set up not just as an additional funding channel for the banks, but also in order to allow those banks to use the repo facilities at the ECB as means to access liquidity in a closed wholesale market.

ECB repo operations

Article 18.1 of the Statute of the European System of Central Banks and of the European Central Bank states that the ECB and the national central banks may conduct credit operations with credit institutions and other market participants, as long as lending is “based on adequate collateral”³. According to the ECB, adequacy means firstly, that collateral must protect against losses in credit operations, and secondly, that there must be sufficient collateral potentially available to ensure that the Eurosystem can carry out its tasks.

Consequently, underlying assets have to fulfil certain criteria in order to be eligible for Eurosystem monetary policy operations. The Eurosystem has developed a single framework for eligible assets common to all Eurosystem credit operations (the “single list”). There is no collateral differentiation between monetary policy instruments or intraday credit, and a single auction rate is applicable to different types of collateral in tender operations. The scope of eligible collateral is broad and includes secured assets like covered bonds and ABS, the latter of which can be backed by receivables such as residential and commercial loans (secured and unsecured), auto loans, lease receivables etc., provided they satisfy certain eligibility criteria (set out below), as well as unsecured claims against governments, credit institutions or corporates.

The Eurosystem additionally applies risk control measures in the valuation of underlying assets. The value of the underlying asset is calculated as the market value of the asset less a certain percentage (“valuation haircut”). The haircut-adjusted market value of the underlying assets used in its liquidity-providing reverse transactions must be maintained over time. This implies that if the value, measured on a regular basis, of the underlying assets falls below a certain level, the national central bank will require the counterparty to supply additional assets or cash (margin call). Similarly, if the value of the underlying assets, following their revaluation, exceeds a certain level, the counterparty may retrieve the excess assets or cash. The current eligibility of assets in the ECB framework and recent changes to this are set out below:

> FIGURE 2: ELIGIBILITY OF ASSETS IN THE ECB FRAMEWORK

Criteria	Standard Collateral Rules
Type of Asset	<ul style="list-style-type: none"> > Debt instrument, including covered bonds with (a) a fixed, unconditional principal amount (except for ABS) or (b) an unconditional principal amount that is linked to only one euro area inflation index at a single point in time, containing no other complex structures > Coupon should be zero coupon, fixed-rate coupon, multi-step coupon or floating-rate coupon linked to an interest rate reference or yield of one euro area government bond with a maturity of one year or less or inflation-indexed
Definition of Covered Bonds	<ul style="list-style-type: none"> > The ECB does not provide an official definition of what they classify as covered bonds in the context of eligible collateral > In general, ‘Covered Bank Bonds’ for ECB collateral purposes means bonds issued in accordance with Article 52 (4) of the UCITS Directive, (i.e. subject to covered bond specific legislation) or similar safeguards > Covered bonds with external, non-intra group MBS as well as both internal and external public sector ABS in the cover pool are no longer eligible as collateral for repo transactions

3 Protocol on the Statute of the European System of Central Banks and of the ECB, Article 18.1.

Criteria	Standard Collateral Rules
Cash Flow Backing ABS	<ul style="list-style-type: none"> > Must be legally acquired in accordance with the laws of a member state in a "true sale" > Must not consist of credit-linked notes (i.e. cannot be a synthetic structure), swaps or other derivatives, synthetic securities or contain tranches of other ABS
Tranche and Rating	<ul style="list-style-type: none"> > Tranche (or sub-tranche) must not be subordinated to other tranches of the same issue > The minimum rating threshold is BBB- (S&P) / Baa3 (Moody's) / BBB- (Fitch) / BBBL (DBRS) based on a "best rating approach", so only one rating at this level is required for eligibility > The minimum ratings for ABS are A- (S&P) / A3 (Moody's) / A- (Fitch) / AL (DBRS) on a second-best basis. Certain ABS fulfilling additional requirements could qualify if they have at least two triple-B ratings > The use of third-party rating tools will be phased out
Place of Issue	> European Economic Area (EEA)
Settlement Procedures	<ul style="list-style-type: none"> > Transferable in book-entry form > Held and settled in the euro area
Acceptable Market	> Debt instrument must be admitted to trading on a regulated market or a non-regulated market as specified by the ECB
Type of Issuer/ Guarantor	<ul style="list-style-type: none"> > Central banks, public sector entities, agencies⁴, credit institutions, financial corporations other than credit institutions, non-financial corporations, multi-lateral development banks or international organisations > The recognition of an entity as multilateral development bank or international organisation based on an ECB assessment is no longer possible
Place of Establishment of the Issuer/ Guarantor	> Issuer must be established in the EEA or in non-EEA G10 countries and guarantors must be established in the EEA
Currency of Denomination	> EUR, USD, GBP, JPY ⁵

Source: HSBC, ECB

In December 2017 the ECB announced several fundamental changes to its eligibility criteria which entered into force on 16 April 2018.

- > The ECB removed the favourable treatment of floating rate assets. Instead of applying a low uniform haircut to all variable assets, the new valuation haircuts are based on the residual maturity of the assets.
- > The residual maturity for own-use covered bonds will be defined as the maximum legal maturity, taking into account any extension periods of soft bullets and conditional pass-through covered bonds.
- > Unsecured bank bonds issued after 16 April 2018 that are subject to statutory, contractual or structural subordination as well as unsecured bank debt from non-EEA issuers are ineligible as repo collateral.⁶ Senior preferred unsecured bank bonds remain eligible as collateral.
- > Commercial mortgage-backed securities (CMBSs) lost their collateral eligibility, owing to their relatively complex nature.

4 "agencies" are issuers or guarantors of debt instruments that the ECB has classified as agencies.

5 Under the ECB's Temporary Framework, foreign currency-denominated debt instruments from EEA based issuers constitute eligible collateral for Eurosystem credit operations since 2012. In addition to the haircuts applicable to similar EUR-denominated securities, a further mark-down will be applied (16% for USD and GBP, 26% for JPY).

6 Unsecured bank bonds that were eligible before 16 April 2018 as collateral but do not fulfil the new eligibility criteria will remain eligible until 31 December 2018.

> FIGURE 3: ECB HAIRCUTS BY LIQUIDITY CATEGORY AND RESIDUAL MATURITY

Credit Quality	Residual maturity (years)	Category I (Government Bonds)			Category II (Local & Regional Govt, Supras & Agencies, Jumbo Covered Bonds*)			Category III (Traditional and other non-Jumbo Covered Bonds*, Corporates Bonds)			Category IV (Unsecured Bank Bonds*)			Category V (Asset-backed securities*)
		fixed	zero	floating	fixed	zero	floating	fixed	zero	floating	fixed	zero	floating	
Step 1 and 2 (A- or higher)	0-1	0.5	0.5	0.5	1.0	1.0	1.0	1.0	1.0	1.0	7.5	7.5	7.5	4.0
	1-3	1.0	2.0	0.5	1.5	2.5	1.0	2.0	3.0	1.0	10.0	10.5	7.5	4.5
	3-5	1.5	2.5	0.5	2.5	3.5	1.0	3.0	4.5	1.0	13.0	13.5	7.5	5.0
	5-7	2.0	3.0	1.0	3.5	4.5	1.5	4.5	6.0	2.0	14.5	15.5	10.0	9.0
	7-10	3.0	4.0	1.5	4.5	6.5	2.5	6.0	8.0	3.0	16.5	18.0	13.0	13.0
	>10	5.0	7.0	2.0	8.0	10.5	3.5	9.0	13.0	4.5	20.0	25.5	14.5	20.0
Step 3 (BBB+ to BBB-)	0-1	6.0	6.0	6.0	7.0	7.0	7.0	8.0	8.0	8.0	13.0	13.0	13.0	6.0
	1-3	7.0	8.0	6.0	9.5	13.5	7.0	12.0	15.0	8.0	22.5	25.0	13.0	9.0
	3-5	9.0	10.0	6.0	13.5	18.5	7.0	16.5	22.0	8.0	28.0	32.5	13.0	13.0
	5-7	10.0	11.5	7.0	14.0	20.0	9.5	18.5	26.0	12.0	30.5	35.0	22.5	15.0
	7-10	11.5	13.0	9.0	16.0	24.5	13.5	19.0	28.0	16.5	31.0	37.0	28.0	18.0
	>10	13.0	16.0	10.0	19.0	29.5	14.0	19.5	30.0	18.5	31.5	38.0	30.5	30.0

Source: ECB, HSBC (*Assets that are theoretically valued will be subject to an additional 5% haircut; additional valuation markdowns for own-use covered bonds of 8% for Credit Quality Step 1 & 2 and of 12% for Credit Quality Step 3)

Classification of covered bonds within the Eurosystem operations

The ECB considers covered bonds to be a liquid asset class. Hence, covered bonds benefit from preferential liquidity class classification and favourable haircut valuations for repo transactions with the ECB when compared with, for example, ABS. Moreover, unlike senior bank debt, the ECB will accept self-issued “covered bank bonds” as collateral (see below for more information on this). Thus, like certain forms of ABS, covered bonds allow issuers to make assets held on their balance sheets eligible for the ECB’s liquidity operations. This is very much in line with previous ECB statements which note that “covered bonds possess a number of attractive features from the perspective of financial stability”.

The Eurosystem does currently not provide an official definition of what is classified as “covered bond”. In general, the Eurosystem accepts both UCITS and non-UCITS compliant covered bonds as collateral as long as they otherwise fulfil the general eligibility criteria. Generally, debt instruments are classified as “covered bank bonds” if they are issued in accordance with the criteria set out in Article 52(4) of the UCITS Directive. Those bonds are grouped either into liquidity category II in case of Jumbo covered bonds, i.e. bonds with a minimum issue size of EUR 1 bn and at least three market makers, or into liquidity category III in case of traditional non-Jumbo covered bonds. Over the last few years, the market has moved away from the “Jumbo” definition and we would not be surprised if the ECB were to also update its internal criteria at one stage.

“Structured” covered bonds are issued under a general legal framework, rather than being subject to “special public supervision”, they do not fall within the UCITS definition and as such have not been recognised as covered bank debt by the ECB from a liquidity haircut perspective and in the past were assigned to category IV similar to senior unsecured bank debt. However, since 1 January 2011 all non-Jumbo covered bonds, including “structured covered bonds” and multi-issuer covered bonds, together with traditional (UCITS-compliant) covered bonds, have been classified in liquidity category III. As of June 2018, also all Spanish covered bonds – including single name bonds – are classified as Category III securities.

Covered bonds with external, non-intra group MBS as well as both internal and external public sector ABS in the cover pool are no longer eligible as collateral for repo transactions (since March 2013). As of March 2015, own-name covered bonds where the asset pool contains own-name uncovered government-guaranteed bank bonds are no longer accepted by the Eurosystem.

Covered bonds and “close link” exemption

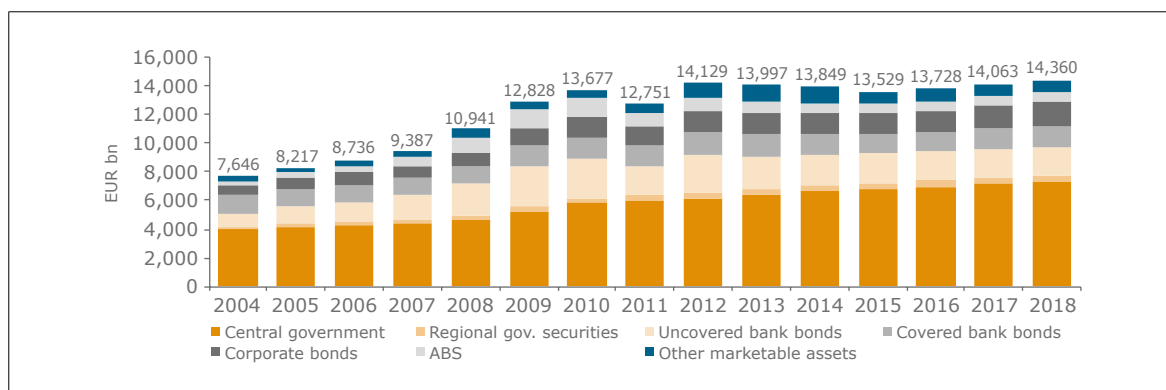
“Covered bank bonds” also benefit from certain preferential treatments compared with other bank debt when it comes to self-issued bonds. The ECB states that “irrespective of the fact that a marketable or non-marketable asset fulfils all eligibility criteria, a counterparty may not submit as collateral any asset issued or guaranteed by itself or by any other entity with which it has close links”⁷. This means that banks cannot, for example, use their own senior unsecured debt directly as collateral with the ECB.

The main exemptions from the “close links” rule remain “covered bank bonds”. Self-issued UCITS compliant covered bonds (as well as structured covered bank bonds, subject to strict additional criteria, as outlined above) can be used by counterparties as collateral, i.e. an issuer can use its own covered bonds and there are no close link prohibitions. Starting from 1 February 2020, such covered bonds however must have an ECAI issue rating.

Use of covered bonds as collateral in Eurosystem operations

The overall volume of marketable assets which had become eligible for repo operations had increased by roughly 80% from EUR 7.6 trn in 2004 to EUR 14.4 trn at year-end 2018. At the end of 2018, central government debt accounted for the largest share (51%), followed by uncovered bank bonds (14%), corporate bonds (11%), covered bank bonds (10%), and ABS (4%). Other bonds and regional government securities make up 6%.⁸

> FIGURE 4: ELIGIBLE COLLATERAL BY ASSET TYPE



Source: ECB, HSBC

The actual breakdown by type of the collateral used for repo transaction differs significantly from the market composition of the available eligible collateral as relative value considerations play an important role in the banks’ decisions as to which collateral to post.

During the financial crisis there was a general trend to lower the overall quality and/or liquidity of the collateral used by the banks for repo operations. The share of central government debt fell sharply from 31% in 2004 to just 10% in 2008; However, this trend has reversed over the last few years and the government share was 17% at year-end 2017. That said, in 2018, it dropped again to just 14%.

The use of covered bank bonds in the Eurosystem repo operations dropped from 26% in 2004 to 11% in 2008. Since then it increased again and stood at 23% at the end of 2018. The share of uncovered bank bonds has

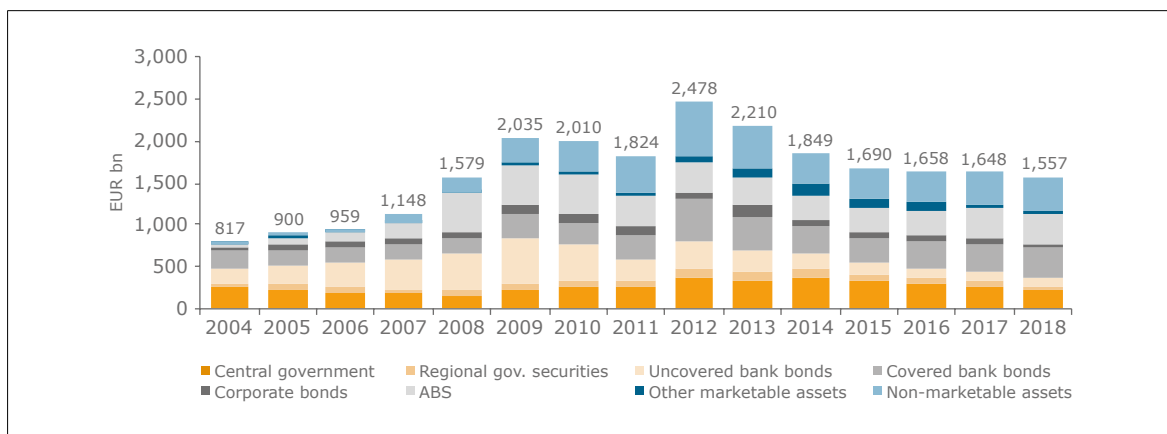
7 “Close links” means the counterparty is linked to an issuer/debtor/guarantor of eligible assets by one of the following forms: (i) the counterparty owns directly, or indirectly, through one or more other undertakings, 20 % or more of the capital of the issuer/debtor/guarantor; or (ii) the issuer/debtor/guarantor owns directly, or indirectly through one or more other undertakings, 20 % or more of the capital of the counterparty; or (iii) a third party owns more than 20 % of the capital of the counterparty and more than 20 % of the capital of the issuer/debtor/guarantor, either directly or indirectly, through one or more undertakings [ECB, “The Implementation on Monetary Policy in the Euro Area”, February 2011]

8 Although included within the list of eligible collateral, the volume of potentially eligible non-marketable assets is difficult to estimate since the eligibility of credit claims (the largest share of non-marketable assets) are not assessed until they are registered with the Eurosystem.

continuously dropped from 32% in 2007 to just 6% at end-2018. ABS grew from 6% in 2004 to 28% in 2008. Over the last few years, the share was in the range of 17% to 23%.

Figure 5, also shows the large rise in the main and long-term refinancing operations of the Eurosystem banks in autumn 2008 and then an even larger increase during the course of 2009. Total usage stabilised in 2010 and declined in 2011 before marking new heights in 2012 at EUR 2.5 trn thanks to the large LTROs. Since then, we have seen a declining trend to EUR 1.6 trn at the end of 2018.

> FIGURE 5: ACTUAL USE OF COLLATERAL BY ASSET TYPE



Source: ECB, HSBC

Conclusion on covered bond treatment

The ECB, to a greater extent than any of its central bank peers, has both outlined and demonstrated its support in the past for the covered bond market. This was most obviously the case with its three covered bond purchase programmes since 2009. Perhaps even more important is the ECB's positive stance towards covered bonds, which the institution maintains for several reasons.

Firstly, the ECB has focussed on the importance of covered bonds as a means for banks to access long-term funding: "Issuing covered bonds enhances a bank's ability to match the duration of its liabilities to that of its mortgage loan portfolio, enabling a better management of its exposure to interest rate risk. Other secured funding products, such as repos, are unlikely to have the same asset-liability matching attributes offered by covered bonds. These factors are all the more pertinent today given the increasing role of short-term refinancing in banks' balance sheets. In certain instances, rolling over short-term funding might be less expensive or better in terms of reputation, but this could pose challenges to the management of assets and liabilities at some point. In addition, to improving banks' structural asset-liability mismatch, covered bonds offer a wider geographical diversification, as issuers tap into a larger European market."⁹ Moreover, a further key advantage comes from the absence of effective risk transfer and the desirable incentives this creates for the originating banks. As former ECB president Trichet noted: "Importantly, covered bonds do not involve the transfer of the credit risk implied by underlying assets from the issuer to the investor. The credit risk stays with the originator, preserving the incentives for prudent credit risk evaluation and monitoring."¹⁰ Such positive attitude is reflected in the ECB's current favourable treatment of covered bonds within its repo operations as they are allocated in a very favourable liquidity category (Jumbo covered bonds rank alongside the debt of the ESM, EIB and the explicitly guaranteed German agency KfW).

9 European Central Bank, "Covered Bonds in the EU Financial System", December 2008.

10 Keynote address by Jean-Claude Trichet, Munich, 13 July 2009.

III. THE UK: ELIGIBILITY CRITERIA FOR BANK OF ENGLAND OPERATIONS

Latest changes to the framework

In October 2014, the Bank of England introduced the concept of collateral pooling to simplify the management of the collateral it received by the banks for its monetary operations. In the past, liquidity was provided against collateral by way of repurchase transactions. The new approach allows participants to pool their collateral across certain facilities (e.g. Short-Term Open Market Operations (OMOs), Operational Standing Facilities (OSFs), Indexed Long Term Repo operations (ILTRs), Discount Window Facility (DWF) and Intra-Day Liquidity (IDL) for RTGS). The Bank of England expects the pooling model to simplify the process for managing the collateral, enhance operational efficiency and reduce operational risks.

Before the introduction of the Single Collateral Pool (SCP) model, the Bank of England's SMF and intraday liquidity operations were repo transactions whereby individual securities were held as collateral against the central bank's exposures to that participant. The SCP model aggregates a participant's collateral position thereby significantly reducing the volume and frequency of transactions needed to provide collateral to the Bank of England.

The Bank of England has established three active collateral pools: the Main Collateral Pool, the DWF pool, and the Term Funding Scheme within the APF pool. In addition, there is a 'Pre-positioned pool for loan collateral' for loans meeting the collateral eligibility requirements but have not yet been used to cover any transactions.

Covered bonds under the Sterling monetary framework

The Bank of England (BoE) operates a rather stricter regime than the ECB in terms of eligible collateral within the Sterling Monetary Framework. The BoE defines three collateral sets, which are eligible to varying degree for its monetary operations: (1) level A collateral set, (2) level B collateral set, (3) level C collateral securities as well as level C *loan* collateral.

Within the Sterling monetary framework operations, covered bonds are only included within the Level B and Level C collateral securities sets, both of which are eligible for the following facilities: (1) Indexed Long-Term Repo OMOs, (2) Discount Window Facility, (3) Contingent Term Repo Facility as well as (4) the Funding for Lending Scheme.

The eligibility criteria for covered bond inclusion can be found below:

> FIGURE 6: BANK OF ENGLAND'S COVERED BOND ELIGIBILITY CRITERIA

	Level B	Level C Collateral Securities
Eligible currencies	GBP, EUR, USD, AUD, CAD, CHF, and SEK	
Geography	UK, French and German regulated Covered Bonds	UK, US and EEA covered bonds, including covered bonds backed by Export Credit Agency (ECA) guaranteed loans (subject to individual review)
Rating Requirements	Broadly equivalent to AAA	Broadly equivalent to A3/A- or higher
Minimum Size	At least £1bn or €1bn (depending on issue currency)	n/a
Own Name Covered Bonds	No	Yes
Underlying assets	UK or EEA prime residential mortgages, social housing loans or public sector debt	UK or EEA residential mortgages, or public sector debt, social housing loans, SME loans, commercial mortgages from the UK, the US, EEA. ECA guaranteed loans from the UK, the US and EEA

Source: Bank of England, HSBC

Rating references are only used to indicate the broad standards of credit quality that are expected by the Bank of England and are no longer prerequisites for eligibility. The BoE rather forms its own independent view of the risk in the collateral taken and only accepts collateral that it can value and where the risk can be effectively managed.

For the Level B collateral set, only a subset of the covered bond universe is eligible. The criteria are based on a combination of both credit quality (hence underlined by the AAA rating-equivalent requirement) and liquidity. For example, covered bonds from Nordic issuers, one of the core covered bond markets with an acknowledged safe haven status, are not included in the Level B Collateral Set. In the past, Spanish covered bonds that fulfilled the rating requirement were included but have been removed from the list of eligible assets. Meanwhile, under the current guidelines, even for some of the UK banks, their Euro covered bonds would mainly be eligible, given that many Sterling covered bonds fall below the minimum issue size threshold of GBP 1bn.

Covered bonds do not qualify for the Bank of England’s Level A collateral set which is restricted to Gilts (including gilt strips), Sterling Treasury bills, Bank of England securities, HM Government non-sterling marketable debt and Sterling, euro, US dollar and Canadian dollar-denominated securities (including associated strips) issued by the governments and central banks of Canada, France, Germany, the Netherlands and the US.

In 2011, bonds issued in domestic currency or in sterling, euro or US dollars from Australia, Austria, Belgium, Denmark, Finland, Italy, Japan, Luxembourg, New Zealand, Norway, Portugal, Slovenia, Spain, Sweden, and Switzerland, as well as supranational debt, were moved from the “narrow” (now called Level A) to the “wider” (now called Level B) collateral set and are therefore not eligible for short term repo operations. Thus, even some AAA countries such as Norway or Denmark are no longer eligible for short-term repos under the Level A collateral definition. These amendments were the result of a previous internal review by the BoE, reflecting a stronger focus on liquidity and credit risk.

> FIGURE 7: HAIRCUTS FOR VARIOUS COVERED BOND TYPES

	float.	<1 yr	1-3 yrs	3-5 yrs	5-10 yrs	10-20 yrs	20-30 yrs	>30 yrs
Covered bonds (backed by UK or EEA public sector debt, social housing loans or residential mortgages)	12	12	14	15	17	19	22	24
UK, EEA or US covered bonds (backed by SME loans or commercial mortgages)	25	25	27	28	30	32	35	37
UK, EEA or US covered bonds (backed by ECA guaranteed loans)	3	3	5	6	8	10	13	15

Source: HSBC

As mentioned above, the Bank of England conducts a number of different monetary policy and liquidity insurance operations. Figure 8 below shows the eligibility of different collateral sets for the various operations and facilities:

> FIGURE 8: ELIGIBILITY OF DIFFERENT COLLATERAL SETS FOR THE VARIOUS OPERATIONS AND FACILITIES

Sterling Monetary Framework operations & lending facilities	Level A	Level B	Level C
Real Time Gross Settlement	Yes	No	No
Operational Standing Facilities	Yes	No	No
Short-term Repo OMOs	Yes	No	No
Indexed Long-term Repo Operations	Yes	Yes	Yes
Discount-Window Facility	Yes	Yes	Yes
Contingent Term Repo Facility	Yes	Yes	Yes
Funding For Lending Scheme	Yes	Yes	Yes

Source: Bank of England, HSBC

Operational standing facilities

The Operational Standing Lending Facility provides a ceiling for the overnight interest rates through its overnight lending facility (against the Level A collateral set), which is usually set at 25bp above the Bank of England rate. The Operational Standing Deposit Facility is an unsecured overnight deposit with the central bank, which is currently set 25 bps below the Bank of England rate. This is designed to limit volatility in overnight interest rates by providing an arbitrage mechanism to prevent money market rates moving far from the bank rate and allowing participating banks to manage unexpected frictional payment shocks.

Short-term open market operations (OMOs)

Short-term Open Market Operations (OMOs) are designed to supply the quantity of reserves consistent with the aggregate target set by the banks for that maintenance period (the period over which compliance with reserve requirements is calculated) under the reserve averaging process. These operations have been suspended since March 2009 as a result of the BoE's asset purchase scheme (QE), so the supply of reserves is currently determined by the level of reserves. At the moment the BoE is operating a "floor system" where all reserves are remunerated at the Bank Rate.

Indexed long-term repo operations

Indexed long-term repo operations are provided by the Bank of England to provide indexed liquidity insurance without distorting banks' incentives for prudent liquidity management and to minimise the risk being taken onto the BoE's balance sheet. These operations are indexed to the bank rate, allowing counterparties to use the facility without having to take a view on the future path of the Bank rate (and also reducing the BoE's exposure to market risk). In these operations banks can borrow against three collateral sets: Levels A, B and C. Levels B and C include covered bonds meeting the aforementioned criteria. Level C securities must be delivered to the Bank in advance of the operation, and all loan collateral must be pre-positioned.

The BoE typically offers funds in long-term repo operations once a month. Since 2014 the term of all ILTR lending has been extended to six months.

The BoE does not provide a simple schedule of long-term operations, as is the case for the ECB. Instead it operates a unique auction design. Participants submit bids for a nominal amount of liquidity and a spread in basis points to the bank rate. Banks can submit separate bids against Level A collateral or against Level B and C collateral (where covered bonds are eligible). Multiple bids can be placed against any of the three collateral sets¹¹.

The auction then prices using a "uniform price" format, meaning all successful bidders (those bidding for liquidity at a higher price than the clearing spread) ultimately pay only the clearing spread.¹² The BoE specifies the clearing spreads for all the three collateral sets. Bids are ranked and accepted in descending order of the bid spread until the BoE's supply preferences have been met. Thus, when pledging covered bonds in the BoE's long-term indexed repo operations, the ultimate cost to a bank will depend on the spread set for the Levels B and collateral sets in the auction. Crucially, the auction is flexible as both the proportion of the total amount allocated to each collateral set as well as the total quantity of funds are based on the pattern of bids received. This determines the amount of liquidity, against which covered bonds can potentially be pledged. So, in this system the amount of liquidity on offer against the Level B and C collateral sets depends not only on demand for long-term repos on these assets but also on those in the Level A collateral set.

Discount window facility

The discount window is a bilateral facility used for emergency lending to an institution; providing liquidity insurance. It allows participants to borrow Gilts (or in extreme cases even cash) against a wider range of potentially

11 There is no restriction on the number of bids, the aggregate value of bids or the total value of bids received from a single participant.

12 The rationale here is to avoid participants basing their bids on assumptions about others' behaviour.

less liquid eligible collateral. It acts as a “liquidity upgrade of collateral”, hence, the wider range of eligible collateral. Fees are paid when the Gilts are returned to the BoE in return for the original assets. Drawings have a 30-day maturity and can be rolled for longer temporary liquidity needs.

Collateral, which can be pledged, encompasses all the collateral sets Level A, B and C. The fees charged for the discount window depend upon the type of collateral used and the proportion of eligible liabilities, which the lending would represent.

For lending provided in return for Gilts¹³ the fees (in basis points) for the different categories of collateral are set out below:

> FIGURE 9: OVERVIEW OF THE FEES FOR THE DIFFERENT CATEGORIES OF COLLATERAL

Fees (basis points)			
Collateral % of Eligible Liabilities	Level A	Level B	Level C
0-5%	25	50	75
5-15%	Marginal cost rises linearly with quantity borrowed		
>15%	Prices agreed bilaterally with the Bank of England		

Source: Bank of England, HSBC

Contingent term repo facility (CTRF)

The CTRF is a contingency liquidity facility that the BoE can activate in response to actual or prospective exceptional market-wide stress to undertake operations against the full range of eligible collateral (Levels A, B, C). This includes own-name covered bonds. Collateral is expected to be pre-positioned prior to an operation.

> FIGURE 10: SUMMARY OF THE BoE’S MONETARY OPERATIONS

	Operational Standing Facilities	Indexed Long-term Repo	Discount Window Facility (DWF)
What is the primary purpose of the operation?	Monetary policy implementation; Bilateral liquidity insurance to deal with frictional payment shocks	Liquidity insurance	Bilateral liquidity insurance
What is being borrowed?	Deposit facility: n/a Lending facility: sterling cash	Sterling cash	Gilts
Eligible Collateral	Deposit facility: n/a Lending facility: Level A	Level A, B and C	Level A, B and C
Fee	Deposit facility: 0% Lending facility: 0.5%	Auction determined uniform spread indexed to Bank Rate	Fee dependant on size of drawing and collateral delivered
Maturity	Overnight	6 months	30 days
Frequency	Available daily	Typically monthly	Available daily
Minimum bid/ offer amount	n/a	£5mln	n/a
Minimum bid/ offer increment	n/a	£1mln	n/a
Settlement date of the operation	T+0	T+2	T+0

Source: Bank of England, HSBC (as of June 2017)

13 In the event that cash is lent instead, then the fee is the indexed bank rate in addition to the fees shown in the Figure 9; though such fees can vary at the bank’s discretion.

Additional disclosure requirements for residential mortgage covered bonds

The Bank of England requires additional disclosure and transparency for RMBS and covered bonds backed by residential mortgages. The BoE requirements include anonymised loan level information for securities from these two asset classes. This must be provided for investors, potential investors and “certain other market professionals acting on their behalf.” The information must be provided on at least a quarterly basis and within one month of an interest payment date. Since December 2012, any covered bonds backed by mortgages which do not fulfil the criteria became ineligible for use in any of the Bank of England’s monetary policy operations¹⁴.

Loan-level reporting also includes “the requirement for credit bureau score data” to be made available. This needs to be provided within a three-month period of the transaction’s origination and must be updated on a quarterly basis to enhance comparability between the various providers.

IV. THE US: ELIGIBILITY CRITERIA FOR FEDERAL RESERVE OPERATIONS

The monetary policy operations of the Federal Reserve System work rather differently to those at the ECB or the Bank of England. The Federal Reserve Bank of New York implements monetary policy on behalf of the Federal Reserve System, as mandated by the Federal Open Market Committee (FOMC). Monetary policy is implemented through sales and purchases on the System Open Market Account (SOMA) at the Federal Reserve Bank of New York. This account is used both to maintain the overnight target rate for the federal funds rate (i.e. the US policy rate), as well as to undertake large scale asset purchase programmes decided upon by the FOMC. In particular, the three rounds of asset purchases (quantitative easing), the first consisting of Treasury securities, GSE debt and GSE-guaranteed MBS, the second solely of Treasuries and the third of agency MBSs, as well as the reinvestment of the coupons and principal payments received from the first round of QE, have all gone through this account. Currently, covered bonds are not eligible for any SOMA operations, which are restricted to US Treasury Bills, Notes and Bonds (including TIPS), Federal Agency securities¹⁵ and MBS guaranteed by Fannie Mae, Freddie Mac and Ginnie Mae; all of which must be denominated in USD. None of the additional operations put in place during the first stage of the financial crisis are currently still in place, meaning the only significant other monetary operation is the discount window.

Covered bonds and the discount window

Following the redemption of the last US covered bond in November 2016, only **AAA-rated German Jumbo Pfandbriefe** are eligible for the discount window. For the AAA requirement the lowest rating of S&P, Moody’s and Fitch is relevant.

“In general, the Federal Reserve seeks to value securities collateral at a fair market value estimate. Margins are applied to the Federal Reserve’s fair market value estimates and are designed to account for the volatility of the value of the pledged security over an estimated liquidation period. Securities are valued using prices supplied by external vendors. Securities for which a price is unavailable from the Federal Reserve’s external vendors will receive zero collateral value¹⁶.”

The haircuts applied to the various assets eligible for use in the discount window are outlined below. Notably the foreign currencies eligible for the discount window are AUD, CAD, CHF, DKK, EUR, GBP, JPY and SEK.

The haircuts applied to covered bonds in the discount window operations are not very high and only marginally higher than those for Treasuries. For example, for tenors of 5-10 years, USD-denominated Pfandbriefe are subject to a haircut of only 4%, the same as stripped Treasury notes, supranational paper or GSE bonds. Nonetheless, the eligibility criteria for foreign-issued covered bonds are very strict, including solely German Pfandbriefe. All other covered bonds effectively appear to be treated in the same manner as unsecured bank

¹⁴ With the exception of covered bonds already pledged within the Special Liquidity Scheme.

¹⁵ Fannie Mae, Freddie Mac and Federal Home Loan Bank.

¹⁶ Federal Reserve Collateral Guidelines as 26 March 2018.

debt, i.e. they are excluded from the discount window. Even other well-developed legislation-based covered bond types, such as Obligations Foncières or any of the various Nordic covered bonds have not been included.

> FIGURE 11: OVERVIEW OF THE MARGINS FOR SECURITIES

Asset Class	Asset Type	Margins for securities (by Maturity in yrs)				
		0-1	>1-3	>3-5	>5-10	>10
US Treasuries	Bills/Notes/Bonds/Floating Rate Notes/Inflation Indexed	1.0	1.0	2.0	3.0	5.0
	STRIPs	5.0				2.0
GSEs	Bills/Notes/Bonds	2.0	2.0	3.0	4.0	6.0
	Zero Coupon					
Foreign Government Agencies	AAA-BBB rated USD denominated	2.0	2.0	3.0	4.0	6.0
	AAA rated foreign denominated	6.0	6.0	7.0	7.0	9.0
Foreign Government, Foreign Government Guaranteed and Brady Bonds	AAA-A rated USD denominated	2.0	2.0	3.0	4.0	6.0
	BBB rated USD denominated	3.0	3.0	4.0	5.0	7.0
	AAA-BBB foreign denominated	6.0	6.0	7.0	7.0	9.0
Supranationals	Bills/Notes/Bonds USD denominated	2.0	2.0	3.0	4.0	6.0
	AAA rated foreign denominated	6.0	6.0	7.0	8.0	10.0
	Zero Coupon					
Corporate Bonds (Non-Financial)	AAA-A rated USD denominated	3.0	3.0	4.0	5.0	7.0
	BBB rated USD denominated	4.0	4.0	5.0	7.0	9.0
	AAA rated foreign denominated	8.0	8.0	9.0	10.0	14.0
German Jumbo Pfandbriefe	AAA rated USD denominated	2.0	2.0	3.0	4.0	6.0
	AAA rated foreign denominated	6.0	6.0	7.0	7.0	10.0
Asset Backed Securities	AAA-A rated	2.0	2.0	4.0	6.0	11.0
	BBB rated	3.0	6.0	7.0	8.0	12.0
	CDOs- AAA rated	13.0	13.0	15.0	23.0	36.0
	CLO- AAA rated	9.0	9.0	13.0	27.0	30.0
Agency Backed Mortgages	Pass-throughs					
	CMOs	2.0	2.0	3.0	4.0	6.0
	CMBs					

Source: Fed (applicable as of 1 August 2018), HSBC

There is also a separate schedule for the percentage margin applied to loans, a number of categories of which are also eligible for the discount window facility. A further stipulation from the Fed is that obligations of the pledging depository institution (or of an affiliate) are not eligible collateral, ruling out own-name covered bonds.

V. SWITZERLAND: ELIGIBILITY CRITERIA FOR SWISS NATIONAL BANK (SNB) OPERATIONS

SNB monetary policy operations

Under its monetary policy framework, the Swiss National Bank (SNB) sets normally a 100 bps target range for the 3-month Swiss Franc LIBOR rate, with SNB targeting the middle of this range. Repos are its preferred open market operation used to achieve this target. These are conducted in parts by auctions, which are typically held every day, either in the form of a volume tender (fixed rate tender, which is the norm) or by variable rate tender. The SNB can also conduct bilateral repo operations to affect money market operations during the course of the day. All these repo transactions must be 100% collateralised. The terms are set on a daily basis and the maturity of the operations may vary from one day to twelve months. Hence, the SNB does not have distinct long-term repo operations in the same manner as the ECB or the BoE. Furthermore, the SNB can issue

its own debt certificates (SNB Bills) as a means of absorbing liquidity through its money market operations when targeting the policy rate (or range). Such debt certificates can also be posted back to the SNB in the context of its repo operations (but cannot be used by banks to satisfy their minimum reserve requirements).

Under the SNB's typical volume tender, each counterparty offers for the amount of liquidity it is willing to provide for a given repo rate. If the total volume of offers exceeds the SNB's predetermined allotment volume, the SNB reduces the amounts offered proportionally. Each one of the counterparties receives the interest rate they bid. SNB Bill auctions are, as a rule, conducted in the form of a variable rate tender. Counterparties submit their offers comprising the amount of liquidity they are willing to provide and price at which they would do so. Counterparties can submit multiple bids, including at different interest rates. The SNB obtains liquidity from the participants that have made offers at or below the highest interest rate accepted by the SNB, paying the participants the interest rate stated in their offers.

In addition, the SNB provides standing facilities (a liquidity shortage facility and an intraday facility). For such facilities the SNB does not actively intervene in the market but rather "merely specifies the conditions at which counterparties can obtain liquidity¹⁷." Repo transactions within the context of standing facilities must cover at least 110% of the funds obtained. The remaining monetary policy operations used by the SNB are an intraday facility for banks, foreign exchange swaps with various central banks, as well as foreign exchange purchases (a means of intervening into foreign exchange markets affecting CHF). The SNB can also create, purchase or sell derivatives on receivables, securities, precious metals and currency pairs.

Covered bonds and other collateral eligible for SNB repo operations

For monetary policy operations the SNB has a standard collateral set which does not distinguish between collateral eligible for different operations. This is in line with the ECB but in contrast to the BoE policy. The SNB accepts a slightly wider set of collateral for its operations. In this sense, the SNB operates much more like the ECB than the Fed or BoE, with the latter restricting eligible assets of short-term monetary policy operations to only the highest-quality liquid government securities, with the exclusion of covered bonds.

Following the adoption of the Swiss Liquidity Ordinance which translates the LCR framework into Swiss law, the SNB has also redefined its collateral policy aligning it to the new liquidity provisions from 2015 onwards. The changes should ensure that all collateral eligible for SNB repos also fulfils the criteria for high-quality liquid assets (HQLA).

Only collateral included in the list of eligible collateral for SNB repos may be pledged in the repo transactions. In order to be eligible, the collateral assets must fulfil the following criteria:

- > be issued by central banks, public sector entities, international or supranational institutions and private sector entities
- > securities issued by financial institutions are generally not eligible. However, covered bonds issued by financial institutions are eligible, provided the issuer is not a domestic financial institution or its foreign subsidiary. Moreover, securities issued by Pfandbriefbank schweizerischer Hypothekarinstitute AG and Pfandbriefzentrale der schweizerischen Kantonalbanken AG are also eligible.
- > the issuer must be domiciled in Switzerland or in the European Economic Area (EEA), if the security is denominated in a foreign currency. Securities issued by international or supranational organisations may be admitted as eligible collateral even if the issuer is domiciled in a third country.
- > have a fixed principal amount with an unconditional redemption,
- > have a fixed rate, floating rate or zero coupon,

¹⁷ Guidelines of Swiss National Bank (SNB) on Monetary Policy Instruments.

- > have a minimum volume of CHF 100 mln for securities denominated in Swiss Francs or CHF 1 bn equivalent for securities denominated in foreign currencies,
- > be traded on a recognised exchange or a representative market in Switzerland or EEA member state with price data published on a regular basis; and
- > fulfil the country and issuer rating requirements (second-highest rating of the three rating agencies S&P, Moody's and Fitch is at least AA-/Aa3. If only one credit rating is available, this shall be used).
- > On 13 June 2019 the SNB announced that covered bonds with extendable maturities (i.e. soft-bullets) are eligible assets up to the original maturity date.

As such, covered bonds are eligible, as long as they are not issued by a domestic Swiss bank (or a subsidiary abroad) with the exception of the Swiss Pfandbrief institutions. The criteria for the various classes of eligible assets are further split between foreign and Swiss Franc denominated criteria:

> FIGURE 12: ELIGIBILITY CRITERIA FOR SWISS FRANC AND FOREIGN CURRENCY SECURITIES

	Currency of Issue	Min. Rating of Creditor's Country of Domicile	Min. Rating of Security	Minimum issue size	Additional Criteria
Swiss Franc Securities	CHF	AA-/Aa3*	AA-/Aa3**	100 CHF m	Securities of foreign issuers must be listed on SIX Swiss Exchange
Foreign Currency Securities	EUR, USD, GBP, DKK, SEK, NOK	AA-/Aa3* (and must be domiciled in Switzerland or an EEA member state)	AA-/Aa3**	EUR 1 bn USD 1 bn GBP 750 m DKK 7.5 bn SEK 10 bn NOK 10 bn	–

* Securities of supranational organisations may be eligible irrespective of rating of country of domicile.

** Based on the second-highest rating; if only one credit rating is available, this shall be used. For securities issued by public sector entities and the Swiss Pfandbrief institutions which do not have a securities rating, the issuer rating may be used instead. Swiss public authorities, Swiss Pfandbrief institutions, the central issuing office of Swiss municipalities and Swiss issuers with explicit guarantee from Swiss Confederation are excluded from this requirement.

Source: SNB, HSBC

All securities contained in the list of collateral eligible for SNB repos form part of the SNB GC Basket and fulfil the criteria for high-quality liquid assets (HQLA) as defined in the Liquidity Ordinance. Based on their characteristics, the securities in this collective basket are assigned to additional baskets. The L1 Basket contains Swiss franc and foreign currency securities issued by, as a rule, central banks, public sector entities and multilateral development banks. The L2A Basket contains all other securities from the SNB GC Basket. In addition, Swiss franc securities are pooled in an L1 CHF Basket and an L2A CHF Basket. As is the case with all central banks, the SNB can decide on a case-by-case basis which securities are eligible for its repo operations. Its rules explicitly state that it "may reject the inclusion of securities or withdraw securities that were previously included in the list, without providing any justification."

Own-name covered bonds

The SNB publicly states that it does not accept counterparties' own securities or "those issued by persons or companies which, directly or indirectly, hold at least 20% of the capital or the voting rights in a counterparty or, conversely, in which the counterparty holds such rights". Nonetheless it explicitly states that "this 20% rule does not apply to participations in Swiss Pfandbrief institutions". Although it is not explicitly stated in official documents, SNB officials confirmed to us that own-name covered bonds cannot be included within the boundaries set by the definition of eligible collateral.

VI. NORWAY: ELIGIBILITY CRITERIA FOR NORGES BANK OPERATIONS

Norges Bank monetary policy operations

The policy rate of Norges Bank is the sight deposit rate: the rate of interest banks receives on their overnight deposits (up to a quota) at Norges Bank. In October 2011, quotas were introduced defining the size of deposits banks could hold with Norges Bank on sight deposit rate terms. Banks' reserves with Norges Bank in excess of the quota were remunerated at a rate equal to the sight deposit rate minus 100bp, given banks a strong incentive to holding surplus reserves at the low reserve rate. Unlike other central banks, the key policy rate is not a target for overnight interest rates realised in money markets. Instead, the sight deposit rate forms a floor for very short-term money rates, whilst the overnight lending rate charged to banks for overnight loans (for "D-Loans", see below) is the other though less important interest rate, which forms a ceiling for very short-term money rates. This is typically set 100bp above the key policy rate. Norges Bank uses F-deposits (fixed-rate deposits) to remove unwanted liquidity from the system.

In terms of providing liquidity, Norges Bank provides intraday and overnight loans ("D-Loans"), which must be 100% collateralised. The bank also provides longer term liquidity through "F-loans" (fixed-rate loans), repurchase agreements and currency swaps. F-loans are ordinary fixed-rate loans with a given maturity provided against acceptable collateral "in the form of approved securities." The interest payable on such loans is determined by a multi-price ('American') auction. Just as in the case of the SNB, Norges Bank determines the total amount to be allotted in such an operation. Bids for the loans are ranked in decreasing order and allotments are made until the total amount is distributed, with all counterparties paying their respective bid price. Such loans also must be 100% collateralised.

Norges Bank has primarily granted "F-loans" to financial institutions rather than longer-term repo operations, following previously unsuccessful attempts to encourage the use of repo facilities in the past. F-loans are provided for a number of different maturities, much like the longer-term ECB-refinancing operations. Longer maturity F-loans were provided during the credit crunch.

The collateral set eligible for short-term "D-loans" at Norges Bank is identical to that for the longer-term "F-loans" as Norges Bank only uses one collateral set for all its operations. Its collateral rules group different securities into various liquidity categories, much like the ECB (see below for further details).

Covered bonds and other collateral eligible for Norges Bank repo operations

In order to be eligible as collateral, securities must be listed on Norges Bank's website and have to fulfil the following eligibility criteria:

Type and Jurisdiction

- > Bonds, notes and short-term paper issued from Norwegian and foreign issuers;
- > Securities issued outside the EEA may be accepted provided that Norges Bank has legal confirmation that there are no problems associated with the realising of the collateral;
- > Norwegian bond and money market funds (confined to investing in bonds, notes and short-term paper that are eligible under the current rules) are eligible as collateral provided that they are managed by a management company registered in Norway whose unit holdings are registered with the Norwegian Central Securities Depository (VPS) and that Norges Bank has access to price information from Oslo Børs Informasjon.
- > Securities must be registered either in the VPS or at Euroclear Bank or Clearstream Banking.

Credit rating

- > Securities issued by foreign issuers and bonds, notes and short-term paper issued by Norwegian private entities are subject to credit rating requirements.

- > Covered bonds issued under Norwegian law are exempt from the rating requirement if they are backed by domestic mortgage loans. For securities issued by Norwegian entities a credit rating of the issuer is sufficient.
- > Norges Bank accepts credit ratings from S&P, Fitch and Moody's whereby the second-best credit rating will apply if a security or issuer has more than one rating. The lowest acceptable credit rating for bonds with foreign issuers is A/A2, while the lowest acceptable credit rating for bonds issued by Norwegian issuers is BBB-/Baa3¹⁸.

Listing

Securities issued by private entities are subject to listing requirements.

- > Securities issued by private entities must be listed on a stock exchange or other market places approved by Norges Bank.
- > The listing requirement does not apply to notes and short-term paper.

Requirements relating to minimum volume outstanding

Securities issued by private entities are subject to requirements relating to minimum volume outstanding:

- > Securities in NOK must have a minimum outstanding volume of NOK 300 m, whilst securities in a foreign currency must have a minimum volume equivalent to EUR 100 m.
- > For securities other than Norwegian government bonds, a bank may not pledge more than 20% of the loan's outstanding volume to Norges Bank.

Currency restrictions

- > Securities shall be denominated in NOK, SEK, DKK, EUR, USD, GBP, JPY, AUD, NZD, CAD or CHF. For securities denominated in a currency other than NOK an additional haircut of 6% is applied.

Multilateral development banks, government-guaranteed and regional debt securities

Norges Bank may, subject to an assessment, exempt securities with irrevocable and unconditional government guarantees from the listing and minimum outstanding volume requirements.

ABS and other restrictions

- > Asset Backed Securities (ABS) must have a AAA credit rating from S&P, Fitch or Moody's at the time of collateralisation and must be assessed by Norges Bank as what are termed "true sale" ABSs and must not be secured on commercial property loans.
- > Only the most senior tranche will be accepted as collateral and the borrower cannot pledge more than 20% of the volume outstanding of any deal.
- > Unsecured securities issued by banks and other financial institutions, or unsecured bonds issued by companies where banks or other financial institutions indirectly or directly own more than a third are not eligible. Securities that are directly or indirectly linked to credit derivatives are not eligible as collateral. Nor will instruments such as convertible bonds, inflation-linked bonds, inverse floating rate bonds, FRN Caps or subordinated loans be eligible.

Own-name covered bonds

A bank may pledge covered bonds and ABS as collateral even if the securities are issued by the bank itself or by an entity that is part of the same corporate group as the bank. Own-name covered bonds are subject to an additional haircut of 5%.

¹⁸ The lowest acceptable credit rating for notes and short-term paper issued by foreign entities is A-1 from S&P or the equivalent rating from Fitch or Moody's, while the lowest acceptable credit rating for notes and short-term paper from Norwegian issuers is A-3 from S&P or the equivalent rating from Fitch or Moody's.

Haircuts

The haircuts applied to the market value of a security are set out by category below:

> FIGURE 13: NORGES BANK HAIRCUTS BY CATEGORY AND RESIDUAL MATURITY (% OF MARKET VALUE)

Liquidity Category	Liquidity Category I		Liquidity Category II		Liquidity Category III		Liquidity Category IV	
Eligible Collateral	<ul style="list-style-type: none"> > AAA rated Government Bonds > Money market and bond funds confined to investments in the above securities 		<ul style="list-style-type: none"> > Government bonds rated AA+ to A > Covered bonds rated AAA to AA- > Norwegian local government paper > Foreign local government paper rated A or better > 0% RW paper > Government-guaranteed paper > AAA rated corporates 		<ul style="list-style-type: none"> > Covered bonds rated A+ to A > Corporate bonds rated AA+ to A > Units in eligible money market and bond funds 		<ul style="list-style-type: none"> > Norwegian covered bonds rated A- or lower and unrated > Norwegian corporate bonds rated A- to BBB- 	
Maturity	Fixed	Floating	Fixed	Floating	Fixed	Floating	Fixed	Floating
0-1 year	1.0	1.0	3.0	3.0	4.0	4.0	8.0	8.0
1-3 years	3.0	1.0	5.0	4.0	6.0	5.0	11.0	10.0
3-7 years	5.0	1.0	7.0	5.0	10.0	7.0	17.0	14.0
7+ years	7.0	1.0	10.0	6.0	13.0	9.0	22.0	17.0

Source: HSBC, Norges Bank

Notes: Securities in foreign currencies are subject to a further 6% haircut, own-name covered bonds to a further 5% haircut. ABS are subject to a 15% haircut, regardless of maturity. Additional haircuts apply on securities registered in a foreign securities depository if no price information is available.

Access to Norges Bank lending facilities by covered bond mortgage companies

In a statement published in May 2013, Norges Bank argues that “covered bond mortgage companies should not be given general access to the central bank lending facility” since “the granting of liquidity loans is expressly restricted to commercial banks and savings banks.” It has to be noted however that “Norges Bank’s ability to extend liquidity support to financial institutions in extraordinary cases is not limited by whether the institution has ordinary access to the lending facilities.”

VII. AUSTRALIA: ELIGIBILITY CRITERIA FOR RESERVE BANK OF AUSTRALIA (RBA) OPERATIONS

The Reserve Bank of Australia (RBA) expresses its desired stance on monetary policy through an operating target for the cash rate, the money market rate on overnight interbank funds. The RBA targets this through its short-term open-market operations (“domestic market operations”). The same collateral set is also applicable to the longer-term operations provided.

When the RBA buys securities under repurchase agreement, it does so in two broad classes of securities: government-related securities and private securities. Since the mid-1990s, the RBA has gradually widened the range of highly-rated securities that it is prepared to accept in response to the decline in available government debt and taking into account the changing structure of financial markets.

Covered bonds and RBA eligible securities for reverse repos

In order to be considered as eligible by the RBA, all securities, including covered bonds, must fulfil the following criteria:

- > **Currency:** The security is denominated in Australian dollars and traded in Austraclear. The RBA will not accept securities that trade as Euro-entitlements.
- > **Rating:** The lowest credit rating assigned to a security or its issuer by Moody's, S&P and Fitch will be used to assess eligibility and eventual haircut. For covered bonds only, security ratings are considered as long as at least two ratings are available. Otherwise the minimum issuer ratings will be considered.
- > **Structured bonds:** "Highly structured" securities are not eligible.
- > **Own name bonds:** "Unless otherwise advised" securities issued by the bank itself or related entities are not eligible. A related party is deemed to be an institution that has a significant relationship to the credit quality of the security, including members of the same group and where one entity owns more than 15% of another. The list of eligible securities denotes the related parties for specific securities or programmes. This 'related party exemption' also applies to covered bonds and, as such, "own name covered bonds" are not eligible for RBA repo operations.

The current set of eligible securities and the respective minimum rating requirements are given below:

> FIGURE 14: ELIGIBLE SECURITIES AND MINIMUM RATING REQUIREMENTS

	Minimum Rating
General Collateral	
Australian Government Securities	no minimum rating required
Semi-governments Securities	no minimum rating required
Issues by Supranationals and Foreign Governments	AAA*
Securities with an Australian Government Guarantee	no minimum rating required
Securities with a Foreign Sovereign Government Guarantee	AAA*
Private Securities	
Securities (including Covered Bonds) issued by authorised deposit-taking institutions (ADIs)	
Residual maturity of 1Y or less	Any public rating
Residual maturity > 1Y	BBB-
Asset Backed Securities	A-1 or AAA
Other securities	A-1 or AAA

* Minimum rating requirement waived for securities issued and/or guaranteed by the New Zealand government

Source: RBA, HSBC in June 2018

These include covered bonds denominated in AUD which have to be issued in the Kangaroo market (i.e. onshore) to be eligible for Repo transactions with the RBA. The RBA is willing to accept "other AAA assets" which include covered bonds, as well as senior unsecured bank debt as long as it is rated AAA and denominated in AUD. The RBA accepts both legislative and structured covered bonds. As is the case with all central banks, the RBA retains the right to reject any particular security or securities from any issuer and specifically states that it will not accept "highly structured" securities. This does not apply to covered bonds, but to CDOs or similar structures.

Figure 15 below shows the margin ratios used by the RBA to discount the market value of securities purchased under reverse repos. They are applied according to the following formula:

$$\text{purchase price} = \text{market value} / (1 + \text{margin} / 100)$$

> FIGURE 15: MARGIN RATIOS OF SECURITIES PURCHASED UNDER REVERSE REPOS

	Minimum Rating	Margins			
		0-1 years	1-5 years	5-10 years	>10 years
Government-related Securities					
Australian Government Securities	n/a	1	2	2	2
Semi-Government Securities	n/a	1	2	2	2
Securities Issued by Supranationals & Foreign Governments	AAA	2	3	4	4
Securities with an Australian Government Guarantee	n/a	2	3	4	4
Securities with a Foreign Government Guarantee	AAA	2	3	4	4
Private Securities					
ADI-issued Securities including Australian Covered Bonds	AAA	6	7	8	10
	AA-	10	12	14	16
	A-	12	14	16	18
	BBB-	18	22	26	30
	Public credit rating	24	n/a	n/a	n/a
Asset-backed Securities					
> Standard	A-1 or AAA	10-15	10-15	10-15	10-15
> Other	A-1 or AAA	15-20	15-20	15-20	15-20
Other Private Securities	A-1 or AAA	6	7	8	10

Source: RBA, HSBC in June 2018

An additional 3% haircut may apply to asset-backed securities if no market price is available.

VIII. NEW ZEALAND: ELIGIBILITY CRITERIA FOR RESERVE BANK OF NEW ZEALAND (RBNZ) OPERATIONS

RBNZ monetary policy operations

Since March 1999 the RBNZ has implemented monetary policy by setting the Official Cash Rate (OCR), which is reviewed eight times a year. The monetary operations of New Zealand are composed of (a) Liquidity Operations, (b) Standing Facilities and (c) Other Domestic Operations. The Open Market Operations (OMO) of the Reserve Bank of New Zealand (RBNZ), including *overnight repo transactions* and issuance of RBNZ bills (to remove unwanted liquidity) fall within the "Liquidity Operations", as do FX Swaps and Basis Swaps operations. The Standing facilities are made up of the Overnight Reverse Repo Facility and a Bond Lending Facility. Finally, "Other Domestic Operations" consist of the repurchase or swapping of New Zealand government securities.

The following securities are eligible for the RBNZ's overnight repo transactions within the Liquidity Operations and the Bond Lending Facilities (part of the Standing facilities):

- > New Zealand Government Treasury bills;
- > New Zealand Government bonds;
- > New Zealand Government inflation-indexed bonds; and
- > Other (non-New Zealand Government) Securities as approved by the RBNZ.

Covered bonds fall within this final definition, as long as they comply with the eligibility criteria. These are set out in the section below. Covered bonds are not eligible for other RBNZ monetary operations. The eligibility of securities for the 'Overnight Reverse Repo' under the RBNZ Standing Facilities is restricted solely to New Zealand Government bonds, Treasury bills and RBNZ bills. For the "Other Domestic Operations", the RBNZ from

time to time offers to either repurchase and/or swap New Zealand Government securities. Purchases may be for the RBNZ's own account or on behalf of the Crown.

Covered bond eligibility for RBNZ operations

As explained above, covered bonds are eligible for the RBNZ's overnight repo transactions within the Liquidity Operations and the Bond Lending Facilities, as long as they fit the following criteria:

Rating

- > Issues are rated AAA by at least two acceptable rating agencies. In case of more than two issue ratings, at least two agencies must rate the issue AAA, and no rating should be lower than AA+.
- > The issuer has a credit rating from at least two acceptable rating agencies.

Cover pool

- > The cover pool must be comprised of New Zealand originated first registered mortgages on New Zealand residential properties.
- > The mortgage collateral is owned by a special purpose vehicle (SPV) that is bankruptcy remote from the originator.
- > The loan-to-value ratio for each individual mortgage does not exceed 80%.
- > Mortgages with loan to value ratios that exceed the 80% level will be removed from the cover pool and replaced with qualifying mortgages.
- > Only loans that are performing have been included in the pool (non-performing loans are defined as those that are 90 days or more past due).
- > "Asset monitors" independent from the trustee and the originator verify calculations relating to asset coverage tests and any other key ratios and provide these, and any other relevant reports, to the RBNZ on a regular basis.

Price sources

- > Covered bond pricing is available on at least 80% of days via the NZFMA's NZ Credit Market Daily Pricing Service. Pricing is available at all month-ends.

Currency

- > Issues are denominated in New Zealand dollars (NZD) only.

Settlement

- > Covered bonds are lodged and settled in NZClear. Eligibility criteria for lodgement into NZClear include having a suitable registrar and paying agent.

Own-name bonds

- > Covered bonds are repo-eligible on a two-name basis only, thus removing the possibility of issuers posting 'own-name' covered bonds to the RBNZ.

Of course, as is the case for all central banks, the RBNZ reserves the right to refuse an asset for any reason and is not required to disclose such reasons. In particular, "it should be noted that if the credit rating of the issue falls below the Reserve Bank's threshold, then the issue will cease to be eligible in the Reserve Banks' operations."

Thus, the RBNZ applies relatively strict criteria in setting eligibility for covered bonds, in particular, the requirement that the cover pool can only comprise New Zealand originated first registered mortgages on New Zealand residential properties currently restricts the use of the repo facility to covered bonds issued by domestic banks (or New Zealand subsidiaries of foreign banks using domestic loans). Nonetheless, if a foreign issuer were to

have eligible loans in the pool (and fulfil all the other criteria), their covered bonds could also be eligible. Covered bonds are also subject to the strict requirement of being NZD-denominated, consistently with the rules for all other securities; even bonds issued or guaranteed by foreign governments must be NZD-denominated. Therefore, US Treasuries or Bunds in their domestic currencies would technically not be eligible for the RBNZ's operations.

The full haircuts matrix can be found below. It shows that NZD Covered bonds receive relatively benign haircuts, in line with two-name basis NZD-denominated RMBS, but significantly better than single-name RMBS. Ultimately, the eligibility criteria for repo are strict but eligible covered bonds receive a highly favourable treatment.

> FIGURE 16: HAIRCUT MATRIX

Eligible Security	Minimum Rating	Haircut		
		0 ≤ 1 yr	1 – 5 yrs	≥ 5 yrs
NZ Government & RBNZ				
Treasury Bills	AA+	1%	2%	3%
Bonds				
Inflation-linked Bonds				
RBNZ Bills	n/a	1%	2%	n/a
Acceptable Kauri issues (NZD)				
Liquidity Category 1 Country*	AAA	3%	4%	5%
	AA- to AA+	6%	7%	8%
Liquidity Category 2 Country**	AAA	4%	5%	6%
	AA- to AA+	7%	8%	9%
Bank Securities (NZD)				
Bank bonds – NZ Registered Banks only	AAA	5%	6%	8%
	AA- to AA+	8%	9%	10%
	A- to A+	10%	12%	15%
	BBB- to BBB+	15%	17%	20%
NZ Registered Bank RCD's	A-1 and above	10%	n/a	n/a
	A-2	20%	n/a	n/a
Local Authorities (NZD)				
Bonds	AAA	3%	4%	5%
	AA- to AA+	6%	7%	8%
	A- to A+	10%	12%	15%
	BBB- to BBB+	15%	17%	20%
CP	A-1 and above	6%	n/a	n/a
	A-2	15%	n/a	n/a
State-Owned Enterprises (NZD)				
Bonds	AAA	5%	6%	8%
	AA- to AA+	8%	9%	10%
	A- to A+	10%	12%	15%
	BBB- to BBB+	15%	17%	20%
CP	A-1 and above	10%	n/a	n/a
	A-2	20%	n/a	n/a

Eligible Security	Minimum Rating	Haircut		
		0 ≤ 1 yr	1 – 5 yrs	≥ 5 yrs
Corporate Securities (NZD)				
Bonds	AAA	5%	6%	8%
	AA- to AA+	8%	9%	10%
	A- to A+	10%	12%	15%
	BBB- to BBB+	15%	17%	20%
CP	A-1 and above	10%	n/a	n/a
	A-2	20%	n/a	n/a
Securities issued/guaranteed by Foreign governments				
NZD Denominated	AA+	6%	7%	8%
	A-1+			

Source: RBNZ, HSBC

* Liquidity Category 1: Austria, Australia, Belgium, Canada, Denmark, Finland, France, Germany, Italy, Japan, Luxembourg, Netherlands, Norway, Singapore, Sweden, Switzerland, United Kingdom and United States;

** Liquidity Category 2: Czech Republic, Hong Kong, Ireland, Malta, Spain, South Korea.

> FIGURE 17: HAIRCUT MATRIX

Eligible Security	Minimum Rating	Haircut	
		< 3 years	≥ 3 years
Asset Backed Securities (NZD)			
Bonds	AAA	10%	15%
CP	A-1+	10%	n/a
RMBS (NZD; on a single name basis)			
Bonds	AAA/A-1+	19%	19%
CP			
RMBS (NZD; on a two name basis)			
Bonds	AAA/A-1+	5%	8%
CP			
Covered Bonds (NZD)			
Bonds	AAA	5%	8%

Source: RBNZ, HSBC

IX. CANADA: ELIGIBILITY CRITERIA FOR BANK OF CANADA MARKET OPERATIONS

The Bank of Canada uses a number of permanent facilities to conduct market operations:

- > **OR/ORR:** The Bank conducts Overnight Repo (OR) and Overnight Reverse Repo (ORR) transactions to implement its monetary policy framework in the Large Value Transfer System (LVTS) environment. ORs and ORRs are used to reinforce the target overnight rate at the mid-point of the operating band. **Overnight Standing Repo Facility:** The Bank makes this standing facility available to Primary Dealers on an overnight basis at the upper limit of the operating band (Bank Rate).
- > **Term Repo for Balance Sheet Management Purposes:** The Bank may acquire assets temporarily in the secondary market to manage short-term changes in the Bank's balance sheet, which is typically due to seasonal fluctuations in the demand for bank notes.

- > **Securities-Lending Program:** The Bank supports the liquidity of Government of Canada securities by providing a secondary and temporary source of securities to the market through a tender process for a term of one business day.
- > **Standing Liquidity Facility:** The Bank of Canada provides Large Value Transfer System (LVTS) advances, which are collateralised overnight loans to direct participants in the LVTS. The same assets eligible for the Bank's Standing Liquidity Facility (SLF) are also eligible to obtain intraday liquidity for participants in the LVTS.
- > **Bank of Canada Margin Call Practice for Domestic Market Operations:** For transactions outstanding against securities purchased or sold under a term purchase and resale agreement, the Bank values the securities daily, and compares that value to the contract valuation in order to ensure the Bank is adequately protected. The Bank may initiate a margin call, requesting the counterparty to deliver additional securities to cover any shortfall.

The Bank of Canada provides access to liquidity through its Standing Liquidity Facility (SLF), to institutions participating directly in the Large Value Transfer System (LVTS). Under the provisions of the Bank of Canada Act, the Bank's LVTS advances (the overdraft loans) are required to be made on a secured basis. The collateral used to secure these loans must be acceptable to the Bank of Canada, and an appropriate margin is applied. Notwithstanding the eligibility criteria listed below, the Bank of Canada retains the right of refusal for any asset or programme.

In December 2012, the Bank of Canada added Canadian covered bonds as eligible assets to the list of collateral that can be pledged under its Standing Liquidity Facility. The covered bonds have to fulfil the following criteria and conditions:

- > Only covered bonds from programmes that are registered with the Covered Bond Registrar (CMHC) and are compliant with the federal legislative framework for covered bonds are eligible, i.e. Canadian Registered Covered Bonds.
- > The *issuer* must have a minimum of two credit ratings from two major credit rating agencies, the second highest of which is at least A(low) by DBRS, A- by Fitch or S&P, or A3 by Moody's.
- > Eligibility is restricted to covered bonds denominated in Canadian Dollars. This requirement is not limited to covered bonds but is applicable to all asset classes with the exception of US Treasuries denominated in US dollars.
- > Covered bonds are subject to a 5% issuer concentration limit.
- > No more than 20% of an institution's pledged collateral may be comprised of municipal government or private sector securities including covered bonds. Securities issued by other LVTS participants (also including covered bonds) are subject to a 10% limit.
- > Banks cannot submit their own covered bonds as collateral.
- > Haircuts will be based on the second-highest issuer credit rating.

> FIGURE 18: HAIRCUTS FOR VARIOUS ASSET CLASSES AND MATURITY BRACKETS

Collateral type	up to 3 months	>3-12 months	>1-3 years	>3-5 years	>5-10 years	>10-35 years	>35 years
Securities issued by the Government of Canada	0.25%	0.5%	1.0%	1.5%	2.0%	3.0%	3.5%
Government of Canada – stripped coupons and residuals	0.25%	0.5%	1.0%	1.5%	2.0%	4.0%	11.5%
Securities guaranteed by the Government of Canada (excl. NHA mortgage-backed securities)	0.5%	1.0%	1.5%	2.0%	2.5%	4.0%	4.5%
NHA mortgage-backed securities	1.5%	2.0%	2.5%	3.0%	3.5%	5.0%	5.5%
Government of Canada guaranteed – stripped coupons and residuals	0.5%	1.0%	1.5%	2.5%	4.0%	5.5%	13.0%
Securities issued by a provincial government	1.0%	1.5%	2.0%	2.5%	3.0%	4.0%	6.0%
Provincial government – stripped coupons and residuals	1.0%	1.5%	2.0%	3.0%	4.5%	6.0%	17.0%
Securities guaranteed by a provincial government	1.0%	2.0%	2.5%	3.0%	3.5%	4.5%	6.5%
Provincial government guaranteed – stripped coupons and residuals	1.0%	2.0%	2.5%	3.5%	5.0%	6.5%	17.5%
Securities issued by a municipal government	1.25	2.5%	3.0%	3.5%	4.0%	5.0%	7.0%
Bankers' acceptances, promissory notes, commercial paper, including those of foreign	1.5%	3.0%	–	–	–	–	–
Term Asset-backed securities	3.75%	7.5%	8.0%	9.0%	12.0%	15.0%	17.0%
Asset-backed CP	3.75%	7.5%	–	–	–	–	–
Covered bonds	2.0%	3.0%	3.5%	4.0%	6.5%	8.5%	9.0%
Corporate and foreign-issuer bonds	2.0%	3.0%	3.5%	4.0%	6.5%	8.5%	9.0%
Securities issued by the US Treasury*	1.0%	1.0%	1.0%	1.5%	3.0%	5.0%	–

Source: Bank of Canada, HSBC

Notes: Non-mortgage loan portfolio: The Bank will provide a collateral-to-portfolio value of 60%; i.e. 60% of the reported value of the loan portfolio, implying a haircut of 40%.

* An additional 4% will be added to the margin requirements for securities issued by the US Treasury to account for foreign exchange risk.

X. DENMARK: ELIGIBILITY CRITERIA FOR DANMARKS NATIONALBANK

Eligible counterparties can pledge securities as collateral which comprises of securities issued or guaranteed by the Kingdom of Denmark, bonds issued by KommuneKredit as well as the Danish covered bonds. Moreover, bonds issued by Føroya Landstýri (the government of the Faroe Islands) also qualify. The securities must be registered with VP Securities and traded at NASDAQ OMX Copenhagen. The securities must be denominated in DKK or EUR, in the latter case an additional exchange-rate haircut of 3% is deducted. At the request of the account holders and subject to specific assessment, Danmarks Nationalbank may also include other assets in the collateral basis for credit facilities in DKK.

The collateral value of the securities is calculated on the basis of their official price on NASDAQ OMX Copenhagen on the preceding day, including accrued interest, less a securities-specific valuation haircut. If an asset

has not been traded on the previous banking days, a theoretical price set by Danmarks Nationalbank is used for the calculation of its collateral value.

The haircut applied by Danmarks Nationalbank for eligible securities depends on the liquidity category and the remaining maturity:

- > **Category 1:** Securities issued by the Kingdom of Denmark
- > **Category 2:** ROs, SDOs and SDROs with a circulating volume of more than 1 billion euro or the equivalent value in Danish kroner. The bonds must also be comprised by a price-quoting system approved by Danmarks Nationalbank for this purpose and have at least three price quotes
- > **Category 3:** Other ROs, SDOs and SDROs, as well as bonds guaranteed by the Kingdom of Denmark and bonds issued by KommuneKredit
- > **Category 4:** Bonds issued by the government of the Faroe Islands.

> FIGURE 19: HAIRCUTS FOR ELIGIBLE SECURITIES WITH FIXED OR VARIABLE COUPON RATE*

Remaining maturity	Category 1	Category 2	Category 3	Category 4
0-1 year	0.5%	1.0%	1.0%	6.5%
1-3 years	1.0%	1.5%	2.0%	8.5%
3-5 years	1.5%	2.5%	3.0%	11.0%
5-7 years	2.0%	3.5%	4.5%	12.5%
7-10 years	3.0%	4.5%	6.0%	14.0%
> 10 years	5.0%	8.0%	9.0%	17.0%

Source: Danmarks Nationalbank, HSBC

* When a theoretical price is used, an additional haircut of 5% is deducted for all types of securities, except for securities issued by the Kingdom of Denmark. An exchange-rate haircut of 3% is deducted when securities in euro are pledged as collateral for credit facilities in DKK.

XI. COVERED BONDS AND REPOS: CONCLUSION

The comparison of the various treatments of covered bonds by some of the major central banks underlines the special status of covered bonds. In our opinion, this is driven by the macro-economic benefits of covered bonds through the provision of cheap residential (and commercial) mortgages and by giving banks a stable and relatively low-cost additional funding channel. However, there is no uniform approach and stances towards covered bonds by the various central banks differ considerably. Broadly speaking, covered bonds receive more favourable treatment in those countries where they play a more pivotal role in the funding of the domestic banking sector. This applies primarily in terms of eligibility of covered bonds as collateral for repo operations, but also in terms of the haircuts.

2.4 COVERED BONDS VS. OTHER ASSET CLASSES

By Florian Eichert, Crédit Agricole CIB & Chairman of the ECBC Statistics & Data Working Group,
Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group and Sebastian von Koss, HSBC

I. INTRODUCTION

In the past, a traditional ranking based on spreads would have always had sovereign bonds trade the tightest followed by sub-sovereigns and agencies, and then covered bonds followed by senior unsecured debt. However, with the financial crisis and the subsequent sovereign debt crisis as well as the quantitative easing (QE) programmes by the Eurosystem since 2014, this ranking as well as the spread differences between these products have been profoundly shaken up.

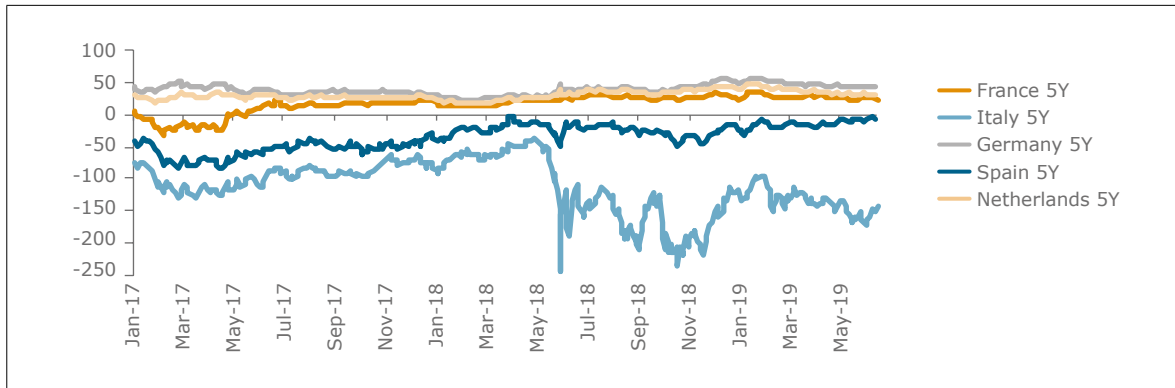
Instead of trading with a significant pick-up compared to the respective sovereign, covered bonds in a number of countries have evolved to be the tightest product, in the case of Italy trading between 100-200bp inside their respective sovereign debt. Senior unsecured debt on the other hand widened to levels vs. covered bonds well in excess of their pre-crisis levels only to come back to trade exceptionally close to covered bonds as investors viewed the emergence of non-preferred senior debt as additional protection while at the same time reducing preferred senior issuance flow from a substantial river to a tiny stream.

In this article we will take a look at how spreads have evolved between these products. We will assess what the rationale is for the differences and show how investors deal with the situation and why they buy at the levels they buy.

II. SPREAD OVERVIEW COVERED BONDS VS. SOVEREIGN DEBT AND SENIOR UNSECURED

Since 2014, spreads between covered bonds and sovereign / agency / supra debt have been driven to a large extent by the QE programmes and more generally the monetary policy stance of the Eurosystem. When the first round of QE started in October 2014 the European Central Bank (ECB) only included covered bonds and ABS in the scope of eligible purchases. This led to a substantial tightening of spreads between covered bonds and public sector debt up until mid-January. When the Eurosystem finally announced the expansion of QE to public sector debt, the differences widened again. Early in 2018 spread differentials to sovereign debt and SSA markets had reached a turning point. With Pfandbriefe trading at levels vs swaps as low as MS-30bp as well as inside KfW, bank treasuries started to sell covered bonds to move into SSA debt. And when the Eurosystem then started reducing its orders in new issues from 50% to first 40% and then from April to 30%, covered bond spreads started a widening trend that only came to an end early 2019. At the same time, a changing outlook for monetary policy as well as uncertainty around the global growth led to a flight to quality, which pushed core sovereign bond yields to all time lows and swap spreads significantly wider. Despite covered bonds staging a recovery from mid-January thus testing their limits vs swaps, spreads vs core sovereign debt have remained high. In peripheral countries we have had Spanish covered bonds flirting with positive spreads vs Bonos as spreads for the latter have been pulled lower by lower Bund yields as well as a hunger for carry trades, a substantial spread widening in Italian sovereign debt has led to OBG spreads consistently trading up to 200bp inside BTPs.

> FIGURE 1: AVERAGE ASSET SWAP SPREADS 10Y SPANISH COVERED AND SOVEREIGN BONDS BP



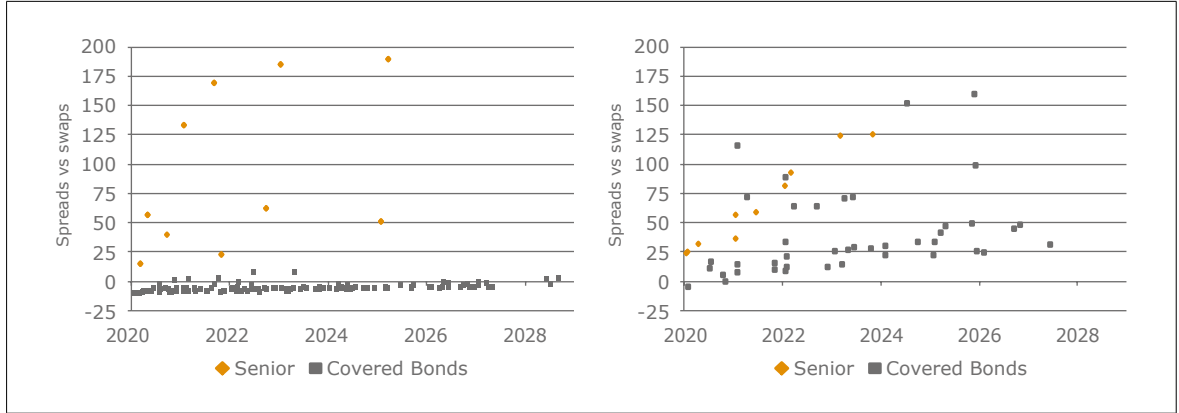
Sources: Bloomberg, Crédit Agricole CIB

Bank treasuries generally have a broad range of funding channels available including deposits, covered bonds, securitisation and unsecured funding. All of these various funding tools have their pros and cons from an issuer perspective. Senior unsecured funding is probably the most flexible form as it does not restrict the composition of the asset side. Covered bonds on the other hand require the issuers to maintain a cover pool of high quality assets backing the bonds. Moreover, regulatory rules and rating agencies often require that the mismatch between the cover assets and outstanding covered bonds is limited and that the covered bond issuer holds a certain amount of overcollateralisation (OC). In particular the rating agencies often demand high OC level going well beyond the legal requirements.

From an investor perspective, the secured character of covered bonds combined with their favourable regulatory treatment (low risk weights, exemption from bail-in under BRRD, LCR-eligibility, etc.) make them an attractive investment usually reflected in significantly lower spread levels than senior unsecured debt.

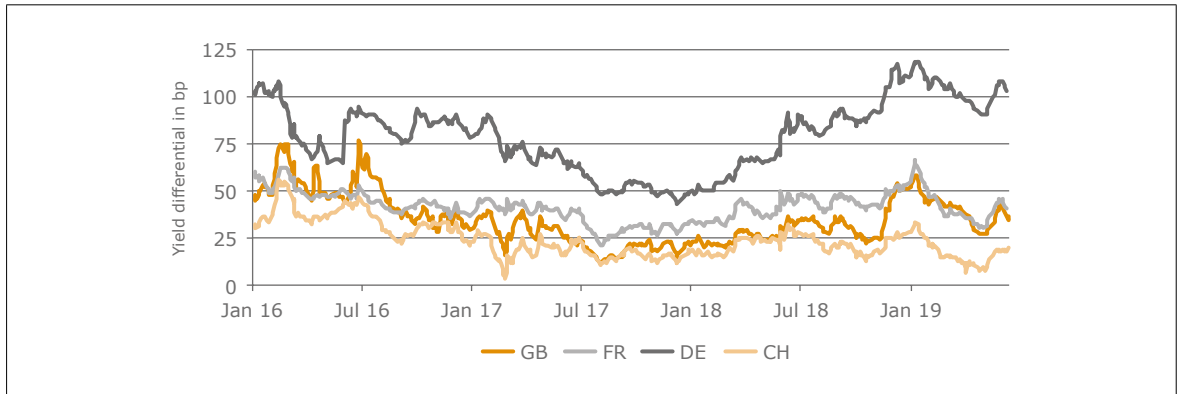
Over the last few years the spread differentials between senior unsecured bank debt and covered bonds generally remained relatively low. It seemed that, in the current compressed yield environment, investors in search of yield are inclined to accept the higher risk of unsecured paper in return for a few more basis points; this is particularly true for shorter-dated senior unsecured paper and for bonds issued by strong institutions, where the downside risks are often regarded as being smaller. Figures 2A and 2B show that at the longer end of the curve the risk premium for senior unsecured bonds over covered bonds is significantly higher than in the case of shorter maturities. This is particularly true in case of bail-in-able senior non-preferred debt where we have seen some significant spread widening since the introduction of this new asset class. Figure 3 show the long term trend for some core and non-Eurozone market segments. The spread widening of the German index is due to the fact that outstanding German senior unsecured bonds became senior non-preferred bonds by law (see below for more details). This is also the reason for the relatively high senior unsecured spreads of German issuers in chart 2A. In General, the yield differentials between both asset classes tend to be higher as well as more volatile when the market is in risk-off mode, while the differentials tightened significantly during times of risk-on mode.

> FIGURE 2A & 2B: SENIOR UNSECURED VS COVERED BOND SPREADS FOR GERMAN (LEFT) AND ITALIAN (RIGHT) BONDS



Source: Bloomberg, HSBC (as of 19 June 2019)

> FIGURE 3: SENIOR UNSECURED MINUS COVERED BOND YIELDS BY COUNTRY



Source: Bloomberg, HSBC

From an issuers perspective the choice between the various funding instruments has become more complex and is no longer simply a function of lower funding costs. In the world of TLAC (Total Loss-Absorbing Capacity) and MREL (Minimum Requirement for Own Funds and Eligible Liabilities), bank treasuries have to ensure a minimum level of bail-in-able debt, which could be achieved by issuing senior unsecured debt. Many EU banks issue senior non-preferred debt to fulfil the requirements for bail-in-able debt. Moreover, covered bonds limit the issuer's flexibility regarding the underlying cover assets and cause higher administrative costs (e.g. hedging, additional ratings, cover pool administrator) compared to senior unsecured bonds. If the spread between both asset classes is lower than the difference in administrative costs and the costs for the reduced flexibility, then it is often more attractive to issue senior unsecured debt. This holds even more true if an issuer needs to raise the amount of bail-in-able liabilities.

The observed generally low spread differentials between covered bonds and senior unsecured bonds are in stark contrast to the regulatory developments over the last few years. Covered bonds are exempted from bail-in under the Bank Recovery and Resolution Directive (BRRD) which is also reflected in the new more covered bond-friendly rating methodologies of the major rating agencies (see separate section below). However, we believe these factors continue to have only a limited impact on spreads, as technicals (supply volumes, abso-

lute yield levels and central bank policies) will remain the dominant spread drivers. Moreover, even with BRRD and Single Resolution Mechanism (SRM) in place, many senior unsecured investors still view it as unlikely that there will be a senior bail-in of large, systemically important institutions, especially since many issuers are in the process of building up a buffer of senior non-preferred bonds, making a bail-in of senior preferred bonds less likely. The senior unsecured ratings of many covered bond issuers have already been upgraded due to the build-up of bail-in-able securities.

III. WHICH FUNDAMENTAL FACTORS DRIVE COVERED BONDS VS. SENIOR UNSECURED?

Comparing covered bonds and senior unsecured bank debt is ultimately a choice of where to invest within a bank's capital structure. Both asset classes are senior bank liabilities. Senior unsecured debt is structurally subordinate to covered bonds due to covered bond holders' preferential claim on the cover pool, on which senior unsecured creditors have a claim on only after covered bond holders and other preferred creditors have been fully repaid.

The relative value between both asset classes is driven by various aspects:

- > **Probability of default:** Covered bonds are structured to survive an issuer event of default and not to accelerate automatically. As a result, the *conditional* probability of default (PD) of a covered bond (i.e. probability of payment interruptions on the covered bonds post issuer default) should typically be lower than the senior unsecured PD, which represents the cap for the covered bond PD. The strength of the covered bond framework plays a major role here. This includes provisions for an effective segregation of cover assets and privileged derivatives in an insolvency scenario as well as (structural) features to mitigate liquidity risks such as liquidity buffers or different repayment structures. The introduction of senior non-preferred debt in many European countries has created an additional buffer for senior preferred debt, reducing the PD of such instruments.
- > **Recovery rate:** Different recovery rates are a major determinant between covered bonds and senior unsecured paper. In a default scenario, covered bond holders benefit from the double recourse to both the cover pool and to the issuing bank, ranking *pari-passu* with senior unsecured investors should the cover pool be insufficient for a full recovery. Senior secured issuance structurally subordinates senior unsecured creditors, reducing their recovery expectations. Both the overcollateralisation (OC) level and the quality of the collateral are decisive factors for the expected recovery of a covered bond relative to senior unsecured bonds. As normally only high quality assets are included in the cover pool and the sometimes very high level of OC reduce both the quantity and the quality of the assets (directly) available to senior unsecured bondholders.
- > **Bail-in risk:** Systemic support has been the main determinant for the very low default rates on senior unsecured bonds despite a number of bank failures that occurred during the financial crisis. However, bail-in risk has become a new factor to the relative value equation. While covered bonds have been generally exempted from bail-in under the European bank resolution framework (with the exception of any under-collateralised part), senior unsecured creditors can be subject to bail-in under the Bank Recovery and Resolution Directive (BRRD) before resolution funds are tapped or taxpayer money is injected. However, as mentioned above, senior non-preferred bonds are subordinated to the traditional senior unsecured debt. This new asset class reduces the bail-in risk for senior preferred unsecured investors.
- > **Regulatory treatment:** Covered bonds are treated favourably to senior unsecured paper in a number of regulatory frameworks, such as the Capital Requirements Regulation (CRR) where lower risk-weights are assigned to covered bonds, the liquidity coverage framework where senior unsecured paper are not eligible while most covered bonds qualify as either Level 1B, 2A or 2B, and Solvency II where covered bonds benefit from lower risk factors or the UCITS Directive allowing for higher investment limits in covered bonds. Unfavourable regulatory treatment can either exclude certain investor groups or lead to

higher spreads being demanded as compensation for additional cost of holding senior debt compared to covered bonds.

- > **Central bank repo eligibility and haircuts:** For bank investors, central bank repo eligibility is an important factor when structuring their liquidity portfolios. If eligible, central banks apply higher haircuts to senior unsecured bank paper than covered bonds. Higher haircuts increase banks' funding costs as the haircut part of the bond posted as collateral needs to be funded using alternative sources.
- > **Rating stability and differential:** Rating agencies used to link their rating on covered bonds to the issuer/senior unsecured rating. The senior unsecured rating was the floor for the covered bond rating, with the uplift depending on asset-liability mismatches, recovery rates, and legal and structural aspects. In light of the new BRRD, all major rating agencies developed new frameworks at least partly decoupling covered bond ratings from the issuer rating. In essence, senior unsecured ratings benefit less from government support, while the gap between covered bonds and the issuer rating is wider. While even in the past covered bond ratings tended to be less volatile than senior unsecured bonds, this is the case even more under the revised criteria.

> FIGURE 4: PROS & CONS OF COVERED BONDS VS. SENIOR UNSECURED FROM AN INVESTOR'S POINT OF VIEW

Advantages of Covered Bonds	Advantages of Senior Unsecured Debt
<ul style="list-style-type: none"> > Double recourse to issuer and cover pool > Higher rating than unsecured debt > Lower risk weighting for CRR-eligible Covered Bonds bought by EEA banks > Favourable treatment under Solvency II > Generally better liquidity through larger issue size > Favourable repo treatment at ECB and other central banks > Most covered bonds are eligible as liquid assets under the CRR > No risk of bailing-in of the secured claim 	<ul style="list-style-type: none"> > Higher yield levels (although 'spread give up' is at low levels at least at the short end of the curve) > Improved investor protection through higher capital requirements and implementation of senior non-preferred buffer > Often high turnover despite smaller deal sizes (due to lower portion of buy-and-hold investors)

Source: HSBC

1. Differences in regulatory treatment

Liquidity Coverage Ratio (LCR)

The liquidity coverage ratio which was first introduced by the Basel Committee on Banking Supervision in December 2009 requires banks to hold a stock of unencumbered high quality liquid assets to meet 30 days cash outflows under an acute stress scenario. Meanwhile, the net stable funding ratio (NSFR) measures the amount of longer-term, stable sources of funding employed by a bank relative to the liquidity profiles of the assets and the potential for contingent calls on funding liquidity arising from off-balance sheet commitments and obligations.

While highly-rated covered bonds form part of the set of liquid assets, senior unsecured bank bonds do not qualify. Next to cash, deposits at central banks, all types of bonds issued or guaranteed by EU Member States' central government, certain agency and supranational issues, Level 1 HQLAs (High Quality Liquid Assets) include covered bonds that meet certain conditions: They must be issued by an institution out of the European Economic Area, be credit quality step 1 (i.e. a rating of AA- or better), have a minimum size of EUR 500m as well as a minimum overcollateralisation of 2%. Whilst other Level 1 assets are not subject to liquidity buffer

limits or haircuts to their market value, Level 1 covered bonds will be subject to a 70% cap in the liquidity buffer and to a 7% haircut.

Level 2A assets include regional governments, local authorities or public-sector entities with a risk weight of 20% and covered bonds with a credit quality step 2 rating and non-EU covered bonds rated at credit quality step 1. Also, corporate bonds with at least credit quality step 1, a minimum issue size of EUR 250mn and maximum maturity of 10 years at the time of issuance are classified as Level 2A.

Level 2B incorporates high quality securitisations for RMBS, auto, SME and consumer loans and high quality covered bonds that do not meet the rating threshold of Level 1 and 2A. Shares meeting certain conditions and corporate bonds with at least credit quality step 3, a minimum issue size of EUR 250mn and maximum maturity of 10 years at the time of issuance are accepted as Level 2B.

The classification of covered bonds as Level 1 and Level 2 means that many European bank treasuries use covered bonds in addition to sovereign, agency and supranational debt in order to optimise their liquid asset portfolio under both liquidity and risk-return considerations. The spread impact on covered bonds, however, has been limited as spreads in this sector are already heavily compressed due to the CBPP3.

Risk-weights

In times of rising minimum requirements for regulatory capital, risk-weights applied for the calculation of a bank's stock of risk-weighted assets have gained further importance. Regulatory capital is a bank's most expensive source of funding and bank investors are optimising their portfolios taking into account the capital consumption of their positions.

Bank investors based in the European Economic Area (EEA) can apply preferential risk-weights for covered bonds, fulfilling the criteria laid down in Article 129 CRR compared to senior unsecured bank bonds. A lower risk-weight means that banks have to hold less regulatory capital against a given position which benefits the average funding cost and thus the spread which is required. Covered bonds not fulfilling those criteria receive the same treatment as senior unsecured bonds. *Please refer to Article 2.2 of the Generic Section, for details on the determination of risk-weights for covered bonds.*

Bail-in

In the EU, the Bank Recovery and Resolution Directive (BRRD) was adopted in 2014 together with the Single Resolution Mechanism (SRM). The BRRD defines the triggers for a resolution of a failing bank in the EU and provides the necessary tools while the SRM centralises the decision-making process for the large and cross-border banks in the Euro Area. At the heart of the BRRD lies the bail-in tool. The bail-in tool, which aims to ensure that shareholders, sub-debt and senior unsecured investors will bear the losses of a struggling bank rather than the taxpayers, has become available to most EU governments as of the beginning of 2016. The possibilities for governments to support banks will be narrowed considerably and senior unsecured is at risk of burden-sharing after equity, sub debt and senior non-preferred.

Covered bonds have been excluded from the list of bail-in-able liabilities. Where appropriate, resolution authorities could exercise bail-in powers to a part of a secured liability that exceeds the value of the assets, i.e. any under-collateralised part or senior unsecured residual claim.

2. Recent examples regarding bail-in

Over the last few years, there have been several examples of bail-ins where covered bonds were differently treated than unsecured bonds.

Austria: HETA

In 2015, the results of HETA's Asset Quality Review (AQR) revealed a capital shortfall, indicating that HETA will not be able to repay its debts and meet its liabilities, the Austrian government stated that they would not

inject additional capital into the wind-down entity. As a consequence, the Financial Market Authority deferred the maturity and interest payment dates of most HETA debt instruments. Importantly HETA's covered bonds were among certain others instruments explicitly exempted from this moratorium. Following a rejected offer to buyback securities at a discount, creditors were presented with the option to swap into a zero-coupon bond guaranteed by the Austrian government on a 1:1 ratio for HETA senior debt and on a 1:2 ratio for subordinate debt. Again, HETA's covered bonds were not affected by the measures. In October 2016, 98.7% of HETA bondholders accepted the tender offer.

Portugal: Novo Banco

In November 2015, the ECB's stress test revealed additional capitals need at Novo Banco of at least EUR 1.4bn. A month later, the Bank of Portugal transferred five bonds of Novo Banco with a total volume of EUR 1.9bn back to Banco Espírito Santo (BES), which was setup as bad bank after the rescue of the troubled BES group. All five bonds were issued by BES before the banks rescue under Portuguese law. Moreover, because of the high minimum ticket size, these bonds were primarily sold to institutional investors rather than retail clients. After the transfer of the bonds to the bad bank, the cash price dropped from roughly 90% to below 20%. At the same time, the transfer significantly improved Novo Banco's capital position. This shows two things, first the central bank can actually discriminated between bondholders of the same asset class and second, covered bonds were exempted again.

Italy: Recapitalisation of four smaller banks

In November 2015, the Bank of Italy rescued four smaller Italian banks (Banca delle Marche, Banca Popolare dell'Etruria, Cassa di Risparmio di Ferrara und Cassa di Risparmio di Chieti). The largest domestic credit institutions UniCredit, Intesa Sanpaolo and UBI Banca as well as the Italian deposit guarantee fund were required by the supervisor to contribute about EUR 3.6bn. As part of the rescue process, the non-performing loans of the four troubled banks were transferred onto a bad bank, subordinated creditors were bailed in, while senior unsecured and covered bond creditors were spared. This is another example where covered bonds (and senior unsecured) were exempted from a bail-in. However, this took place in 2015 under the old resolution regime. It might have played out differently for the senior unsecured investors under the new BRRD set of rules.

Italy: Monte dei Paschi

In June 2017 the European Commission agreed with the Italian Minister of Economy and Finance on the restructuring plan of Monte dei Paschi including a precautionary recapitalisation of the bank by the Italian state. Under the BRRD, an EU Member State can – under certain conditions – inject capital into a troubled bank in the form of a precautionary recapitalisation. However, it can only be granted as a precaution to prepare for possible capital needs that would materialise, if economic conditions were to worsen. Importantly, it does not trigger a resolution of the bank.

A prerequisite for a precautionary recapitalisation is that the bank is solvent and profitable in the long term. Monte is therefore undergoing an in-depth restructuring process with the purpose of keeping its viability in the long term. As part of it, Monte disposed its non-performing loans portfolio on market terms and took a number of measures to substantially increase its efficiency. In terms of burden sharing, Monte's shareholders and junior bondholders contributed EUR 4.3bn to the costs of the restructuring in order to limit the amount of taxpayer money being put at risk. However, retail junior bondholders who were miss-sold those instruments were compensated. The senior unsecured and covered bond investors were not bailed in.

Italy: Transfer of Banca Popolare Vicenza and Veneto Banca

In June 2017, the ECB declared Banca Popolare di Vicenza and Veneto Banca as 'failing or likely to fail' and informed the Single Resolution Board (SRB). The SRB decided that resolution action was not warranted in the public interest as "neither of these banks provides critical functions, and their failure is not expected to have significant adverse impact on financial stability".

As a result, the banks are being wound up under Italian insolvency law. The Italian government decided to split the two banks into a good bank and a bad bank and to bail-in their shareholders and junior bondholders, which will be left empty handed. The non-performing loans (bad loans, unlikely-to-pay loans, and past due exposures) of the two Venetian banks were transferred to the bad bank. The good bank was sold to Intesa Sanpaolo for a token price of EUR 1. The asset transfer to Intesa includes EUR 30bn of performing loans, of which EUR 4bn are high-risk performing loans. Intesa is entitled to return the latter loans if they turn into bad loans or unlikely-to-pay loans before the end of 2020. Moreover, the government sweetened the deal by providing a EUR 4.8bn cash injection and State guarantees of up to EUR 12bn.

Spain: Banco Popular

In June 2017, the ECB decided that Banco Popular was “failing or likely to fail” and notified the Single Resolution Board (SRB). According to the ECB, the “significant deterioration of the liquidity situation of the bank [...] led to a determination that the entity would have, in the near future, been unable to pay its debts or other liabilities as they fell due”. The SRB together with the Spanish national resolution authority FROB decided that the sale to Banco Santander was in the public interest. The SRB exercised its power of write-down and conversion of capital instruments prior to a transfer, to address the shortfall in the value of a bank. In the case of Popular, all the existing shares (Common Equity Tier 1), and the Additional Tier 1 instruments were written down, while the Tier 2 instruments were converted into new shares, which were transferred to Santander for a token price of 1 Euro. Senior unsecured debt, deposits, covered bonds and other non-capital instrument liabilities were not affected in this resolution action.

Germany: NORD/LB

German covered bond issuer Nord/LB reported a full-year loss in 2016 of EUR1.96bn. The loss was mainly caused by EUR3bn of provisions for bad shipping loans, half of which came from NORD/LB’s subsidiary Bremer Landesbank. As a result, the bank’s fully loaded CET1 ratio fell from 12.2% to 9.9%. Overall, roughly half of the shipping loans were in distress.

During the following two years, NORD/LB’s owners were engaged in talks with numerous private investors regarding bids for a stake in the bank. At the same time, the issuer started to reduce its NPL portfolio. That said, by year-end 2018, the shipping portfolio was still EUR10.3bn in size, of which EUR7.5bn were non-performing. Ultimately, NORD/LB’s owners turned down a joint offer from Cerberus and Centerbridge, each aiming to acquire a 24.9% stake.

In February 2019, NORD/LB confirmed that Lower Saxony (EUR1.5bn) and Saxony-Anhalt (EUR0.2bn) together with the Savings Banks Finance Group (EUR1.2bn) will provide a cash capital injection for the NORD/LB group. On top of that, Lower Saxony will also be contributing EUR800m in capital-relief measures. At the time of writing (June 2019), the European Commission has yet to conduct a state-aid assessment of these capital measures. NORD/LB expects to implement the capital measures in H2 19.

In the end, neither senior unsecured nor subordinated investors were bailed-in. While senior unsecured bonds were only slightly effected, the cash price of subordinated debt (Lower Tier 2) dropped below 90 at the beginning of 2019, though it quickly recovered, following the announcement of the capital injection. Covered bonds, however, were hardly effected at all by the negative news flow and traded roughly in line with other German Pfandbriefe throughout the last several years.

BRRD/SRM implementation: Most countries follow in France’s footsteps

The BRRD/SRM is implemented at national level since the insolvency laws vary from country-to-country, making a one-size-fits-all solution for all European banks complicated. France was one of the first countries to implement the new European bail-in directive by modifying the hierarchy of claims in case of a resolution and introducing a new category of senior debt that counts toward Total Loss Absorbing Capital (TLAC)/MREL. This

new category of senior debt is referred to as senior non-preferred (SNP) and is subordinated to other senior obligations but ranking senior to the traditional subordinated debt. The French banks continue to be able to issue traditional senior debt. Many other European countries such as Spain, Italy, Austria, Denmark or and Sweden have followed into France's footsteps and also introduced MREL/TLAC-eligible senior non-preferred bonds as new asset class, ranking below senior-unsecured bonds.

Germany has changed its bail-in rules twice over the last three years. Since 21 July 2018 German banks have been able to decide whether to opt for senior preferred or senior non-preferred debt. Plain vanilla senior unsecured bonds issued before that date are subordinated to the new senior preferred debt (but rank pari passu to senior non-preferred debt) and structured senior unsecured instruments. According to Article 64 of the ECB guidelines, in order to be eligible as repo collateral, marketable debt instruments cannot be subordinated to other debt instruments of the same issuer, existing German plain-vanilla senior unsecured bank bonds (issued before 21 July 2018) lost their ECB repo eligibility by year-end 2018.

In order to build up a sufficient capital buffer, banks have actively issues non-preferred bonds. That reduced the remaining wholesale funding needs and thereby negatively affects supply in (preferred) senior unsecured and to a certain extent even in covered bonds. Moreover, the introduction of the new asset class already had a positive impact on senior unsecured ratings as the senior non-preferred buffer offers additional protection from bail-in for senior unsecured investors. That could – at least in theory – reduce the spread between senior unsecured bonds and covered bonds.

UK: ring fencing of covered bonds

Since 1 January 2019, UK banks with a three-year average in retail deposits of over GBP 25bn must legally separate their core retail banking services from their investment and non-EEA banking activities. The goal of this structural reform was to support financial stability by making banking groups simpler and easier to 'resolve', ensuring that "if either the ring-fenced or the non-ring-fenced part of the bank fails, it will be easier to manage the failure in an orderly way without the need for a government bail-out". Building societies are exempted from ring-fencing.

The ring-fenced part primarily includes the domestic UK retail business, while the non-ring-fenced part mainly comprises the corporate and investment banking business of the banks. The residential mortgage business remains part of the ring-fenced bank and the covered bonds are issued out of the ring-fenced entity. Rating agencies reacted and the issuer ratings of several ring fenced entities were upgraded, while the non-ring-fenced entities were downgraded.

Moreover, Moody's stated in a sector comment that the inclusion of UK covered bonds within the ring-fenced banks (RFBs) "is credit positive for covered bonds as the RFB structure decreases the likelihood of bank failure and, as a consequence, the likelihood that banks will cease making payments under the covered bonds". In its report, Moody's emphasised the importance of the credit strengths of the issuers as one of the key drivers of the covered bond ratings and indicated that "the credit profiles of RFBs will be in line with or stronger than those of the existing banks, reflecting the less complex and less diversified business models of the RFBs relative to existing banks".

3. Ratings

New rating methodologies

In light of the new bank resolution regimes, the major rating agencies have introduced new methodologies for covered bonds. As a result, the average gap between issuer and covered bond ratings has widened. On the one hand, covered bonds are explicitly exempted from bail-in and the changes of the rating methodologies by the agencies reflect the preferential treatment of covered bonds under the new resolution regimes. On the other

hand, issuer downgrades in some cases partly offset this positive effect. Nevertheless, the overall net effect of the introduction of the bail-in rules has been positive for the covered bond ratings.

From an analytical perspective, it is crucial that the starting point of the covered bond ratings is not the senior unsecured rating as the bailing-in of senior unsecured debt no longer automatically triggers an issuer default. The newly introduced resolution measures principally aim at maintaining a going-concern entity. The fact that covered bonds are exempted from bail-in measures means that a different starting point for the covered bond rating has to be used. The recent changes of the rating methodologies reflect, at least partly, to this new situation.

Structural subordination

Differences in recovery expectations are another main determinant of the relative value between covered bonds and senior unsecured. Against this backdrop, rising concerns from senior unsecured investors about structural subordination have been a factor supporting the covered bond market. The increased use of covered bond funding by banks over the last several years means that more assets were ring-fenced. As assets in the cover pool are not available to cover the claims of senior unsecured investors in case of issuer insolvency¹, market participants have started to worry about the growth in covered bond issuance and the subsequent reduction of assets available to unsecured investors in an insolvency scenario. This problem has been exacerbated by rating agencies' demands for higher overcollateralisation levels, which in most cases significantly exceed the legal overcollateralisation requirements and further reduce the amount of assets available for investors outside the cover pool.

While we understand the concerns in the market, we think asset encumbrance discussions often tend to overstate the problem arising from structural subordination through covered bonds while ignoring other sources of encumbrance (including contingent encumbrance when a bank's financial situation deteriorates) such as central bank repos/liquidity assistance as well as ignoring offsetting factors. The use of covered bonds usually results in lower funding costs for the banks and significantly broadens the investor base allowing issuers to tap rates investors such as central banks. In addition, it is a more stable funding base. Even if the unsecured market is closed for an issuer, the bank may still be able to access the wholesale markets by using covered bonds or, in a worst case scenario, it can retain the bonds to repo them with central banks such as the ECB. Moreover, the potential issuance volume of covered bonds is not unlimited. The availability of eligible assets is a restricting factor for covered bond issuance, putting a cap on the actual issuance potential. Also, the aforementioned requirements from rating agencies of high overcollateralisation levels further reduce the available headroom for covered bond issuance.

IV. WHICH FUNDAMENTAL FACTORS DRIVE COVERED BONDS VS. SOVEREIGN AND SUPRA/AGENCY DEBT...?

Despite the fact that covered bonds in a number of countries have at times traded well inside their sovereign debt, sovereign risk does fundamentally impact covered bonds. In fact it impacts covered bonds in virtually all aspects of the product – the issuer, the quality of the cover pool, liquidity and refinancing risk in the structure as well as ratings.

- > Issuers especially those with a strong domestic presence are directly impacted by a weakening sovereign. Their business prospects deteriorate as a weaker sovereign and a weaker economic situation go hand in hand. In addition to this, many bank treasuries hold substantial volumes of their own sovereign debt making them directly susceptible to widening sovereign spreads.
- > Cover pool assets are impacted as weaker economic growth usually means higher unemployment and thus higher NPL ratios.

¹ If all the covered bonds of an insolvent issuer have been repaid and the claims of all covered bond investors have been satisfied, the remaining assets in the respective cover pool would generally be made available on a pro-rata basis to the senior unsecured investors. Moreover, in some jurisdictions, such as Germany, in case of issuer insolvency senior unsecured investors would have access to assets in the cover pool that are obviously not necessary to cover the outstanding covered bonds and related liabilities. Given the dynamic character of the market, a very high hurdle must be overcome in order for this process to trigger, and we would expect that only in very few, selected cases the insolvency administrator of the cover pool would agree to such a transfer.

- > With very few exceptions, covered bonds are not pass-through securities. Hence bullet bonds refinance granular loan portfolios and there are mismatches that need to be refinanced via external liquidity. Should a sovereign run into trouble, issuers will find it harder and harder to refinance liquidity mismatches either via further issuance, third party liquidity lines or portfolio sales. Covered bond programs backed by pools that might not even have any problems credit quality wise could thus be impacted negatively.
- > For rating agencies sovereigns play a major role in rating covered bonds. They link issuer ratings to that of the sovereign unless an issuer has a substantial presence in other countries as well. They factor in sovereign bond spreads into their cash flow cover pool models thus driving up OC requirements in times of sovereign stress. And last but not least, Fitch, Moody's and S&P all operate with sovereign ceilings for structured finance instruments including covered bonds.

Bottom line is that sovereign risk does play too big of a factor in covered bond structures to just ignore it. Nonetheless there are reasons why in some cases covered bonds can very well trade inside their respective sovereign bond curves.

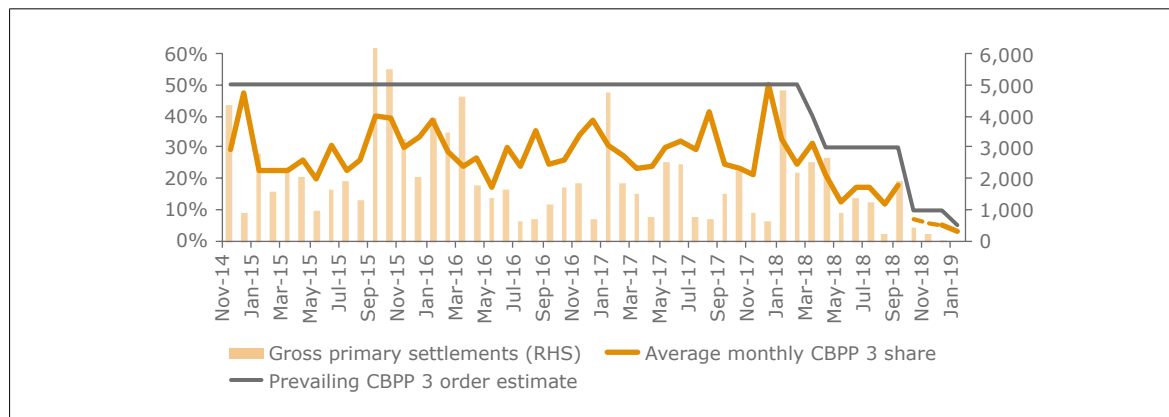
Stock effect of QE holdings

We have mentioned above that the QE programmes by the Eurosystem have played a major role in the evolution of the spreads of all affected markets. Beyond the short term trading view that has driven the affected markets tighter after the respective QE announcements, the longer term spread impact of QE strongly depends on the actual share the Eurosystem's acquires in these sectors and how much the Eurosystem could rely on primary rather than only secondary purchases in a given country.

Overall, the Eurosystem has acquired around 40% of the eligible universe at the end of 2018. The only other market for which we are talking about comparable numbers is debt issued by supranational institutions (the PSPP owns around 35%). On the sovereign debt side, the PSPP is capped at 33% after all resulting in a larger remaining free-float. Other than on the CBPP 3 side, the Eurosystem was also not allowed to directly buy new issues in primary markets. Hence, while being disruptive in sovereign debt markets as well, the extent was bigger in covered bond sectors. Especially in peripheral sectors the effect could be felt. Issuance volumes collapsed as banks made use of TLTRO liquidity, deposits as well as preferred and non-preferred debt to build MREL buffers. At the same time, the CBPP 3 aimed for a market neutral portfolio, which meant above all in Spain, that it had to source substantial volumes in secondary markets.

Net additions have by now come to an end and the reinvestment flow related primary orders by the CBPP 3 have come down to a mere 5% of the expected issue size. The stock effect can, however, still be felt.

> FIGURE 5: GROSS PRIMARY MARKET SETTLEMENTS PER MONTH (EURM) CBPP 3 AS WELL AS ESTIMATED ORDER SIZE (% OF ISSUE SIZE)



Source: Bloomberg, Crédit Agricole CIB

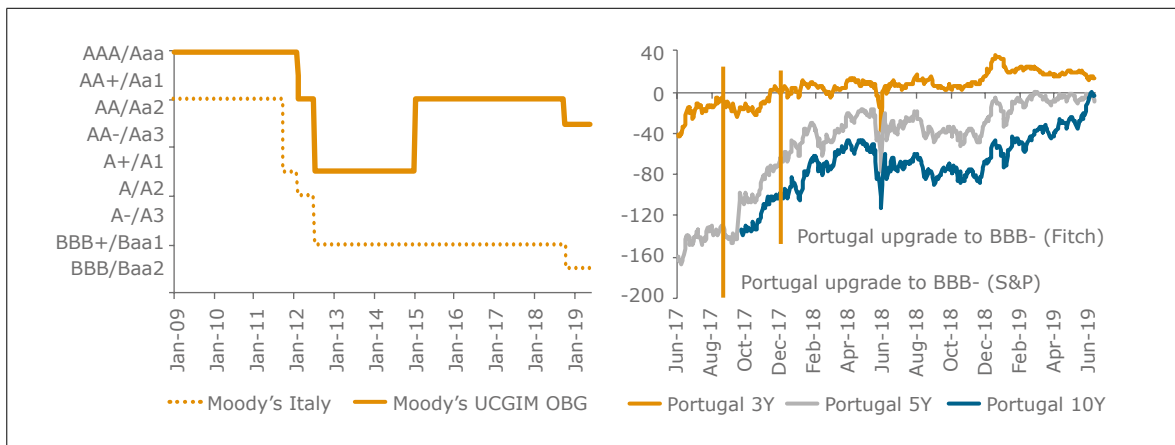
Rating stability

Despite rating agencies factoring in sovereign ratings into covered bond ratings, they do allow for a certain rating uplift above the sovereign. The maximum uplift depends on the rating agency and collateral type but it can reach up to 6 notches with Moody's or Fitch for example. Thanks to this uplift covered bond ratings do not react as fast as their respective sovereign ratings. Especially when sovereign ratings start to come under pressure, covered bonds often see their ratings remain stable. Only once the maximum uplift above the sovereign is used up do they start to move as well.

Moody's and Fitch's OBG ratings of Italian national champions for example are still rated 6 notches above the Italian sovereign and they have been much more stable historically than the Italian sovereign. In Spain, the sovereign is rated Baa1 by Moody's while the Cédulas of many issuers are by now back to Aa1. Last but not least, in Portugal, investors who were prohibited from holding non-investment grade debt had Portuguese covered bonds as one alternative. Spreads of Portuguese covered bonds thus traded as much as 200bp inside their corresponding sovereign. As Fitch, S&P and then also Moody's upgraded the sovereign into investment grade, however, the spread moved back into positive territory.

> FIGURE 6: COVERED BOND VS. SOVEREIGN BOND RATINGS

FIGURE 7: PORTUGUESE COVERED BOND VS SOVEREIGN SPREAD (BP)

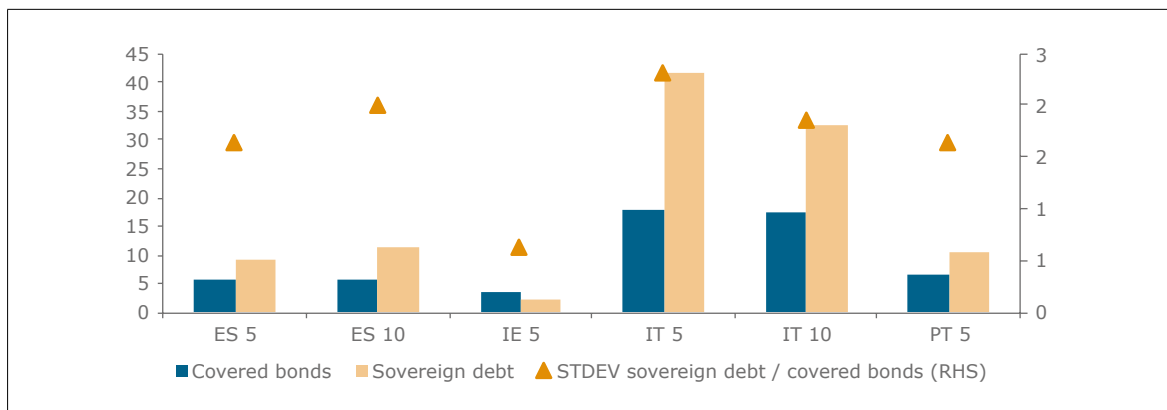


Sources: Bloomberg, CréditAgricole CIB

Spread stability

One of the main arguments pro covered bonds throughout the sovereign crisis or more recent episodes of rates volatility has been their spread stability. While even German Bunds experienced intra-day volatility of 20bp and more, covered bonds remained extremely stable. Looking at an average rolling 90d standard deviation of ASW spreads shows that the covered bond volatility has been a fraction of their corresponding sovereign debt markets over the last years.

> FIGURE 8: 2019 STANDARD DEVIATION ASW SPREADS COVERED BOND VS. SOVEREIGN BOND (BP)



Source: Bloomberg, Crédit Agricole CIB

One of the reasons for this lagging of covered bonds is certainly the different investor base and less active trading in covered bonds. Buy and hold investors play a much more important role in covered bonds and the impact of the CBPP 3 is substantially higher than the PSPP in sovereign debt whereas trading accounts are more active in sovereign debt.

Spread volatility is less of a problem for long term buy and hold investors but certainly causes problems for asset managers valuing their funds' assets. It also causes problems for banks VAR calculations. While European banks do not (yet) have to hold capital for European sovereign debt, they do have to hold capital to cover the volatility of their trading assets. And the more volatile a certain asset is the more capital banks have to hold. Spread stability of covered bonds thus has a very feasible economic value and reduces the overall capital consumption difference to sovereign debt.

Last but not least, despite not having to hold capital on sovereign exposures, banks in countries with the highest exposure to the domestic sovereign such as Italy have begun to reduce their sovereign debt holdings as markets as well as supervisors have taken a more negative stance. For Italian banks for example, one way to minimise the spread give-up from diversifying away from domestic sovereign debt has been to look at covered bonds. This has thus been providing the OBG market with additional demand at levels well inside BTPs.

Tail risk – expected recoveries

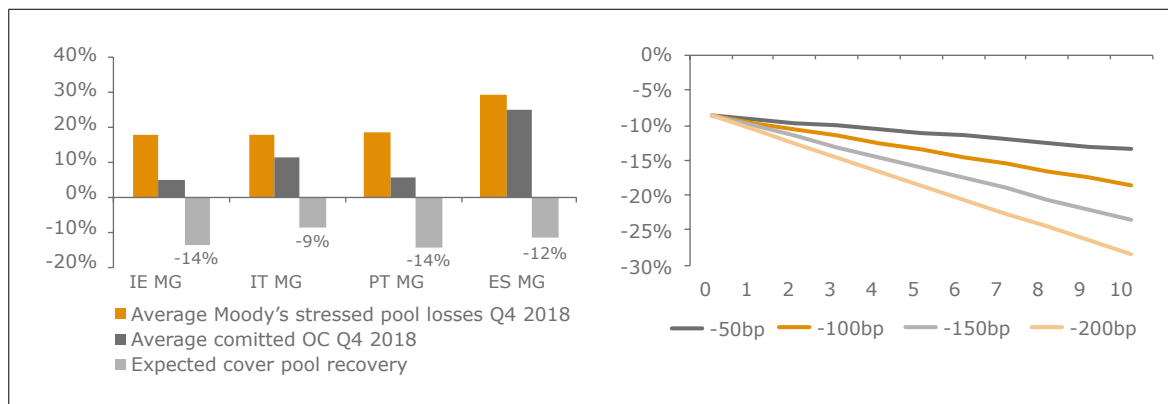
One of the most powerful arguments that can be brought forward to defend negative covered-sovereign bond spreads is the expectation that tail risk in covered bonds is less than it is in sovereign debt. Especially some long-term investors such as insurance companies started to feel more comfortable with the collateralised claim than the sovereign debt during the sovereign crisis.

When making this argument, it is however important to go one step further as the validity of this statement depends on the actual pool backing the covered bonds, the framework regulating it and most importantly as well the issuer itself. Chances that this view will prove correct are much higher for high quality residential mortgage backed covered bonds from a country with a strong framework that are issued by a systemically important bank than lower quality public sector backed covered bonds issued by a small non-systemically important issuer. Another important aspect is that the stronger a sovereign is the less relevant are considerations about tail risks and recoveries while they become much more important where sovereigns are in a difficult situation.

It is hard to estimate cover pool recoveries based on issuer reporting. However, rating agencies such as Moody's publish the results of their own cash flow modelling of cover pool assets and liabilities. Moody's stressed pool losses are the loss the agency expects should a cover pool be wound down. One can use this number and

apply it to a pool which is left with legal minimum OC to come up with an estimated recovery rate. For Italian mortgage cover pools for example the estimated loss is slightly less than 10% if the bond was purchased at par (committed OC of on average 14% and stressed pool losses of around 20%).

> FIGURE 9: COMMITTED OC, MOODY'S STRESSED POOL LOSSES, AND REQUIRED SOVEREIGN HAIRCUT TO BE BETTER OFF WITH COVERED BONDS



Sources: Moody's, Crédit Agricole CIB

This estimated pool recovery figure can be used to either estimate cash prices below which a purchase should result in a positive return even if both the bank and the covered bonds were to default. It can, however, also be used as a proxy for the required haircut on a sovereign bond that would make the covered bond the better option. In the Italian case for example, if a sovereign haircut on Italy were to be in excess of 10%, the expected recovery on the OBG would be higher. If investors believe the haircut is lower, sovereign debt would be the better option.

If one adds negative covered-sovereign spread to the equation, the sovereign bond obviously produces extra carry which in effect means that the sovereign bond investor builds up an additional buffer and that the expected recovery moves by that negative spread to the disadvantage of covered bonds. In other words, the better recovery on covered bonds has its price and at some point, the balance shifts to the sovereign debt depending on the cover pool quality, strength of the bank and framework.

What this calculation does not take into account though is the probability that some banks can very well survive a sovereign debt restructuring (via capital support by the domestic sovereign or a European entity and liquidity support by the Eurosystem) and that, irrespective of potential pool recoveries, covered bonds could be the better choice. Countries need to maintain a basic level of banking services and sovereigns would most likely re-capitalise at least some of the country's large retail banks immediately after the sovereign debt restructuring. National Bank of Greece is the best example for this.

Recoveries based investing is something that took place at the height of the crisis when peripheral covered bonds were trading in the 60 to 70 cash price range. At the current price levels the investors that focussed on this for their trading are long gone from covered bond markets. For long term investors that want to assess tail risks, the recovery assessment vs. sovereign debt can however still make sense.

V. HOW DO INVESTORS MANEUVER BETWEEN THE PRODUCTS?

Covered-senior

We believe that one of the reasons for dislocations in spreads between unsecured and secured bank debt has been the limited overlap of senior unsecured and covered bond investors. Many investors still cannot directly play opportunities that arise between both asset classes. The main reasons for the limited overlap are in our

view: (1) central banks and sovereign wealth funds are large buyers of covered bonds but not of senior unsecured debt, (2) banks are one of the biggest investor groups in covered bonds and regulatory provisions favour covered bonds, (3) asset managers and pension funds often have higher limits for covered bonds than for senior unsecured bank debt, and (4) both asset classes are usually bought for different dedicated portfolios. In addition, covered bonds are sometimes used to enhance the yield of sovereign bond portfolios without diluting the average rating, or added to genuine credit portfolios to improve the portfolio rating quality.

Anecdotal evidence from analysing order books over time, however, suggests that the overlap in the investor base has increased in recent years due to a higher participation of credit investors in new covered bond issues. We expect this trend to continue over the coming years and credit investors to account for a growing portion of covered bond order books going forward, not least because of the bail-in risk for European senior unsecured debt and the relative value opportunities this will create between these two asset classes.

Furthermore, in the current low-yield environment, spreads between covered bonds and senior unsecured paper are, to a large extent, driven by technicals (such as the ECB purchase programme) which maintain spreads often at a level below fundamental values.

Covered-sovereign

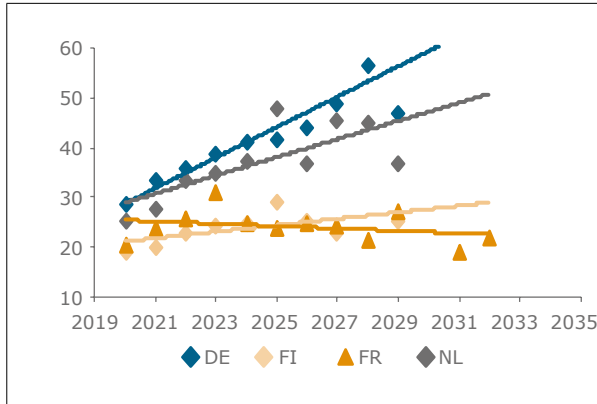
The biggest focus on the covered bond to sovereign debt relationship can be found amongst bank treasuries. After all, covered bonds are part of the LCR eligible universe and as such quite naturally compete against sovereign bonds as well as SSA debt. It is, however, also relevant for fund managers' aggregate portfolios, which often look at covered bonds as a low risk alternative offering a positive carry vs sovereign debt. Last but not least, spreads of domestic sovereign bonds are very often seen as a floor for investments in other products. Buying covered bonds that produce a significant negative carry vs. the own domestic sovereign debt is often problematic. The exception to this rule has recently been Italy. Despite trading as much as 200bp inside BTPs, domestic investors have nonetheless purchased OBGs. The sizeable BTP holdings amongst especially Italian banks and pressure on them to diversify liquidity portfolios have certainly played an important role here.

When comparing covered bonds to sovereign debt, there are a number of elements to take into account. In a very simplified approach, on the one end there is the higher liquidity of sovereign debt and lower capital charges compared to covered bonds while on the other end, spread stability and potentially higher ratings and recoveries can speak in favour of covered bonds. The liquidity and capital charge arguments pro sovereign debt are valid across the curve. However while spread stability as well as recoveries are no major topics at the very short end, these topics become more and more relevant the longer a bond is. As a result, covered bond – sovereign bond spread curves have typically sloped downwards in recent years.

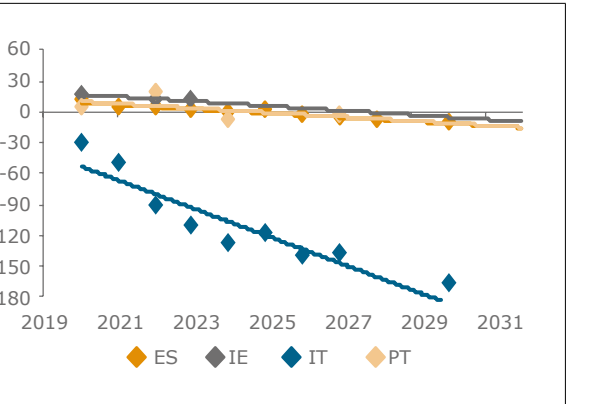
However, which of these factors has the upper hand of course depends on the market environment. For example, Germany was an exception to this rule as the 10Y Bund is used as a very liquid flight to quality instrument leading to rather wide spreads of Pfandbriefe at the long end too. More recently, the curve slope for covered bond – sovereign spreads has also turned positive in countries such as France or the Netherlands as their sovereign bond markets performed very well while covered bond spreads were floored at a level slightly below spreads flat to swaps.

In any case, the weaker the sovereign is and the stronger the covered bond framework and cover pool are the lower or even negative spread differences between covered bonds and sovereign debt should be and the steeper should the curve slope downwards. As a result Italian covered bonds trade the furthest inside their respective sovereign debt with the curve sloping downwards the most. In case of Portugal, the improvement on the sovereign rating as well as sovereign bond spreads led to covered bonds trading at positive spreads again with the covered bond – sovereign curve sloping downwards only very marginally.

> FIGURE 10: COVERED GOVIE SPREAD CURVES PER COUNTRY (BP)



> FIGURE 11: COVERED GOVIE SPREAD CURVES PER COUNTRY (BP)



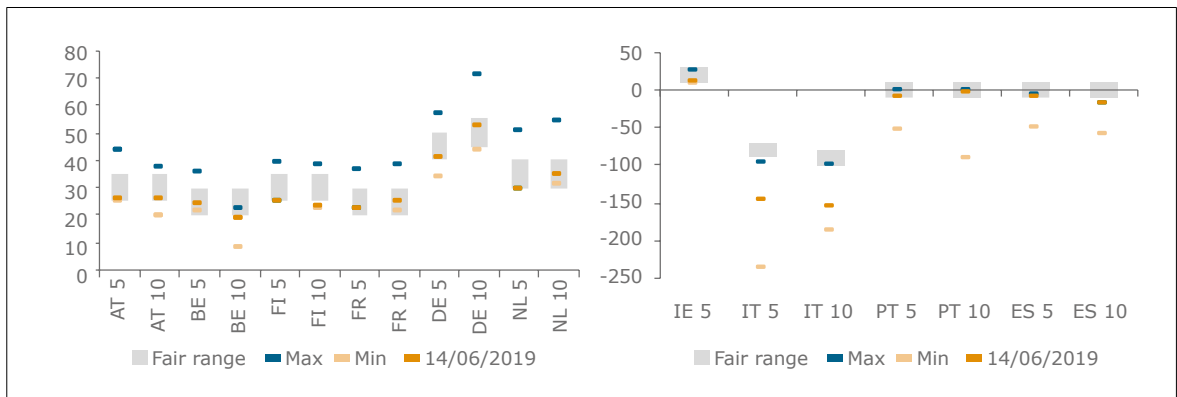
Sources: Bloomberg, Crédit Agricole CIB

Being a more recent factor, negative rates have had an impact on the relationship between sovereign debt and covered bonds. When Bunds at the short end moved to yields as low as -0.9% in 2017, covered bonds struggled to follow. Consequently the spread to the underlying sovereign became very positive at the short end leading to a smile shaped covered bond ASW spread curves in the tightest core sectors.

However, since then many investors in covered bonds have become used to buying at negative interest rates in secondary markets leading to a normalisation of curve shapes (negative yielding covered bond new issues have remained the exception for now). The cost of holding cash has also increased markedly over recent years after all with banks in the Eurozone being charged -0.4% in the ECB deposit facility while asset managers are often charged as much as -0.6% to -0.8% by their custodians. A short dated covered bond trading at a negative yield of -0.2% can thus be an attractive investment. Last but not least, a sizeable part of the covered bond investor base swaps holdings making absolute yield levels decidedly less relevant.

Below we have tried to estimate fair value ranges between covered bond and sovereign debt by country and maturity.

> FIGURE 12: 5Y /10Y EUR COVERED BONDS VS. LOCAL SOVEREIGN DEBT (BP)



Sources: Bloomberg, Crédit Agricole CIB

VI. WRAP UP

At the time of writing (June 2019), the absolute yield levels and the spread between various asset classes have compressed again having widened at the start of 2019 and the end of net additions to the ECB's purchase programmes. Should the ECB indeed follow through and restart its asset purchases going forward, persistent compression across asset classes would likely be the result.

From an investor's point of view, in times of low yield differences, covered bonds gain attractiveness compared to senior unsecured debt. By accepting a relative low yield give-up investors are able to switch into an instrument of much lower risk and much higher regulatory support. In a low-yield environment where investors are looking for every single basis point, this argument might be of less relevance in the short run. Despite the APP purchases compressing spreads in the medium term, we have, however, also had more volatile periods in the years since 2014.

At the same time, core sector covered bond spreads to the underlying sovereign debt still trade at levels that more than compensate for the regulatory disadvantages vs sovereign bonds. They are thus an attractive investment for bank treasury investors or asset managers running external LCR funds even though QE has certainly deteriorated liquidity in covered bonds at a much faster pace than it has in sovereign bond markets and that a higher spread pickup is thus justified than was the case in the past.

2.5 USD, GBP & DOMESTIC CURRENCIES DENOMINATED COVERED BOND MARKETS

By Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group and Matthias Melms, NordLB

USD, GBP DENOMINATED COVERED BOND MARKETS

The new issue volumes in the USD- and GBP-denominated covered bonds have revived over the last few years underlining the strategic importance of the non-EUR denominated covered bond markets. They represent attractive diversification opportunities from an issuer perspective, both in terms of investor base as well as in terms of different dynamics compared to the EUR-denominated market as detailed below. From an investor perspective, USD and GBP denominated covered bonds may also offer cross-currency arbitrage opportunities depending on the swap costs which are worth monitoring.

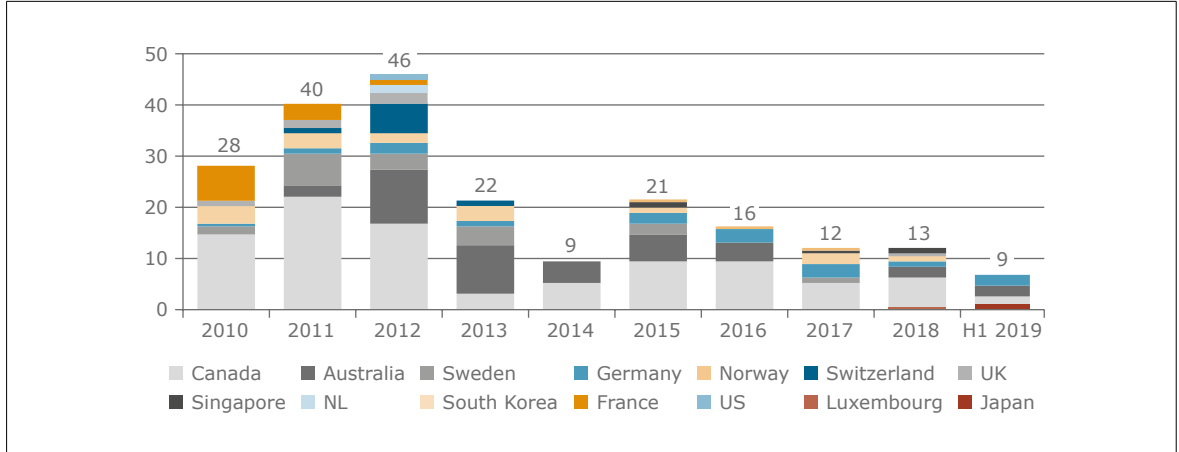
While the Euro remains the major funding currency of covered bond issuers, many issuers prefer a broader currency mix. The actual decision to use a certain currency for funding depends on various factors:

- > **Relative value considerations:** Relative value considerations play an important role in the decision for a certain currency. Particularly, non-Eurozone issuers tend to be more opportunistic in their choice of funding currency.
- > **Strong domestic currency market:** The Scandinavian issuers benefit from a strong domestic currency market, reducing their reliance on the Euro for funding. The same is true for the UK banks, although the covered bond investor base in the UK is much smaller than those in Denmark, Sweden or Norway.
- > **Investor diversification:** Besides the lowering of the funding costs, investor diversification is another important driver of non-EUR issuance as there is only limited overlap between the investors across the various currencies. In particular, banks from Australia, Canada, Norway and Sweden have been active issuers in the USD and GBP space in order to broaden their investor base. The USD market is also a more natural market for non-European issuers such as the new Asian issuers as many USD investors already have credit lines in place for these issuers.
- > **Less EUR issuance:** Another advantage of non-Euro issuance is that it reduces the supply in Euros, which should support the valuations of the outstanding Euro benchmarks of the particular issuer and might free up credit lines at investors.
- > **Impact of the CBPP3:** The covered bond purchase programme of the ECB has resulted in artificially low yields of CBPP3-eligible covered bonds, making it less attractive for Eurozone issuers to tap the Sterling and USD market. This has resulted in a disproportional high primary market share of non-Eurozone issuers in these two currencies.
- > **Bank of England's measures:** The Funding for Lending Scheme (FLS) of the Bank of England triggered literally a stop in covered bond issuance by UK banks in 2013. The impact of the new Term Funding Scheme (TFS), however, has been less detrimental and Sterling-denominated UK covered bond supply has actually been on the rise since 2017.
- > **Natural hedging:** Issuance in non-domestic currencies can be used to hedge foreign-currency denominated assets in the cover pool without the need to swap currency risks. Several German issuers, for instance, have USD or GBP-denominated cover assets on their balance sheets and could hedge these exposures by issuing currency-matched covered bonds.

USD-DENOMINATED COVERED BOND ISSUANCE

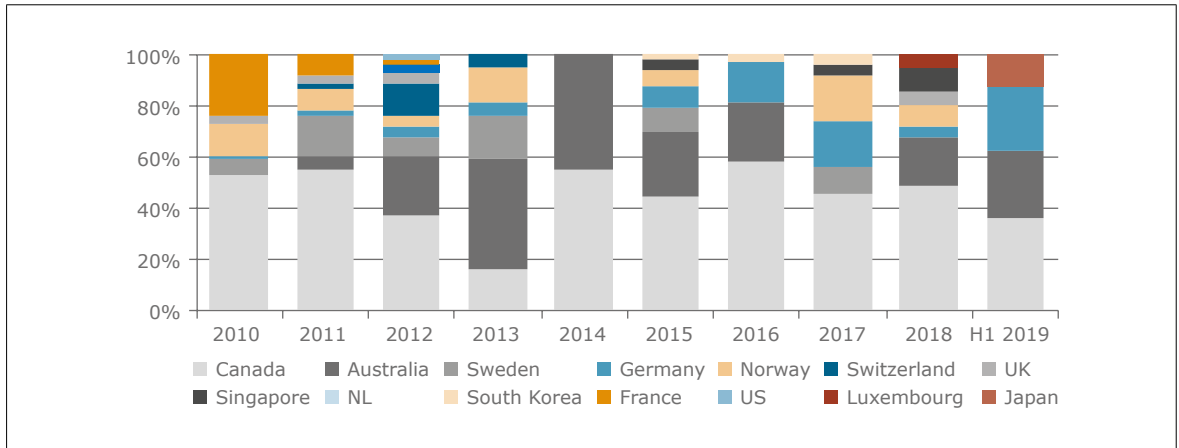
After a quiet 2014, the USD-denominated covered bond market revived in the following years with gross issuance more than doubling. This trend was driven largely by a favourable cross currency basis and, as such, was visible in other sectors like supnationals and agencies. In 2017 and 2018 the USD denominated covered bond issuance has stabilised at USD12-13bn and amounted to EUR9bn in the first six months of 2019.

> FIGURE 1: PUBLICLY PLACED USD-DENOMINATED COVERED BOND ISSUANCE



Source: Bloomberg, HSBC

> FIGURE 2: USD-DENOMINATED BENCHMARK COVERED BONDS SUPPLY BY COUNTRY



Source: Bloomberg, HSBC

Several features of the USD covered bond market differentiate it from its EUR counterpart:

- > **High ratings:** USD issuance is dominated by Canada, Australia, Sweden and Norway, which happen to have among the highest covered bond ratings. The USD covered bond market tends to be therefore a **'AAA' market**. With few exceptions, only the strongest European banks have entered the market.
- > **Larger but shorter new issues:** USD covered bonds are typically large in terms of outstanding volumes, with few bonds being issued below the USD 1bn threshold. This is in contrast to the EUR market, where sub-EUR 1bn bonds have become more common over the last few years. Moreover, the maturity of USD covered bonds tends to be shorter than EUR covered bonds as the USD investors have a preference for shorter maturities. The ultra-low yield environment in the Eurozone with large parts of the covered bond spectrum being in negative yield territory has certainly also contributed to this trend.
- > **Issuance format:** USD covered bonds are mainly issued in the 144a format which means they can only be sold to Qualified Institutional Buyers under specific restrictions. Some covered bonds – in particular

from Eurozone issuers – are issued under Reg S rather than the 144a format, which means that they can only be sold to offshore investors.

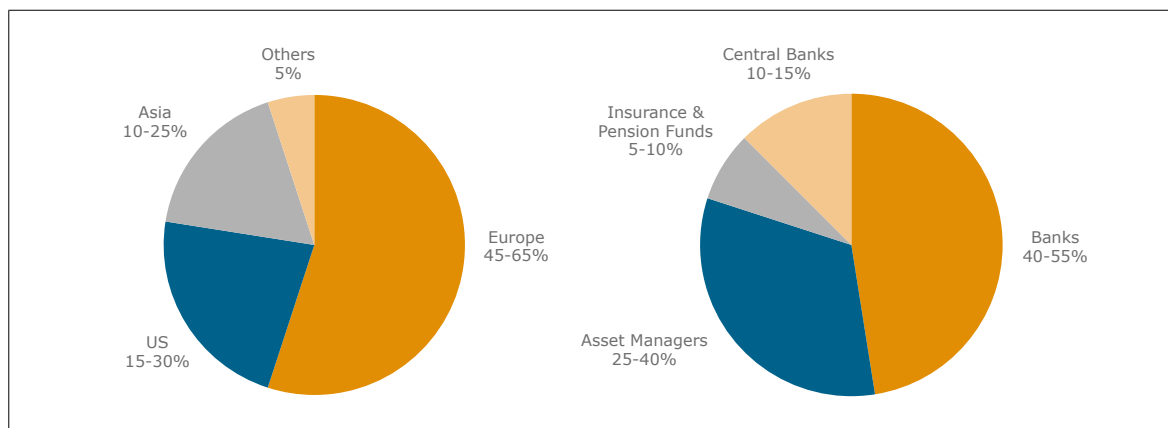
- > **Variations in regulatory treatment:** Covered bonds receive different regulatory treatment around the world, depending on the issuer’s country of origin, the currencies and the rating. In the case of the Liquidity Coverage Ratio (LCR), covered bonds – including USD-denominated – benefit from a preferential treatment under the EU implementation of Basel’s LCR as they qualify as Level 1, 2A and 2B assets. In contrast, covered bonds do not qualify for the LCR in the US and are restricted to Level 2A assets, in line with Basel’s recommendation, in other countries such as Canada, Australia or Singapore. In terms of repo eligibility with central banks, the ECB has the broadest repo eligibility criteria for covered bonds, allowing the use of investment grade covered bonds from the European Economic Area and the G10 countries, followed by the Bank of England which is more restrictive than the ECB. This is in stark contrast to the US Fed which currently only accepts AAA-rated German Pfandbriefe. The central banks in Canada and Australia are also quite strict, focusing on their domestic covered bond market and currency.

USD INVESTOR DEMAND

Over the last few years, the importance of European investors has increased, overtaking the US investors. On average, European investors account for 45-65% of the order books, while the share of US investors is in the range of 15-30%. However, the allocation data for the US often includes offshore US investors. Asian investors, mainly sovereign wealth funds and central banks, also play an important role, making up 10-25% of the order books.

> FIGURE 3: INVESTOR PARTICIPATION BY GEOGRAPHY

> FIGURE 4: INVESTOR PARTICIPATION BY TYPE



Source: Publicly available deal allocation statistics, HSBC (data as of end-June 2019)

GBP-DENOMINATED COVERED BOND MARKET

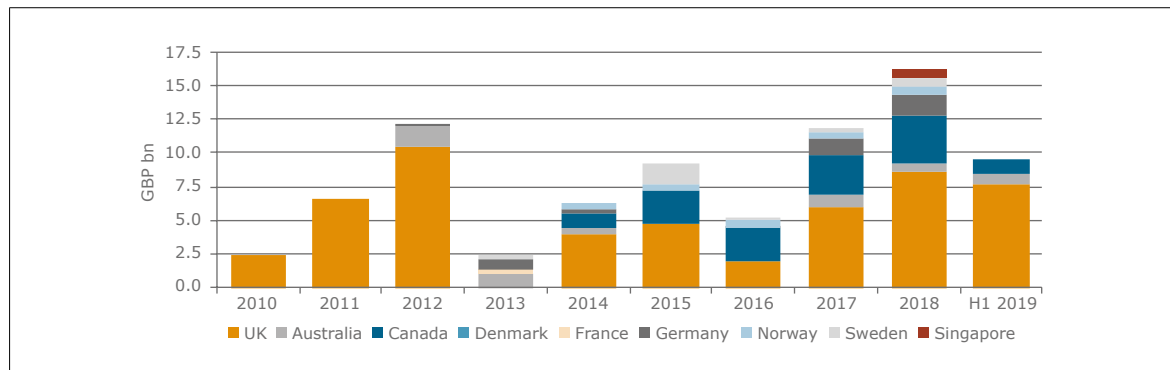
The GBP-denominated covered bond market is a small fraction of the total covered bond universe. However, with the entrance of new issuers from non-domestic jurisdictions such as Canada and Australia, the issuance size and volume is set to increase further in the coming years.

The primary market activity in this segment has been quite volatile over the last ten years. Back in 2008 (c. GBP 85bn) and 2009 (c. GBP 10bn) large volumes of Sterling-denominated covered bonds were issued that were not publicly placed in the market. Most of these issues were retained by the issuers at a time when the Bank of England provided funds under the Special Liquidity Scheme in response to the financial crisis. These retained covered bonds were used as collateral.

In 2012, publicly placed covered bond supply in Pound Sterling reached a record volume of about GBP 12bn, twice the volume of the previous year. The increase was driven by strong demand from insurance companies at the long end of the curve, as well as money market funds and bank treasuries at the short end. After the record volumes of 2012, the GBP covered bond primary market activity in 2013 dropped significantly due to the Funding for Lending Scheme (FLS) of the Bank of England, which triggered a complete halt of GBP covered bond supply by UK banks.

Since then the GBP covered bond market has slowly recovered as both issuance by UK banks and non-Eurozone banks has picked up. In 2018, Sterling covered bond supply reached a new record high of almost GBP 17bn and in H1 2019, almost GBP 10bn have been issued. Interestingly, the Term Funding Scheme (TFS) of the Bank of England has not negatively impacted the issuance from UK houses. However, GBP denominated covered bond issuance is currently less attractive for Eurozone issuers as the largest buyer, the ECB, is not buying GBP-denominated covered bonds under the third covered bond purchase programme (CBPP3) even if the bonds are issued by Eurozone banks. Thus, the current GBP issuance levels achievable for Eurozone issuers usually cannot compete with the heavily distorted prices of EUR-denominated CBPP3-eligible covered bonds.

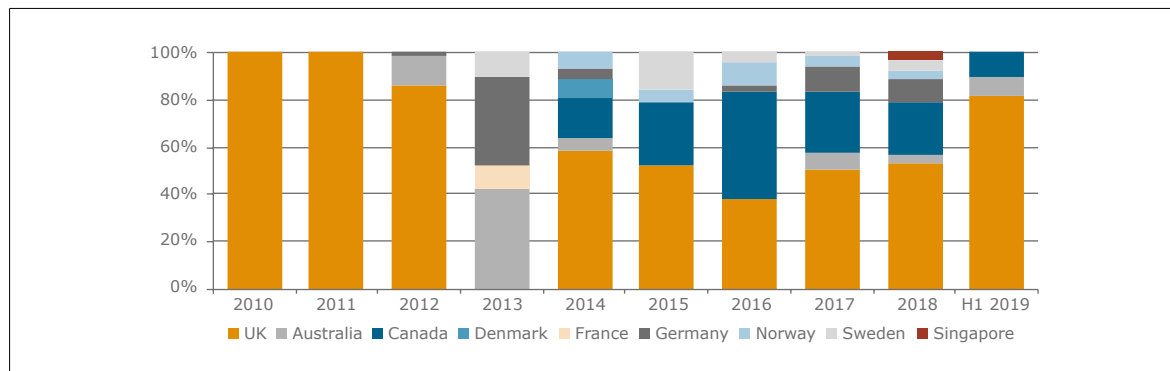
> FIGURE 5: PUBLICLY PLACED GBP-DENOMINATED COVERED BOND ISSUANCE



Source: Bloomberg, HSBC

The breakdown by country shows that up until 2012 the GBP-denominated covered bond market has traditionally been dominated by the UK-based issuers. However, over the past few years, non-domestic issuers from Australia, Germany, Scandinavia and Canada have also opted to issue in Sterling. As mentioned above, since 2017, we have seen a strong rise in UK issuance despite the strong participations of the UK banks in the TFS.

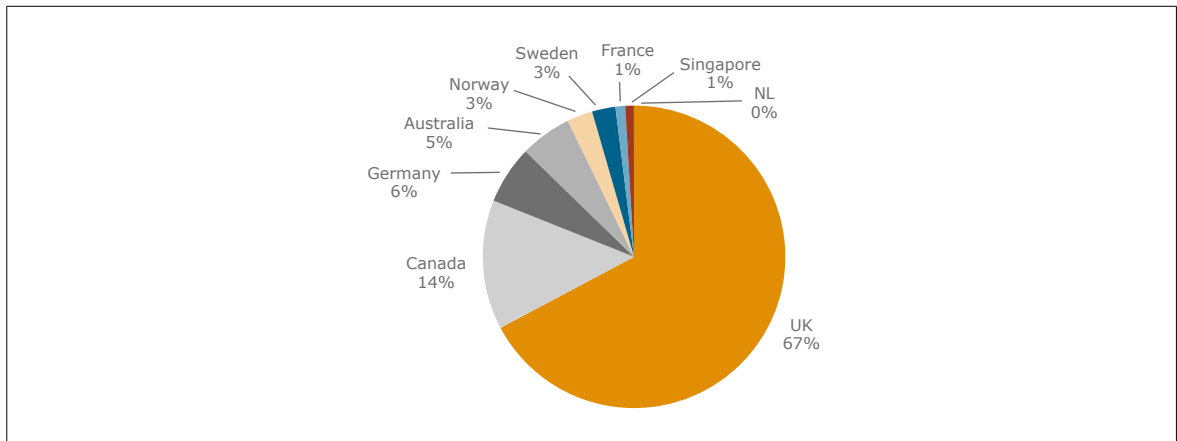
> FIGURE 6: GBP-DENOMINATED BENCHMARK COVERED BONDS SUPPLY BY COUNTRY



Source: Bloomberg, HSBC

The total outstanding volume of publicly placed Sterling covered bonds currently exceeds the GBP 60bn mark. Including non-publicly placed deals, the total outstanding volume actually peaked in 2009, following high issuance volumes of retained covered bonds at the height of the financial crisis, of which large parts have subsequently been redeemed or matured. However, the last few years with relative strong issue activity has led to a considerable increase in the outstanding volume.

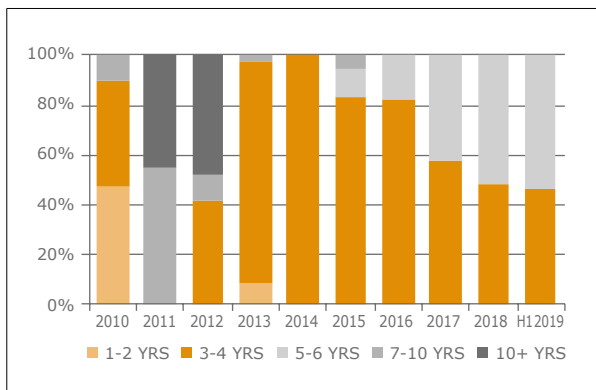
> FIGURE 7: OUTSTANDING VOLUME OF PUBLIC DEALS BY COUNTRY



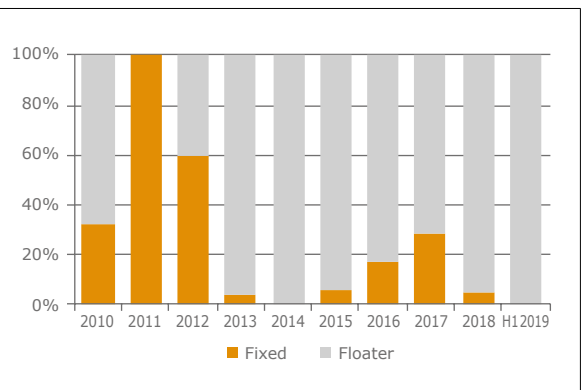
Source: HSBC, Bloomberg, (data as of end-June 2019)

The figures below show the issuance patterns in the Sterling covered bond segment since 2010. Between 2012 and 2016 more than 80% of the deals had short maturities. However, over the last three years, the share of medium-term covered bonds has increased. In terms of coupons, floating-rate notes continue to be the preferred format.

> FIGURE 8: MATURITY BREAKDOWN OF NEW ISSUANCE (PUBLIC PLACEMENTS ONLY)



> FIGURE 9: BREAKDOWN BETWEEN FIXED AND FLOATING RATE COUPONS (PUBLIC PLACEMENTS ONLY)



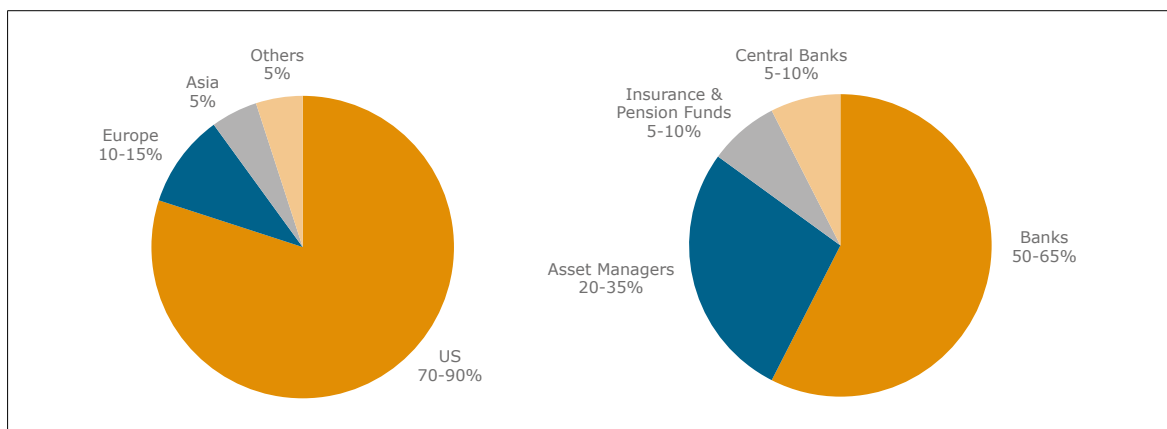
Source: Bloomberg, HSBC

GBP INVESTOR DEMAND

Investors in Sterling-denominated covered bonds are largely based in the UK. Based on the deal allocation statistics of primary market transactions over the last few years about 70 to 90% of the deals have been placed with UK investors with the remainder spread almost equally across Europe and overseas. The breakdown of investor base by type varies considerably between floaters and fixed-coupon bonds. While asset managers have a large share in both, banks have bought less of fixed rate paper but more than half of the floating rate notes (FRN). Insurance companies and pension funds account for just around a third of fixed rate covered bonds but have a significantly lower participation level in FRNs. This is to a large extent due to the fact that the majority of privately placed fixed-rate bonds in the very active years 2011 and 2012 were issued at the long end of the maturity spectrum, while the floaters predominately had a 3-year maturity. The central banks' share in recent years has been slightly above the 10% mark.

> FIGURE 10: INVESTOR PARTICIPATION BY GEOGRAPHY

> FIGURE 11: INVESTOR PARTICIPATION BY TYPE (FRN ONLY)



Source: Publicly available deal allocation statistics, HSBC (data as of end-June 2019)

MARKET OUTLOOK FOR USD AND GBP ISSUANCE

Covered bond issuance in USD and GBP should continue to play an important role over the coming years. As the ECB ended its net purchases at the beginning of 2019, Eurozone issuers should start to issue in non-EUR currencies more frequently. As we have seen in the past, relative value consideration by the issuer and particularly cross-currency basis swap movements are important drivers of non-EUR covered bond issuance.

Sterling supply should continue to be driven primarily by domestic issuers. In particular, given that the Term Funding Scheme of the Bank of England ran out in February 2018. We think non-domestic banks are likely to be more opportunistic and focus on the cross-currency basis swap development. In light of the ongoing Brexit negotiations, volatility in the sterling market could rise again, dampening GBP supply.

In the USD market, we expect Canadian and Scandinavian issuers to remain the most active players. Moreover, the covered bond issuers from Singapore, Korea and Japan are also likely to focus on USD-denominated issuance.

Domestic currencies – more than a niche

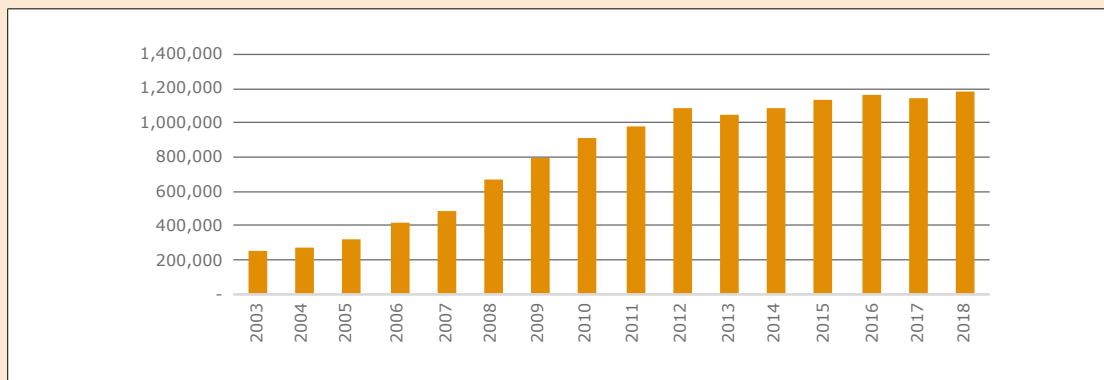
Although the Euro dominates the market for worldwide outstanding covered bond issues with around 65% of the outstanding volume of all covered bonds, domestic currency covered bonds account for a substantial share (around 30%) of all outstanding bonds. Domestic currency in this regard refers to the issuer's home currency. For example, if a bank in Denmark issues a covered bond denominated in DKK, this is classified as "domestic currencies"; issues denominated in EUR are classified as "EUR"; for covered bonds denominated in another currency, the category "Other" is used. In order to ensure comparability between the individual currencies, all figures relating to "domestic currency" have been converted into EUR equivalents as at 31.12 of the respective year.

In total, we have collected data for 18 markets outside the Eurozone, which together represent an outstanding volume of EUR 1100bn. This corresponds to 43% of all outstanding covered bonds worldwide in 2018. In the markets outside the Eurozone, covered bonds denominated in the corresponding domestic currency dominate the outstanding volume with a share of 68% (EUR 732bn), ahead of covered bonds denominated in EUR with a share of 23% (EUR 249bn), while all other currencies, representing a share of 9% (EUR 100bn), are less significant.

There are clear differences in the size of the individual markets, ranging from Denmark, the world's largest covered bond market with an outstanding volume of EUR 406 bn, to Panama with EUR 10mn. After Denmark (EUR 369bn), Sweden (EUR 164bn) and Switzerland (EUR 111bn) are the markets with the highest outstanding volumes in local currency. In markets where the local currency is the dominant currency, the share of all outstanding covered bonds denominated in domestic currency is at least 75% (Sweden). Hence, in markets where covered bonds refinance a share of at least 10% of residential mortgages (Denmark, Sweden, Switzerland, Czech Republic and Hungary) and the domestic currency is the dominant currency for outstanding covered bonds, we can speak of a developed domestic covered bond market.

A clear dominance of issues in domestic currency is also evident in the 2018 issues in the countries surveyed: EUR 189bn of the issuance volume of EUR 262bn were made in domestic currency, which corresponds to 72% of all issues, whereas Denmark (57%) and Sweden (25%) with combined EUR 155bn (Denmark: EUR 109bn; Sweden EUR 46bn) accounted for the bulk. EUR-denominated issues accounted for 20% of the issuance volume (EUR 52bn), while issues denominated in a currency other than the home currency or the EUR only played a minor role with 7.9% (EUR 21bn).

> FIGURE 12: DEVELOPMENT OF OUTSTANDING VOLUME IN DOMESTIC CURRENCY





CHAPTER 3 - THE ISSUER'S PERSPECTIVE



3.1 ARMENIA

By Eleonora Mkrtchyan, Central Bank of Armenia and Edmond Vardumyan, National Mortgage Company RCO

I. FRAMEWORK

Covered bonds are issued in Armenia according to the Law on Covered Mortgage Bonds adopted in 2008 which was majorly reformed in 2018 with expert support from Kreditanstalt für Wiederaufbau (KfW). The legislative package has passed through the Parliament and will enter into force in June 2018.

The reforms undertaken were set in order to modernise the framework in line with international best practices. As such, European regulation and especially the French-German model have been considered.

A major change that the reform introduces is the regulation of centralised covered bond issuance. Previously, when a centralised issuer formed a pool composed of his own assets and loans from other mortgage lenders, pool management, insolvency issues and legal relations among the issuers were not regulated but managed on contractual basis. Alas this approach couldn't solve problems such as the insolvency of one of the issuers.

The reforms also updated and redefined the list of eligible assets for the pool. The law now clearly defines the assets that can be used as substitutes and states what can be the maximum percentage of such assets in the whole pool.

The reform aimed as well at clarifying asset valuation and revaluation processes. Importantly, it introduced rules for the case of a significant collateral decline in value. An earlier national reforms on mortgage consumer protection has introduced early repayment rules for mortgage loans that permit yield maintenance indemnities and thus improves the matching of cover assets and liabilities.

The reform also establishes a public cover asset register and refines the functions of the cover pool controller.

Most importantly, the Covered Bond Reforms ensures the ring-fencing of assets in case of insolvency of the issuer (in centralised scenario, that of participants as well) by changing the Law on Bankruptcy of Banks, Credit Organisations, Investment Companies, Investment Fund Managers and Insurance Companies.

II. STRUCTURE OF THE ISSUER

According to the law, the issuer can be either a bank or a credit organisation, regulated accordingly by Law on Banks of Republic of Armenia (RA) and Law on Credit Organisations of RA. Both are type of institutions, are regulated and supervised by the Central Bank of Armenia and subject to license requirement and supervision, with capital requirement, liquidity requirement etc. in place.

There are two scenarios of covered bond issues: a standard one and a centralised one.

In the standard scenario the issuer of the covered bonds, an individual bank or credit organisation, uses its own assets to create a cover pool and issue the bonds.

In the centralised issuance scenario the issuer may use other banks' or credit organisations' (called "participants") mortgage assets as collateral in order to create a cover pool and issue the covered bonds. The cover pool of a centralised issuer consists of refinancing loans to the participants. The mortgage loans posted by the participants to back the refinancing loans must fulfil all cover asset eligibility, registration and transparency requirements just as if the participants were individual covered bond issuers. The law provides for asset segregation in case of participant's insolvency and thus the respective pool of mortgage loans backing the refinancing loans is moved from participant's balance sheet to that of the central issuer (or to another issuer's, including participant's as the case may be) without entering the insolvency process.

III. COVER ASSETS

Main assets

The eligible assets for covered assets pool are mortgages that comply with the following:

- 1) the real estate subject to mortgage is located on the territory of the Republic of Armenia, or the security of the mortgage is a right for construction of real estate on the territory of the Republic of Armenia,
- 2) the mortgage represents a first priority claim on the underlying asset,
- 3) the amount of the loan at the time of inclusion into the pool does not exceed 70% of the estimated market value of the collateral (real estate),
- 4) the mortgage contract includes an early repayment clause in accordance with new Law on Housing Mortgage Credit.

Substitute assets

Where cover assets are to be removed from the asset pool prior to full fulfilment of obligations on mortgage bonds on grounds listed below, the issuer will have the right to include substitute assets in the pool. However, those assets should not at any time exceed 10% of all the assets. The law clearly defines what those substitute assets can be:

- 1) Cash;
- 2) Bonds issued by or guaranteed for timely payment by the Republic of Armenia;
- 3) Other assets defined by normative acts of the Central Bank of Armenia.

Limitations

In any case the law provides for some limitations for derivative instruments which may be used in the asset pool.

Only the following derivatives may be used:

- 1) Derivatives that serve to reduce asset-liability management risks between cover assets and covered bonds issued;
- 2) Derivatives that do not require the cover pool estate to post maintenance margin and observe margin calls;
- 3) Derivatives that, upon insolvency of the issuer, exclude netting for the benefit of the derivative counterparty with other claims against the issuer or other derivatives in the cover;
- 4) Derivatives that are not terminated upon insolvency of the issuer.

Removing assets from the asset pool

The asset is removed from the asset pool when

- > The asset is terminated (including early repayment of loan, amortisation etc.)
- > The asset has been categorised as non-standard, doubtful or loss according to Armenian legislation.
- > The asset does not meet the eligibility requirements of the law on covered bonds.

In this case the assets must be substituted by other eligible assets (main or substitute).

The assets may be removed from the registry without the obligation to substitute them by other assets in the follow cases:

- > When the removal does not amount to breach of adequacy of cover requirement,
- > the remaining cover assets comply with the requirement of the law on Covered Bonds.

IV. VALUATION AND LTV CRITERIA

Valuation and revaluation

The valuation of real estate is to be performed by a person who:

- > is licenced for real estate valuation in accordance with Armenian legislation,
- > has at least 2 years of experience,
- > has not been involved in the process of loan origination,
- > has a professional liability risk insurance for at least an amount equal to 5000 times minimum wage.

The Central Bank may by its normative acts introduce additional rules and methods for valuation of real estate for the purpose of including them into the cover assets pool. When the valuation is performed in more than one way and provide for different results, the minimum resulted value will be taken into account.

The asset is to be revaluated every three years for residential real estate and once a year for commercial real-estate. Additionally, the asset has to be revaluated if the real estate market prices experience a substantial fall (i.e. more than 10%).

The revaluation may be performed either by a licensed real estate appraiser or using real estate price index following the methodology prescribed by the Central Bank of Armenia.

Loan to Value

The amount of the loan at the time of inclusion into the pool should not exceed 70% of the estimated market value of the collateral (real estate).

If the amount of a mortgage loan registered in the cover pool exceeds 85% of current mortgage lending value of collateral (real estate), the issuer may either post additional assets for the excess of 85% as additional collateral or reduce the loan amount funded by the cover to 85%. In case of posting additional assets, the cash flows derived from these assets do not accrue to the bondholders except in the case of the insolvency of the issuer.

V. ASSET – LIABILITY MANAGEMENT

Covered bonds will be backed by dynamic mortgage pools and hence covered bond programmes will be subject to asset-liability mismatches. A number of asset-liability management rules have been introduced to mitigate the associated risks and improve risk transparency.

The amount of outstanding liabilities on mortgage bonds must be backed by adequate cover:

- 1) the total nominal value of assets within cover pool must be at least equal to the total nominal value of mortgage bonds;
- 2) the receivable amounts on cover assets must be at least equal to the payable amounts against mortgage bonds;
- 3) the net present value of cover assets must at any moment exceed at least by 1% the net present value of all liabilities on mortgage bonds;

The Central Bank has determined a stress testing methodology for the issuers. For the stress test the yield curve is shifted upwards and downwards based on the volatility of interest rates for selected maturities, but not less than 2%. Stress test horizon is 25 days and the confidence level is set at 99%.

The bonds issued should be denominated in the currency in which the cover assets are denominated. The assets comprising a single asset pool should be denominated in the same currency.

The issuer of covered bonds is required to maintain a schedule of cash flows, both actual and expected, on the assets included in the cover pool, which, *inter alia*, includes information on early repayments and overdue

payments. The cash flow information shown in the schedule must allow identifying assets, including mortgages, substitute assets and derivatives from which those cash flows have been received.

The schedule must also include projections regarding future unanticipated payments, namely early repayments of loans or early performance of obligations arising out of bonds or derivative instruments.

The outstanding liabilities on covered bonds must be at any moment backed by adequate cover on a present value basis after stress-testing, and the expected duration gap, i.e. expected aggregate duration of assets minus expected aggregate duration of liabilities, must not be lower than 3 months to avoid negative maturity transformation risk.

VI. TRANSPARENCY

The registry

The Central Bank maintains the registry of the cover assets of the covered bond programme. The registry maintains information on all assets comprised in the cover pool, namely:

- > for land and building or for the permission for construction- Cadastre number, the duration for the permission for construction, its number and date, land/building address, limitation on land use, if any;
- > for mortgage loans - loan agreement number and date, loan register code, loan ID, purpose of the loan, loan amount, loan currency, repayment schedule and maturity date, annual interest rate, secured asset (real estate) value, borrower's identification;
- > for covered refinancing loans - information as referred to in point above, in addition segregation rights for the benefit of central issuer in case of centralised issue;
- > for derivatives - type of derivatives, nominal amount for each contract type contract, intrinsic value of each derivatives type, market value/net present value of derivatives, as well as information on the transaction counterparty;
- > other information defined by the Central Bank normative legal acts.

All parties concerned may have access to information contained in the cover register on collateralisation of assets. Access to other information contained in the cover register is restricted to the Central Bank, to the Cover Pool controller, to the issuer and to the Mortgage Administrator.

Information constituting banking secrecy, contained in the cover register, can only be disclosed in the manner prescribed by law. The control of the registry is held by the controller of the pool. The controller must give his approval in order for the asset to be registered in the pool. Registration of any asset without such approval is void.

Information by the issuer

The issuer must prepare monthly statements on issuance of mortgage bonds, file them to the Central Bank and display them on its website.

Those statements must include information on loans in the asset pool and information on the real estate, which is the secured asset for those loans.

In the centralised issuance scenario, the monthly statements must in addition provide information on the refinancing loans.

Monthly statements must contain the following aggregate information:

1) Information about real estate collateral:

- > Property type
- > Property values

- > Purpose of use
 - > Property location
- 2) Information about assets:
- > Cover assets breakdown by nominal amount, loan amount to property value ratio, maturity, expected duration, seasoning, coupon, interest rate reference rate for floating rate loans, region, purpose of loan, and type of collateral.
 - > Number and amount of cover assets fully and partially repaid during the reporting period.
 - > Number and amount of substituted assets during the reporting period.
 - > Reason of substitution by number and amount of assets during the reporting period.
 - > Loans with higher than 85% loan amount in the cover to property value ratio at the end of the reporting period, which were not substituted. Size of the corresponding cash collateral account.
 - > Number and amount of assets added to cover pool during the reporting period.
 - > Net present value of assets at the end of the reporting period.
 - > Change in net present value of assets from the last reporting period.
- 3) Information about derivatives:
- > Types of derivatives contracts.
 - > Nominal amount of each type of contract at the end of the reporting period.
 - > Intrinsic value of each type of derivatives at the end of the reporting period.
 - > Change in intrinsic value of derivatives portfolio from the last reporting period.
 - > Change in net present value of derivatives from the last reporting period.
- 4) Information about liabilities
- > Covered bond breakdown by maturity or first call date for bonds with embedded options, type of covered mortgage bond issued (fixed or floating), coupon, and duration.
 - > Net present value of covered bonds.
- 5) Information about assets & liabilities management
- > Nominal coverage test, yield coverage test, duration gap, net present value of the assets and liabilities ratio.
- 6) Other information defined by the Central Bank's normative legal acts.

The participants must also provide loan-by-loan information on historic and scheduled cash flows as well as other information to the centralised issuer enabling it to fulfil its duties defined by law.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

1. Controller

The law provides for the notion of controller of the asset pool and his functions.

Functions

The controller of the asset pool is the person whose activity is aimed at protecting the bondholders' rights.

The controller imposes control over the cover register and the adequacy of cover assets to liabilities on mortgage bonds.

The controller ensures that the bonds are at all times covered adequately, the cover assets are at all times able to be identified and segregated in case of insolvency.

The controller checks the asset's compliance with eligibility requirements before including it into asset pool.

The controller analyses the real estate valuation reports and may demand that only a part of value of the real estate be included in the asset pool.

As soon as a derivative instrument is registered in the registry, the controller should inform all the counterparties of the issuer that have signed a derivative instrument with him.

The controller is also responsible for informing the Central Bank about breaches made by the issuer.

The controller *inter alia* follows the real estate market prices and requires the issuer to reevaluate the real estate comprised in asset pool when he notices a substantial fall (i.e. more than 10%).

The law obliges the controller to act in the best interests of the bondholders.

Access to information

The law provides for controller's necessary access to information. For instance, the issuer is obliged to monthly provide the schedule of cash flows to the controller. The issuer is also obliged to form an expectation of the aggregate duration of assets and liabilities and report the expected aggregate duration gap to the Cover Pool controller. Concerning the requirement for expected aggregate duration of assets exceeding that of liabilities by 3 months, the issuer is obliged to report to the controller on a weekly minimum basis.

The controller may at any time check all the documents concerning the covered bonds and asset pool maintained by the issuer.

Upon the request by the controller the issuer is obliged to provide information on the payments made on loans, as well as any change concerning the assets that might be of interest for the bond-holders.

Controller requirements and appointment

The controller is appointed by the issuer. Every issuer must have a controller.

The controller may control multiple asset pools of the same issuer.

The law provides for clear eligibility criteria for the controller, to insure the person is "*bona fide*" and that there is no conflict of interest.

The eligibility requirements for the controller are:

Physical person

- a) a person who has not been convicted by court for committing a deliberate crime;
- b) a person who has not been deprived by court of the right to hold a position in financial, banking, tax, customs, commercial, economic, or legal sectors;
- c) a person who has not been recognised insolvent and does not have outstanding liabilities;
- d) a person whose qualifications and skills comply with qualification and/or professional adequacy criteria established by the Central Bank and who obtained qualification certificate issued by the Central Bank;
- e) a person who is not imprisoned, or who is not under criminal investigation;
- f) a person who is not affiliated with the Issuer.

Legal persons:

- a) an entity that has at least one employee who comply with the requirements above, and

b) an entity that complies with the requirements “c” and “f” above.

The Central Bank is to establish the cover pool controller’s evaluation procedure and professional adequacy criteria.

Supervision of controller

The controller is supervised by the Central Bank of the Republic of Armenia.

2. Central Bank supervision

The law provides for the notion of controller of the asset pool and his functions.

The Central Bank of Armenia (hereafter CBA) is the mega-regulator of the financial sector in the Republic of Armenia, which means CBA is the authority for regulation and supervision of the whole financial sector. It is the authority that regulates and supervises all financial institutions, including banks and credit organisations.

The law on covered bonds includes special provisions empowering the Central Bank to supervise banks and credit organisations in the context of covered bond issuance.

Besides the issuers, the Central Bank supervises the controllers as well.

The Central Bank may impose sanctions on issuers and/or its management if:

- 1) The information contained in the registry is incorrect or inconsistent;
- 2) The adequacy of cover assets or their eligibility requirements were violated;
- 3) norms, deadlines and public disclosure procedures on reports were violated, and/or the reports contained untrue or inconsistent information;
- 4) Issuer did not disclose information subject to disclosure by law on covered bonds;
- 5) Issuer failed to fulfil an assignment provided by the Central Bank in a manner established the law on covered bonds;
- 6) provisions of the law on covered bonds, other normative legal acts on its basis and internal statutory acts of Issuer were violated.

Upon discovering such violations, the CBA may impose the following sanctions:

- 1) warning and order (to cease the violation, to recover etc.),
- 2) fine (may not exceed 1% of the nominal capital of the issuer),
- 3) revocation of management’s or controller’s qualification certificate.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The law provides that the issuer may not dispose of the cover assets, except in cases of substituting assets in cases provided by the law. The controller controls that each of the assets can be identified at all times and ensure it can be segregated in case of insolvency of issuer (or a participant, in case of centralised issue).

The law on covered bonds provides that in case of insolvency or ceasing of license of the issuer, the Central bank appoints a mortgage administrator to manage the covered assets.

The administrator has to be duly qualified at the CBA. Moreover, it cannot be the same person as the appointed insolvency administrator or liquidator at the issuer.

The mortgage administrator has a fiduciary duty towards the bondholders and is obliged to act in their best interests.

From the moment of ceasing of the license or insolvency decision, the administrator must ensure that all the payment received in connection with covered assets are segregated from issuer's other assets and are paid to a special account opened for these purposes.

The administrator may cease the payments to bondholders or participants for up to three months. In the interests of bondholders, the Central Bank may extend this period for another three months.

In the centralised issuer case, the participant's insolvency case is also regulated. At the time of registration of the refinancing loan by the central issuer in the registry, the first-preference right to the segregated assets in case of participant's insolvency is registered as well. As soon as the participant is insolvent, those assets are segregated and may either be registered on central issuer's name or, by central issuer's consent to another issuer, including participant.

In case of the centralised issuer's insolvency, all the assets comprised in the asset pool are segregated/ring-fenced and the procedure describes above (including the appointment of a mortgage administrator) is followed.

The bondholders retain the claim towards the refinancing loans and have the first-preference rights for:

- > refinancing loans included in the cover pool and any cash flow deriving from those loans,
- > the mortgage loans that are in the participant's balance sheet and their underlying secured assets (real estate).

The assets included in the centralised issuer's cover pool and their cash flows may be disposed of solely to satisfy the claims of the bondholders. No other creditor of the centralised issuer will have any claims over the assets included in the cover pool and their cash flows until all the claims by bondholders are satisfied. The remaining assets, if any, are returned to the insolvency estate of the insolvent organisation for other creditors' claims.

The bondholders are paid on *pari passu* basis. If the assets comprised in the asset pool are not sufficient to satisfy the claims of bondholders, the latter become unsecured creditors for the purposes of insolvency proceedings for the remaining and unsatisfied part of their claims.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Armenia is not member of the European Union and is developing its own risk-weighting regime for covered bonds.

As the major reform has just recently been passed in to the Parliament and is yet to enter into force soon, there is as of today no special regulation for the risk-weighting for covered bonds. Currently the risk weight for covered bonds corresponds to the standard rules: the assets get 100% risk-weight in case the assets are denominated in AMD and 150% risk-weight if they are denominated in foreign currency.

3.2 AUSTRALIA

By Chris Dalton and Robert Gallimore, Australian Securitisation Forum

I. FRAMEWORK

The legal framework is principally contractual, with a statutory overlay enshrined in the Australian Banking Act (Cth) 1959 (Banking Act). The Banking Act contains certain minimum requirements for a covered bond programme (which are discussed in greater detail below) including requirements as to the assets eligible for inclusion in the cover pool, the appointment of a cover pool monitor, the requisite qualifications for a cover pool monitor, minimum over-collateralisation requirements and a cap on issuance. The Banking Act also empowers the Australian bank regulator, the Australian Prudential Regulation Authority (APRA), with certain powers including the power to determine Prudential Standards in relation to covered bonds.

II. STRUCTURE OF THE ISSUER

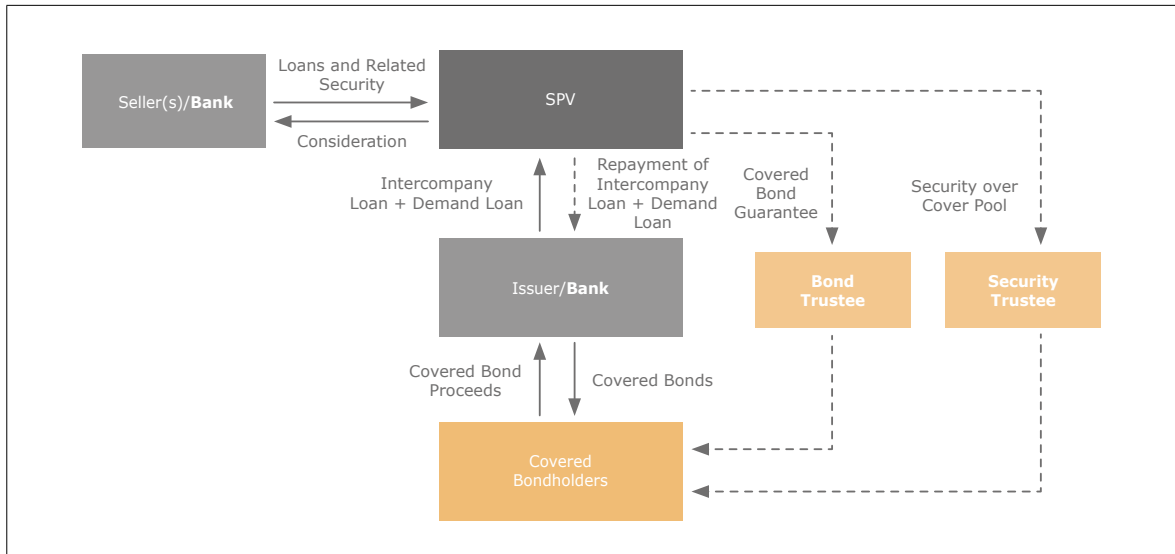
Australian banks, referred to under the Banking Act as “authorised deposit-taking institutions” or “ADIs”, are the issuers of covered bonds; not SPVs or any other entity. However, a covered bond special purpose vehicle (the Covered Bond Guarantor) is established which holds the cover pool assets acquired by a true sale from the issuer. The Covered Bond Guarantor is in the form of a trust. It provides a guarantee over the issuer’s obligations in respect of issued covered bonds, which guarantee is secured by the granting of a security interest over the cover pool assets in favour of a security trustee.

The guarantee will be called upon if an event of default in respect of the issuer were to occur. At such time, the Covered Bond Guarantor will be required to pay interest and principal on the covered bonds in accordance with the original payment schedule and payments under the covered bonds will not be accelerated. In addition, at such time, the bond trustee (on behalf of the covered bondholders) will make a claim, as an unsecured creditor, against the insolvency estate of the issuer bank. Any amount recovered against the insolvency estate of the issuer bank will be paid to the Covered Bond Guarantor to be held as additional collateral in the cover pool and to be used to make payments under the guarantee.

If an event of default were to occur in respect of the Covered Bond Guarantor, payments under the covered bonds would then be accelerated and become immediately due and payable.

Under the Banking Act, an issuer bank must not issue covered bonds if the value of the assets in the cover pool exceeds 8% of the issuer bank’s assets in Australia. Further, if the issuer bank exceeds the 8% cap on issuance in breach of the Banking Act, it will also attract a deduction from its regulatory capital base equal to the value that exceeds 8%.

> FIGURE 1: STRUCTURE



Source: Australian Securitisation Forum

III. COVER ASSETS

Section 31¹ of the Banking Act sets out the assets that can be included in the cover pool. These are:

- a. an at call deposit held with an ADI and convertible into cash within 2 business days;
- b. a bank accepted bill or certificate of deposit that:
 1. matures within 100 days; and
 2. is eligible for repurchase transactions with the Reserve Bank; and
 3. was not issued by the ADI that issued the covered bonds secured by the assets in the cover pool;
- c. a bond, note, debenture or other instrument issued or guaranteed by the Commonwealth, a State or a Territory;
- d. a loan secured by a mortgage, charge or other security interest over residential property in Australia;
- e. a loan secured by a mortgage, charge or other security interest over commercial property in Australia;
- f. a mortgage insurance policy or other asset related to a loan covered by paragraph (d) or (e);
- g. a contractual right relating to the holding or management of another asset in the cover pool;
- h. a derivative held for one or more of the following purposes:
 1. to protect the value of another asset in the cover pool;
 2. to hedge risks in relation to another asset in the cover pool;
 3. to hedge risks in relation to liabilities secured by the assets in the cover pool.

The value of assets in the cover pool which are bank accepted bills or certificates of deposit as referred to in paragraph (b) above must not exceed 15% of the face value of the issued covered bonds.

At the time of publication, all Australian covered bond issuers have limited their programmes to residential mortgage collateral for their cover pools and no such programmes include commercial mortgages.

1 http://www.austlii.edu.au/au/legis/cth/consol_act/ba195972/s31.html.

IV. VALUATION AND LTV CRITERIA

Contractually, cover pool assets are subject to revaluation every month by way of indexation, which varies between programmes. Please refer to each issuer's individual website for details of the index used and the methodology applied.

LTV criteria – in addition to indexation, for the purposes of calculating the minimum overcollateralisation requirements contained in Section 31A² of the Banking Act as well as the monthly asset coverage testing, the following LTV requirements apply:

- > Residential mortgages – if the mortgage loan exceeds 80% of the value of the mortgaged property securing that loan then the value of the loan is reduced by the amount of the excess; and
- > Commercial mortgages – if the mortgage loan exceeds 60% of the value of the mortgaged property securing that loan then the value of the loan is reduced by the amount of the excess.

V. ASSET – LIABILITY MANAGEMENT

This is principally a matter for the credit rating agencies in relation to timely payment and their opinions on the value of the pool in liquidation scenarios. The issuers have regard to ECAI's methodologies and criteria to seek to ensure maintenance of AAA ratings.

VI. TRANSPARENCY

Since August 2012, an Australian Transparency Template has been in force, followed by each of the eight Australian covered bond issuers. It is in line with the guidelines of the ECBC's Covered Bond Label Initiative, and covers the following areas of each issuer's programme:

- | | | |
|-----------|-----------------|------------------------|
| > Dates | > Prepayments | > Compliance Tests |
| > Ratings | > Pool Summary | > Bond Issuance |
| > Parties | > Mortgage Pool | > Asset Coverage Tests |

Please refer to the Australian Securitisation Forum's covered bonds landing page³ to access the template in full as well as web links to individual issuer's programmes.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Banking Act requires that a cover pool monitor be appointed in respect of a cover pool. The cover pool monitor must either be a registered auditor or hold an Australian financial services licence that covers the provision of financial services as the cover pool monitor. The cover pool monitor is appointed by the bank issuer but must be independent and must provide reports in respect of the cover pool to, amongst others,

APRA on request. The Banking Act requires the cover pool monitor to undertake specific functions, and report on such functions, biannually. Those functions involve assessing and reporting on the following:

- > compliance with the 103% statutory minimum overcollateralisation requirement;
- > compliance of the assets in the cover pool with the eligibility requirements under the Banking Act; and accuracy of cover pool asset register.

In addition, the cover pool monitor is also required contractually to check the arithmetic accuracy of the asset coverage tests on an annual basis.

As the regulator of banks in Australia, APRA has some general powers under the Banking Act with respect to bank issuers but not the Covered Bond Guarantor. For example, under section 11CA(2) of the Banking Act APRA may give a direction to a bank issuer not to transfer any amount or asset to a cover pool. However, APRA may

² http://www6.austlii.edu.au/cgi-bin/viewdoc/au/legis/cth/consol_act/ba195972/s31a.html.

³ <http://www.securitisation.com.au/cbprofile>.

only give such directions in specific and limited circumstances including when APRA has reason to believe that the bank issuer is unable to meet its liabilities, there has been a material deterioration in the bank issuer's financial condition, the bank issuer is conducting its affairs in an improper or financially unsound way, the failure to issue a direction would materially prejudice the interests of the bank issuer's depositors, or the bank issuer is conducting its affairs in a way that may cause or promote instability of the Australian financial system.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Cover pool assets are sold by the bank issuer to the Covered Bond Guarantor, which is a special purpose trust. The sale is a true sale and will be enforceable against the issuer in the event of its insolvency. In addition, the Covered Bond Guarantor will grant a security interest over the cover pool assets in favour of a security trustee which will be recognised at law and will not be enforceable against the Covered Bond Guarantor in the event of its insolvency.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Not in compliance with UCITS because Australian issuers are not domiciled in member states of the EEA.

Risk weighting varies depending upon the jurisdiction concerned, pending standardised risk-weights from the EBA and the outcome of the current Basel consultation.

Covered bonds issued by Australian issuers are currently not eligible assets for repurchase agreements with the ECB or NCBs, or the BoE. There is however, a view that some Australian covered bonds may be eligible for inclusion in the calculation of LCR in some regulatory jurisdictions.

Covered bonds issued by Australian issuers and denominated in Australian dollars are repo eligible with the Reserve Bank of Australia subject to satisfying an assessment by the Reserve Bank of Australia and the issuer meeting disclosure requirements on an ongoing basis. Furthermore, covered bonds may be deemed to be Level III LCR assets on a case by case (under the Australian Prudential Regulation Authority's implementation of Basel III LCR guidelines) subject to satisfying an application for repurchase eligibility with the Reserve Bank of Australia (and which must be made separately for each covered bond issue).

There are no special Australian federal or state investment regulations regarding Australian covered bonds.

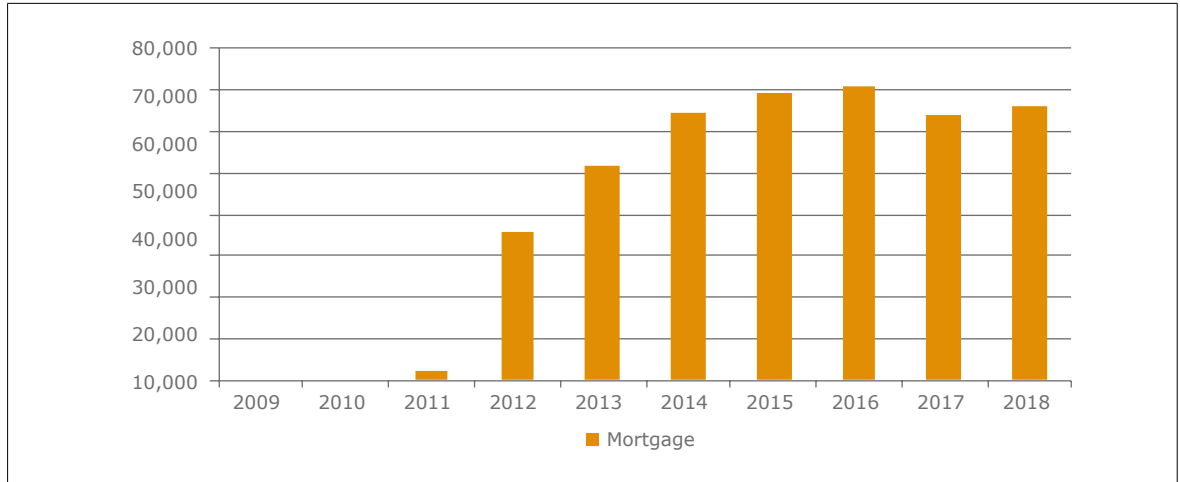
X. ADDITIONAL INFORMATION

The development of the Australian covered bond market largely came about due to the financial crisis and the effective seizure of non-sovereign global capital markets through this period. After the events of 2008 and 2009, the Australian Federal government recognised the need for increasing funding diversity within the Australian banking system. The Australian Federal government subsequently passed changes to the Banking Act, enabling banks to issue covered bonds in the form prescribed by the Banking Act. The first covered bond issuances from Australian banks occurred in late 2011. Issuance volumes subsequently increased dramatically through 2012 as issuers properly established their programmes in global bond markets.

In principle, Australian ADIs have three primary term funding options for their balance sheets: senior unsecured bonds, residential mortgage backed securitisation and covered bonds. In practice, the larger institutions have effective access to all three options while smaller institutions principally issue senior unsecured bonds and residential mortgage backed securities for term funding.

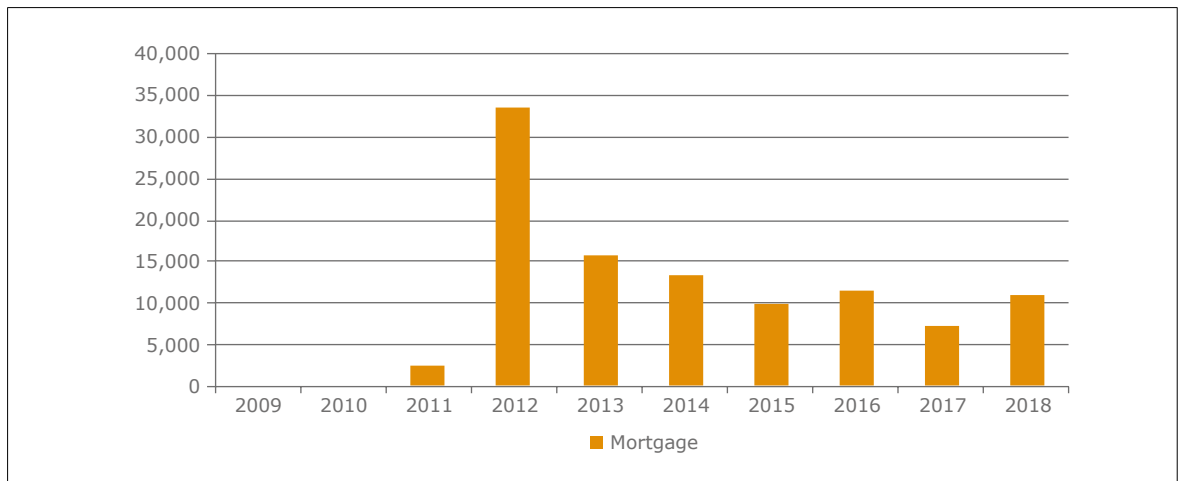
It is expected that Australian covered bond issuers will continue to use their issuance capacity sparingly; balancing maintaining a global market presence against the higher all-in funding costs associated with covered bonds and program management costs (in comparison to funding through senior unsecured bonds or residential mortgage backed securities), and the need to be able to respond quickly to deterioration in funding conditions. Feedback from a range of market participants suggests that this funding strategy may drive a scarcity premium in terms of the relative valuation of Australian covered bonds against other forms of Australian bank secured financing and other global covered bond markets.

> FIGURE 2: COVERED BONDS OUTSTANDING 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: There are eight issuers of Australian covered bonds. These are Westpac Banking Corporation, National Australia Bank Limited, Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia, Suncorp Bank, Macquarie Bank, Bank of Queensland and ING Bank Australia. These eight Australian based banks have primarily issued soft-bullet covered bonds but in the case of Bank of Queensland, a conditional pass-through covered bond (CPTCB), being the first Australian ADI to issue a covered bond in that format. In August 2018, ING Bank Australia issued its first Australian dollar denominated covered bonds, comprising both a three-year floating rate note tranche and a five-year fixed rate note tranche. It is unlikely that the smaller Australian ADIs will be seeking to issue Australian covered bonds. The reason for this is due to the legislative asset encumbrance limit restriction of 8%. This is perceived by many issuers as compromising their ability to support a sufficiently broad market in a prospective programme.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/98/Australian_Covered_Bonds.

3.3 AUSTRIA

By Alexa Molnar-Mezei, Erste Group Bank and Friedrich Jergitsch, Freshfields Bruckhaus Deringer

I. FRAMEWORK

Austria has three different frameworks under which covered bonds can be issued. These are:

1. Hypothekbankgesetz: Mortgage Banking Act (Law of 7/13/1899) "Pfandbriefe"
2. Gesetz betreffend fundierte Bankschuldverschreibungen: Law on Secured Bank Bonds (Law of 12/27/1905) „FBS“
3. Pfandbriefgesetz: Mortgage Bond Act (Law of 12/21/1927) "Pfandbriefe"

Each of these was last amended in 2010.

Under these laws, banks can issue two kinds of covered bonds, Pfandbriefe which are issued under the Mortgage Banking and Mortgage Bond Act, and Fundierte Bankschuldverschreibungen (FBS) issued under the Law on Secured Bank Bonds.

Amendments of all three laws have been suggested by Austria's banks to the legislator with the aim of further harmonising/unifying Austrian Pfandbrief legislation in a single Act, and including, for example, an improved risk management system and standardised reporting requirements to achieve more transparency that offers investors a high level of security in terms of frequency and scope of the reports and ensure that investors receive clearly defined data relating to the cover assets.

II. STRUCTURE OF THE ISSUER

All three laws provide that only duly authorised credit institutions, with a special license to such effect, may issue covered bonds.

The Mortgage Banking Act stipulates a specialist banking provision, and this would apply to any new mortgage bank. However, the only 2 issuers currently under the Mortgage Banking Act are universal banks into which formerly specialised issuers were merged.

The Mortgage Bond Act applies to public-sector "Landes-Hypothekbanken", which used to be owned by the Austrian provinces and some of which have been privatised.

The Law on Secured Bank Bonds applies to all banks that have a license allowing them to issue covered bonds.

Under all frameworks, the issuer holds the cover assets on its balance sheet (unless it uses another bank's assets as cover, which is permitted under pooling rules contained in all three laws) and the assets are not transferred to a separate legal entity. This means that the covered bonds are an unconditional obligation of the issuer, rather than a direct claim (solely) on the cover assets. In the case of insolvency of the issuer, the cover assets will form a pool which is separate from the issuer's other assets and a special cover pool administrator will be appointed to manage the cover assets. The covered bond holders have a preferential claim on the cover assets.

III. COVER ASSETS

Eligible cover pool assets are loans secured by (predominantly) first-ranking mortgages and public-sector assets. ABS/MBS are not eligible. Pfandbriefe backed by mortgage loans are commonly referred to as "Hypothek-entpfandbriefe", while Pfandbriefe backed by public sector assets are referred to as "öffentliche Pfandbriefe".

The Law on Secured Bank Bonds allows mixed cover pools consisting of mortgage loans and public-sector assets but in practice, issuers under that law form separate pools with mortgages and public-sector assets, too, each backing a separate class of covered bonds.

The geographical scope of eligible mortgage assets is restricted to EU / EEA countries and Switzerland.

Therefore, USA, Canada and Japan are not eligible. For eligible countries that do not recognise the bondholders' insolvency privilege, a 10% limit is in place. For "öffentliche Pfandbriefe", the geographic scope of assets is the same as for "Hypothekenpfandbriefe".

The limits for FBS are similar. In addition to mortgage loans and public-sector assets, FBS may also be backed by assets which, by law, are suitable for investment of a ward's assets ("Mündelgelder"). This includes certain local public bonds, or Austrian Pfandbriefe.

Derivative contracts are allowed in the cover pool if they are entered to hedge interest rate, currency and credit default risks. Derivatives are only allowed for hedging and there is no limit in place on the volume of derivatives in the cover pool.

So-called substitute cover assets are limited to 15% of the amount of covered bonds outstanding and may consist of cash, bank deposits and bonds from public issuers from EEA countries and Switzerland.

IV. VALUATION AND LTV CRITERIA

The Mortgage Bank Act stipulates conditions for property valuation and the value of mortgage lending. One condition is a 60% LTV (loan to value) limit for residential and commercial mortgages based on the so-called "mortgage lending value" (which is a conservatively assessed value).

For Mortgage Bond Act issuers, the 60% LTV limit is stipulated in the statutes of each issuer for historical reasons.

There is no explicit provision for property valuation for FBS but – to our knowledge – issuers mostly adhere to the 60% LTV limit stipulated in the Mortgage Bank Act.

In practice, monitoring of the property value is done by the issuer and regular audits of the cover register are undertaken. Valuation guidelines mostly follow the guidelines prepared by each issuer for solvency purposes, which are approved by the regulator.

V. ASSET – LIABILITY MANAGEMENT

All Austrian covered bond laws contain the matching principle whereby the total volume of assets in the cover pool must at least cover the total nominal amount of outstanding covered bonds, the interest payable on the outstanding covered bonds and potential running costs in case of insolvency of the issuer (expressed under the Mortgage Bank Act and Mortgage Bond Act as mandatory overcollateralisation of 2% which must be held in highly liquid substitute cover assets).

In addition, issuers may opt-in their statutes to maintain cover on a net present value basis, which is used by many of the international benchmark issuers. Issuers may also provide additional over collateral at their discretion, for instance in order to meet rating requirements and withstand stress tests.

The legislation also contains a simple maturity matching formula, limiting the issuance of bonds the maturity of which is considerably greater than the maturity of assets in the cover pool.

VI. TRANSPARENCY

The Austrian issuers organised in the Austrian Covered Bond Forum have set up a working group developing and analysing the CBIC Template Guidelines. As a result, Austrian issuers have developed a National Transparency Template –available on the Covered Bond Forum and of the Covered Bond Label websites – with quarterly updates – based on the CBIC European Transparency Standards. The cover pool reports can be found at:

The central website of Austrian Covered Bond Forum: <http://www.pfandbriefforum.at/downloads.html>

The National Transparency Template includes the following information:

- > Programme, Issuer Senior and Covered Bond ratings;
- > Overcollateralisation values (based on nominal and net present values);

- > The total volume of Pfandbrief outstanding as well as the related cover pools in terms of nominal, net present and stressed net present value;
- > The share of further cover assets;
- > The maturity structure of the Pfandbrief and cover assets;
- > Information on the size of the cover assets;
- > Information on the mortgages by property type/type of use, region and state;
- > Information on the claims against the public sector by state and type of issuer;
- > Information on the mortgages registered liens by register country;
- > Summary tables including LTV, currency, interest and maturity profile;
- > Information on non-performing loans (the percentage of loans more than ninety days past due);
- > Information on interest rates and currencies of cover assets and outstanding covered bonds.

The National Transparency Template covers the Guidelines according to the ECBC's Covered Bond Label Initiative that have been introduced in the Transparency Template over the last year by the Austrian Covered Bond Forum. Moreover, the items above disclose the information required in Article 129(7) of the Capital Requirements Regulation (CRR).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The cover pool is monitored by a trustee ("Treuhänder" or, in the case of the Law on Secured Bank Bonds, "Regierungskommissär"), who is appointed by the Minister of Finance. The trustee is liable according to the Austrian Civil Code. The trustee has to ensure that the prescribed cover for the covered bonds exists at all times and that the cover assets are recorded correctly in the cover register. Without his or her approval, no assets may be removed from the cover pool. Any disputes between the issuer and the trustee would be settled by the regulator.

If a concern exists that the rights of the covered bond holders are being infringed, the court must appoint a joint special representative of the covered bond creditors ("Kurator").

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The Cover Register ("Deckungsregister") in which all cover assets are entered, permits the identification of the cover assets. All mortgages, public-sector loans, substitute cover assets and derivative contracts which form part of the cover, must be registered in the cover register.

The issuers must inform the debtors (or, as the case may be, the counterparties) of the cover assets that their debt (or derivative contract) is made part of the cover pool. On that occasion the issuer must also notify the debtor that it is not allowed to discharge its debt through any set-off. An exemption from the general prohibition of set-off applies to derivative contracts, when the set-off (or netting) occurs in respect of receivables arising under one and the same Master Agreement (i.e. pertaining to the cover assets).

The legal effect of registration is that in the case of insolvency of the issuer, the assets which form part of the separate legal estate (the so-called "Sondervermögen") can be identified: All values contained in the register would be qualified as part of the separate legal estate.

While the bank carries out the daily administration of the cover register, it is the cover pool monitor who supervises the required cover und registration in the cover register.

Asset segregation

Cover assets may only be enforced upon only by the covered bond creditors (or counterparties of derivative contracts which form part of the cover pool).

If the issuer becomes insolvent, the cover assets are segregated from the remainder of its assets. The cover assets form what is known as "Sondervermögen" (pool of special assets) and are earmarked for the claims of the covered bond holders. Any voluntary overcollateralization is also bankruptcy-remote. Only cover assets that are evidently not needed to satisfy the claims of the covered bond holders are passed back to the issuer's general insolvency estate.

The cover assets are managed by a special administrator, who is appointed by the bankruptcy court after consultation with the Austrian regulator (the FMA). The special administrator has the right to manage and dispose of the recorded assets.

Impact of insolvency proceedings on covered bonds and derivatives

Covered bonds are not automatically accelerated in case of insolvency of the issuer, but will be repaid at the time of their contractual maturity. The cover assets are administered in favour of the bond holders and any claims of the covered bond holders in respect of interest or principal repayments are to be paid (primarily) from the cover assets. Equally, in respect of derivatives which belong to the pool, there is no (immediate) legal consequence of insolvency and the counterparty claims as derivative transactions rank *pari passu* with the claims of the covered bond holders.

Preferential treatment of covered bond holders

Covered bond holders enjoy preferential treatment as the law stipulates the separation of the cover assets on the one hand and the insolvency estate on the other hand. To the extent that they are not satisfied from the cover assets, the covered bond holders may also participate in the issuer's general insolvency proceedings. Only if the cover assets do not suffice to satisfy the covered bond creditors, the covered bonds are accelerated.

Access to liquidity in case of insolvency

Once appointed, the special administrator for the cover pool has the duty to manage the cover pool in order to satisfy the claims of the covered bond holders. The administrator may, for example, sell assets in the cover pool or enter into a bridge loan in order to create liquidity to service the bonds in issue.

The administrator also has access to any voluntary over-collateralisation, which is considered bankruptcy-remote. Any surplus collateral may only be transferred back to the insolvency estate to the extent that it is evident that it will not be needed to cover the claims of the covered bond holders.

Sale and transfer of mortgage assets to other issuers

By virtue of his or her appointment, the special administrator has the right to manage and dispose of the cover assets. In particular, the special administrator must collect the cover assets according to their contractual maturity.

The special administrator is also entitled to sell the assets collectively to a separate credit institution. This institution must then take over all liabilities with regard to the covered bonds. In fact, one of the tasks of the special administrator is to find a suitable credit institution that will buy the assets collectively. If a sale is not feasible, the cover pool administrator has to continue the servicing of the cover pool and the outstanding covered bonds.

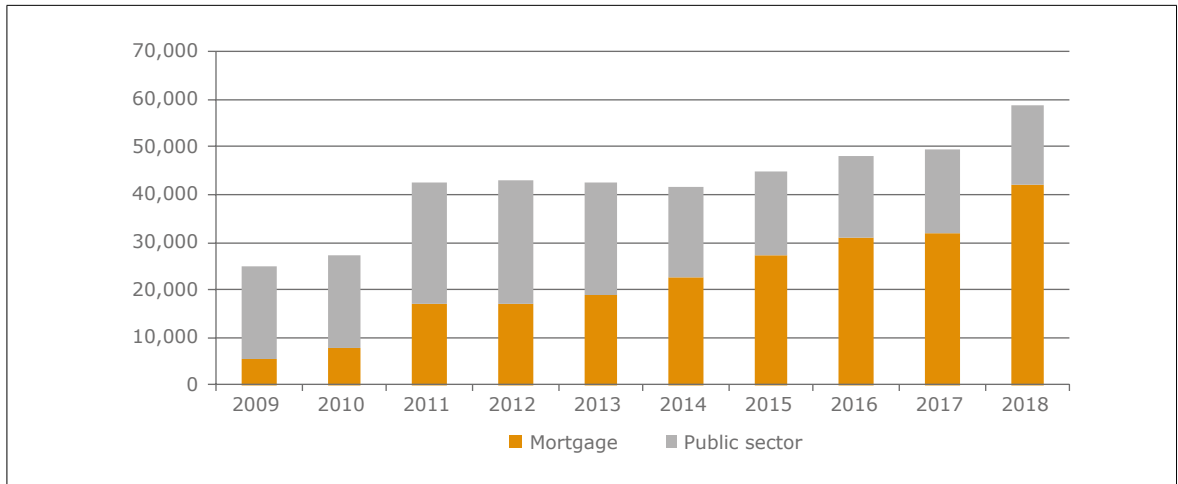
IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the CRR. Austrian Pfandbriefe, as well as Austrian covered bonds (FBS), fulfil the criteria of Article 52(4) of the UCITS Directive as well as those of Article 129 of the CRR¹. This results in a 10% risk-weighting in Austria and other European jurisdictions where a 10% risk-weighting is allowed.

Austrian covered bonds are eligible in repo transactions with the National Central Bank.

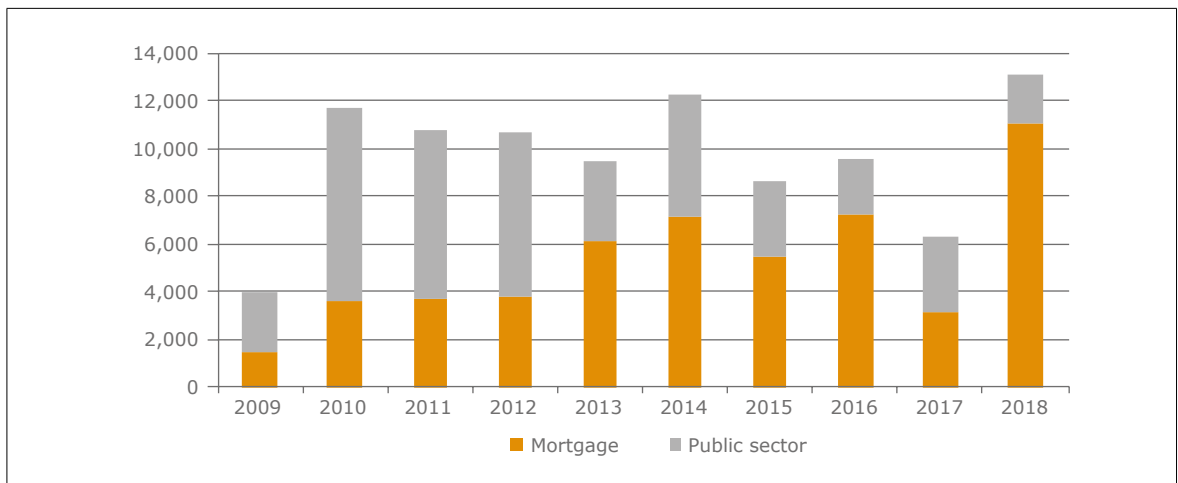
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hyppo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse AG, Erste Group Bank AG, Allgemeine Sparkasse Oberösterreich Bank, Bausparkasse der österreichischen Sparkassen Aktiengesellschaft, Volksbank Wien AG, Kommunalkredit Austria AG, Raiffeisen Bank International AG, Raiffeisenlandesbank Oberösterreich AG, Raiffeisenlandesbank Niederösterreich-Wien AG, Raiffeisen-Landesbank Steiermark AG, Raiffeisen-Landesbank Tirol AG, UniCredit Bank Austria AG, HYPO NOE Gruppe, HYPO NOE Landesbank, HYPO Tirol Bank AG, Vorarlberger Landes- und Hypothekenbank Aktiengesellschaft, HYPO Bank Burgenland AG, Austrian Anadi Bank AG, Hypo Oberösterreich, Hypo Salzburg, Hypo Steiermark, BKS Bank AG, Oberbank AG, BTV-Bank für Tirol und Vorarlberg AG, Sparkasse Schwaz.

ECBC Covered Bond Comparative Database: <http://www.ecbc.eu/framework/8/Pfandbriefe>, and http://www.ecbc.eu/framework/95/FBS_-_Fundierte_Bankschuldverschreibungen.



COVERED BOND LABEL: UniCredit Bank Austria AG (2 pools).

3.4 BELGIUM

By Dries Janssens, Belfius Bank

I. FRAMEWORK

On 3 August 2012, the Belgian Parliament adopted the legislation on covered bonds. This law provides a statutory framework for the issuance of covered bonds by Belgian credit institutions.

The legal basis for Belgian covered bonds is incorporated into the banking law, meaning the law of 25 April 2014 on the status and the supervision of credit institutions (the "Banking Law") that replaced the Act of 22 March 1993 on the status and the supervision of credit institutions. Since 11 October 2012 the legislation with respect to Belgian covered bonds has been supplemented by two Royal Decrees (a general Royal Decree on the issuance of covered bonds and a specific Royal Decree dedicated to the cover pool administrator) and several regulations (inter alia concerning the issuer reporting requirements).

The following gives an overview of the legislative framework for Belgian covered bonds:

- > The Law of 3 August 2012 establishing a legal regime for Belgian covered bonds, which is implemented in the Law of 25 April 2014 on the status and supervision of credit institutions (*Wet van 25 april 2014 op het statuut van en het toezicht op kredietinstellingen/Loi du 25 avril 2014 relative au statut et au contrôle des établissements de crédit*) (the "**Banking Law**");
- > The Law of 3 August 2012 on various measures to facilitate the mobilisation of claims in the financial sector (the "**Mobilisation Law**");
- > The Royal Decree of 11 October 2012 on the issuance of Belgian covered bonds by Belgian credit institutions (the "**Covered Bond Royal Decree**");
- > The Royal Decree of 11 October 2012 on the cover pool administrator in the context of the issuance of Belgian covered bonds by a Belgian credit institution (the "**Cover Pool Administrator Royal Decree**");
- > The Regulation of the National Bank of Belgium ("NBB") concerning the practical modalities for the application of the Law of 3 August 2012 that establishes a legal regime for Belgian covered bonds dated 29 October 2012 (the "**NBB Covered Bonds Regulation**"); and
- > The Regulation of the National Bank of Belgium addressed to the statutory auditors and the cover pool monitors of Belgian credit institutions with respect to their involvement in the context of the issuance of Belgian covered bonds in accordance with Chapter VIII of the Law of 22 March 1993 dated 29 October 2012 (the "**NBB Cover Pool Monitor Regulation**").

II. STRUCTURE OF THE ISSUER

Belgian covered bonds can be issued by universal credit institutions¹ established in Belgium. However such institutions first need to be licensed by the NBB as covered bond issuer (general authorisation as issuer) and also the covered bond program itself needs to get approval from the NBB (specific program license).

An extensive issuer license file detailing aspects like its strategy, solvency, risk management, asset encumbrance, IT systems, internal audit, etc. needs to be submitted. At program level the issuer has to detail the impact of the covered bond issuance on its overall liquidity, the quality of the cover assets and maturity matching of assets/liabilities in the program. The statutory auditor of the issuer has to report to the NBB on the organizational capacity of the credit institution to issue and follow up the covered bonds.

¹ Existing credit institutions could decide to issue themselves or to issue from a newly created credit institution. The latter would typically but not necessarily be a subsidiary or an affiliate of the mother company.

The license might be conditional upon respecting issuance limits that the NBB on a case-by-case basis might decide on. If licensed, the issuer and the program(s) are added to specific lists that are available for consultation on NBB's website.

An indirect issuance limit on covered bonds has been integrated in the Covered Bond Royal Decree by limiting the amount of cover assets to 8% of the Belgian GAAP balance sheet.

At program level a distinction is made between Article 129 CRR²-compliant covered bonds, i.e. "Belgian pandbrieven/lettres de gage", and non-Article 129 CRR-compliant (but still UCITS 52(4) compliant) covered bonds, i.e. "Belgian covered bonds". The denomination of both terms is protected by law. These distinct types of covered bonds will appear on two separate lists. Consultation of the NBB's website will hence give an overview of:

- > Belgian credit institutions issuing covered bonds
- > Belgian pandbrieven programs and its specific issuances

However the way that the Banking Law and the Royal Decree are stipulated, makes that in practice the Belgian credit institutions are only able to issue Article 129 CRR-compliant covered bonds. Therefore in what follows we will only concentrate on the Belgian pandbrieven.

When a credit institution issues Belgian pandbrieven, its assets consist by operation of law of its general estate on the one hand and (one or more) separate, ringfenced "segregated estate(s)" ("patrimoine special") on the other hand (=balance sheet structure, no use of a special purpose vehicle).

The Belgian pandbrieven investors have a direct recourse to (i) the general estate of the issuing credit institution (i.e. repayment of the Belgian pandbrieven is an obligation of the issuing bank as a whole) and (ii) the segregated estate, that comprises the cover pool that is exclusively reserved for the Belgian pandbrieven investors under the specific program to which the segregated estate is joined and for the claims of other parties that are or can be identified in the issue conditions. Assets become part of the cover pool upon registration in a register held by the issuer for such purpose. As of that moment these assets form part of the segregated estate and are excluded from general bankruptcy clawback risk.

When insolvency proceedings are opened with regard to the issuing credit institution, by operation of law, the assets recorded in the segregated estate do not form part of the insolvent general estate and hence are not affected by the opening of the insolvency proceedings. Upon insolvency of the credit institution, Belgian pandbrieven investors fall back on the cover pool assets (= the segregated estate) for the timely payment of their bonds but at the same time they continue to have a claim against the insolvent general estate. Creditors that are not related to the segregated estate do not have any recourse to these cover pool assets.

III. COVER ASSETS

All assets and instruments that are legally segregated for the benefit of the Belgian pandbrieven investors in a segregated estate constitute the cover pool. The cover pool can be composed of assets that are part of any of the following categories:

- > category 1: residential mortgage loans, and/or senior RMBS
- > category 2: commercial mortgage loans, and/or senior CMBS
- > category 3: exposure to the public sector, and/or senior public sector ABS
- > category 4: exposure on financial institutions
- > category 5: derivatives

² Regulation 575/2013 of 26 June 2013 on prudential requirements for credit institutions and investment firms (the "Capital Requirements Regulation" or "CRR").

These five general categories are subject to further eligibility criteria:

- > geographical scope: OECD, except for category 1 and 2 that are further restricted to EEA; for category 3 non-EU public sector exposure will get a zero valuation, unless specified otherwise.
- > with respect to the MBS/ABS as mentioned in each of the first three categories: senior ABS/MBS are eligible provided that 90% of the underlying pool is directly eligible and is originated by a group related entity of the issuer of the Belgian pandbrieven. The senior ABS/MBS must qualify for credit quality step 1 (as set out in Article 251 CRR). The securitization vehicle of the ABS/MBS must be located in the EU. At last these securitization tranches only remain eligible as cover asset within the limits imposed by Article 129 CRR;
- > for the mortgage loans mentioned in category 1 and 2: the loans need to be guaranteed by first lien (and subsequent lower ranking) mortgages on (residential or commercial) properties located in the EEA. Mortgage loans with properties under construction/in development can only be added to the cover pool if they do not represent more than 15% of all the mortgage loans taken up in the cover pool; Residential real estate is defined as real estate property that is destined for housing or for leasing as housing by the owner. Commercial real estate is real estate property that is primarily used for industrial or commercial purposes or for other professional activities such as offices or other premises intended for the exercise of a commercial or services activity;
- > for category 3: exposure to the public sector can only be (i) exposure to or guaranteed or insured by central governments, central banks, public sector entities, regional governments and local authorities or (ii) exposure to or guaranteed or insured by multilateral development banks or international organizations that qualify as a minimum for a 0% risk weighting as set out in article 117 CRR;
- > for category 5: derivatives, of which the counterparty has a low default risk (meaning a counterparty that qualifies for credit quality step 1 or step 2 as set out in Article 120 CRR), are only eligible if related to cover the interest rate/currency risk of the cover assets or Belgian pandbrieven. Moreover, a group related entity of the Belgian pandbrieven issuer is not eligible as derivative counterparty unless (i) it is a credit institution that benefits from a credit quality step 1 (as defined in Article 120 CRR) and forms part of the EEA, and (ii) it has a (unilateral) credit support annex (CSA) in place. Note that assets posted under the CSA would belong to the separate legal estate, but are not considered as cover assets as described in this section III. Finally, the derivative contract needs to stipulate that suspension of payments or bankruptcy of the issuer does not constitute an event of default;
- > for all of the categories: assets that are delinquent may not be added to the cover pool.

The cover pool can be composed of assets out of each of the five categories. But for each program that is set up (and accordingly for each segregated estate), assets out of one of the first three categories (so either residential mortgage loans, commercial mortgage loans or exposure to public sector) need to represent a value of at least 85% of the nominal amount of Belgian pandbrieven outstanding under such program. In practice this comes down to three types of Belgian pandbrieven programs that can be set up: residential mortgage covered bond program, commercial mortgage covered bond program or public covered bond program. How such value is determined, is explained in the following chapter.

IV. VALUATION AND LTV CRITERIA

The valuation rules of the cover assets determine the maximum amount of Belgian pandbrieven that can be issued. The value of the cover assets of each of the categories as mentioned in the section above will be determined as follows:

- > category 1: minimum of [the outstanding loan amount, 80% of the value of the mortgaged property, the mortgage inscription amount³]
- > category 2: minimum of [the outstanding loan amount, 60% of the value of the mortgaged property, the mortgage inscription amount]
- > category 3: value is equal to the book value (nominal amount outstanding), except when the counterparties are not part of the EU in which case the value will be zero. There is however an exception to this zero valuation rule for non-EU counterparty exposure:
 - > a) in case the non-EU counterparties qualify for credit quality step 1, or
 - > b) in case the non-EU counterparties qualify for credit quality step 2 and do not exceed 20% of the nominal amount of Belgian pandbrieven issued in both cases the value is equal to the book value.
- > category 4: no value can be given to this category unless:
 - > a) the counterparty qualifies for credit quality step 1, or
 - > b) in case the counterparty qualifies for a credit quality step 2, the maturity does not exceed 100 days as of the moment of registration in the cover pool in both cases the value is equal to the book value.
- > category 5: no value is given to this category.
- > Additional valuation rule applicable to any category: in case of delinquencies above 30 days, the value as determined per category is reduced by 50%. In case of default (> 90 days), no value can be given anymore.

When it comes to property valuation (applicable to cat 1 and cat 2), in general in Belgium every property is valued during the underwriting process based on either the notarial deed (that includes the property sale price) and/or in case of construction, the financial plan of the architects. It is rather rare in Belgium that the valuation is based on the report of an accredited third party appraiser.

In line with the NBB Covered Bonds Regulation, the market value will have to be justified in a clear and transparent manner on the basis of a document established by a person who is independent from the persons who are in charge of granting the relevant loans. An expert report is required for real estate which has a value of more than 3 million euro or 2% of the amount of the relevant covered bonds. Otherwise, the value of the real estate can be determined on the basis of the sales value as established in the notarial deed at the time of sale or the valuation report of the architect in the case of real estate in construction. The credit institution must apply a prudent revaluation procedure to determine the current value.

The value of the real estate has to be tested regularly. A more frequent control shall occur in case of significant changes to the market conditions. For the regular re-appraisal of the value of the real estate, customary methods and benchmarks (such as third party indices) may be used.

Note that assets can be part of the cover pool without necessarily having a value attached to it, like is the case for the derivatives category, but as well for example for exposure on financial institutions with a maturity above 100 days and a rating below AA-.

³ This can include Belgian mortgage mandates but upon the condition that there is a first lien mortgage inscription of at least 60% related to one and the same property.

V. ASSET-LIABILITY MANAGEMENT

Each issuer is required to perform several asset cover tests. The first one has been already mentioned in section III and requires that the value of either category 1, 2 or 3 is at least 85% of the nominal amount of Belgian pandbrievens (the "**85% asset coverage test**"). Secondly the value of the cover assets has to exceed the nominal amount of Belgian pandbrievens by 5% at all times (5% overcollateralisation) (the "**overcollateralisation test**"). Finally the sum of the interest, principal and other revenues has to be sufficiently high to cover for the sum of interests, principal and other costs due under/with regard to the Belgian pandbrievens, as well as any other obligation of the Belgian pandbrievens program (the "amortization test").

Next to the asset cover tests, a liquidity test has to be performed whereby the issuer calculates its maximum liquidity need within the next 180 days (the "**liquidity test**"). This amount has to be covered by (sufficient) liquid cover assets. In order to meet the test, a liquidity facility could be used to cover liquidity needs, as long as it is not provided by a group related entity of the issuer. Liquid assets are assets that (i) meet the cover asset eligibility criteria and (ii) qualify as liquid assets under the Regulation of the Banking Finance and Insurance Commission (CBFA) of 27 July 2010 on the liquidity of credit institutions, financial holdings, clearing institutions and institutions assimilated with clearing institutions.

If an issuing credit institution fails to meet the requirements of the liquidity test, it has 14 days to take the necessary redress measures to meet the relevant requirements. As long as an issuing credit institution has not taken the necessary redress measures, it is not allowed to issue new Belgian covered bonds.

The issuer is also required to manage and limit its interest and currency risk related to the program and will be able to sustain severe & adverse interest/exchange rate movements. Although it is the issuer's sole discretion to determine how this will be managed (e.g. adding derivatives to the cover pool is a possibility (subject to eligibility criteria) but not an obligation), the policy needs to be documented in the license application.

At last it is important to highlight that the tests have to be met on a daily basis.

It is the task of the cover pool monitor to verify at least once a month if the issuer is compliant with all the tests.

Other safeguard mechanism that are foreseen:

- > Issuer will have the possibility to retain its own Belgian pandbrievens for liquidity purposes.
- > Commingling risk:
 - > collections received from cover assets as of the date of bankruptcy will by law be excluded from the insolvent general estate.
 - > registered collections received from the cover assets before the date of bankruptcy are part of the separate estate and legally protected via the right of 'revindication'. This is a special mechanism that has been created to protect cash held by the issuer for the account of the segregated estate. Pursuant to this mechanism, the ownership rights of the special estate as regards cash that cannot be identified in the general estate, will be transferred to unencumbered assets in the general estate that will be selected by taking into account criteria specified in the issue conditions.
- > Set-off and claw back risk have been addressed by the Mobilisation Law.

VI. TRANSPARENCY

All market participants provide extensive data in their monthly reporting under a similar format.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

In its capacity as a Belgian credit institution licensed to issue Belgian pandbrieven, the issuer is subject to special supervision by the NBB as well as the supervision by a cover pool monitor.

The cover pool monitor:

- > is chosen by the issuer from those persons appearing on the official list of certified/statutory auditors established by the NBB;
- > shall be appointed subject to prior approval from the NBB;
- > cannot be the certified/statutory auditor of the issuer.

The main tasks of a cover pool monitor consist of ensuring compliance with legal and regulatory requirements, e.g. are the cover assets duly recorded in the register, do the cover assets fulfil the eligibility criteria, is the value correctly registered, etc. The cover pool monitor is required to perform these tasks not only on an on-going basis, but also prior to the first issuance of Belgian pandbrieven by the credit institution. The on-going verifications must be done at least once a month.

Next to that the cover pool monitor has a reporting obligation towards the NBB on several aspects such as level of overcollateralization and results of the different tests that have to be performed. The issuer is obliged to provide full cooperation to the cover pool monitor and shall give the cover pool monitor the right to review the register, loan documents, accounting book, or any other document. The NBB at its discretion can ask the cover pool monitor to perform other tasks and verifications.

If the NBB considers that a category of Belgian pandbrieven no longer fulfills the criteria or the issuer no longer fulfills its obligations, it can withdraw the license of the issuer and consequently withdraw the issuer from the list of Belgian covered bond issuers. Such a deletion from the list will be reported to the European Commission but does not have consequences for existing Belgian pandbrieven holders.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Assets need to be registered before they form part of the segregated estate. The law protects these registered assets (including all collateral and guarantees related to such assets) from a claim of the creditors of the insolvent general estate and therefore they are not affected by the start of insolvency proceedings against the issuer. Also, any assets that would be posted via a CSA that is in place would be protected from insolvency proceedings as it is required to register these type of assets as well, although as explained before one cannot consider those as pure cover assets.

The cover assets once registered are exclusively and by operation of law reserved for the benefit of the Belgian pandbrieven investors and other creditors that might be linked to the program (e.g. a swap counterparty of which the derivative is included in the cover pool). These creditors also have a claim on the general estate. Only when all obligations at program level have been satisfied, will any remainder of assets of the separate estate return to the general estate of the issuer. Before such time, the bankruptcy receiver of the credit institution, in consultation with the NBB, could ask the restitution of cover assets if and when there is certainty that not all assets will be necessary to satisfy the obligations under the Belgian pandbrieven program.

Upon the initiation of bankruptcy proceedings or the instruction of an exceptional recovery measure by the competent supervisor with regard to the credit institution, or even before whenever the NBB considers it to be necessary (e.g. at the moment the license is withdrawn), a cover pool administrator (“gestionnaire de portefeuille”) will be appointed that will take over the management of the Belgian pandbrieven program from the credit institution. The cover pool administrator (appointed by the NBB) is legally entrusted with all powers that are necessary for the management of the segregated estate, and can take all such actions (some in consultation with/upon approval of both the NBB and the representative of the noteholders) required to fulfill in a timely manner the obligations under the Belgian pandbrieven. Such actions could consist in (partial) sale of the underlying cover assets, taking out a loan, issuance of new bonds to use for ECB purposes or any other action that might be needed to fulfill the obligations. Acceleration of the Belgian pandbrieven is not possible, unless after the appointment of a cover pool administrator:

- > noteholders would decide otherwise;
- > (after consultation with the noteholders’ representative and with the consent of the NBB) it is clear that further deterioration of the cover assets would lead to a situation whereby it is impossible to satisfy the obligations under the Belgian pandbrieven (i.e. in a situation of insolvency of the cover pool).

The bankruptcy receiver has a legal obligation to cooperate with the NBB and the cover pool administrator in order to enable them to manage the special estate in accordance with the law.

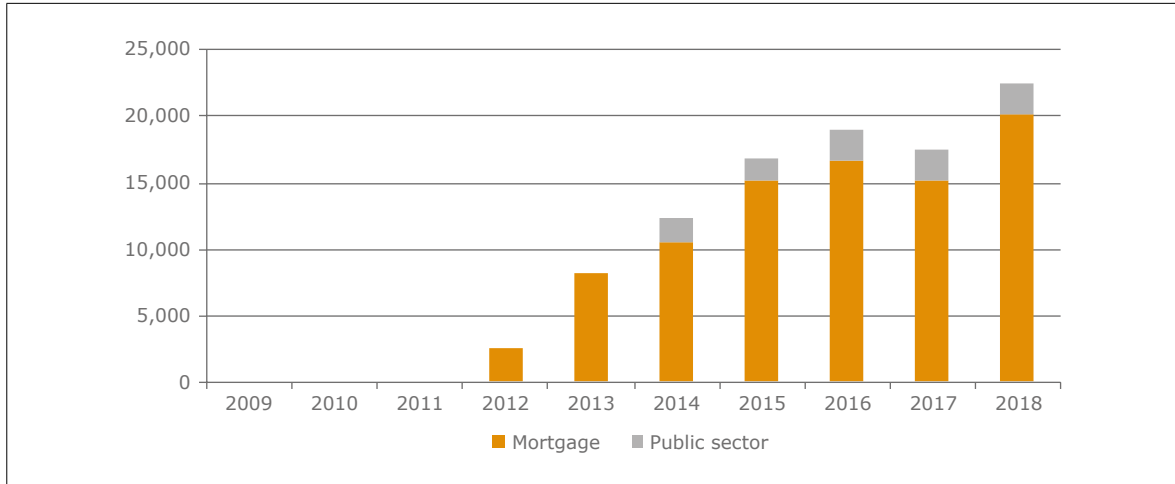
The Cover Pool Administrator Royal Decree specifies the tasks of the cover pool administrator. These include, amongst other things, to procure the payment of interest and principal on the Belgian covered bonds, collection of moneys from the cover assets (including any enforcement), entering into relevant hedging and liquidity transactions and carrying out of certain administrative tasks. The cover pool administrator will also have to test compliance with the cover tests and inform the NBB and the noteholders’ representative thereof.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 CRR.⁴ Belgian pandbrieven comply with the requirements of Article 52(4) UCITS and Article 129 CRR if and to the extent they are listed by the NBB as such.

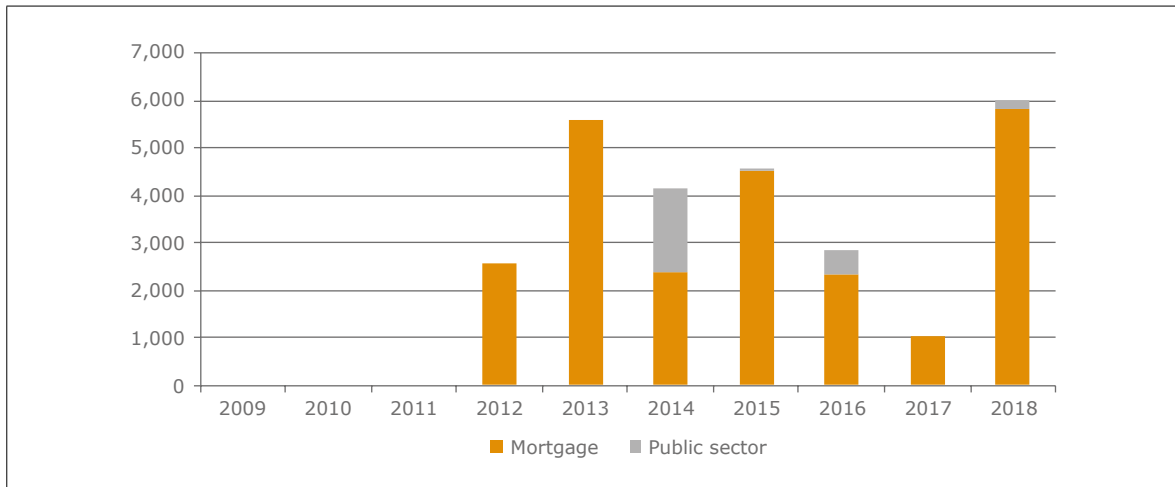
⁴ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypos.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Belfius, BNP Paribas Fortis, KBC and ING Belgium.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/100/Belgium_Covered_Bonds.



3.5 BRAZIL

By ABECIP – Brazilian Association of Real Estate Loans and Savings Companies

I. LEGAL FRAMEWORK

On 19 January 2015, the *Letra Imobiliária Garantida* (“LIG”) – Brazilian Covered Bonds – was created by Law 13.097 (Articles 63 to 94), which defined their main characteristics and structure, with due regard for CBs best international practices.

This law delegated to the National Monetary Council (“CMN”), and the Central Bank of Brazil (“BCB”), the secondary regulations for LIGs. The CMN, in turn, edited on 29 August 2017 CMN Resolution 4.598, detailing the regulations for issuers and fiduciary agents of LIGs. As supplementary regulations, the Central Bank of Brazil edited Circulars 3.866 and 3.872 on 13 December 2017, 3.895 on 4 March 2018, 3.896 on 9 March 2018, and 3.891 on 28 March 2018.

This law also attributed to the Brazilian Securities and Exchange Commission (“CVM”) the regulations for any public offerings of LIGs in the local market. The LIG is a transferrable, freely tradable security issued directly and exclusively by financial institutions approved by the BCB and registered with a central depository, also approved by the BCB.

Brazilian financial institutions are regulated by the National Monetary Council in its capacity as the collegiate regulator of the National Financial System, and by the Central Bank of Brazil which also supervises them.

II. STRUCTURE OF THE ISSUER

In addition to the issuing institution’s direct responsibility for their redemption, LIGs are collateralised by financial assets owned by the financial institution and which must be identified and segregated from its regular assets, thereby comprising segregated assets referred to as the Asset Portfolio. Although these remain under the management of the issuing institution, they must have their own controls and bookkeeping. The composition of the Asset Portfolio must comply with the specifications and limits stipulated in the law and regulations already mentioned, and their management by the issuing institution is subject to monitoring by a Fiduciary Agent approved by the monetary authority for that purpose, in addition to supervision by the Central Bank of Brazil of the issuing institution’s role as the trustee.

III. COVER POOL

The Asset Portfolio collateralising the LIGs can only be composed of:

- (i) real estate credits;
- (ii) National Treasury securities;
- (iii) derivatives instruments (for hedging purposes only) and
- (iv) cash and cash equivalents arising from the assets that are part of the asset portfolio.

i.1) real estate credits mean credits resulting from the following transactions:

- a) financing for the acquisition of residential or non-residential property;
- b) financing for the construction of residential or non-residential property;
- c) financing for legal entities to produce residential or non-residential property; and
- d) personal loans guaranteed by a mortgage or fiduciary lien (*alienação fiduciária*) on residential properties and insurance cover.

i.2) However, real estate credits can only be included in the asset portfolio if the following criteria are met:

- a) performing credits only;
- b) free of any type of encumbrance;
- c) guaranteed by a first-degree mortgage or by a secured fiduciary lien on the property;
- d) financing for construction, only if the property development is subject to the pool of securitized assets regime (which segregates a specific construction financing from all other liabilities of the developer); and
- e) the credit risk rating of the transaction is not less than "B";

It should be emphasised that the asset pool should have over-collateral of no less than 5% of the LIGs issued, while the real estate credits should represent at least 80% of the total amount of the Asset Portfolio.

IV. VALUATION AND LTV CRITERIA

The issuer of the LIG may incorporate into the contract the revaluation and the loan-to-value limits criteria.

The LTV criteria for the property given as collateral for the credits linked to the real estate assets of the LIG shall abide by the following maximum percentages:

- > Residential financing – 80% of the value of the property evaluation;
- > Commercial financing – 60% of the value of the property evaluation;
- > Home equity – 60% of the value of the property evaluation; and
- > Financing for construction – 80% of the ratio between the restated nominal amount of the financing, and the property's production cost.

The value of the guarantees in order to check the LTV will be verified, as mentioned above, by the issuer at the most every three years.

V. ASSET AND LIABILITY MANAGEMENT

The issuing institution must undertake stress testing capable of measuring the impact of the main risk factors to which the asset portfolio is exposed in relation to the sufficiency requirement.

To comply with this rule, at least the interest rate risk and, when applicable, the currency risk must be factored in.

The frequency of the stress testing and the holding period must be at least quarterly.

These stress tests must be carried out by the issuing institution using its own methodology based on consistent, documented and verifiable criteria, assumptions and procedures, especially bearing in mind:

- > rates, indices, terms and other material information involving the nature and complexity of the asset portfolio and the LIGs guaranteed by it;
- > individual effects of the risk factors, as well as the interaction between these factors;
- > historical elements represented by historical series of the values of each risk factor, covering at least the five years preceding the date when the test is carried out;
- > hypothetical elements that take into account new information and the possibility of emerging risks not incorporated by the historical elements;
- > effects arising from scenarios that simulate extreme market conditions on each risk factor, incorporating the correlation effects;
- > forward interest rate structure as a risk factor, using at least the same vertices defined when calculating the present values;

- > asymmetries, non-linearities, correlation breakages and other assumptions; and
- > counterparty risk involving derivative instruments, when applicable.

Regarding the liquidity requirement, the assets portfolio shall contain liquid assets in an amount equivalent to the LIG-related commitments secured by the Portfolio and falling due in the next 180 days.

VI. TRANSPARENCY

Brazilian LIG legislation is still quite recent and issuance is just starting. Brazilian issuers, together with the *Brazilian Association of Real Estate Loans and Savings Companies (ABECIP)*, continue studying the adoption of the Covered Bond Label Initiative.

It is noteworthy that the Brazilian legislation, in the search for transparency, requires a series of reports and records that must be kept up to date and monitored by the issuer, the LIG trustee and by the BCB, among which we would draw attention to:

- (i) The issuing institution, in managing the asset portfolio, must:
 - > make available on the internet documentation about the methodologies adopted for complying with the requisites of the asset portfolio;
 - > disclose on a quarterly basis, in the notes to the financial statements, information showing the status of the asset portfolio, as well as the percentage ratio of the sum of the assets comprising the asset portfolio, to the institution's total assets;
 - > send to the trustee, on the fifth business day of each month, the information referring to verification of compliance with the requisites of the asset portfolio;
- (ii) The local rules also contain parameters which it is mandatory to insert in the instruments of issuance such as:
 - > name of the issuing financial institution and the name of the holder;
 - > sequential number, place and date of issuance;
 - > face value; maturity date; and fixed or floating interest rate;
 - > exchange rate variance adjustment clause, as the case may be;
 - > manner, frequency and place of payment;
 - > identification of the Asset Portfolio;
 - > identification and amount of the real estate credits and other assets comprising the Asset Portfolio;
 - > identification of the trustee, indicating their obligations, responsibilities and remuneration, in addition to the situations, conditions and way in which they can be removed from office or substituted, and the other conditions of their position;
 - > amortisation regime;
 - > asset portfolio management transition plan;
 - > rules for the general meetings of investors holding the LIG.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Asset Portfolio, along with the LIGs themselves, are registered with an entity approved by the Central Bank of Brazil under the fiduciary regime to which they were submitted, representing segregated assets linked to the LIGs they must guarantee. Its management, for which the issuing institution is responsible, and compliance with the legal requisites of eligibility and sufficiency of the underlying assets are monitored by the Fiduciary Agent which is specifically authorized by the Central Bank to engage in this role. In turn, the Fiduciary Agent's

performance is supervised by the monetary authority, which accumulates the overall power for supervising the financial institutions.

VIII. SEGREGATION OF THE COVER POOL AND THE REMOTE CHANCE OF BANKRUPTCY OF THE COVERED BONDS

Under Brazilian legislation (Law 6.024 dated 13 March 1974) in the event of default or even financial imbalance, financial institutions face administrative intervention proceedings or extrajudicial liquidation. In the first case, the Central Bank appoints an administrator to run the institution which, if recovered, will see management returned to its owners. In the second case, where insolvency is detected, and recovery is considered unviable, the monetary authority appoints a liquidator to negotiate the assets and liabilities. The liquidator may file for the bankruptcy of the entity when its assets are insufficient to cover at least half of the amount of unsecured credits or, additionally, when there is hard evidence of bankruptcy fraud.

In the case of intervention, liquidation or even bankruptcy of the issuing institution, management of the asset portfolio is immediately transferred to the Fiduciary Agent, who will have full and wide-ranging powers to manage it, in addition to undertaking the redemption of the LIGs with the respective investors who will also become involved in this process through a general meeting specifically convened by the Fiduciary Agent.

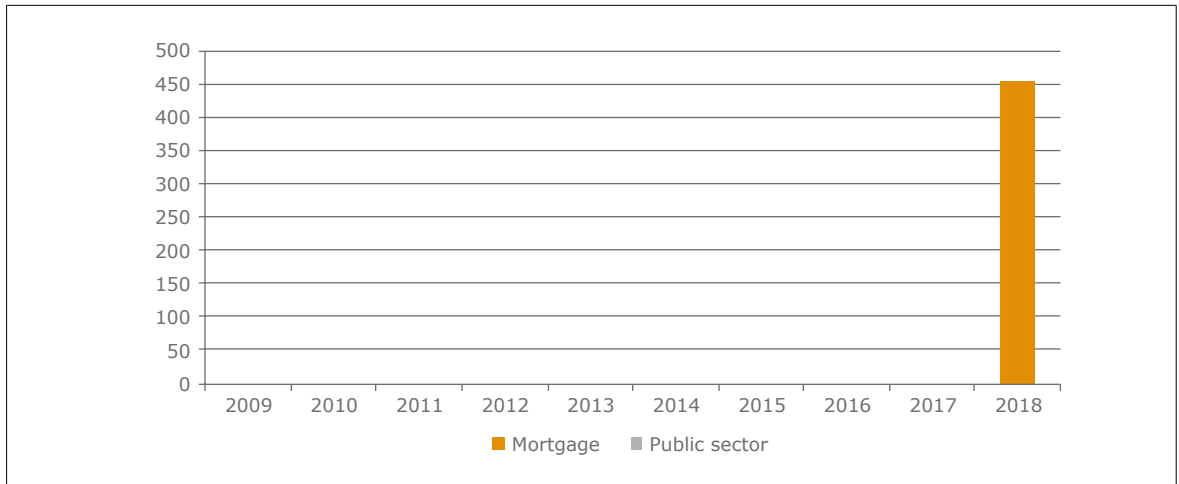
The main legal effect of the fiduciary agent regime and the asset segregation that characterises it is the absolute ring-fencing in relation to the regular assets of the issuing financial institution. So, in the event of one of the situations described above, the trustee takes over management of the asset portfolio in order to redeem the LIGs, thereby ensuring that those assets will not be affected by the administrative intervention procedures or extrajudicial liquidation by the monetary authority, nor by the bankruptcy court proceedings, and are therefore exempted from competing with the issuing institution's other creditors, whether of an unsecured, fiscal or labour law nature.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The LIGs issued directly by financial institutions with registered offices in Brazil are neither CRR nor UCITS-compliant as both frameworks require the issuer to be based in the EU. Thus, LIGs do not benefit from the lower risk weighting for bank treasuries in the EU.

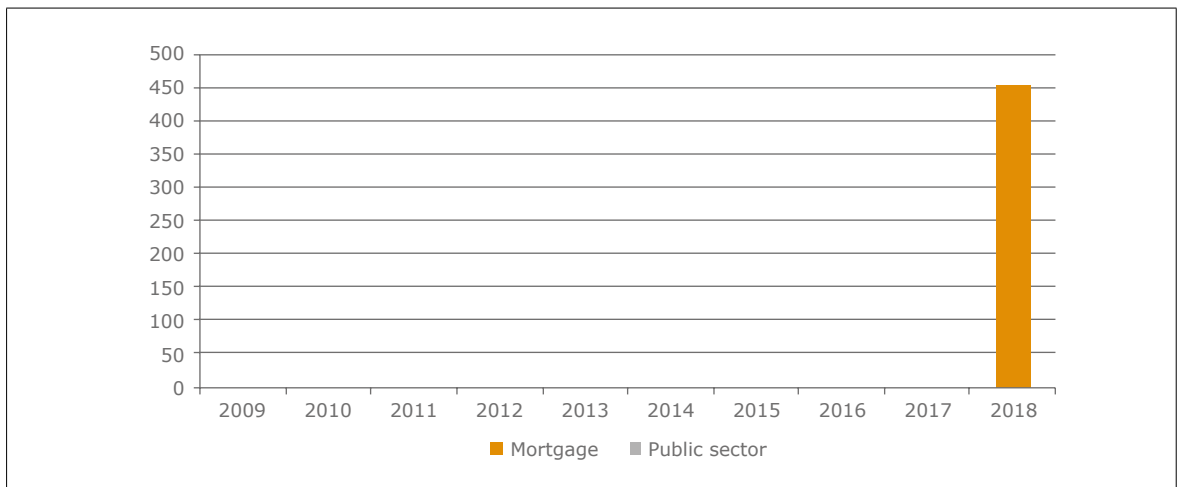
The LIGs are issued under specific Brazilian legislation which has not yet established specific prudential regulations for the purchase of LIGs by other financial institutions. However, the banking authority ("BCB") has indicated that it will abide by the international standards on this subject matter, as it has done with other risk issues.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Banco Santander Brasil, Banco Inter, Itaú Unibanco and Banco Bradesco.

3.6 BULGARIA

By Yolanda Hristova, UniCredit Bulbank AD and Franz Rudolf, UniCredit

I. FRAMEWORK

In Bulgaria, the legal basis for the issue of covered bonds is the Mortgage-backed Bonds Law issued by the 38th National Assembly on 27 September 2000, published in the State Gazette (*Darzhaven vestnik*) issue 83 of 10 October 2000¹.

II. STRUCTURE OF THE ISSUER

Pursuant to the Mortgage-backed Bonds Law, the mortgage-backed bonds shall be securities issued by banks on the basis of their loan portfolio and secured by one or more first in rank mortgages on real estate in favour of banks (mortgage loans). Only banks may issue bonds called mortgage-backed bonds.

The real estate under the previous paragraph shall be insured against destruction and shall be of the following type:

- > Housing units, including leased out;
- > Villas, seasonal and holiday housing;
- > Commercial and administrative office spaces, hotels, restaurants and other similar real estate; and
- > Industrial and warehousing premises.

The issuing bank shall adopt internal rules on conducting and documenting mortgage appraisals of real estate which shall comply with the requirements of Article 73, paragraph 5 of the Bulgarian Law on Credit Institutions.

Securities issued under procedures other than the one laid down by the Mortgage-backed Bonds Law may not be referred to with, or include in their appellation, the extension "mortgage-backed bond", or any combination of these words.

III. COVER ASSETS

The outstanding mortgage-backed bonds shall be covered by mortgage loans of the issuing bank (principal cover). To substitute loans from the principal cover that have been repaid in full or in part, the issuing bank may include the following of its assets in the cover of mortgage-backed bonds (substitution cover):

- > Cash or funds on account with the Bulgarian National Bank (BNB) and/or commercial banks;
- > Claims on the Government of the Republic of Bulgaria or the Bulgarian National Bank, and claims fully secured by them;
- > Claims on governments or central banks of states as determined by the Bulgarian National Bank;
- > Claims on international institutions as determined by the Bulgarian National Bank;
- > Claims fully backed by government securities issued by the Government of the Republic of Bulgaria, the Bulgarian National Bank, the Governments, Central Banks or international institutions;
- > Claims secured by gold; and
- > Claims fully backed by bank deposits denominated in Bulgarian levs or in a foreign currency for which the BNB quotes daily a central exchange rate.

¹ Amended; issue 59 of 2006; in force on the date of entry into force of the Treaty of Accession of the Republic of Bulgaria to the European Union; amended; issues 52 and 59 of 2007; amended; issue 24 of 2009; amended; issue 106 of 2018.

The substitution cover of mortgage-backed securities shall not exceed 30% of the total amount of liabilities of the issuing bank under that issue. Mortgage-backed Bonds cover from any issue (the sum total of the principal cover and the substitution cover) may not be less than the total amount of liabilities towards the principals of mortgage-backed bonds from that issue which are outstanding and in circulation outside the issuing bank.

The claims of the bondholders under mortgage-backed bonds from each issue shall be secured by a first pledge on the assets of the issuing bank included in the cover of that issue. The pledge is a subject of entrance in the Central Registers of Special Pledges, with the respective issue of mortgage-backed bonds being indicated as a pledge creditor.

The issuing bank shall request an entry and submit to the Central Register of Special Pledges all data required for the entry of the pledge within one month after executing a mortgage-backed bonds issue and shall update that data at least once every six months thereafter. The pledge shall remain in force until the full redemption of the liabilities of the issuing bank under the respective issue of mortgage-backed bonds without the need for any renewal. Deletion of the pledge entry shall be made upon the full redemption of the issuing bank's liabilities under the respective issue of mortgage-backed bonds on the basis of a document issued by the bank's auditors.

IV. VALUATION AND LTV CRITERIA

Valuation

Mortgage appraisals of property shall be performed by officers of the issuing bank or by physical persons designated by it having the relevant qualifications and experience.

For appraisals of the property the comparative method, the revenue method and the cost-to-make method shall be used for the purposes of the law.

The mortgage appraisal shall explicitly specify the method or combination of the above methods used with the relative weight of each method in the appraisal, as well as the sources of data used in the analysis and calculations.

Subsequent mortgage appraisals of property used as collateral on the loans recorded in the register of mortgage-backed bonds cover shall be made at least once every twelve months for loans which:

- > Have outstanding liabilities exceeding 1% of the issuing bank's own funds; or
- > Have not been consistently classified as standard risk exposures throughout that period.

LTV criteria

The LTV criteria (for the mortgage loans) are generally defined in the banks own lending policies depending on their risk appetite and other internal rules. No specific legal requirements are imposed by the local banking law, except for the Article 6 of the Law on Mortgage-backed Bonds (see below).

Article 6 of the Law on Mortgage-backed Bonds stipulates that mortgage loans shall be included into the calculation of the principal cover at the value of their outstanding principal but at no more than 80% of the mortgage appraisal value of the real estate as housing units, including leased ones, and at no more than 60% of the mortgage appraisal value of the real estate as villas, seasonal and holiday housing units used as collateral on mortgage loans.

Mortgage-backed bonds cover from any issue (the sum total of the principal cover and the substitution cover) may not be less than the total amount of liabilities towards the principals of mortgage-backed bonds from that issue which are outstanding and in circulation outside the issuing bank.

V. ASSET – LIABILITY MANAGEMENT

Substitution cover of mortgage-backed bonds from any issue may not exceed 30% of the total amount of liabilities of the issuing bank under that issue.

In making calculations under the previous paragraph for mortgage-backed bonds and assets constituting their cover denominated in different currencies, the official foreign exchange rate for the Bulgarian lev to the respective currency quoted by the Bulgarian National Bank of the day of the calculation shall apply.

A loan recorded in the register of the cover of mortgage-backed bonds from a particular issue may be repaid at any time by bonds of the same issue at their face value.

VI. TRANSPARENCY

Banks (the only eligible issuers of mortgage bonds) produce regular reporting to Banking Supervision authority – Bulgarian National Bank (BNB), and provide and publish financial information on a monthly basis. The public banks are reporting issuers and submit all required information to the regulated market – Bulgarian Stock Exchange – Sofia (BSE), as well as to the Bulgarian Financial Supervision Commission (FSC). No additional specific measures in respect to the mortgage bonds are currently announced.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The cover pool is managed by the issuing bank which should have adopted the internal rules for maintaining it, the rules for access to the cover pool database and the regularity of the update of the cover.

Bulgarian National Bank carries out general assessment of the banks, including issued mortgage bonds, as part of general banking supervision.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

After the record of the assets in the register as a cover of mortgage-backed bonds of a particular issue, those specific assets may be used as collateral solely for the liabilities of the issuing bank on that issue. The issuing bank may not allow any encumbrances on its assets constituting the cover of outstanding mortgage-backed bonds. The issuing bank accounts assets recorded in the register of mortgage-backed bonds cover separately from the rest of its assets.

The issuing bank shall keep a public register of the cover of mortgage-backed bonds issued by it. A register is kept separately for each mortgage-backed bond issue.

In case of bankruptcy of the issuing bank, the assets recorded in the register of mortgage-backed bonds covers, as of the date of declaring the bank bankrupt, shall not be included in the bankruptcy estate. Proceeds from the liquidation of assets recorded in the register as a cover on a particular issue of mortgage-backed bonds are distributed among the bondholders from that issue in proportion to the rights under their bond holdings. Any funds remaining after settling the claims under mortgage-backed bonds from a particular issue is included in the bankruptcy estate.

The asset pools under the above mentioned paragraphs are managed by a holders' trustee of mortgage-backed bonds which is appointed by the bankruptcy court when it has been established that the bank has outstanding liabilities under mortgage-backed bonds. The trustee is managing the assets by individual mortgage-backed bonds issue.

The Trustee shall have the powers of an assignee in bankruptcy in respect of the asset pool described above, as well as in respect of any outstanding liabilities of the issuing bank under mortgage-backed bonds.

The Trustee shall manage the above mentioned assets separately for any mortgage-backed bond issue. The Trustee shall sell the above described assets under the procedure set forth in Articles 486-501 of the Civil Procedure Code and shall account any proceeds to an escrow account opened for each issue with commercial banks as determined by the Bulgarian National Bank. The Trustee shall publish in the State Gazette (*Darzhaven vestnik*) and in at least two national daily newspapers the place and time for the tender for the sale of assets under the procedures of previous sentence no later than one month prior to the date of the tender.

The bondholders of any issue of mortgage-backed bonds of a bank which has been declared bankrupt shall have the right to obligate the Trustee to sell loans included in the issue cover to a buyer specified by them and the Trustee shall follow precisely the decision of the Bondholders' General Meeting under the previous sentence.

The liabilities of the issuing bank under a mortgage-backed bonds issue shall be deemed repaid when the amount of outstanding principals of the sold loans becomes equal to the total amount of liabilities on principals and interest accrued on the bonds prior to the sales.

Under Article 66 paragraph 2 of the Law on the Recovery and Resolution of Credit Institutions and Investment Firms² it is foreseen that the resolution authority (the Bulgarian National Bank) shall not exercise its powers for a write-down or conversion in relation to the secured liabilities. These liabilities include mortgage-backed bonds within the meaning of the Law on Mortgage-Backed Bonds, covered bonds and liabilities in the form of financial instruments used for hedging purposes, which form an integral part of the coverage pool and which according to the applicable law are secured in a way similar to covered bonds, whether the liabilities are governed by the legislation of the Republic of Bulgaria, by the law of another Member State or by the law of a third country.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Risk weighting

Criteria for exposures secured by mortgages on immovable property are treated in Article 27 of Ordinance No. 7 of 24 April 2014 on organisation and risk management of banks³, adopted by the Bulgarian National Bank ("Ordinance 7"). This Ordinance shall put into force the provisions of Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC.

The Ordinance contains provisions related to the exercise of national discretions by the Republic of Bulgaria under Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms ("Regulation (EU) No 575/2013")⁴. Article 27(1) of Ordinance 7 states as regards the application of Article 124, paragraph 2 of Regulation (EU) No 575/2013:

1. The part of the exposure secured by mortgages on residential property that receives a risk weight of 35% shall not exceed 70% of the lower of the market and mortgage lending value of the property in question;
2. Part of the exposure secured by mortgages on commercial immovable property that receives a risk weight of 50% shall not exceed 50% of the lower of the market and mortgage lending value of the property in question.

For the purpose of updating the ratios mentioned in paragraph 1, banks shall submit data required under Article 101 of Regulation (EU) No 575/2013 and in Annex VI and Annex VII of the Implementing technical standard for supervisory reporting, taking into account the percentages under paragraph 1 above.

According to Article 29. (1) of Ordinance 7 which refers to Article 400, paragraph 2 of Regulation (EU) No 575/2013 in calculation of large exposures under Article 395 of Regulation (EU) No 575/2013, banks shall exempt the exposures in covered bonds falling within the scope of Article 129, paragraphs 1, 3 and 5 of Regulation (EU) No 575/2013.

2 Law on the Recovery and Resolution of Credit Institutions and Investment Firms, published in State Gazette (Darjaven Vestnik) issue 62 of 14 August 2015, latest amended, issue 15, 20 and 106 of 2018; transposes Directive 2014/59/EC of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council.

3 Published in the Darjaven Vestnik (State Gazette), Issue 40 of 13 May 2014; http://www.bnb.bg/bnbweb/groups/public/documents/bnb_law/regulations_risk_management_en.pdf.

4 Amending Regulation (EU) No 648/2012 (OJ, L 176/1 of 27 June 2013), including the transitional provisions under Part Ten, Title I of Regulation (EU) No 575/2013 and supplemented by Commission Delegated Regulation (EU) No 523/2014 of 12 March 2014.

Compliance with European Legislation

The Mortgage-backed Bonds Law is compliant with the requirements of Article 52(4) of Directive 2009/65/EC (the UCITS Directive). The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR).⁵

X. ADDITIONAL INFORMATION

Minimum information requirements for issuance prospectuses

The draft prospectus for an issue of mortgage-backed bonds must contain data valid at the time of their preparation, such as:

- > The Rules of the issuing bank concerning the contents, the entry and deletion procedures as well as the terms and procedures authorising access to the register and its internal rules of conducting and documenting mortgage appraisals;
- > Data on mortgage loans held in the issuing bank's portfolio on the basis of which an issue is being made, including for each loan:
 - a) The size of the outstanding principal at the time of extending the loan and by the end of the most recent full quarter;
 - b) Loan life at the time of extending the loan and the remaining term to maturity;
 - c) Interest rates, fees and commissions on the loan;
 - d) Risk classification of the loan by the end of each calendar year from the time it was extended and by the end of the most recent full quarter;
 - e) Type of real estate mortgaged as collateral, their mortgage appraisal value and the ratio between the outstanding principal and the mortgage appraisal value at the time of extending the loan and by the end of the most recent full quarter;
- > Characteristics of the mortgage loan portfolio on the basis of which the issue is made, including a distribution of loans by:
 - a) The size of the outstanding principal;
 - b) The residual term to the final repayment of the loan;
 - c) Interest rate level;
 - d) Their risk classification by the end of the most recent full quarter; and
 - e) The ratio between the outstanding principal and the most recent mortgage appraisal value of the real estate pledged as collateral.

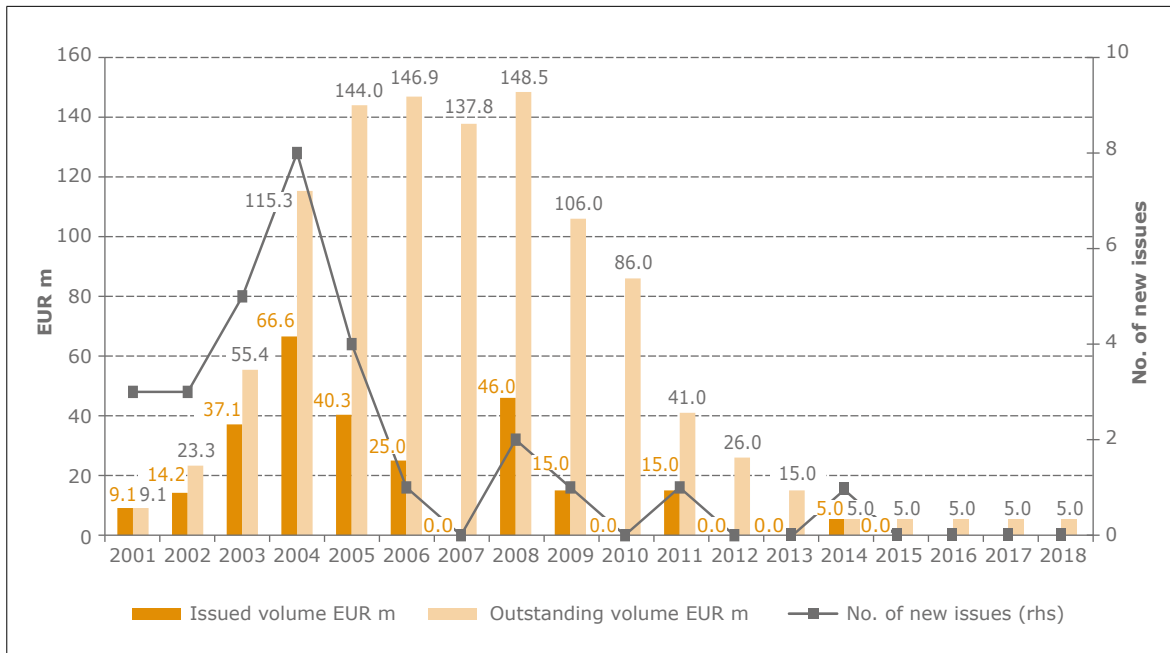
In public offerings of mortgage-backed bonds the provisions of the Public Offering of Securities Act (POSA) and the Ordinances on its enactment shall apply. In non-public offerings of mortgage-backed bonds the provisions of Commerce Law shall apply.

Bulgarian mortgage bond market information

Since the adoption of the Bulgarian Law on Mortgage-backed Bonds in 2000 there were in total 29 mortgage bond issues in Bulgaria. The last mortgage bond issued was in 2014. The volume of issued mortgage-backed bonds totals EUR 273.3 mn originated by 11 issuing banks (currently 9 banks after the merger of MKB Union-bank with First Investment Bank and the merger of United Bulgarian Bank with Economic & Investment Bank). As of 31 December 2018, the outstanding mortgage bonds amounted to EUR 5.0 mn.

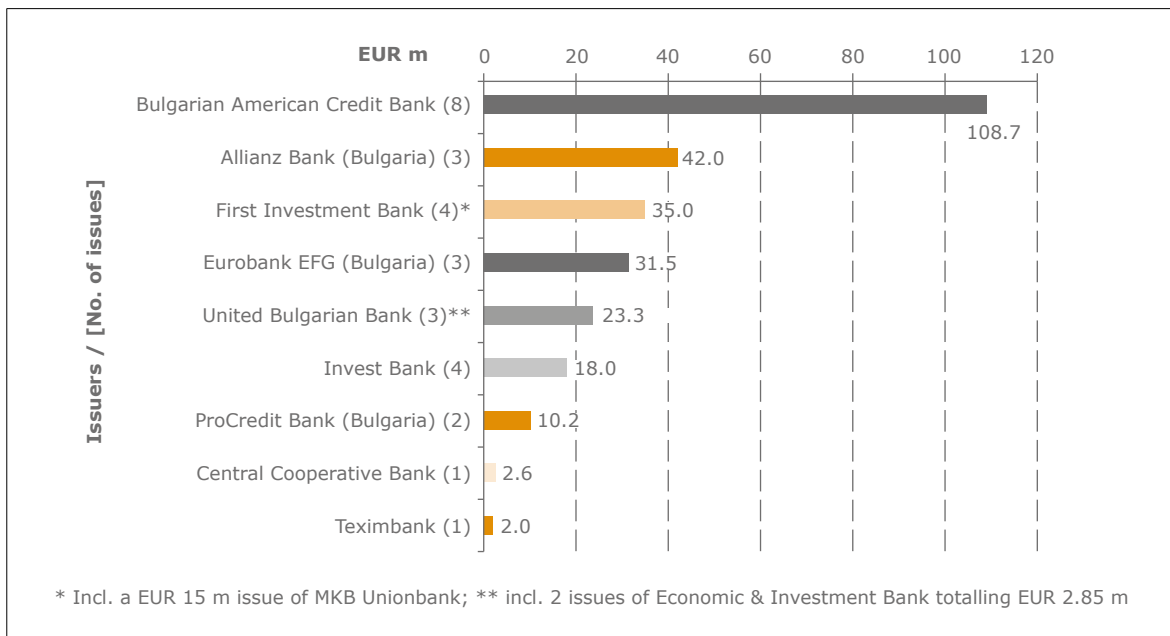
⁵ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypos.org/ecbc/covered-bonds/>.

> FIGURE 1: MORTGAGE BOND ISSUES IN BULGARIA, 2001-2018



Source: Bulgarian Central Depository

> FIGURE 2: MORTGAGE BOND ISSUERS IN BULGARIA, 2001-2018



Source: Bulgarian Central Depository

ECBC Covered Bond Comparative Database: <http://ecbc.eu/framework/72/Bulgaria>.

3.7 CANADA

By Lily Shum, Canada Mortgage and Housing Corporation (CMHC)

I. FRAMEWORK

From 2007 until 2012, Canadian covered bonds were issued pursuant to a contractual framework. In June 2012, Canada implemented dedicated covered bond legislation with the amendment of the National Housing Act¹, making Canada Mortgage and Housing Corporation (CMHC) responsible for administering the legal framework for covered bonds. In December 2012, CMHC implemented the legal framework and published the Canadian Registered Covered Bond Program Guide (CMHC Guide) which prescribes detailed requirements for registered issuers and programmes.² The NHA and the CMHC Guide together form the legal framework for Canadian registered covered bonds. The legal framework provides statutory protection for covered bond investors, prescribes eligible issuers, programmes and cover pool collateral, and establishes a high standard of disclosure.

Since 2013, new covered bond issuance is restricted to “registered” covered bonds issued under the legal framework. To be able to issue covered bonds, issuers must submit applications to CMHC to obtain registered issuer and registered programme status. Issuers and programmes that meet the minimum requirements and are approved by CMHC are added to the Canadian Covered Bonds Registry maintained by CMHC. CMHC has the power to suspend a registered issuer’s right to issue further registered covered bonds.

Under the legal framework, eligible collateral consists of Canadian residential mortgage loans that are not insured against borrower default. Mortgages which are insured against borrower default are not permitted to be held as collateral. The Government of Canada and CMHC do not provide any guarantees or backing for covered bond issues.

Effective 1 August 2019 and prescribed by the Office of the Superintendent of Financial Institutions (OSFI), total assets pledged for covered bonds must not, at any time, represent more than 5.5% of issuer’s total on-balance assets. OSFI regulates Canadian federally incorporated financial institutions (including all of the current Canadian covered bond issuers except for one provincially regulated issuer which is regulated by the Quebec Autorité des marchés financiers (AMF)).

II. STRUCTURE OF THE ISSUER

Only banks, trust and loan companies, cooperative credit associations and insurance companies in Canada are eligible to register as issuers under the Canadian covered bonds legislative framework with the approval of CMHC. CMHC’s approval is contingent upon fulfilment of minimum legal requirements set out in the CMHC Covered Bonds Guide. The framework requires that at least two rating agencies provide current ratings at all times for at least one series or tranche of covered bonds outstanding, based on their assessment of the issuer and the covered bond transaction. CMHC may suspend an issuer’s right to issue “registered” covered bonds in case of a breach of legal requirements that is not remedied.

Canadian registered covered bonds are direct obligations of the issuer. In addition, in the event of issuer insolvency or default, investors have a claim over the pool of cover assets. The cover assets are held in a bankruptcy-remote special-purpose guarantor entity, which provides an irrevocable guarantee in respect of interest and principal payments due and payable under the covered bonds that would otherwise be unpaid by the respective issuer. In Canada, the guarantor may be set up as a Limited Liability Partnership (LLP) or a trust. To date, all registered programs have used an LLP. A bond trustee (which has to be arm’s length and bankruptcy remote from the issuer) must be designated to represent the views and interests (and enforce the rights) of covered bond holders.

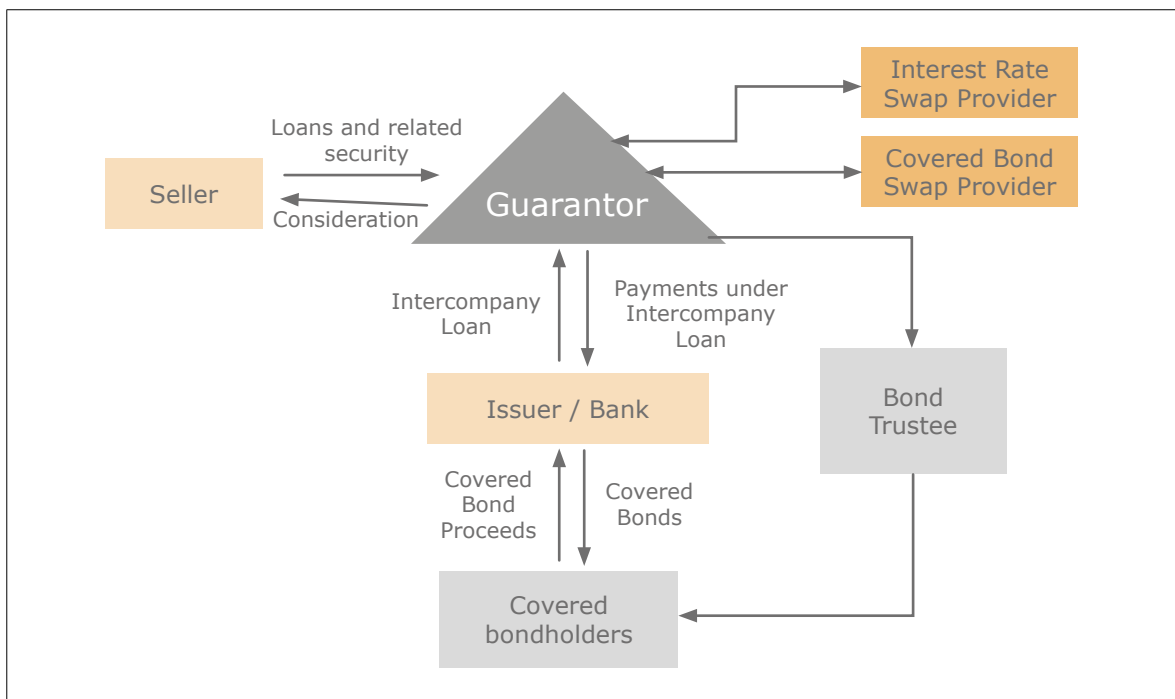
¹ See National Housing Act R.S.C., 1985, c. N-11.

² See CMHC’s Canadian Registered Covered Bond Programs Guide (www.cmhc-schl.gc.ca).

Cover assets are segregated from the issuer through a contractual true sale of the mortgage loans to the guarantor entity. However, registered legal title to the mortgage collateral typically remains with the issuer or lender from which they are purchased by the guarantor until the earliest to occur of: (1) material breach or default by the issuer; (2) impending or actual issuer insolvency; (3) material breach or default by the servicer of eligible loans; or (4) any other event as prescribed in the issuer’s transaction documents. Each registered issuer must engage an arm’s length bankruptcy-remote custodian with appropriate systems and knowledge of handling mortgages. The issuer must provide the custodian with the details of eligible and substitute assets, and quarterly updates thereof.

An intercompany loan is provided by the issuer to the guarantor. The guarantor uses the proceeds from the intercompany loan to acquire all rights, title, interests in and certain records related to a specified pool of mortgage loans originated by the seller. The intercompany loan, denominated in Canadian dollars, is comprised of a guarantee loan and demand loan. The guarantee loan amount must be equal to the sum of the Canadian-dollar amount of all covered bonds outstanding and the overcollateralisation required for the Asset Coverage Test to be met at all times. The demand loan is a revolving credit facility equal to the difference between the intercompany loan and the guarantee loan. The Guarantor enters into swaps or collateral hedges to minimise interest rate and FX mismatches (see section V – Asset-Liability Management).

> FIGURE 1: GENERAL COVERED BOND STRUCTURE



Source: CMHC

III. COVER ASSETS

Eligible assets for Canadian registered covered bonds are:

- > Eligible loans, comprised of Canadian residential loans on properties with 1-4 units that:
 - are not insured against borrower default;
 - are first ranking mortgages;
 - have a maximum 80% loan-to-value (LTV);

- are not in arrears at the time of transfer to the Guarantor and have had at least one payment made (of principal or interest) in accordance with the terms of the loan;
 - are not the subject of any dispute, proceeding, set-off, counterclaim or defence;
 - are not subject to a right of set-off by the borrower (and since July 2014, must include an express waiver of set-off); and
 - are originated by the issuer or otherwise comply with its underwriting policies.
- > Substitute assets up to the prescribed limit (10%) of total value of cover pool assets. They must be Canadian government bonds or other prescribed assets.
 - > Cash in an amount not exceeding the amount necessary to satisfy the guarantor entity's payment obligations for the next six months.

Where the mortgage securing an eligible loan also secures other indebtedness, such other indebtedness must (i) be owned by the same lender, (ii) be the subject of a release of security and (iii) have the benefit of a cross default provision with the eligible loan that is enforceable against the borrower. Only eligible loans may be transferred to the guarantor. Any loan that did not meet the eligibility requirements at the time of transfer must be repurchased by the issuer.

IV. VALUATION AND LTV CRITERIA

As noted above, the maximum LTV at the time of transfer of a loan to the guarantor is 80%. In Canada, prudential regulators require property values to be assessed during the underwriting process prior to making a mortgage loan. Property valuation is either performed by an accredited third-party property appraiser or an independently maintained valuation/risking model is used to assess the stated property value based on similar properties recently sold in the same area.

Under the covered bonds legal framework, loans are included in the cover pool coverage calculations up to the 80% LTV cap. Effective July 2014, property values must be indexed at least on a quarterly basis for the purposes of valuing the covered bond collateral. The indexation methodology for a covered bond programme is disclosed to investors in the covered bond programme prospectus and must be in line with any regulatory requirement.

V. ASSET – LIABILITY MANAGEMENT

Overcollateralisation and Coverage Tests

Within covered bond programmes, there is an inherent liquidity mismatch due to the bullet payment nature of the covered bonds and the cash flows generated from the cover assets. Following a default by the issuer, the principal cash flows generated from the cover assets may not be sufficient to ensure timely repayment of the outstanding covered bonds. To mitigate this credit and liquidity risk, the covered bond framework requires issuers to establish a contractual minimum and maximum level of overcollateralisation by adopting a minimum and maximum value for the Asset Percentage (AP) used to discount mortgage loans in the cover pool as part of the Asset Coverage Test (described below). The CMHC Guide also stipulates that cover pool collateral assets²⁵⁹ shall be at least 103% of the outstanding Canadian dollar equivalent nominal amount of covered bonds secured at all times. As with market practice in other jurisdictions, issuers tend to maintain an OC level higher than the regulatory minimum OC level required.

Typical of SPV structures, Canadian issuers must meet the following tests:

- > **Asset Coverage Test (ACT)**: Conducted on a monthly basis, the ACT ensures that sufficient assets are available to cover the outstanding amount of covered bonds plus a level of OC. An asset monitor also tests the accuracy of the ACT calculation yearly, or more frequently under specific circumstances.

- > Valuation Test (VT): Conducted on a monthly basis, the VT ensures a covered bond programme's exposure to market risk (namely, volatility in interest rates and currency exchange rates) is monitored. The VT measures the present value to the covered bond collateral relative to the Canadian dollar equivalent of the market value of the outstanding covered bonds guaranteed by it.
- > Pre-Maturity Test (PMT): Covered bonds may be issued with an Extended Due Date for payment ("soft bullet"), or as ("hard-bullet") covered bonds that are not extendible. In respect to hard-bullet covered bonds, at programme specific ratings' triggers, the PMT ensures that the covered bond collateral includes sufficient cash to meet in full all principal payments due under the maturing hard-bullet series covered bonds (together with all other payment obligations ranking in priority) for a period prescribed in the transaction documents of the specific programme.
- > Amortisation Test (AT): Following an issuer event of default, the AT ensures that the notional value of cover assets is at least equal to the outstanding Canadian Dollar equivalent covered bonds principal.

Covered Bond Collateral Hedges and Ratings Triggers

Furthermore, the issuer is required to have in place covered bond collateral hedges for the guarantor at the time of each transfer of covered bond collateral or covered bond issue in order to minimise interest rate or FX mismatches which may include contingent covered bond collateral hedges, which become effective, e.g., in case of an event of default of the registered issuer. The guarantor carries out monthly valuations to assess market risks (see above). Hedging counterparties must meet the counterparty requirements set out in the CMHC Guide, including minimum standards established by rating agencies. The terms of each transaction document must explicitly state that the guarantor may replace a specific counterparty upon rating triggers or in case of an event of default of the registered issuer. CMHC must be informed of counterparty replacement, termination or resignation. Swap counterparties rank *pari passu* with covered bondholders prior to issuer default.

The framework requires a rating trigger for the establishment of a cash reserve for the benefit of the guarantor sufficient to meet in full all interest payments due on outstanding covered bonds for a period of time specified by the issuer in its transaction documents together with all payment obligations of the guarantor entity ranking prior to such interest payments. It is retained in a bank account and, following an issuer event of default, the balance of the cash reserve forms part of available revenue receipts to be used by the guarantor to meet its obligations under the covered bond guarantee.

VI. TRANSPARENCY

The Canadian covered bond legal framework is prescriptive in terms of information disclosure and reporting frequency. The requirements are comprehensive and include the following:

- > All material information related to a registered issuer and covered bond programme must be accessible on an ongoing basis, mainly through a dedicated website set up by the issuer. All transaction documents must be available on the website.
- > A monthly report must be prepared within 15 business days following the end of each month and include detailed information on the covered bond programme (e.g. key parties/counterparties, ratings, event of default occurrence, credit enhancement and rating triggers, statistics related to cover asset and covered bonds, material issues and deficiencies).

As of 30 April 2019, seven of the eight Canadian covered bond issuers joined ECBC Covered Bond Label and published its Harmonised Transparency Template (HTT).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

In Canada, federal financial institutions are prudentially regulated by OSFI. Provincially regulated financial institutions are subject to prudential regulation by the applicable provincial entity, including, in the case of provincially regulated issuers in Quebec, the AMF.

CMHC takes the lead role in assessing and monitoring compliance with the Canadian legal covered bond framework requirements. A registered issuer shall deliver to CMHC a certificate signed by the issuer's executive officer attesting that the Issuer has complied with the requirements of the Canadian covered bonds legal framework. Notification to CMHC of material change to an issuer's registered covered bond program or terms of covered bonds is required. Registered issuers must also provide immediate notice to the CMHC in case of: (1) a failed ACT and/or AT; (2) awareness of a rating downgrade/ withdrawal/trigger; (3) a breach or default under the terms of the covered bond programme; and (4) breach or default under the covered bonds legal framework.

Issuers are required to appoint an independent third party cover pool monitor (CPM) with adequate qualifications. The responsibilities of the CPM consist of ensuring the accuracy of the records regarding the cover pool and of the required tests particularly the Asset Coverage Test. Results are required to be reported to the CMHC and the bond trustee at least annually. Issuers are required to make available all information needed by the CPM. Following issuer insolvency, the CPM remains in place for the benefit of the guarantor.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The guarantor is structured as a bankruptcy-remote, special-purpose entity and, as such, following insolvency of the issuer, all the assets of the guarantor are segregated from those of the bankrupt estate of the issuer. Covered bond holders shall retain a claim against the issuer for any deficiency in the repayment of all principal, interest and other amounts owing thereunder, and such covered bond holders shall rank *pari passu* with the ordinary depositors of the issuer.

- > Upon an issuer event of default, the guarantor is required to meet the covered bond obligations using the cash flows generated from the cover assets. In case of insufficient cash, the guarantor is permitted to sell the cover assets, find alternative funding or enter repos. The entire pool of cover assets is available as security for all the outstanding covered bonds issued under the programme, so there is no direct link between particular assets and a specific series of covered bonds.
- > Upon a guarantor event of default, covered bonds accelerate. Preferential rights are limited to the guarantor's assets. Payments are made in accordance with the applicable order of priority.

An issuer or guarantor event of default include at a minimum (other events maybe prescribed in the documentation) the following: (1) impending or actual insolvency; (2) failure to pay principal, interest or any other amount due under the covered bond programme when due; (3) failure to comply with the remedial action following a rating trigger; and (4) failure to meet the AT by a guarantor on a calculation date. An issuer's transaction documents can provide a remedy period of up to 10 business days for a failure to pay principal, and up to 30 days for failure to pay interest or other payment under the covered bonds.

In April 2018, the Government of Canada published the final version of the Bank Recapitalisation (Bail-in) Conversion Regulations, SOR/2018-57, under the Bank Act and CDIC Act (Bail-in Regulations). The Bail-in Regulations specify the prescribed shares and liabilities that are eligible for bail-in conversion and their conversion terms. Covered bonds are specifically excluded from prescribed liabilities under the bail-in regulations. Similarly, the AMF has excluded covered bonds from the prescribed debts eligible for conversion as part of the recapitalization of a Quebec-regulated domestic systemically important financial institution in its Regulation Respecting. The Classes Of Negotiable And Transferable Unsecured Debts And The Issuance Of Such Debts And Of Shares published on March 29, 2019 and effective March 31, 2019 pursuant to section 40.50 of the Quebec Deposit Institutions and Deposit Protection Act (chapter A-26).

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Canadian covered bonds may be eligible to be used as liquid assets (Level 2A) under the European Union's Liquidity Coverage Requirement Delegated Act (EU LCR), the EU's implementation of the Basel liquidity coverage ratio requirements, provided they comply with the requirements set out in the EU LCR. Canadian covered bonds may be eligible for the same risk weighting as unsecured bank debt for purposes of calculating regulatory capital ratios under Article 120 of the European Union's Capital Requirements Regulation (CRR). If denominated in euro, Canadian covered bonds may be eligible for European Central Bank repo operations as a haircut category III asset pursuant to European Central Bank Guidelines 2015/510 and 2016/65 on the implementation of the Eurosystem monetary policy framework. Valuation haircuts are generally based on credit quality, residual maturity and coupon structure of the covered bond. Canadian covered bonds are subject to the same spread risk factors and concentration thresholds as unsecured debt pursuant to Articles 176 and 185 of delegated regulation (EU) 2015/35 implementing the EU's Solvency II directive 2009/138/EC (Solvency II).

Canadian covered bonds are not UCITS 52(4)-compliant because Canadian issuers do not have their registered head office in an EU state. Therefore, they do not benefit from the more preferential risk weighting under Article 129(4) and (5) of CRR, and are not eligible for the preferential risk factors and concentration thresholds in Articles 180(1) and 187(1) of Solvency II. Third country covered bonds, including Canadian covered bonds will not benefit from the preferential risk weighting under the European Union's covered bond directive and associated amendments to the CRR when these come into effect.

X. ADDITIONAL INFORMATION

X.1. Eligible for Level 2A assets under Canada's implementation of Basel's Liquidity Coverage Ratio (LCR) and treatment under Bank of Canada programs

Covered bonds meeting certain structural requirements (including that they are issued and owned by a bank or mortgage institution, and are subject by law to special public supervision designed to protect bond holders) are included as Level 2A assets for the LCR, provided they satisfy the following conditions:

- > Not issued by the institution itself or any of its affiliated entities;
- > Either (i) have a long-term credit rating from a recognised external credit assessment institution (ECAI) of at least AA- or in the absence of a long-term rating, a short-term rating equivalent in quality to the long-term rating; or (ii) do not have a credit assessment by a recognised ECAI but are internally rated as having a probability of default (PD) corresponding to a credit rating of at least AA-;
- > Traded in large, deep and active repo or cash markets characterised by a low level of concentration; and
- > Have a proven record as a reliable source of liquidity in the markets (repo or sale) even during stressed market conditions: i.e. maximum decline of price or increase in haircut over a 30-day period during a relevant period of significant liquidity stress not exceeding 10%.

Covered bonds issued by Canadian institutions prior to the Canadian covered bond legislation coming into force on 6 July 2012 may be included as Level 2A assets if they meet the above conditions.

Beginning 2012, covered bonds were added to Bank of Canada's (BoC) list of eligible assets as collateral under its Standing Liquidity Facility and Secured Lending Program. Eligible covered bonds are those that are compliant with the federal legislative framework for covered bonds, and of sufficiently high quality with a rating broadly equivalent to AAA. For all assets pledged as BoC collateral, only Canadian-dollar assets are eligible with the exceptions of securities issued by the United States Treasury in US dollars.

X.2. Market Overview

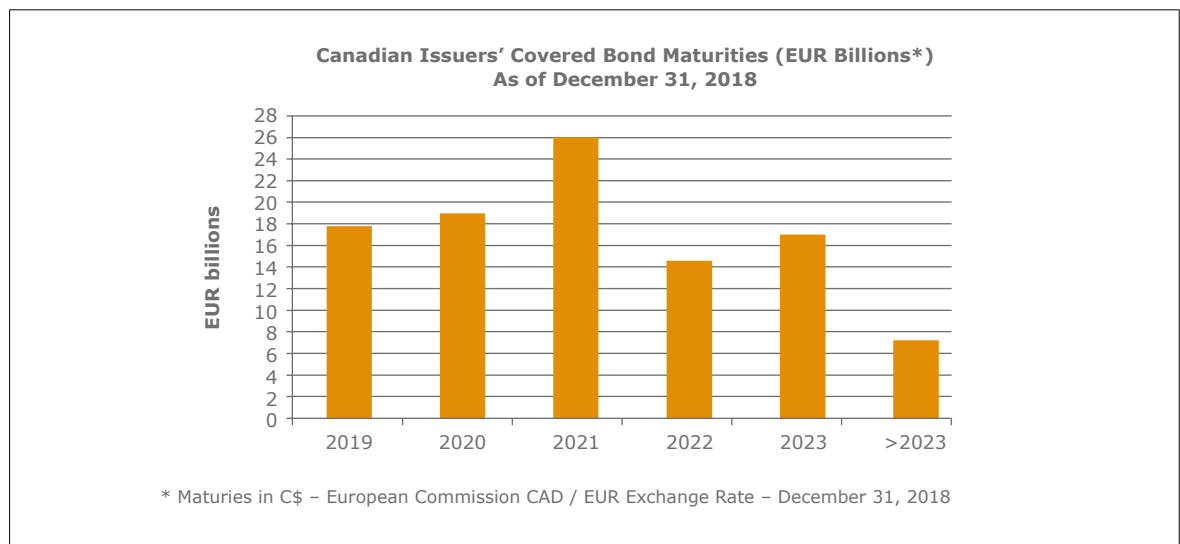
Outstanding covered bonds by Canadian banks has generally followed an upward trend in recent years. Canadian banks remain key participants in international covered bond markets, issuing opportunistically in the CAN\$, €, US\$, GBP£, CHF, and AU\$ markets upon favourable basis swaps and strong market technicals. Canadian banks' constraint in terms of future issuance is the covered bond encumbrance limits. Maturities of covered bonds, which are spread over the next few years, should also support new issuance (see Figure 3 below).

FIGURE 2: CANADIAN BANKS' COVERED BOND ISSUANCE

At 31 December 2018 (C\$ bn)	BMO	BNS	FCDQ	CIBC	HSBC	NBC	RBC	TD	Total
OSFI 4% covered bond issuance limit	30.8	40.0	9.8	23.7	4.3	10.6	51.0	52.5	222.5
Outstanding covered bonds	25.0	30.0	5.5	18.0	1.0	7.2	36.2	36.1	158.9
- non-registered	0.0	0.0	0.0	0.2	0.0	0.0	0.0	0.0	0.2
- registered	25.0	30.0	5.5	17.8	1.0	7.2	36.2	36.1	158.7
Remaining issuance capacity	5.8	10.0	4.3	5.7	3.3	3.4	14.8	16.4	63.6

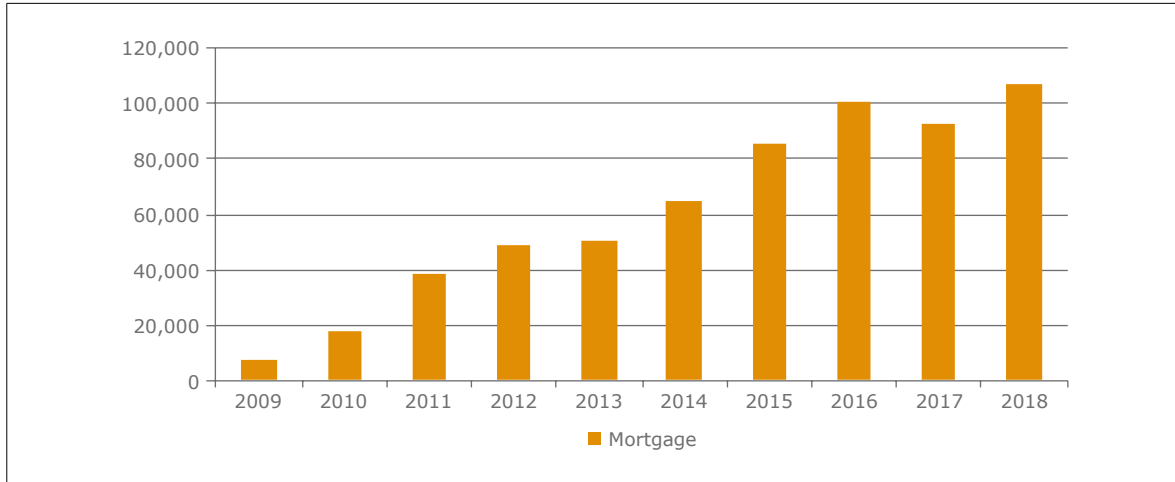
Source: CMHC

> FIGURE 3: CANADIAN ISSUERS' COVERED BOND REDEMPTIONS (AS OF 31 DECEMBER 2018, EUR BN)



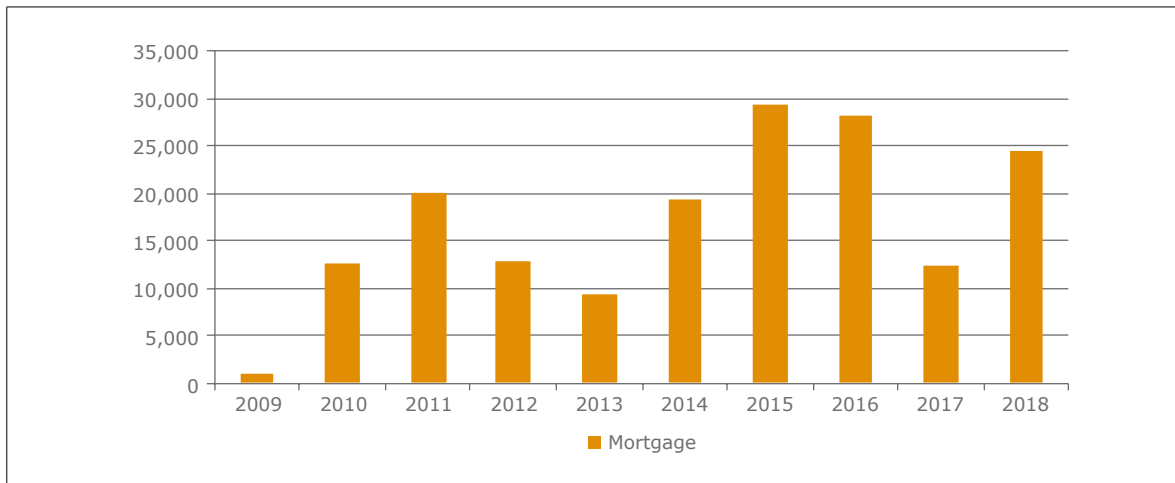
Source: CMHC

> FIGURE 4: COVERED BONDS OUTSTANDING FROM CANADIAN ISSUERS, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 5: COVERED BOND ISSUANCES FROM CANADIAN ISSUERS, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Royal Bank of Canada (RBC), Bank of Montreal (BMO), Bank of Nova Scotia (BNS), Canadian Imperial Bank of Commerce (CIBC), Fédération des Caisses Desjardins du Québec (FCDQ), National Bank of Canada (NBC), Toronto Dominion Bank (TD), HSBC Bank Canada.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/12/Canadian_Covered_Bond.



COVERED BOND LABEL: Royal Bank of Canada (1 pool), The Toronto-Dominion Bank (1 pool), The Bank of Nova Scotia (1 pool), Fédération des caisses Desjardins du Québec (1 pool), National Bank of Canada (1 pool), Canadian Imperial Bank of Commerce (1 pool), Bank of Montreal (1 pool).

3.8 CHILE

By Danilo Castañeda, Camila Herrera and Benjamín Poblete, Banco Santander Chile

I. FRAMEWORK

The legal framework for Chilean covered bonds (*Bonos Hipotecarios*, also BHs) is determined by:

- > The General Banking Law (Ley General de Bancos, LGB): Article 69, n°2, BH issuances; and Articles 125, 126 and 134, special treatment of banking entities under bankruptcy.
- > The Chilean Central Bank: Financial Regulation Compendium (*Compendio de Normas Financieras*, CNF), Chapter II.A.2, Chilean Central Bank complementary rules.
- > Superintendency of Banks (*Superintendencia de Bancos e Instituciones Financieras*, SBIF): *Recopilación Actualizada de Normas* (RAN), Chapter 9-2, Complementary rules of the Chilean banking regulatory agency.

In 2010, Law 20.448 – also called MKIII, the third reform to the Capital Markets Law – introduced a series of changes in terms of liquidity, financial innovation and integration of the capital markets. Among them was the amendment of Article 69, n°2 of the LGB which enabled banks to issue bonds with no special guarantees, called BHs. These securities are specifically aimed to raise funds for the origination of mortgage loans (*mutuos hipotecarios*) used to finance the acquisition, construction, reparation or extension of residential properties. Only residential mortgages for these purposes are accepted as collateral, excluding commercial, public or other types of loans. An additional restriction imposed to define an eligible mortgage is that only new mortgages are accepted. Hence, a maximum time limit of 18 months was set for the origination of eligible loans since the date of the BH's issuance. Thus, BH bonds also have an anticipated rescue clause for a proportional prepayment of the bond in case of insufficient origination. The issuer has the flexibility of an additional one-month period to incorporate new mortgage loans of the same nature and quality to comply with the cover asset limit and balance principle at the end of these 18 months allocation period and at the end of each month along the life of the bond.

Under an eventual credit event/default of an issuer, Articles 125, 126 and 134 of the LGB give BHs the same treatment and current legal status as that of outstanding *Letras Hipotecarias* (LH), a type of mortgage bond frequently used by Chilean banks in the past to finance their mortgage business. These articles regulate the procedures in such case and the mechanisms for the tender process and subsequent transference of eligible loans/assets and liabilities from the defaulted issuer to a new entity.

In September 2012, the final regulation was published in a joint statement by the Chilean Central Bank and the SBIF, describing BHs as a new source of long-term funding for banking entities, thus allowing better conditions for clients as well as a new investment alternative for institutional investors. At the same time, it explicitly incorporated a prudential regulation associated with financial stability objectives. In particular, it stated the obligation of periodic reporting of both bonds and loans, the definition of certain credit indicator limits, specific policies to grant loans and other transparency objectives for the benefit of both clients and investors.

Chapter II.A.2 of the CNF regulates issues related with eligible loans, as well as investments in fixed income securities as substitute collateral since the date of issuance during the period of loan origination, specifying limits for compliance during the whole life of the bond.

The SBIF's RAN mainly regulates the issuance of BHs, the relationship between bonds and loans, and the establishment of a special Register for further control which includes detailed up-to-date information to comply with transparency and monthly reporting objectives.

II. STRUCTURE OF THE ISSUER

Under current legislation only banking entities are allowed to issue *Bonos Hipotecarios*. Cover assets are held within the balance sheet with the proper internal controls to monitor the cover pool and its relationship with its related bond ratios and limits over time.

Banco Santander Chile issued the first ever local covered bond (Bono Hipotecario). The first covered bond programme was for a total amount of UF 3 Million (approx. USD 134 million), the first issuance out of the programme was in 1 August 2013 for a total amount of UF 1.5 MM (approx. USD 68 million) and then the second one was in 20 November 2013. Both issuances generated a great appetite from local investors and the result was a spread of 15 bps lower than the senior unsecured debt outstanding. In 2014 Banco Santander Chile successfully registered a second covered bond programme for a total amount of UF 5 million and issued an amount of UF 1.5 million in September 2014.

As of 31 December 2018, Santander Chile is still the only active issuer of covered bonds in the Chilean market.

III. COVER ASSETS

Regulation states that issuers have 18 months since the bond's date of issuance to allocate the resources to the origination of mortgages. After that period, at the end of each month during the life of the BH, the outstanding balance of mortgages, excluding amounts in arrears, should not be lower than 90% of the outstanding balance of the respective bonds. Any difference between the outstanding amounts of the mortgages and the bonds must be covered by high credit quality fixed income instruments.

FIGURE 1: FIXED INCOME SUBSTITUTE COLLATERAL: MINIMUM 80% IN SOVEREIGN BONDS (CATEGORIES: I. AND II.)

I.	Sovereign bonds	Fixed income instruments issued by Chilean Central Bank.
II.	Sovereign bonds	Fixed income instruments issued by Chilean Treasury.
III.	Corporate bonds	Local Corporate bonds rated AA+ or higher (by at least two rating agencies). Sublimit of up to 10% of the total of funds by each <i>Bono Hipotecario</i> issuance.
IV.	Bonos Hipotecarios	<i>Bonos Hipotecarios</i> issued by other banking entities.
V.	Term deposits	Term deposits originated by high rated banks established in Chile, excluding those of the issuer of the covered bonds.
VI.	LCH	Housing LH: <i>Letras De Crédito Hipotecario</i> issued for housing purposes by other banking entities.
VII.	Unsecured bank bonds	Unsecured bank bonds rated AA+ or higher (by at least two rating agencies), excluding those of own issuance.

Source: Chilean Central Bank, Banco Santander Chile

IV. VALUATION AND LTV CRITERIA

Eligible loans are only accepted as collateral for the corresponding issued bond once the accredited third-party property appraiser has finished the valuation process and after it has been registered at the corresponding CBR (*Conservador de Bienes Raíces*) – the local entities that certify legal dominion of properties.

The minimum loan-to-value (LTV) defined by law is 80%. Conditions for valuation are also subject to performing or non-performing status of loans. The maximum accepted number of arrears of any single loan in the pool is 10. Above that, the loan must be replaced with a new one of the same nature. As explained before for the cover-to-bond outstanding balance ratio, all amounts in arrears are excluded.

LTV alone is not enough for eligibility of mortgage loans. In addition, a maximum debt-to-income ratio of 25% is demanded.

V. ASSET – LIABILITY MANAGEMENT

Current legislation does not prescribe overcollateralisation for the issuance of BHs.

Under a balance principle the nominal amount of cover assets must always be at least equal to the outstanding amount of related *Bonos Hipotecarios* and loans in arrears or prepaid should be replaced always under the restriction that only new mortgages are potentially eligible as collateral for BHs.

Banks are free to structure the covered bonds according to their own needs and criteria. Banco Santander's first programme bond was a 15-year amortising structure reflecting the expected amortisation schedule of the underlying loan portfolio adjusted by the empirical loan prepayment rate. The second registered bond programme was an 18-year amortising structure reflecting the expected amortisation schedule and the empirical prepayment rate of the new loan portfolio.

VI. TRANSPARENCY

Current regulation includes a prudential approach associated with financial stability objectives: mandatory monthly reports of assets and liabilities in the Register and compliance of required ratios; a specific Credit Policy for mortgage eligibility which must be approved by the Board of Directors and published on the issuer's webpage; and client's LTV and debt-to-income ratios reported in a monthly basis.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Article 69, n°2 of the LGB mandates banks to maintain a special mortgage register (*Registro de Mutuos Hipotecarios*) for the identification and control of the relation between mortgages and their respective BH issuances.

SBIF's RAN 9.2, n°5, sets conditions for inscription of mortgages on the Register and the required information including: identification of bond issuance and loans; dates of inscriptions; original and substitute loans; identification of fixed income assets held as substitute collateral; and elimination from the register by number of arrears or property value deterioration.

Central Bank's CNF Chapter II.A.2, n°18, within its explicit transparency and information objectives, details monthly reporting data including: up-to-date average debt-to-income ratios of clients with eligible loans for each series of BH issuances; average value of properties linked to BHs at the date the credit was granted; LTV of the pool updated by loan replacements; loan characteristics (maturity, interest rates, fixed, floating or mixed type, currency denomination, inflation link mechanism and loan prepayment conditions); outstanding balances of loan portfolios and associated BH issuances and, finally, the total amount of fixed income assets and its general characteristics.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

There are 2 main issues related with bankruptcy in the BH legislation:

- 1) Since only new loans are accepted as collateral, this avoids the possibility of structuring BHs with a selection of the best quality assets which could be against the interests of other creditors such as depositors in case of bankruptcy.
- 2) In the case of bankruptcy, a special procedure in the way of a separated auction or tender process is triggered for those assets and liabilities clearly identified and associated with BHs in the Register. Eligible bidders are other public or private financial institutions, and the final buyer must take care of BH payments. This process is thoroughly covered in the LGB, same as for Letras de Crédito Hipotecarias (LH).

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Chile is not a member of the European Union. Therefore, Chilean BHs are issued under the existence of a specific country legislation – which is a requirement for these matters – no special treatment or benefit is granted in terms of preferred risk-weighting for regulatory capital purposes.

X. ADDITIONAL INFORMATION

In a clear intent to provide these Bonds with more liquidity the Chilean Central Bank announced on the 28 March 2013 a special Repo programme (“Repo BH”) which accepts exclusively BHs as collateral. The Repo BH is offered for up to 14 days at a floating rate equivalent to the current monetary policy rate (MPR) of each day plus 25 basis points. Eligible BHs will be subject to the credit rating of the BH issuer banking entity which must be in AAA, AA or A.

On top of this, on July 2015 the SBIF announced a change in the regulation for Liquidity Management. This amendment introduces the compulsory measurement and reporting of the Liquidity Coverage Ratio and the Net Stable Funding Ratio. This local LCR ratio recognises BHs as high-quality liquid assets, which could promote the appetite of financial institutions for this asset class.

On an additional attempt to promote the issuance of this type of instruments, the SBIF announced on the 31 January 2017 an amendment on Chapter 9-2, n°5.1 of the RAN, allowing mortgage loans issued before the bond’s date of issuance to be eligible for the cover pool as long as they were granted after the beginning of the interest accrual period stated in the amortisation schedule of such bond and after the registration certificate of such bond is published by the issuer in its website. The main objective of this amendment is to make the cover pool easier to build in the 18-month time limit after the date of issuance of the BH.

Despite these incentives, there have not been BHs issuances in the Chilean market other than the ones placed by Santander Chile. This lack of activity can be explained by the fact that the more relevant Chilean issuers already have the maximum credit risk rating (AAA), and therefore the double recourse guarantee provided by the BHs is currently not as valuable for the potential investors, specifically for banks, given that it does not provide an advantage in terms of capital consumption compared to standard corporate bonds.

Additionally, on 12 January 2019 a new Banking Law was published. This new regulation was approved by Congress on 3 October 2018. By 18 April 2019 there are still pending matters which require further regulation and will be reflected on the new specific rules regarding the BH.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/113/Chilean_Covered_Bonds.

3.9 CYPRUS

By Christina Kypri-Georgiadou, Bank of Cyprus

I. FRAMEWORK

Following on to an extensive and fruitful consultation process, which lasted over a year and involved the Central Bank of Cyprus ("CBC"), the Ministry of Finance, the Cooperative Societies Supervision and Development Authority and the banking industry, Cyprus entered the covered bond universe in December 2010.

The primary legislation governing the issuance of covered bonds (Kalimmena Axiografa) is the Covered Bond Law of 2010, (130 (I)/2010), which came into force on December 23, 2010 (the "Law").

On the same day, the CBC issued a Directive (526/2010) under the provisions of the Law, which constitutes the regulatory framework for the issue of covered bonds (the "Directive").

The Law and the Directive (the "Cypriot Legal Framework") are further supplemented by other laws (e.g. the Bankruptcy Law, the Banking Business Law, the Companies Law etc.) as referenced by the Law.

The Cypriot Legal Framework has been finalized in consultation with and following the positive opinion of the ECB, dated 14 October 2010 and 23 March 2011 related links are:

http://www.ecb.int/ecb/legal/pdf/en_con_2011_27_f_sign.pdf and

http://www.ecb.int/ecb/legal/pdf/en_con_2010_73__f_sign.pdf.

II. STRUCTURE OF THE ISSUER

Under the Cypriot Legal Framework, Credit Institutions which have been approved by the Competent Authority (i.e. the CBC or the CSSDA), are only allowed to issue covered bonds using the direct issuance route.

Credit Institutions are defined, under the Law, to be:

- > Banks (as defined in the Banking Laws);
- > Cooperative Credit Institutions (as defined in the Cooperative Societies Law); and
- > The Housing Finance Corporation (established under the Housing Finance Corporation Laws).

In accordance with Parts II and III of the Law, only Approved Institutions are eligible to issue covered bonds. Approved Institutions are those Cypriot Credit Institutions which have been registered in the Register of Approved Institutions, (publicly available at the following link:

<https://www.centralbank.cy/en/licensing-supervision/banks/register-of-credit-institutions-operating-in-cyprus>) following a relevant application to the Competent Authority.

Approval of such application is granted within 1 month from submission, and only after the Credit Institution has successfully demonstrated its ability to carry out the legal obligations of an Approved Institution, and that it fulfils the criteria and conditions determined by the Competent Authority.

Indicative minimum requirements set out in the Directive, for the registration of a Credit Institution in the Register of Approved Institutions, are:

- > Core Tier 1 capital of at least EUR 50 million and capital adequacy ratio as required by the CBC under Pillar I and Pillar II of Regulation 575/2013 (Capital Requirements Regulation);
- > Establishment of an automated system for the support of the covered bonds business;
- > Established risk management procedures for the recognition, management, monitoring and control of risks that may arise during the conduct of the covered bonds business;

- > Procedures, policies and systems in place for the support of the covered bonds business; and
- > Compliance with the provisions of the Law and the Directive, to be represented by a written confirmation by the Board of Directors of the Credit Institution.

With respect to individual covered bond issuance, Approved Institutions must subsequently apply to the Competent Authority for registration of such new issue in the Covered Bonds Register (publicly available at the following link: http://www.centralbank.gov.cy/nqcontent.cfm?a_id=11439&tt=article&lang=en). Approval of such application is granted within 10 days from submission, and it is only following such approval that a newly issued bond becomes a covered bond.

III. COVER ASSETS

Primary cover assets are:

- > Residential property backed loans (i.e. any kind of credit facility, secured on immovable property, provided that the property is used or intended to be used for residential purposes);
- > Commercial property backed loans;
- > Public claims;
- > Maritime loans; and
- > Any other type that may be determined by the Competent Authority.

The criteria, terms and conditions in relation to cover assets are determined by the regulator in Articles 13, 14 and 15 of the Directive. The main criteria indicatively include:

- > Residential and commercial loans should be secured by a mortgage (or an equivalent security over a property if the property is not located in Cyprus) created in accordance with the Laws of Cyprus or the law of other Member States¹;
- > The mortgage or the equivalent charge on immovable property, securing the credit facility, is created for an amount, at least, equal to the value of the loan;
- > The immovable property securing the credit facility must be situated on the territory of the Republic or on the territory of other Member States;
- > A residential or commercial loan secured by buildings under construction may be included in the cover pool, provided that the total value in each cover pool of the loans secured by buildings under construction does not exceed 10% of the cover pool value;
- > Rescheduled loans may be included in the cover pool, only after the lapse of six months from the payment date of the first rescheduled loan instalment;
- > Hedging contracts may also be included in the cover pool, only to the extent that they are used exclusively for the purpose of hedging any type of risk that may adversely affect the value of the cover assets.
 - a) It is noted, that in accordance with Article 33(b) of the Directive, the counterparty in a hedging contract must *"have a credit rating assigned to the first credit quality step as determined in Annex VI of the Directive 2006/48/EC or a guarantee by a connected entity of the counterparty whose credit rating is assigned to the first credit quality step"*. The latest version of Annex VI is now incorporated in Article 129 of the Capital Requirements Regulation (CRR).

¹ Member State means a member state of the European Union or other state which is party to the Agreement for the European Economic Area, which was signed in Oporto on 2 May 1992, and adapted by the Protocol signed in Brussels on 17 May 1993.

Finally, apart for the Primary Cover Assets, Complementary Assets may also be included in the cover pool, as prescribed under Articles 16, 17 and 18 of the Directive (e.g. deposits with central banks and other highly rated institutions, traded debt securities, etc.).

Limitations and guidelines on the above are specified in the Directive (e.g. total value of Complementary Assets included in the cover pool and counted in the measurement of the Basic Collateralisation, not to exceed 15% of the total value of covered bonds, etc.).

IV. VALUATION AND LTV CRITERIA

For **residential loans**, the LTV is not allowed to exceed 75%, provided that if the LTV is above 75% but below 100%, such loans may be included in the cover pool on the condition that:

- > They do not exceed 25% of the value of the covered bonds secured by the cover pool; and
- > Such inclusion would not cause the weighted LTV of the cover pool to exceed 80%.

For **commercial loans**, the LTV is not allowed to exceed 60%, provided that if the LTV is above 60% but below 80%, such loans may be included in the cover pool on the condition that:

- > They do not exceed 25% of the value of the covered bonds secured by the cover pool, and
- > Such inclusion would not cause the weighted LTV of the cover pool to exceed 65%.

For **maritime loans**, the LTV is not allowed to exceed 60%, provided that if the LTV is above 60% but below 70%, such loans may be included in the cover pool on the condition that:

- > They do not exceed 25% of the value of the covered bonds secured by the cover pool, and
- > Such inclusion would not cause the weighted LTV of the cover pool to exceed 65%.

In accordance with Article 13(10) and Article 15(10) of the Directive, the valuation of residential and commercial properties and the valuation of ships (Article 15(10) of the Directive) should be carried out by an independent valuer; i.e. a person who possesses the necessary qualifications, ability and experience to produce a valuation and is independent from the credit decision process.

For the monitoring and review of the value of the residential and commercial properties, the provisions of paragraph 8 (b) of Part 2 of Appendix VIII of the Directive of the Central Bank to banks for the Calculation of the Capital Requirements and Large Exposures shall apply. The provisions of the Directive dictate the following:

- > The revaluations of the properties may be carried out by applying statistical methodologies.
 - a) For commercial properties, according to the aforementioned Directive, the value of the property is reviewed regularly and at least once a year;
 - b) For residential properties, according to the aforementioned Directive, the value of the property is reviewed regularly and at least once every three years; and
 - c) In situations where the market is subject to significant changes in conditions, a more frequent review of the property value is required.
- > When information indicates that the value of the property may have declined materially relative to general market prices, the property valuation must be reviewed by an independent valuer.
- > Also when the balance of the financing exceeds EUR 3 million or 5% of the own funds of the credit institution, the valuation of the property will be reviewed by an independent valuer at least every 3 years.

Additionally, and pursuant to Article 46(b) of the Directive, the Covered Bond Monitor ("CBM"), appointed in accordance with Article 49 of the Law, has a duty to examine the valuation process in relation to the valuation of the cover assets.

V. ASSETS – LIABILITY MANAGEMENT

The Directive provides for the following statutory tests:

> Nominal Value Test

The adjusted² nominal value³ of the Basic Cover (i.e. the Basic Collateralisation as defined under Article 24 of the Directive) must be at least equal to the total value of covered bonds issued under the programme.

> Net Present Value Test

The adjusted net present value of the Basic Cover must be at least equal to 105% of the total net present value of covered bonds issued under the programme. All cover pool assets, including loans, Complementary Assets and hedging instruments must be included in the calculation of net present value of the Basic Cover.

The above 105% condition must also be met in the following scenarios:

- (a) Parallel interest rate shift of +200 and -200 basis points;
- (b) Interest rate shifts determined by a 99% 6-month confidence interval using daily changes for the last 365 days;
- (c) Exchange rate changes:
 - > Euro and member-state currencies: 10%;
 - > Currencies of the United States, Canada, Japan, Switzerland, Australia: 15%; and
 - > Other currencies: 25%.
- (d) Exchange rate shifts determined by a 99% 6-month confidence interval using daily changes for the last 365 days.

> Weighted Average Life Test

The weighted average life of cover assets counted in the measurement of Basic Cover and Supervisory Overcollateralisation (as defined under Article 25 of the Directive), must be longer than the weighted average life of the covered bonds.

> Interest Cover Test

Interest inflows from cover pool assets in the Basic Cover and Supervisory Overcollateralisation for the next 180 days must be reconciled with interest due on the covered bonds for the next 180 days and the highest net interest shortfall must be covered by the Complementary Assets contained in the Basic Cover and Supervisory Overcollateralisation.

> Prematurity Test

In relation to the repayment of the principal amount of the covered bonds, liquidity must be maintained, in the form of Complementary Assets or outside the cover pool in the form of liquid assets, as follows:

- a) For the period between 180 days to 30 days before the maturity date of the covered bonds, at least 50% of the principal amount due for repayment;
- b) For the period between 30 days before the maturity date and the maturity date of the covered bonds, 100% of the principal amount due for repayment.

Liquidity maintained for the purpose of meeting the prematurity test is not subject to the 15% limit of Complementary Assets in the cover pool (set in Article 20 of the Directive).

² Adjusted, refers to the set-off and LTV adjustments, as outlined under Article 24 of the Directive.

³ "Value" is defined under the Directive to mean nominal value plus accrued interest.

Additionally to the above statutory tests, and with a view to protect the depositors and all other unsecured creditors in case of insolvency proceedings, and to potentially provide for a reserve of assets that may be used in the future to sustain further stresses, the Directive provides that an Approved Institution is not permitted to issue covered bonds, if such an issue would result in:

- > the total value of the primary assets which are required to be included in the institution's cover pools for each cover bond category, to exceed 90% of total value of the institution's eligible primary assets for that cover bond category, or
- > the total value of the cover assets included in all cover pools and counted in the cover pool adequacy, to exceed 25% of the total value of the institution's assets.

VI. TRANSPARENCY

Transparency, in the Cypriot Legal Framework, is ensured through a series of reporting and registers that need to be maintained, updated and monitored by the covered bond Issuers as well as by the Competent Authority.

In accordance with Article 23 of the Law, covered bond Issuers are required to maintain a cover pool register for each covered bond Issue or Programme outstanding. Specific conditions for maintaining such Cover Pool Register (e.g. form, content, entry recording etc.) are outlined in Articles 34-38 of the Directive. The Cover Pool Register is to be updated whenever an asset is included or excluded from the cover pool (and at least on a monthly basis) and shared with the Competent Authority and the CBM.

Specifically, Articles 39-42 of the Directive set further transparency obligations to the covered bond issuers, requiring them to disclose, on a quarterly basis and in a publicly accessible area (e.g. their websites), specific statistical information relating to their outstanding covered bonds, in the form determined therein. The above information is also submitted to the Competent Authority and the CBM on a quarterly basis, in the form of Appendix 5 of the Directive.

With respect to the covered bond issuers and the covered bonds issued and outstanding in Cyprus, transparency is ensured through the maintenance of a Register of Approved Institutions (Article 5 of the Law) as well as a Covered Bonds Register (Article 12 Law) by the Competent Authority. Both registers are kept in an electronic form and are publicly accessible in the website of the Competent Authority.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Cypriot Legal Framework is structured in a manner which ensures very vigilant regulatory supervision of covered bond issuers. In accordance with Article 49 of the Law, each institution applying for registration in the Register of Approved Institutions, is required to appoint a qualified entity (e.g. an audit firm not associated with the covered bond issuer) as a Covered Bond Monitor (the "CBM"), such appointment being subject to the approval of the Competent Authority. The CBM must possess the necessary knowledge, experience and ability for the effective discharge of its functions and have the necessary qualifications outlined in Article 44 of the Directive. To the extent that, for any reason, the covered bond issuer has not managed to appoint a CBM, the Competent Authority is entitled to appoint one.

The duties of the CBM include a broad range of responsibilities, ranging from verifying to the Competent Authority, ahead of the application for the registration of bonds in the Covered Bonds Register, that the institution fulfils the conditions for registration as an approved institution, to submitting information and regular reports to the Competent Authority.

The main responsibilities of the CBM under the Cypriot Legal Framework include:

- > Overseeing the compliance of the Issuer with its obligations under the Cypriot covered bond Legislation;
- > Prior to an application for the registration of any covered bonds in the Covered Bonds Register, verifying that the Issuer fulfils the conditions for registration as an approved institution and complies with the provisions of the Law in relation to every previous issue of covered bonds that are outstanding;

- > Where hedging contracts are included in a cover pool, verifying that these contracts fulfil the criteria set out in Article 26 of the Cypriot covered bond Legislation;
- > Monitoring the cover pool assets included in a cover pool, including:
 - (a) Verifying the accuracy and completeness of the information provided for the cover pool Assets included in the Cover Pool Register;
 - (b) Examining the valuation process in relation to the valuation of the cover pool assets;
 - (c) Monitoring compliance, on an on-going basis, with the Statutory Tests; and
 - (d) Examining the entries in and removals from the Cover Pool Register and confirming the correct recording of the necessary information in the Cover Pool Register.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Following the registration of the covered bonds in the Covered Bonds Register, and in accordance with Article 16 of the Law, the cover pool is segregated from the covered bond issuer's insolvency estate, securing the claims of the Cover Pool Creditors⁴ and constituting a form of charge over the cover pool assets.

In accordance with the provisions of Article 28 of the Law and Article 21 of the Directive, covered bond issuers are required to maintain a Special Transaction Account, recording all inflows from the cover assets and the outflows from the account together with the details of such outflow. The balance of such Special Transaction Account is to be used solely for the servicing of the covered bonds as well as for the creation or acquisition of cover assets to be included in the cover pool, to ensure fulfillment of the cover pool adequacy criteria.

Furthermore, pursuant to Article 21(3) of the Directive, the covered bond issuer must have procedures in place which ensure, at any time, the ability to trace and calculate the cash inflows from the cover assets that have not been used. The operation of the Special Transaction Account is subject to the supervision of the CBM, in order to ensure that the covered bond issuer complies with the provisions of the Cypriot Legal Framework at all times.

In case of dissolution of the covered bond issuer, and until all legal claims of the Cover Pool Creditors are fully satisfied, the cover pool assets are not available to satisfy the claims of any other creditors of the Issuer in accordance with Article 40(5) of the Law.

By virtue of Article 40(7), 41 and 42 of the Law, the Covered Bond Business Administrator (the "CBBA") is empowered to dispose of the Cover Pool Assets, and use the proceeds of such disposal in order to satisfy the claims of the Cover Pool Creditors in priority over the claims of all other creditors.

To the extent that a covered bond issuer is subject to dissolution proceedings, in accordance with Article 40(5) and Article 40(6) of the Law, until the claims of the Cover Pool Creditors are satisfied in full, the cover pool assets will not be available to satisfy the claims of other creditors. Any surplus from the disposal of the cover pool, and only once the claims of the Cover Pool Creditors have been satisfied in full, shall be returned to the credit institution (Article 44(1) of the Law).

Cover Pool Creditors enjoy a dual recourse, safeguarded under the Law. In accordance with Article 43(5) of the Law, to the extent that the claims of the Cover Pool Creditors are not fully satisfied from the disposal of the cover pool, then these creditors are, with respect to the unsatisfied part of their claims, unsecured creditors of the covered bond issuer.

In addition, where a covered bond Issuer is subject to dissolution proceedings, a Covered Bond Business Administrator (the "CBBA") is appointed by the Competent Authority (as per Article 59(1) of the Law), who

⁴ Cover Pool Creditors are defined in Article 2 of the Law to include, inter alia, the Covered Bond holders, the hedge counterparties, the Covered Bond Monitor and the Covered Bond Business Administrator.

takes all necessary measures to assume the control and the management of the cover pool and carries out the covered bond business. Any Cover assets not counted for the purposes of fulfilling the Statutory Tests shall be removed from the cover pool and the Cover Pool Register only by the CBBA.

The treatment of the cover pool following the commencement of dissolution proceedings is summarized below:

- > Upon the initiation of dissolution proceedings, the CBBA assumes control of the cover pool (*according to the provisions of Article 40 of the Law*) and also of any liquid assets maintained outside the Register for the purposes of meeting the Prematurity Test, and is responsible to review the adequacy of the cover pool in accordance with Article 19 and Article 23 of the Directive;
- > Cover pool adequacy assessment is being performed by the CBBA as per Article 18(6) of the Law, using solely those cover assets which are counted for the purposes of such assessment;
- > To the extent that the above assessment has been successfully met, any assets which are not required to meet such assessment, including relevant requirements under a contractual OC, are being released and become available to satisfy the claims of all other creditors, members and investors of the credit institution;
- > To the extent that the above assessment has not been successfully met, the CBBA (*according to the provisions of Article 29(2) of the Directive*) is entitled to use any assets included in the cover pool register that do not meet the criteria, terms and conditions for counting a cover asset in the cover pool adequacy. (*To the extent that such assessment is not met, the CBBA has the right to accelerate or transfer the CB business to another approved institution, in accordance with Article 62 (1) of the Law*).

With respect to an automatic acceleration of the covered bonds, this is something that is not provided for by the Law, where a covered bond Issuer is subject to dissolution proceedings.

In accordance with Article 40(1) of the Law, all outstanding covered bonds will remain in force (subject to the terms and conditions under which they were issued), and the obligations of the covered bond Issuer under the covered bonds continue to be enforceable.

IX. RISK WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 CRR. Cypriot covered bonds meet the criteria of UCITS 52(4).⁵ This results in a 10% risk weighting assigned by the CBC. Covered bonds issued under the Cypriot Legal Framework form acceptable collateral for refinancing purposes with the ECB, following the typical ECB eligibility assessment and their inclusion on the ECB Eligible Assets Database (EADB).

X. ADDITIONAL INFORMATION

Set-off

Covered bond issuers are, in accordance with Article 20 of the Law, required to maintain, throughout the life of the covered bonds, a set-off reserve in connection with cover assets that are subject to set-off.

The Directive provides for the maintenance of such a set-off reserve, in the form of additional assets which are included in the cover pool (Articles 22, 24 and 25 of the Directive).

The set-off reserve is quantified by the Issuer and such calculation is subject to the monitoring of the CBM. The set-off reserve is segregated from the Issuer's other assets, forming part of the cover pool where Cover Pool Creditors have a priority claim over amounts in such reserve.

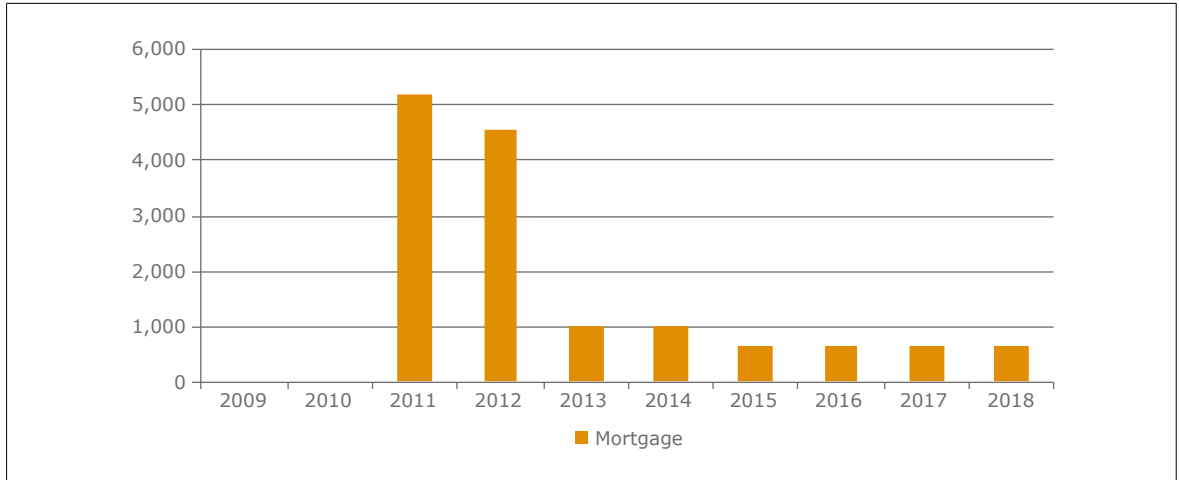
⁵ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypos.org/ecbc/covered-bonds/>.

Conditional pass-through structures

In September 2015, the only Cypriot covered bond outstanding (issued by Bank of Cyprus Public Company Ltd) was converted to a conditional pass-through note further to the amendment of the programme documents. The amended structure mitigates the risk of refinancing by introducing features such as maturity extension and a pass-through mechanism.

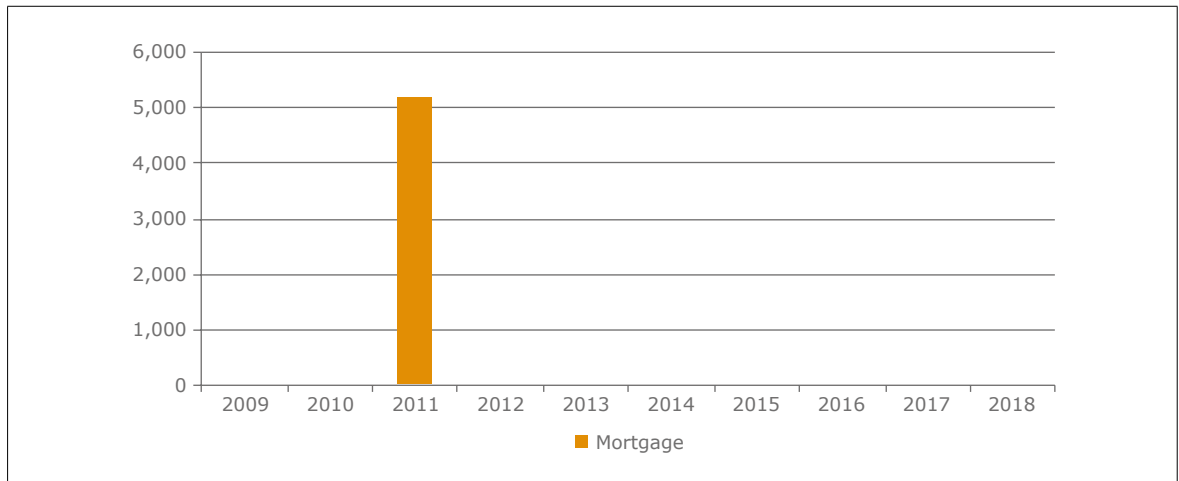
As such, upon the occurrence of a failure by the issuer to pay the final redemption amount on the final maturity date, the cover bond will convert into pass-through and the maturity of the bond will be extended. Once the covered bond converts into pass-through, an appointed portfolio manager may try to sell portfolio loans and any such proceeds from the sale of cover assets would be used for the repayment of the covered bond.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Bank of Cyprus Public Co Ltd.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/93/Cyprus_CBs.

3.10 CZECH REPUBLIC

By Petr Vybíral, Allen & Overy (Czech Republic) LLP

I. FRAMEWORK

On 4 January 2019, the long awaited new Czech rules governing the legal and regulatory framework for covered bonds (the **New Czech Covered Bonds Rules**) came into effect. The introduction of the New Czech Covered Bonds Rules was prompted mainly by several key weaknesses and negative assessment by the rating agencies as well as investors of the previous legal and regulatory framework for mortgage covered bonds.

The New Czech Covered Bonds Rules were enacted not only by virtue of amendments to Czech Act No. 190/2004 Coll., on Bonds, as amended (the **Czech Act on Bonds**), but also by virtue of amendments to relevant sections of Czech Act No. 182/2006 Coll., on Insolvency and Methods of its Resolution (Insolvency Act), as amended (the **Czech Insolvency Act**) and certain other provisions of the applicable laws (the **Amendment**). Besides that, the Czech National Bank (the **CNB**) issued new Decree No. 2/2019 Coll., on Covered Block Records (the **CNB Decree**), regarding the elements and manner of keeping of the covered blocks records and the manner of meeting of the information duties (and their periodicity) of an issuer of covered bonds.

II. COVERED BONDS AND THEIR TYPES

The New Czech Covered Bonds Rules newly recognize three types of covered bonds (*in Czech, kryté dluhopisy*): (i) mortgage covered bonds (*in Czech, hypoteční zástavní listy*); (ii) public covered bonds (*in Czech, veřejnoprávní zástavní listy*); and (iii) mixed covered bonds (*in Czech, smíšené zástavní listy*).

The distinction among these three types of covered bonds depends on what cover assets must prevail in the cover pool that is created and serves as a cover in respect of those covered bonds. Therefore, in the case of mortgage covered bonds, the applicable Statutory 85% Limit (as described below) must be complied with by virtue of the following cover assets (or any combination or ratio of the following cover assets) only: (a) mortgage loan receivables (*in Czech, pohledávky z hypotečních úvěrů*) held on the balance sheet of an issuer; or (b) mortgage loan receivables held on the balance sheet of an issuer and that comply with the criteria set out in Article 129(1)(d)-(f) of Regulation (EU) No. 575/2013, as amended (the **CRR**).

By the same token, in the case of public covered bonds, the applicable Statutory 85% Limit (as described below) must be complied with by virtue of the following cover assets (or any combination or ratio of the following cover assets) only: (a) receivables against, or receivables guaranteed by, a Member State of the OECD or the central bank of such a state, or a multilateral development bank or international organisation whose member is a Member State of the OECD, or (b) any exposures pursuant to Article 129(1)(a) and (b) of the CRR.

The least strict criteria apply to compliance with the applicable Statutory 85% Limit (as described below) in the case of mixed covered bonds. In that case, the applicable Statutory 85% Limit must be complied with by virtue of any cover assets (or any combination or ratio of cover assets) other than: (a) the Issuer's Cash (as described below), (b) rights arising under a Derivative (as described below), (c) assets under Article 129(1)(c) of the CRR, or (d) assets under Article 129(2) of the CRR. That means that the applicable Statutory 85% Limit in the case of mixed covered bonds may be complied with using any cover assets (or any combination or ratio of cover assets) that may be used to comply with that Statutory 85% Limit in the case of either mortgage covered bonds or public covered bonds or, on top of that, assets under Article 129(1)(g) of the CRR.

III. STRUCTURE OF THE ISSUER

As before, pursuant to the New Czech Covered Bonds Rules, covered bonds may only be directly issued by a bank (a credit institution) with its seat in the Czech Republic which holds a Czech banking licence obtained and granted in accordance with the relevant provisions of Czech Act No. 21/1992 Coll., on Banks, as amended (the **Czech Act on Banks**). The New Czech Covered Bonds Rules have not introduced any requirements for

a special authorisation or any requirements for an issuer to be set up as a specialised credit institution (with restricted activities, for instance). Also, issuances of covered bonds will not trigger any prior approvals by the CNB or another authority on top of any standard requirements for prospectuses, if applicable.

The Czech legal and regulatory framework remains operating on the dual-recourse concept (with holders of covered bonds having a direct, unconditional and senior unsecured claim *vis-à-vis* the issuer and a preferential claim on the cover pool) and hence, upon commencement of insolvency proceedings in respect of an issuer of covered bonds (or in other instances upon appointment of an involuntary administrator of covered blocks), the cover pool (or two or more cover pools) will be used primarily for the benefit of the holders of covered bonds issued by the issuer (benefiting from the same cover pool) and in satisfaction of their claims under covered bonds against the issuer. In other words, the assets in the cover pool are reserved for preferential satisfaction of claims of holders of covered bonds and repayment of certain other debts so designated in the Czech Act on Bonds and the terms and conditions or the prospectus of covered bonds or in the agreement related to covered bonds (whose relevant part must have been disclosed by the issuer to investors in the same manner as the terms and conditions or the prospectus of covered bonds). Consequently, the covered bond holders have a *dual recourse* against (i) the relevant cover pool and (ii) the insolvency estate of the issuer.

IV. COVER ASSETS, COVER ASSETS REGISTER AND COVERED BLOCK RECORDS

The eligible assets comprise the following asset classes:

- (i) mortgage loan receivables;
- (ii) receivables against, or receivables guaranteed by, a Member State of the OECD or the central bank of such a state, or a multilateral development bank or international organisation whose member is a Member State of the OECD;
- (iii) other assets or exposures pursuant to Article 129(1) and (2) of the CRR;
- (iv) the issuer's cash on an account kept by a bank or another person set out in Czech Act No. 240/2013 Coll., on Investment Companies and Investment Funds, as amended (the **ICIFA** and the **Issuer's Cash**); and
- (v) rights arising under a derivative in accordance with Article (2)(5) of Regulation (EU) No. 648/2012 of the European Parliament and of the Council, on OTC derivatives, central counterparties and trade repositories (EMIR) (the **Derivative**).

A Derivative is an eligible asset and can constitute a cover asset only if the following cumulative conditions are met: (i) the purpose of the Derivative is to hedge against the risks related to cover assets included in the cover pool or covered bonds, (ii) the terms under which the Derivative was concluded make it clear that it is concluded in relation to covered bonds, (iii) the terms of the Derivative provide that insolvency of an issuer or a crisis resolution or similar measure in respect of an issuer cannot constitute an event of default or a termination or similar event which could lead to early termination of the Derivative; and (iv) the issuer's counterparty to the Derivative has granted its prior consent to registration of the Derivative in the cover assets register (the same applies also to removal of the Derivative from the cover assets register).

Upon registration of an eligible asset in the cover assets register such an asset becomes a **cover asset**, which is protected by the Czech Act on Bonds and cannot be transferred, pledged or otherwise used as a security (unless and until deregistered from the cover assets register).

Depending on the type of covered bonds (mortgage covered bonds, public covered bonds or mixed covered bonds) involved, as also discussed above, particular eligible assets (mortgage loan receivables, public sector receivables or other) will have to be registered in the cover assets register to constitute cover assets and in order to comply with the rule that the aggregate value of certain cover assets in the cover pool must be equal to at least 85% of the aggregate value of all debts for whose cover the cover pool serves (the **Statutory 85%**

Limit), unless a higher limit is stipulated by the terms and conditions of a series of covered bonds. In meeting this limit, the following cover assets are always disregarded: (i) the Issuer's Cash, (ii) rights arising under a Derivative; and (iii) assets pursuant to Article 129(1)(c) and 129(2) of the CRR.

Besides the cover assets, the cover pool also includes, without a need of their registration in the cover assets register, the following assets (each designated as an **accessory asset**): (i) rights from a security provided in relation to the cover asset included in the cover pool, in particular rights from mortgages of real property in relation to the mortgage loans; (ii) rights from agreements entered into in relation to the cover assets included in the cover pool (especially rights from any insurance agreements or policies); (iii) an asset provided as a collateral or other security in respect of a Derivative; (iv) rights from agreements concluded in relation to the administration of the covered block whose part is the cover pool; and (v) from the moment of appointment of an involuntary administrator of covered blocks, cash accepted as payment for the repayment of a debt corresponding to a receivable arising under another (cover) asset that is included in the cover pool or in direct connection with such an asset (cover asset).

The cover assets register forms the core part of the covered block records that an issuer of covered bonds and, if and once appointed, an involuntary administrator of covered blocks is obliged to keep. The cover assets register and the covered block records must be kept separately in respect of each cover pool and each covered block, if multiple cover pools and covered blocks are created (see below). The covered block records must provide complete information for assessing whether and how the issuer fulfils its duties under the Czech Act on Bonds.

The issuers (and involuntary administrators of covered blocks) are obliged to maintain the records in an electronic format in such manner as to be able to track and reproduce all the past entries and changes and to keep the covered block records up-to-date. These records are not publicly available and are subject to banking secrecy rules set out in the Czech Act on Banks.

The currency in which the records shall be kept can be determined by the issuer in respect of each covered block (provided that multiple covered blocks are created). If relevant, any currency conversions for the purposes of keeping of the records shall be made using the exchange rates published by the CNB and applicable on the date of relevant conversions. Further details on how the covered blocks records should be kept are laid down by the CNB Decree.

V. COVER POOL, COVERED BLOCK OR MULTIPLE COVER POOLS AND COVERED BLOCKS

The cover pool is created upon registration of at least one eligible asset in the cover assets register. The issuer may, at its sole discretion, create only one cover pool or multiple cover pools, which may serve to cover its obligations from individual or multiple series of outstanding covered bonds or all series of covered bonds issued under one covered bond programme.

The cover pool is a fully segregated and ring-fenced pool of assets registered in the cover assets register (as cover assets), identified and designated by the issuer to constitute cover in respect of certain covered bonds that it has issued (and which are outstanding) and certain other debts of that issuer (which may also include series of covered bonds that have not yet been issued), as well as other assets (accessory assets) which belong to that cover pool by operation of law.

The issuer is obliged to monitor the eligibility of the assets in the cover pool continuously. The issuer shall withdraw (and remove from the cover assets register) assets which no longer satisfy the legal requirements (eligibility criteria) from the cover pool and substitute them with other eligible assets. However, the involuntary administrator of covered blocks, if and once appointed, has no such duty. These and certain other new rules serve to provide a clarification that, after the appointment of the involuntary administrator of covered blocks (following an issuer's default or otherwise), the priority right of holders of covered bonds to the cover pool (or two or more cover pools) extends also to any over-collateralisation within the particular cover pool.

Any assets included in the cover pool must be held by the issuer and such assets shall remain on the balance sheet of the issuer.

With the creation of one or more cover pools, an issuer also creates a covered block, which is a fully segregated and ring-fenced block of assets and liabilities (debts) of that issuer. A covered block is constituted of the cover pool and the debts that it covers.

VI. VOLUNTARY COVERED BLOCK MONITOR

An issuer has to ensure that controls are in place with respect to whether the cover assets and cover pool comply with the Czech Act on Bonds and the New Czech Covered Bonds Rules. The issuer is not only obliged to maintain the cover block records and to monitor the eligibility of each of the cover assets included in the cover assets register on a continuous basis, but it may, at its discretion, appoint a covered block monitor (*in Czech, monitor krytého bloku*) to monitor one or more covered blocks of the issuer and related parts of the covered block records.

VII. STATUTORY MINIMUM OVERCOLLATERALISATION LEVEL AND OTHER TESTS

Apart from the applicable Statutory 85% Limit (as described above), the New Czech Covered Bonds Rules contain other statutory tests.

The rules require that the aggregate value of all cover assets included in the cover pool must represent at least 102% of the aggregate value of all debts that are covered by the respective cover pool and that form the covered block together with that specific cover pool, and thus resulting in a minimum 2% statutory over-collateralisation requirement (the **Statutory Minimum OC Level** and the Statutory 85% Limit and the Statutory Minimum OC Level, jointly also the **Cover Tests**). The terms and conditions of a series of covered bonds may set a higher over-collateralisation level.

In the case of mortgage covered bonds, the nominal value of any mortgage loan receivable in the cover pool must not exceed 100% of the mortgage lending value of the mortgaged real property when the assets are used to cover the mortgage covered bonds (the **Statutory 100% Individual LTV Limit**), unless a lower limit is stipulated by the terms and conditions of a series of covered bonds (which may implement stricter, CRR-conform criteria, in their programmes or individual series of covered bonds). However, this requirement does not operate as a strict eligibility criterion (but is rather set as a soft limit only) since, to the extent the nominal value of an individual mortgage loan exceeds such a limit (and only to that extent), it will be partially disregarded for the purposes of the Cover Tests.

The issuer regularly (at least each calendar quarter) informs the CNB on whether and how the issuer meets its duties, including, but not limited to, compliance with the Cover Tests and the Statutory 100% Individual LTV Limit).

VIII. MORTGAGE LOANS – ELIGIBILITY CRITERIA

As mentioned above, in the case of mortgage covered bonds, the prevailing type of cover assets must be the issuer's mortgage loan receivables, whilst the applicable Statutory 85% Limit (as described above) must be complied with using only: (i) mortgage loan receivables held on the balance sheet of an issuer under the Czech Act on Bonds; or (ii) mortgage loan receivables held on the balance sheet of an issuer and that comply with the criteria set out in Article 129(1)(d)-(f) of the CRR.

Any such mortgage loans are subject to certain conditions, including that: (i) the mortgaged real property must be located in the Czech Republic or in an EEA country; (ii) compliance with the Statutory 100% Individual LTV Limit (which is, however, set as a soft limit rather than as a strict eligibility criterion, whilst, to the extent the nominal value of an individual mortgage loan exceeds such a limit (and only to that extent), it will be partially disregarded for the purposes of the Cover Tests (see above)) is ensured; and (iii) there may not be any other

mortgage or similar third-party right attached to the mortgaged real property having the same or priority ranking to those mortgage rights securing mortgage loan receivables (or a part of them) used as a cover (which, again, is set not as a strict eligibility condition, whilst, if this condition is not met, the nominal value of the relevant mortgage loan is equal to zero for the purposes of the Statutory 85% Limit).

Additionally, in the case of a borrower's (i.e. a borrower under the relevant mortgage loan) default pursuant to Section 178 of the CRR (or if a stricter condition set out in the relevant terms and conditions is met), the nominal value of the relevant mortgage loan receivable in the cover pool will be equal to zero (i.e. decreased by 100%) for the purpose of the Cover Tests.

IX. VALUATION METHODS

The value of each cover asset (with the exception of a Derivative) is, for the purpose of calculating the Cover Tests, expressed in its nominal value, whilst the value of Derivatives is expressed at their fair (or real) value in accordance with the applicable international accounting and financial reporting standards.

Under the New Czech Covered Bonds Rules:

- (a) any positive fair (or real) value of a Derivative in the cover pool will be taken into account only up to the amount of accepted security or collateral in respect of the Derivative in the form of cash or a receivable against or guaranteed by (i) an OECD member state; (ii) a central bank of an OECD member state; or (iii) a multilateral development bank or an international organisation whose member is an OECD member state; and
- (b) any negative value of a Derivative in the cover pool will be disregarded, and consequently, the negative fair (or real) value of the Derivative becomes a part of the relevant covered block as a debt for whose cover the cover pool serves, unless the issuer has provided to the counterparty a security or collateral in respect of the Derivative in the form of cash or a receivable referred to under (a) above, which security or collateral is part of the relevant covered block.

In the case of mortgage covered bonds, the mortgage lending value of the mortgaged real property is determined exclusively by the issuer on the basis of the issuer's internal rules while respecting overall evaluation of the respective mortgaged real property with special regard to:

- (a) characteristics of the mortgaged real property which are sustainable on a permanent and a long-term basis;
- (b) income achievable by a third party operating the mortgaged real property with due care;
- (c) rights and encumbrances attached to the mortgaged real property; and
- (d) conditions prevailing on the local real property market and anticipated development of that market.

These conditions are similar, yet not identical to those set out in Article 4(47) of the CRR. The mortgage lending value determined by the issuer in accordance with these principles may not exceed "the open market value" of the mortgaged real property. While determining the mortgage lending value of the mortgaged real property, the issuer is bound exclusively by its own valuation of assets exercised by its surveyor (both internal and external). Having said that, the reference to "open market value" is not entirely precise as the relevant Czech property valuation law stipulates that a structure (which would include a building) is to be valued by the cost method, revenue method, comparative method or by a combination of these methods, whereas a plot of land (and in particular a construction site) is to be valued by multiplying the area of the plot of land by the price per square metre given in the pricing map issued by the local authority concerned.

X. ENHANCED PROTECTION AND FULL RING-FENCING IN INSOLVENCY

The New Czech Covered Bonds Rules bring about major changes in the applicable insolvency regime in respect of covered bonds and the cover pool or cover pools of an issuer of covered bonds.

The Czech Insolvency Act contains a few sweeping provisions which explicitly provide that all assets in the cover pool (or more cover pools, if created) do not constitute a part of the issuer's insolvency estate and are fully segregated and ring-fenced from any other assets of the issuer which fall within the issuer's insolvency estate, regardless of whether the aggregate value of these assets is lower or higher than the limits set out in the Czech Act on Bonds. Upon commencement of the insolvency proceedings against the issuer (and in the case of other situations specified the Czech Act on Bonds), the CNB appoints an involuntary administrator of covered blocks in order to ensure proper administration of the covered block or multiple covered blocks (if created). The Czech Insolvency Act further provides that: (i) the automatic acceleration of debts from covered bonds as a result of the commencement of insolvency proceedings and declaration of bankruptcy in relation to the assets of the issuer shall not apply (which on its own represents an extremely credit positive change); (ii) neither the commencement of the insolvency proceedings against the issuer, the issuing of a decision on insolvency of an issuer nor the declaration of bankruptcy in relation to the assets of an issuer shall affect the covered block (or multiple covered blocks, if created) and in particular the satisfaction and maturity of debts that are part of such covered block(s); and (iii) the insolvency administrator must not intervene in the administration of the covered block (or multiple covered blocks, if created) and must render assistance to the involuntary administrator of covered blocks so that the involuntary administrator is able to meet its duties.

XI. INVOLUNTARY ADMINISTRATOR OF COVERED BLOCKS

Upon commencement of the insolvency proceedings in respect of an issuer of covered bonds or its assets (or in other instances specified in the Czech Act on Bonds), the CNB will, without delay, appoint an involuntary administrator of covered blocks in order to ensure proper management of the covered blocks. The involuntary administrator of covered blocks may only be a Czech bank or a foreign bank with its registered office in another EEA country that issues securities comparable to covered bonds or that administers assets comparable to cover assets and it cannot be a person in respect of which there is a risk of a conflict of interests.

The involuntary administrator of covered blocks carries out full administration of all the covered blocks of the relevant issuer of covered bonds. The involuntary administrator of covered blocks exercises rights and fulfils obligations always for the benefit of the relevant covered block.

The New Czech Covered Bonds Rules also enable that the involuntary administrator of covered blocks may agree an obligation for the benefit or at the expense of a covered block only in order to improve liquidity or hedge against risk.

The involuntary administrator of covered blocks must, without undue delay after its appointment, open an account with a bank in order to accept payments, and will inform the persons whom this may concern about an unequivocal identifier of such account and will give them also other material information. Any other person that receives a payment in favour of the cover pool will, without undue delay, transfer it to such an account or, where the person does not know the unequivocal identifier of the account, will transfer it in another manner to the involuntary administrator of covered blocks in favour of the relevant cover pool.

Finally, the involuntary administrator of covered blocks may, with the consent of the CNB:

- (i) transfer the relevant covered block to another eligible entity and entrust it with its administration (whilst a transfer made without the consent of the CNB shall be disregarded);
- (ii) conduct a proportional decrease (*a pari passu* haircut) of debts from the covered bonds for whose cover the cover pool serves; or

- (iii) liquidate the cover assets (cover pool(s)) and consequently proceed with early repayment of the covered bonds.

In all instances, the CNB will grant the consent upon request of the involuntary administrator of covered blocks and the transfer, the *pari passu* haircut, or the liquidation must be in the interests of the holders of the relevant covered bonds. Also, the effectiveness of the transfer, the *pari passu* haircut, or the liquidation towards third parties does not require any other (prior or subsequent) public or private consent or notification.

XII. COMPLIANCE WITH EUROPEAN LEGISLATION AND RISK-WEIGHTING

The New Czech Covered Bonds Rules now enable an issuer of covered bonds to fully comply with not only:

- (i) the requirements of Article 52(4) of the UCITS Directive (as implemented, for instance, in Section 17(2) (c) of Czech Government Decree No. 243/2013 Coll., on Investment Fund Investments and Techniques and Instruments Used for the Purpose of Portfolio Management, as amended, which in turn was issued to implement the ICIFA, and which allows that standard (i.e., UCITS-compliant) funds may invest up to 25% of the fund's assets in covered bonds meeting certain criteria), but also
- (ii) the criteria of Article 129 of the CRR and other applicable criteria laid down in the CRR or other rules implementing the CRR in relation to covered bonds.

The risk-weighting of covered bonds is also regulated by the CRR, and mainly its Article 129(4) and (5), as well as the CNB's Decree No. 163/2014 Coll., on the Performance of the Activities of Banks, Credit Unions and Investment Firms, as amended.

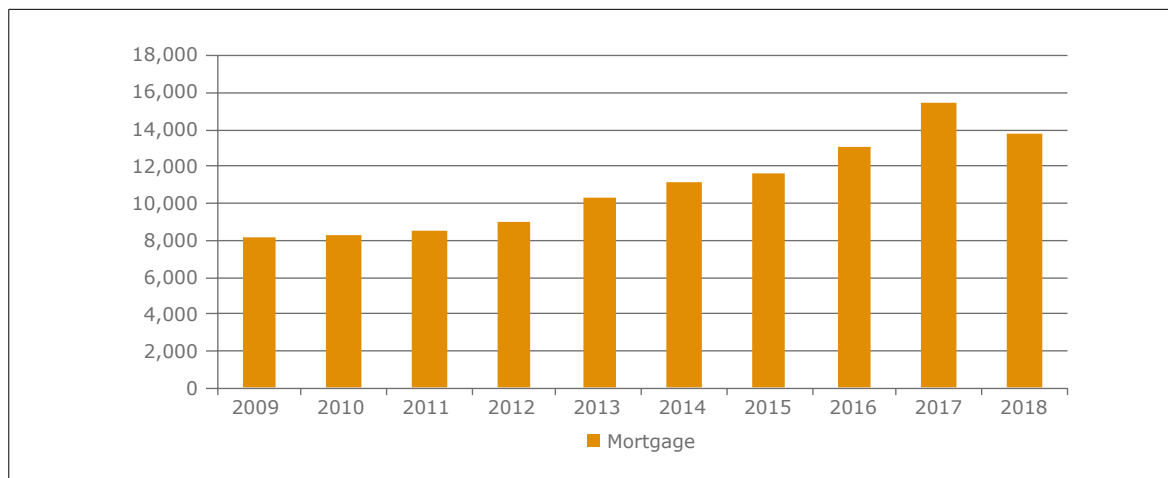
XIII. TRANSITIONAL PROVISIONS AND GRANDFATHERING

The Amendment contains a transitional and grandfathering regime, which enables an issuer to decide whether to opt in the New Czech Covered Bonds Rules (in respect of any mortgage covered bonds issued before 4 January 2019) or not.

The relevant issuer may do so by changing the relevant terms and conditions of a series of covered bonds in order to comply with the requirements of the new legislation, whilst the consent of the bondholders' meeting (which could otherwise be required in order to so change the terms and conditions) will not be required for such a change if the issuer makes such a change within 48 months upon the New Czech Covered Bonds Rules entry into force (i.e., 4 January 2019).

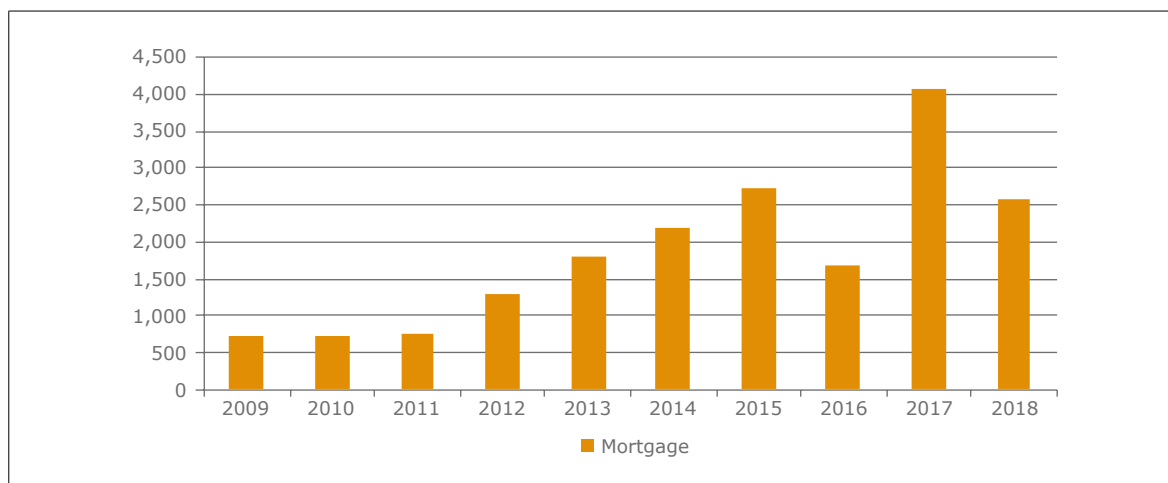
If the issuer decides not to opt in the new legislation, any legal relations arising under mortgage covered bonds issued before 4 January 2019 will be grandfathered and will continue to be governed pursuant to the Czech Act on Bonds in the wording effective before the effectiveness of the New Czech Covered Bonds Rules (i.e., prior to 4 January 2019).

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Česká spořitelna, Československá obchodní banka, Hypoteční banka, Komerční banka, Raiffeisenbank, Sberbank CZ, Wüstenrot hypoteční banka, UniCredit Bank Czech Republic and Slovakia.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/112/Czech_Republic_Covered_Bonds.

3.11 DENMARK

By Mette Saaby Pedersen, Finance Denmark, Svend Bondorf and Anton Holmgaard Nielsen, Nykredit

I. FRAMEWORK

In Denmark the legal basis for covered bond issuance is the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act (the "Mortgage Act") (*Lov om realkreditlån og realkreditobligationer mv.*) and the Danish Financial Business Act (*Lov om finansiel virksomhed*). The Mortgage Act is applicable only to Danish mortgage banks. The mortgage banks are specialised banks. The Capital Requirements Regulation (CRR) is directly applicable to the commercial banks and the mortgage banks.

Specific bankruptcy regulations laid down in the Financial Business Act and the Mortgage Act prevail over general bankruptcy regulations (sections 247a-247i of the Financial Business Act and sections 22-33 of the Mortgage Act).

II. STRUCTURE OF THE ISSUER

The Danish Financial Supervisory Authority (FSA) may license mortgage banks, commercial banks and ship financing institutions¹ to issue covered bonds.

Until 1 July 2007, only mortgage banks were allowed to issue mortgage covered bonds. Since this date, also commercial banks can obtain a license to issue covered bonds.

This leads to the existence of three types of Danish covered bonds:

- > Særligt Dækkede Obligationer (SDOs) issued by either commercial or mortgage banks. SDOs are both UCITS (Article 52(4)) and CRR compliant (Article 129).
- > Særligt Dækkede Realkreditobligationer (SDROs) issued exclusively by mortgage banks, fulfilling the former as well as the new legal requirements. SDROs are both UCITS (Article 52(4)) and CRR compliant (Article 129).
- > Realkreditobligationer (ROs) issued exclusively by mortgage banks. ROs are UCITS compliant (Article 52(4)).

In addition, all ROs issued before 1 January 2008 have maintained their covered bond status in accordance with the grandfathering option under the CRR. The grandfathered bonds are both UCITS (Article 52(4)) and CRR (Article 129) compliant.

The covered bond legislation in Denmark allows for joint funding, i.e. two or more institutions joining forces to issue covered bonds in order to achieve larger issues. The first issue of joint funding between non-affiliated institutions took place in 2012.

Danish mortgage banks operate subject to a specialist banking principle in accordance with Danish legislation, which confines the activities of issuers to the granting of mortgage loans funded by the issuance of covered bonds. The cover pool may include unsecured loans to public authorities and guarantees issued by public authorities, but this is rarely used. Mortgage banks may also carry on other business related to mortgage banking.

The specialist banking principle implies that mortgage banks are confined to granting loans that meet the requirements for cover assets imposed by legislation. Similarly, the funding sources are limited to ROs, SDOs and SDROs. This is due to the fact that Danish mortgage banks are not allowed to accept deposits, etc. as a source of funding, cf section 8 of the Financial Business Act.

The issuer (mortgage bank or commercial bank) holds the cover assets on its balance sheet as well as all rights under the cover assets. Bonds and cover assets are assigned to individual capital centers in mortgage banks and to registers in commercial banks. The individual bonds, however, are not linked to individual mortgage loans.

Issuers have their own employees. Outsourcing of activities is allowed if control measures are deemed satisfactory by the FSA, and consumer protection regulations are observed.

¹ Ship financing institutions are regulated by the Act on a Ship Financial Institute (Consolidating Act no 851-25 June 2014).

III. COVER ASSETS

Assets eligible as the basis for mortgage covered bond issuance:

SDO	SDRO	RO
<ul style="list-style-type: none"> > Loans secured by real property > Exposures to public authorities > Exposures to credit institutions (up to a maximum of 15% (CQS 1)/10% (CQS 2)) > Collateral in ships (not an option for mortgage banks) 	<ul style="list-style-type: none"> > Loans secured by real property > Exposures to public authorities 	<ul style="list-style-type: none"> > Loans secured by real property > Exposures to public authorities

To serve as cover assets, mortgages must be entered in the Danish land register, which is kept by the Danish district courts. Land and loan registration has been digital since 2009 with faster and more efficient handling of customers' loans as a result.

The mortgage loans are originated in a mortgage bank or a credit institution in the same group, or transferred to a mortgage bank according to a structure in which the mortgage bank has knowledge of and is responsible for correct valuation of the mortgaged property and verification of the debtor's creditworthiness and ability to pay. The difference between funding and lending may be hedged through derivatives, which are included in the cover pool assets.

In a capital centre in a mortgage bank the cover pool is dynamic as a result of the current addition and disposal of loans in connection with the granting and repayment of loans. In most capital centers assets may exclusively be transferred to or from the cover pool upon new lending and (p)repayment. On (p)repayment, the corresponding amount of issued bonds will be redeemed from the capital center. Each mortgage loan (cover asset) refers to specific ISIN codes and both cover assets and ISIN codes are assigned to specific capital centers. It is therefore not possible for the issuer to (i) change the cover pool unless in connection with new lending and (p)repayment nor (ii) transfer cover assets between different cover pools. Such cover pools are thus less dynamic than cover pools where existing mortgages can be transferred into and out of the cover pools. Cover assets must be identifiable, and the FSA supervises cover asset identification.

IV. VALUATION AND LTV CRITERIA

The financial legislation contains provisions on property valuation. Valuations are based on the open market value of a property.

LTV limits – an overview

Loan Type / Property category	SDO	SDRO	RO
Residential property	80% or 75% ¹⁾	80% or 75% ¹⁾	80%
Holiday property	75% ²⁾	75% ²⁾	75% ²⁾
Agricultural property	60% ³⁾	60% ³⁾	70%
Commercial property	60% ³⁾	60% ³⁾	60%

Note: 1) 80% for loans issued with up to 30 years maturity and 10 years interest-only period and 75% for loans with an unlimited maturity and interest-only period.

2) 75% for holiday property for private use. The LTV limit is 60% for holiday property for commercial use.

3) The LTV can be raised to 70% if the bank adds additional collateral.

In connection to the issuance of SDOs and SDROs, mortgage banks and commercial banks must ensure continuous LTV compliance – i.e. not just at disbursement of the loan as is the case for ROs. Where an LTV ratio exceeds the statutory limits, the bank must add supplementary collateral to the capital center/register. Otherwise, the issues may lose their status as SDOs or SDROs.

Mortgaged property is valued (on-site inspection) as part of the processing of loan applications. When a loan is granted, the LTV thereof is assessed on a case-by-case basis. A basic principle of the valuation regulations is that valuations must be performed by a valuation officer of an issuer. Provided that a number of conditions are met, valuations may be outsourced. AVMs may also be used if approved by the Danish FSA and most Danish mortgage banks have got an approval to use own models. The detailed conditions for valuation are set out in the financial legislation.

V. ASSET – LIABILITY MANAGEMENT

The financial legislation and the Executive Order on bond issuance, balance principle and risk management require mortgage banks and commercial banks to observe a balance principle and a set of rules on risk management in connection with the issuance of RO, SDRO and SDO.

The Executive Order provides limits to the scope of differences allowed on one hand the payments from borrowers and on the other hand the payments to the holders of the issued ROs, SDROs and SDOs. The limits are adjusted by loss limits to the interest rate, foreign exchange, option and liquidity risks that follow from cash flow differences in the balance sheet. The Executive Order also contains a number of other provisions limiting financial risk.

For commercial banks, the balance principle is applicable at register level. For mortgage banks, the balance principle is applicable at the level of the individual capital centers and the banks in general.

For each register/capital center, mortgage banks and commercial banks must choose whether to comply with either the *specific balance principle* or the *general balance principle*. The choice of balance principle does not depend on the choice of bond type (RO, SDRO or SDO) issued out of the register/capital center. The differences between the two balance principles are as follows:

Types of risk	Specific balance principle	General balance principle
Interest rate risk	Stress test on level and structure + Loss limit of 1% of capital base + Risks in different currencies cannot be set off	Stress test on level and structure Loss limit for mortgage banks dependent of stress test: 1%/5% of capital adequacy requirement + 2%/10% of the additional excess cover Loss limit for commercial banks dependent of stress test: 10%/100% of excess cover
Currency risk	Exchange rate indicator 2 (few currencies) + Loss limit of 0.1% of capital base	Simple stress test Loss limit for mortgage banks : 10% of capital adequacy requirement + 10% of the additional excess cover for EUR and 1% of capital adequacy requirement + 1% of additional excess cover of other currencies Loss limit for commercial banks : 10% of excess cover

Types of risk	Specific balance principle	General balance principle
Option risk	Maximum term of 4 year + Structural limits on call options and index-linking	Stress test on volatility Loss limit for mortgage banks : 0,5% of capital adequacy requirement + 1% of the additional excess cover No maturity or structural limits Loss limit for commercial banks : 5% of excess cover No maturity or structural limits
Liquidity risk	Limitations on temporary liquidity deficits 25% (years 1-3) 50% (years 4-10) 100% (from year 11)	Limitations on interest payments: Interest (in) > Interest (out) (over a current period of 12 months) + Present value PV (in) > PV (out) (always)
Repayment of loans by bonds other than the underlying bonds	Max. 15% Both own issued bonds and bonds from other credit institutions + Approximately same cash flow	Max. 15% from other credit institutions - Own issued bonds unlimited

Despite the risk limits of the balance principle, Danish mortgage banks have in practice structured their mortgage lending business in such a way that they do not assume significant financial risks with respect to mortgage lending and funding. Thus, the mortgage banks have nearly eliminated interest rate risk, foreign exchange risk and prepayment risk.

Since mortgage bond issuance is the only eligible funding source for Danish mortgage banks, issuance takes place on a daily basis. The mortgage bank commonly achieves this through *tap issuance*. Each loan is closely matched to the future cash flow of one or several specific ISIN codes currently open for issuance. On any given banking day, the mortgage bank calculates the bond amounts to be tapped in the relevant ISINs corresponding to the loans disbursed that day. These bond amounts are then issued and sold to investors. These simple principles ensure that the balance principle is maintained day by day and minimises the subsequent need for active asset-liability management.

A typical mortgage ISIN is open for tap issuance for several years after opening. Issuance trades are executed alongside with other trades in a unified, highly liquid and tightly priced market. Thus, there is no strict distinction between primary and secondary markets in the Danish system.

The Danish commercial banks too, are subject to the strict ALM rules. In practice the commercial banks operate under a general asset and liability management and do not offer pass-through products.

Refinancing risk in a situation where a mortgage bank is unable to complete the refinancing of matured bonds on market terms is addressed in the legislation. The regulation applies to covered bonds where the loan term is longer than the maturity of the bond used to fund it and contains a soft bullet mechanism controlled by two triggers: a refinancing failure trigger and an interest rate trigger. The refinancing trigger automatically extends the maturity of the covered bonds by 12 months at a time in case the issuer is unable to refinance maturing covered bonds by new issuance. The mechanism is not exercisable at discretion of the issuer, but it is conditional on the specific market event of "no refinancing". The interest rate trigger, which applies solely to bond maturities of 2 years or less, comes into effect in case of a 5% point bond yield increase over the last year before ordinary maturity. This trigger may extend the bond maturity by 1 year. The legislation provides clarity

for the position of borrowers, investors and mortgage banks in an extreme crisis where a mortgage bank is unable to complete the refinancing by sale of bonds at market terms, or interest rates suddenly rise very sharply. According to the legislation, the capital base must represent at least 8% of risk-exposure amount (REA). Mortgage banks must observe the capital adequacy requirement both at individual capital center level and at the level of the institution. Overcollateralisation forms part of the cover pool. Furthermore, there is an internal capital adequacy requirement (pillar 2) of around 2% of REA.

There are also requirements of regulatory capital buffers calculated on the basis of REA:

- > A capital conservation buffer of 2.5 % applicable at any time.
- > A countercyclical capital buffer which varies between 0% and 2.5% depending on the economic climate. The buffer is currently set at 0.5% (the buffer will raise to 1.0% from 31 September 2019 and to 1.5% from 30 June 2020).
- > A systemic risk buffers the size of which depends on the systemic importance of the institution. The buffer is currently up to 2% for mortgage banks and 3% for commercial banks. The buffer requirements will be phased in gradually towards 2019.

VI. TRANSPARENCY

A high level of transparency is an important characteristic of the Danish covered bond market. The Danish covered bond issuers publish information via many different platforms, such as prospectuses, investor reports, trading venues, standardised transparency templates and issuers' investor relations websites. Information is thus easily accessible.

As part of the ECBC Label Initiative, the Danish issuers report information in the standardised format in the Harmonised Transparency Template (HTT). In addition, the Danish market participants have gathered available information and consolidated it in an intuitive and user-friendly structure in a national transparency template (NTT).

The Danish issuers report data uniformly cell by cell in Excel format as specified in the transparency template containing data from both HTT and NTT. The uniform reporting makes it easy for investors to compare data across issuers' cover pools and to extract data for further analysis.

This provides a single point of entry for the extensive information available on covered bond issues with means to compare key information across an array of issuers. The template is a valuable tool that supports covered bond investors' investment decisions by comprehensive overview of covered bond issues and making comparison of key information easier.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Specialised supervision of covered bond issuers is carried out by the Danish FSA (Denmark has not joined the single supervisory mechanism – SSM). The FSA supervises compliance with the legislative framework for carrying on mortgage banking activities and thereby the issuance of covered bonds.

The issuer monitors the cover pool continuously. Data from every single loan offer from the Danish mortgage banks and thus all property valuations for new lending purposes are reported to the FSA on a quarterly basis. The FSA performs random checks of mortgage banks' valuations by way of on-site inspections and by checks of the internal valuation reports and which other property has been used as reference to the basis for the valuation. In the Danish mortgage model where loans are originated, serviced and redeemed directly in the cover pool, there is no need for monitoring other than as provided by the FSA.

The commercial banks report on a quarterly basis to the FSA on the assets in the register. The statement of the registered assets must be verified by the external auditor of the bank.

Issuers are also required to prepare comprehensive reports on asset-liability management for the FSA on a quarterly basis. The FSA must be informed of any balance principle breaches without delay. If the capital requirement is not observed, the FSA must be informed without delay.

The FSA has the authority to issue an order with which the issuer must comply. In case of severe or multiple breaches of Danish law or of such orders, the FSA may revoke the operating license and dismiss the management of the issuer, cf sections 373-374 of the Financial Business Act.

Since 2014 a macro-prudential tool known as the Supervisory Diamond for mortgage banks has been in place. The Supervisory Diamond is soft law based on quarterly reports submitted by the mortgage banks to the Danish FSA. The values reported are compared with a number of predefined limit values for five selected indicators. The indicators are interest-only loans, loans with short-term funding, borrower's interest rate risk, lending growth and concentration risk. If the limit values are breached, the Danish FSA opens a dialogue with the bank concerned. Upon individual and concrete assessment, the Danish FSA may take action, for instance in the form of increased supervision, risk disclosure requirements or orders.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Capital centres of mortgage banks (regardless of whether the issuer has issued ROs, SDROs or SDOs)

The rules for resolving a mortgage bank are detailed and well considered. The main considerations are to ensure (i) that bond investors receive timely payments and (ii) that the rights of borrowers are not prejudiced materially.

Balance sheets of Danish mortgage banks are structured with a number of separate capital centres (cover pools) out of which covered bonds are issued. A capital centre consists of a group of series in which covered bonds backed by an equivalent amount of mortgage loans (match funding) are issued and a joint series reserve fund (equity). In addition, supplementary capital (senior secured debt/Section 15 bonds) may be issued out of the capital centre for overcollateralisation purposes.

If a mortgage bank is declared bankrupt, a trustee in bankruptcy is appointed. The Danish FSA may declare a mortgage bank bankrupt.

The trustee looks after the interests of the estate in bankruptcy, i.e. the interests of the creditors and particularly the covered bond investors in relation to the individual capital centers. Today, the creditors of a mortgage bank are almost exclusively covered bond investors. The trustee must seek the most efficient administration of the estate, having regard to the fact that the position of covered bond investors and borrowers must remain essentially as if the capital center had still been a going concern. If a mortgage bank is declared bankrupt, no acceleration therefore takes place in respect of covered bond investors or borrowers. This is the key principle. It is only possible because the mortgage system is structured around capital centers that offer very high statutory collateral for bonds based on ring-fenced, bankruptcy-remote capital centers and match-funded lending.

Winding-up is not fast, but orderly, with a minimum of changes for both bond investors and borrowers. No public funds are used for such winding-up, as borrowers' ongoing payments are passed through to bondholders. Holders of hybrid core capital and subordinate loan capital cannot use the bankruptcy of a mortgage bank as grounds for a claim of default. Similar rules apply to counterparties to financial instruments used to hedge risk in a capital center.

The practical duty of a trustee is to simulate a going concern. Borrowers' rights in respect of pre-payment are unchanged. The trustee must, as far as possible, continue to make payments to bond investors and to look after the interests of existing borrowers. The trustee may not issue new loans or otherwise expand business, as the mortgage lender's license to carry on mortgage banking has been withdrawn.

The trustee may issue bonds to refinance bonds which have matured (adjustable-rate mortgages). But such issuance may only take place if the trustee deems that there are "sufficient funds" to satisfy the claims of creditors. The bonds may also be extended by 12 months at a time, if there is an insufficient number of buyers for the bonds.

The trustee may also raise other loans for the purpose of paying bond investors. Such loans cannot be secured against existing mortgages, as these already serve as security for the issued covered bonds.

The trustee may transfer a total capital centre to another mortgage lender as an independent asset. A full transfer must be authorised by the Danish Minister of Industry, Business and Financial Affairs. Bondholders do not have a right of early redemption as a result of such transfer.

If a mortgage lender is declared bankrupt, the assets, after deduction of estate administration costs, will be segregated to satisfy bond holders, etc., in accordance with their legal position as secured creditors. Covered bond holders have a primary secured claim against all assets in the cover pool. Counterparties to financial instruments used to hedge risk in a capital centre rank *pari passu* with covered bond holders in the relevant capital centre.

Proceeds from loans raised for the purpose of overcollateralisation (senior secured bonds/Section 15 bonds) will serve to satisfy the claims of covered bond holders in case of bankruptcy.

The EU Bank Recovery and Resolution Directive (BRRD) has been implemented in Danish regulation and came into force on 1 June 2015. The bail-in tool does not apply to covered bonds (SDO, SDRO and RO) and senior secured debt/Section 15 bonds. While exempt from bail-in, the Danish mortgage banks is subject to a 2% debt buffer of unweighted loans. The debt buffer is phased in by 2020. An amendment of the level of the debt buffer was adopted in May 2018 and will be phased in by 2022. The minimum level of the buffer is still 2%. For systemic mortgage banks and mortgage banks being part of a systemic financial group a higher buffer requirement may be set. The total amount of the capital requirement and debt buffer (and MREL requirement) should always be at least 8% of total liabilities (at consolidated level).

In case of resolution the debt buffer can be used by the resolution authority (in Denmark the resolution authority is Finansielt Stabilitet) to capitalise the mortgage banks when using BRRD resolution tools other than the bail-in tool. These tools can only be used according to the principle of "no-investor-worse-off". Otherwise the winding-up will be handled according to the abovementioned principle.

Commercial bank registers

A commercial bank sets up a register segregating assets, which exclusively serve as SDO cover assets.

As is the case with mortgage banks, derivative counterparties have a primary preferential right in line with the SDOs provided that the derivatives contract stipulates that the suspension of payments or bankruptcy of a commercial bank does not constitute an event of default. Bonds issued to secure assets as compensation for LTV excess or overcollateral in general (also referred to as Section 15 bonds or senior secured bonds) have a secondary preferential right to all assets of the register.

The register is kept by the commercial bank and must at all times contain all assets, guarantees received and derivatives contracts, clearly individualised. The commercial bank must submit statements of the assets to the FSA. The external auditor must perform continuous regular control of the register and at least twice a year make unannounced of register audits.

Where the FSA suspends the license of a commercial bank to carry on banking business, the FSA or the bank files a bankruptcy petition, or the bank is adjudicated bankrupt following the petition of a third party, the FSA will decide whether the register is to become subject to administration by an administrator as an estate in administration. The administrator (and not the ordinary trustee) will be in charge of the assets of the register.

Any unsatisfied residual claims by SDO holders and derivative counterparties against the register may be proved against the assets available for distribution of the commercial bank, but – contrary to the proceedings related to mortgage banks – exclusively as ordinary claims. Residual claims from Section 15, bonds or senior secured bonds may also be proved as ordinary claims against the assets available for distribution.

The register is – contrary to the capital centres of mortgage banks – not subject to any specific statutory minimum requirement as to capital adequacy. The 8% capital adequacy requirement must only be fulfilled at the level of the commercial bank.

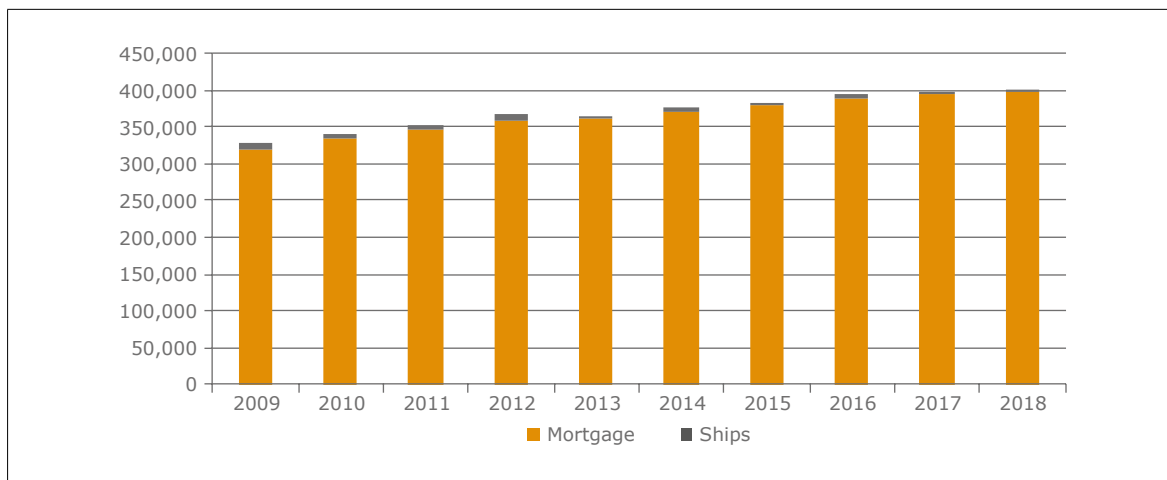
IX. RISK-WEIGHTING AND COMPLIANCE WITH EUROPEAN LEGISLATION

SDOs, SDROs and ROs fulfil the criteria of Article 52(4) UCITS. SDOs and SDROs also fulfil the requirements of Article 129 CRR². ROs issued before 1 January 2008 maintain the low risk weighting of 10% throughout the maturity of the bonds in accordance with the grandfathering option under the CRR. ROs issued after 1 January 2008 carry a risk weight of 20%. ROs, SDOs and SDROs are eligible for repo transactions and may be used as collateral for loans with the Danish central bank (Danmarks Nationalbank). Under the LCR the largest RO, SDO and SDRO series qualify as assets of the highest quality (Level 1 covered bonds).

When investing in ROs, SDOs and SDROs, the Danish investment legislation allows UCITS, to exceed the usual limits on exposures to a single issuer. Thus, acknowledging the reduced risk associated with covered bond assets (cf. the Act on Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc.).

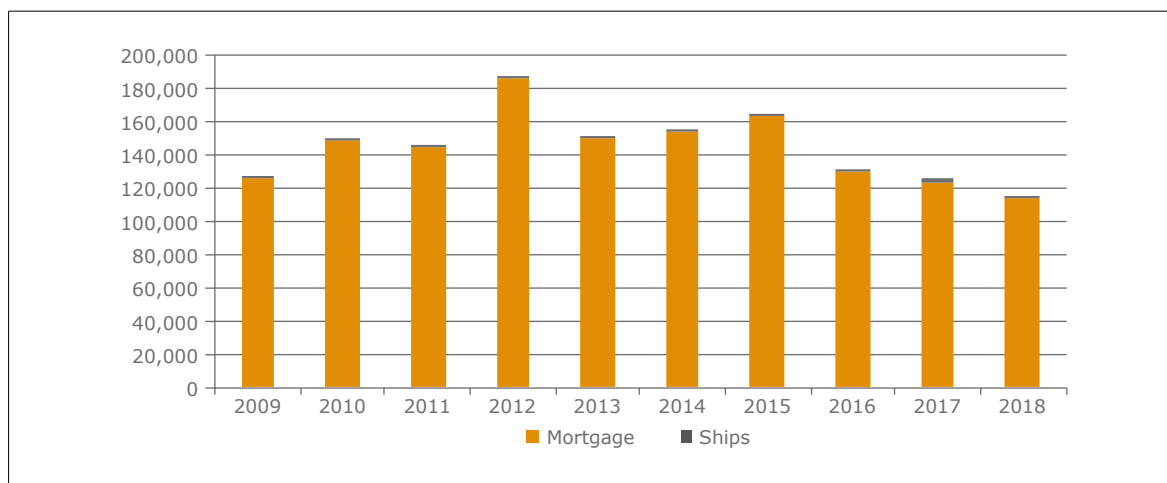
² Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hyppo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Covered bonds backed by real estate collateral are primarily issued by the specialised mortgage banks: Jyske Realkredit a/s, DLR Kredit A/S, LR Realkredit A/S, Nordea Kredit Realkreditaktieselskab, Nykredit Realkredit A/S (incl. Totalkredit A/S), Realkredit Danmark A/S. At the end of 2018 the mortgage banks' outstanding volume of covered bonds was EUR 378 bn. Since the current Danish regulation on covered bonds entered into force on 1 July 2007, only one commercial bank, Danske Bank A/S, has utilised the possibility to issue covered bonds. Danske Bank has issued non-pass-through (euro-style) covered bonds of a value of around EUR 23bn. Danish Ship Finance is the only Danish issuer of covered bonds backed by ship loans. The outstanding volume of covered bonds backed by ships as collateral was EUR 5.4 bn by year end 2018.

ECBC Covered Bond Comparative Database:

http://ecbc.eu/framework/87/S%C3%A6rligt_D%C3%A6kkede_Obligationer_-_SDO,
http://ecbc.eu/framework/88/S%C3%A6rligt_D%C3%A6kkede_Realkreditobligationer_-_SDRO and
http://ecbc.eu/framework/89/Realkreditobligationer_-_RO.



COVERED BOND LABEL: Jyske Realkredit A/S (1 pool), Danske Bank A/S (3 pools), DLR Kredit A/S (1 pool), Realkredit Danmark A/S (2 pools), Danish Ship Finance A/S (2 pools), Nordea Kredit Realkreditaktieselskab A/S (2 pools), Nykredit Realkredit A/S (2 pools).

3.12 ESTONIA

By Reimo Hammerberg and Kätlin Robas, Law Firm Sorainen

I. FRAMEWORK

On 13 February 2019, the Estonian Parliament adopted a legislation on covered bonds in Estonia. The law entered into force 1 March 2019. This is the first legislation that provides the possibility to issue covered bonds in Estonia. The application for approval of a covered bond prospectus to the Estonian Financial Supervisory Authority (hereinafter the EFSA) can be submitted and covered bonds issued as of 1 October 2019.

II. STRUCTURE OF THE ISSUER

Covered bonds can be issued by a company who has obtained an authorisation of credit institution. However, this company has to obtain an additional authorisation from the EFSA.

In order for a company to obtain the additional licence it has to have in place technology and other technological tools and systems, security systems, control mechanisms and systems necessary for the issuance of covered bonds and the administration of covered bond portfolios. Moreover, it has to have a risk management system that enables the company to adequately identify, measure and manage the risks associated with the administration of the covered bond portfolio.

Moreover, the company has to maintain a separate cover register for both types of covered bonds. The purpose of the cover register is to collect, systematise and store data about the cover pool required for mortgage covered bonds and mixed asset covered bonds. The register is kept in accordance with the internal rules that state the procedure of entering and deleting assets in the register. The entry of the register states information, which is necessary to detect the contract or security that is the basis of the claim.

Lastly, the company has to appoint a cover pool monitor who monitors the performance of the duties of the company. In specific, whether the cover pool, cover register, the valuation of immovable properties encumbered with a mortgage securing credit and included in the cover pool, the issuer's risk management and reporting, and the terms and conditions of covered bonds are in compliance with the requirements of the law.

III. COVER ASSETS

Primary cover assets

At least 80% of the main collateral of the relevant covered bond portfolio has to comprise of primary cover assets. The law constitutes different primary cover assets for mortgage covered bonds and mixed covered bonds.

Firstly, the primary cover assets of mortgage covered bonds can be only the issuer's claims that arise from a credit granted to a natural person against a mortgage that is established on a residential property situated in the territory of a European Economic Area (hereinafter EEA) country.

And secondly, the primary cover assets of mixed covered bonds can be only the issuer's claims that arise from the following:

- 1) a mortgage credit;
- 2) housing construction credit – a credit granted to a natural person against a mortgaged residential building plot situated in the territory of an EEA country;
- 3) commercial mortgage credit – a credit granted to a legal person against a mortgaged residential property, mortgaged residential building plot or mortgaged commercial immovable property situated in the territory of an EEA country;
- 4) a credit granted to, or debt securities issued by, an EEA country;

- 5) a credit granted to, or debt securities issued by, a regional government or local authority of an EEA country;
- 6) a credit granted to, or debt securities issued by, an EEA country's legal person governed by public law;
- 7) a credit or debt securities guaranteed by an EEA country or a regional government or local authority of an EEA country.

Substitute collateral

In addition to primary cover assets, the cover pool may consist of substitute collateral. Substitute collateral may be:

- 1) claims on or guaranteed by central banks within the European System of Central Banks, and central governments, public sector entities, regional governments or local authorities of the Member States of the EU;
- 2) claims on or guaranteed by third-country central governments and central banks, multilateral development banks and international organisations that qualify for the credit quality step 1²;
- 3) claims on or guaranteed by third-country public sector entities, regional governments and local authorities, for which a risk weight has been assigned the same way as for claims on credit institutions and investment firms or central governments and central banks and which qualify for the credit quality step 1 according to the risk weight so assigned;
- 4) claims specified in p-s 2) and 3), which qualify as a minimum for the credit quality step 2, provided that they do not exceed 20% of the nominal value of the outstanding covered bonds in the covered bond portfolio that they cover;
- 5) claims on credit institutions and investment firms, which qualify for the credit quality step 1, provided that they do not exceed 15% of the nominal value of the outstanding covered bonds in the covered bond portfolio that they cover;
- 6) claims on credit institutions and investment firms in the EU with a term to maturity not exceeding 100 days, which qualify as a minimum for the credit quality step 2, provided that they do not exceed 15% of the nominal value of the outstanding covered bonds in the covered bond portfolio that they cover;
- 7) net claims arising from derivative instruments that meet the conditions provided by law, which cannot be treated as the claims specified in p-s 5) or 6), provided that they do not exceed 12% of the nominal value of the outstanding covered bonds in the covered bond portfolio that they cover.

IV. VALUATION AND LTV CRITERIA

Valuation and revaluation

The law states that the valuator of the property standing as security for mortgage credit has to comply with the following requirements:

- > has sufficient knowledge, experience and skills;
- > be sufficiently independent from the process of deciding on the granting of credit so as to provide an objective and impartial assessment of the value of the immovable property.

² A CQS is a simplified and standardized scale of credit quality, mapped to the credit ratings of the largest credit rating agencies. Steps are defined in Commission Implementing Regulation (EU) 2016/1800 of 11 October 2016 laying down implementing technical standards with regard to the allocation of credit assessments of external credit assessment institutions to an objective scale of credit quality steps in accordance with Directive 2009/138/EC of the European Parliament and of the Council. Moreover, the assessment has to be in accordance with Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012.

The requirements for the appraisal of immovable property standing as security are the following:

- > the immovable will be valued according to the good practice of property valuation, that is based on uniform and well-established market practice;
- > it is in line with the good practice of property valuation:
 - > the valuator detects and collects all the data necessary for the valuation and analyses all factors affecting the value of the property that is being evaluated;
 - > the valuation is based on up-to-date and reliable data and based on an in-depth review.

The law provides the Minister of Finance the right to establish additional requirements for valuers of properties standing as security for a mortgage credit, and for the valuation reports, methods and procedure.

The value of a property standing as security for a mortgage credit entered in the cover register, must be regularly reviewed at least once a year and revaluated, if necessary. The purpose of the revaluation of the property is not to obligate the company to change the value of the property each time, but to review the property in the portfolio in general and to update it, based on the information available for the company, in case there has been a change in the value of the assets.

The value of a property standing as security for a mortgage credit, entered in the cover register, must extraordinarily be reviewed and revaluated, in the event of a significant change in market conditions, and in the event that the information available to the issuer, indicates that a significant decline has occurred or is occurring on the national or local real estate market, including if it concerns only one specific property type, residential building type or other narrower category of properties.

Loan to Value

The claims of an issuer arising from a mortgage credit may be used as a cover asset of mortgage covered bonds in an amount of up to 70% of the value of the property securing the mortgage credit. Nevertheless, all the issuer's claims arising from the mortgage credit entered in the cover register are included in the cover pool in their entirety.

A mortgage accounting for at least 110% of the issued credit amount must be established on the property securing a mortgage credit to be entered in the cover register. The sum of the mortgage may exceed the value of the property securing the credit.

V. ASSET – LIABILITY MANAGEMENT

An issuer must, at least once every 3 months, perform a stress test on the covered bond portfolio to assess the risks set out in the stress testing methodology according to the internal rules. The managers of the issuer are responsible for ensuring the performance of stress tests.

If the value of the cover pool, as calculated during the stress test, no longer meets the following requirements, the cover assets to be entered in the cover register must be increased by the maximum deficiency determined as a result of the stress test:

- 1) The present value of all covered bonds of the same type and the net liabilities arising from derivative instruments entered in the cover register must be covered by a cover pool at any time. The present value of the cover pool must exceed the liabilities covered by at least 2%.
- 2) The nominal value of all covered bonds of the same type must be covered by a cover pool of at least equivalent nominal value at any time. If the known redemption value of covered bonds is higher than their nominal value at the time of issuance, all covered bonds of the same type must be also covered by a cover pool whose nominal value is at least equal to the redemption value of the covered bonds. The nominal value of the credits must be deemed equal to the outstanding amount of the credits.

- 3) If the nominal value of the cover pool exceeds the nominal value of all the covered bonds of the same type by at least 5%, it must be presumed that the requirement in p 1) is met for the relevant covered bond portfolio.

The law provides the Minister of Finance the right to establish more detailed requirements for the procedure and methodology of stress testing of covered bond portfolios.

VI. TRANSPARENCY

In Estonia there is no establishment of the National Transparency Template. Covered bonds issued by a credit institution registered in Estonia, which has received additional authorisation from the EFSA are registered in the Estonian register of securities. The EFSA publishes a decision to grant, amend or revoke an additional authorisation on its website no later than on the business day following the day of making such decision.

In addition to the disclosure obligation arising from other legislation, an issuer must disclose information about covered bond portfolios once a quarter. Information about the first 3 quarters of a year must be disclosed within 1 month of the end of the respective quarter. Information about the fourth quarter must be disclosed within 2 months of the end of the quarter. The disclosed information must be available on the issuer's website about at least the last 5 years.

The following information must be disclosed based on the types of covered bond portfolios:

- 1) the nominal value and the present value of outstanding covered bonds and of the cover pool;
- 2) the maturity structure of the covered bonds and the cover pool;
- 3) the percentage of fixed-interest cover assets in the cover pool and the percentage of fixed-interest covered bonds in the liabilities of the covered bond portfolio;
- 4) the graduated breakdown of the interest rates on fixed-interest and non-fixed-interest cover assets;
- 5) the percentage of cover assets denominated in a foreign currency in the cover pool and the percentage of covered bonds denominated in a foreign currency in the liabilities of the covered bond portfolio;
- 6) the geographical distribution of the value of cover assets, at least to the accuracy of the country, based on the location of the property standing as security for a mortgage credit or commercial mortgage credit, and the location of the debtor or issuer in the case of other cover assets;
- 7) the distribution of substitute collaterals, in terms of their value, between the types of substitute collateral;
- 8) the level of the liquidity buffer;
- 9) the percentage of the amount of substitute collaterals, which have been in default for over 90 days or which the issuer estimates to be doubtful, in the cover pool.

In addition, the following information must be disclosed on the primary cover assets of mortgage covered bonds:

- 1) the graduated breakdown of the amounts of mortgage credits;
- 2) the percentage of the amount of mortgage credits, which have been in default for over 90 days or which the issuer estimates to be doubtful, in the cover pool.

In addition, the following information must be disclosed on the primary cover assets of mixed asset covered bonds:

- 1) the graduated breakdown of the amounts of debt obligations;
- 2) the distribution of debt obligations, in terms of their value, between the types of primary cover assets of mixed asset covered bonds;

- 3) the percentage of the amount of debt obligations, which have been in default for over 90 days or which the issuer estimates to be doubtful, in the cover pool.

Here as well, the law provides the Minister of Finance the right to establish more detailed requirements for the composition and manner of publication and the formal requirements for the information to be disclosed in respect of covered bond portfolios.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The issuer's general meeting has the authority to appoint a monitor. A monitor is appointed for a term that must not be less than 1 year. The monitor inspects whether the issuer is fulfilling its obligations. The monitor is free to choose when the inspections will be carried out.

The duties of a monitor are to verify:

- 1) the compliance of stress testing of a covered bond portfolio and the changes introduced to the covered bond portfolio as a result of stress testing with requirements;
- 2) the existence of a sufficient cover pool and its compliance with requirements;
- 3) the compliance of the maintenance of the cover register with requirements;
- 4) the compliance of the valuation of immovable properties encumbered with a mortgage securing credit and included in the cover pool with requirements;
- 5) the compliance of the issuer's risk management and reporting with requirements;
- 6) the compliance of the terms and conditions of covered bonds with requirements.

The monitor notifies the issuer of any deficiencies detected during verification in a format that can be reproduced in writing and sets a reasonable deadline for the elimination of the deficiencies. In case the deficiencies are not fully eliminated by that deadline the monitor must notify the EFSA.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

In case the issuer is declared bankrupt, a covered bond portfolio shall be considered to be separated from the other assets of the issuer. A cover pool shall not be part of the issuer's bankruptcy estate and a moratorium shall not extend to a covered bond portfolio.

After the separation of a covered bond portfolio, an independent pool of designated assets is formed, in which the cover pool and the proceeds received therefrom can only be used to satisfy the claims of the holders of the respective type of covered bonds and of the counterparty to the derivative instrument entered in the corresponding cover register and to cover the expenses related to the management of the covered bond portfolio.

If an issuer is declared bankrupt or the compulsory dissolution of an issuer is decided, a court shall, on the proposal of the EFSA, appoint a cover pool administrator for covered bond portfolios in the ruling on bankruptcy or the ruling on the compulsory dissolution. The appointment is necessary to secure the continuance of the operation of the cover bond portfolio, detect the solvency of the portfolio and secure the rights of the owners of cover bonds and derivative counterparties.

Upon the appointment of a cover pool administrator, the right to manage and dispose of covered bond portfolios shall transfer to the cover pool administrator. The cover pool administrator shall manage covered bond portfolios with the necessary diligence arising from their nature, and in a manner ensuring that the liabilities arising from covered bonds and from the derivative instruments entered in the cover register are met in the best possible way. To this end, the cover pool administrator shall have the right to transfer and encumber the cover pool, enter into derivative instruments on the account of the cover pool, and perform other necessary

operations. The cover pool administrator shall have the right to use the cover pool and the proceeds to be received therefrom to cover the expenses necessary for the management of a covered bond portfolio.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The Estonian legislation is in compliance with the following European legislation that sets out requirements regarding covered bonds:

- > Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS);
- > Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012;
- > Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council Text with EEA relevance.

Prior to issuing covered bonds, an issuer must adapt its risk management system to enable it to adequately identify, measure and manage the risks associated with the administration of the covered bond portfolio.

3.13 FINLAND

By Timo Ruotsalainen, Aktia Bank plc and Bernd Volk, Deutsche Bank

I. FRAMEWORK

There are currently eight issuers of Finnish covered bonds. In Finland, the legal basis for covered bond issuance is the Act on Mortgage Credit Bank Operations (HE 42/2010). The new legal framework replaced the old Act on Mortgage Credit Bank (1999) and entered into force on 1 August 2010. The new law overruled the special banking principle and gathered all Mortgage Credit Bank related legislation under the same act. Besides, other technical changes, e.g. mixed pools, have been allowed.

The provisions of the new legal framework do not apply to covered bonds issued or derivatives contracts registered before the entering into force of the new Act. No counterparty restrictions apply and derivative counterparties are typically internal.

II. STRUCTURE OF THE ISSUER

The issuer of Finnish covered bonds can be a universal bank or a specialist mortgage bank. Generally, entities that can issue covered bonds are credit institutions authorised to engage in mortgage credit bank operations. The issuer of Finnish Covered Bonds can still be a specialised bank, but deposit banks or credit entities are entitled to apply for a licence to issue covered bonds. The existing specialised banks tend to stay in business in the way they have been operating since being established. Unless, it is a mortgage credit bank, the issuer must obtain a license to engage in mortgage credit bank operations (i.e., issue covered bonds).

The Finnish Covered Bond Law stipulates certain requirements to receive a covered bond issuance license. The covered bond issuer should provide a business plan, show financial stability, expertise in mortgage credit operations, risk management and practices concerning valuation of collateral. Interestingly, the requirements to receive a Finnish Covered Bond License seem very similar to the requirements to receive a German Pfandbrief License.

The issuer holds the cover assets on the balance sheet. A subsequent transfer of the cover assets to another legal entity is not taking place. A direct legal link between single cover asset and the covered bonds issued does not exist. All obligations from Finnish Covered Bonds are direct and unconditional obligations of the issuing bank as a whole. In the case of insolvency, the cover pool is segregated by law from the general insolvency estate and is reserved only for the claims of the holders of Finnish Covered Bonds.

Under the previous legal framework, only bonds covered by mortgages were issued by Finnish mortgage banks. A separate cover pool was to be established if these banks were to start the issuance of public-sector backed Finnish Covered Bonds. Under the new law, mixed pools comprising mortgage loans as well as eligible public sector assets are allowed.

III. COVER ASSETS

Finnish covered bonds have a cover pool register that includes all cover pool assets, covered bonds and derivatives. Eligible assets for Finnish covered bonds are residential mortgage loans (including shares in Finnish housing companies), commercial mortgage loans, public sector loans and substitution assets. At least 90% of the cover pool loans must consist of residential mortgage loans, public sector loans or substitution assets. Cover pool assets can be within European Economic Area (EEA) countries.

Enforcement of non-Finnish cover pool assets would usually be determined by the laws of the jurisdiction in which the assets are located. Due to European Union law, inside the EU, enforcement is safeguarded in all Member States anyway. However, Finnish issuers have so far only Finnish assets in the covered bond pools.

Derivatives may also be registered in the cover pool. The geographical scope of cover assets is restricted to the European Economic Area. Residential mortgage loans, shares in housing companies as well as commercial

mortgage loans up to 10% of the total pool are eligible as cover assets. Public sector loans in accordance with Article 129(1) CRR are also eligible.

Specialised mortgage credit bank can grant an intermediate credit to a deposit bank or a credit entity. This intermediate credit must be covered with eligible cover assets as stated above. These assets must also be recorded into the cover register.

Up to 20% of the mortgage cover pool is allowed to consist of substitute cover assets; bonds and other debt obligations issued by the State, a municipality or another public-sector organisation or another credit institution rather than one belonging to the same consolidation group as the issuer. A guarantee as for own debt granted by a public sector organisation or credit institution referred above; a credit insurance given by an insurance company other than one belonging to the same group, referred to in the Act on Supervision of Finance and Insurance Groups; cash assets of the issuer deposited in the Bank of Finland or a deposit bank with the restriction that if the issuer is a deposit bank the cash deposit may not be in a deposit bank belonging to the same consolidation group as the issuer.

ABS or MBS tranches are not eligible for the cover pool. Derivatives are eligible for the cover pools only if they are used for hedging purposes. The nature of the cover pool is dynamic. Currency risk is perfectly matched, as the law requires cover assets to be in the same currency as the covered bonds.

IV. VALUATION AND LTV CRITERIA

The property valuation within the legal framework for covered bonds in Finland is based on market values, valuations are based on "current value", market value determined in accordance with FFSA regulations. Based on the updated regulation, the issuer needs to monitor the valuation of the property also based on statistical methods (indexed value) quarterly and set limits for the acceptable changes of the values. Should the value exceed or drop below the limits the property valuation needs to be updated accordingly.

There are different LTV levels for residential and commercial mortgage loans: 70% of the value of the residential property and 60% of the value of the commercial property accepted. This LTV is a relative limit, i.e. when a loan exceeds the 60%/70% limit, the part of the loan up to 60%/70% LTV remains eligible to the cover pool. A loan placed as collateral for a covered bond may not exceed the current value of the property standing as collateral.

V. ASSET – LIABILITY MANAGEMENT

There are legal standards for Asset-Liability Matching in the Finnish Covered Bond System. For instance, the aggregate interest received on the cover assets in any 12-month period must exceed the interest paid on the outstanding covered bonds. This regulation takes derivatives for hedging purposes into account.

The total amount of collateral of covered bonds shall continuously exceed the remaining combined capital of the covered bonds.

The net present value of the total amount of collateral of covered bonds shall continuously exceed by at least 2% the total net present value of the payment liabilities resulting from the covered bonds. The net present value test helps mitigate interest-rate, currency and liquidity risk.

As mentioned above, interest receivable on cover assets must be sufficient to cover interest payable on covered bonds on a twelve-month rolling basis. Moreover, the test needs to be stressed by +/- 1%. In case of a breach of one of these rules mentioned, the issuer might face sanctions from the FSA. Ultimately, the issuer might face the loss if its licence. In addition to the 2% net present value legal minimum, further overcollateralisation may be committed by contract. Non-performing loans (defined as 90 days past due) are excluded from cover tests. Assets that are ineligible for Finnish covered bonds (e.g. non-performing loans) are excluded from the cover tests, but can be retained in the cover pool and lead to additional overcollateralisation.

VI. TRANSPARENCY

The annual and interim reports of the issuer indicate, in addition to that provided in the act on Credit Institutions, the basis of the valuation of the collateral and the amount of residential mortgage loans and possible intermediary loans and public sector loans issuer has granted, as well as the amount of covered bonds issued.

While there are no statutory transparency rules, Finnish covered bond issuers have adopted the ECBC Label initiative for Covered Bonds and created Finnish National Transparency Template:
<https://www.coveredbondlabel.com/issuers/national-information-detail/9/>.

The ECBC Label Transparency Guidelines included in the Covered Bond Label Convention for 2014 are fully aligned and compliant with Art. 129 (7) CRR.

On top of the regulatory requirements all issuers provide additional information about the cover pools, ratings and other relevant topics on their websites. Please find the information about the website below (section X).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The issuer carries out the monitoring of the cover pool. The issuer reports to the FSA on a monthly basis. With regard to UCITS 52(4), this supervision of a specialised bank as issuer of the covered bond is compliant to the "special supervision". The FSA is responsible for overall supervision, covered bond licensing, issuing regulations and compliance with the law.

The FSA has the legal power to take appropriate measures. It is allowed to conduct inspections at the bank in question or to require documents. Also, the FSA could issue a public warning or admonition. Ultimately, it is up to the FSA to revoke the banking licence of the bank in question.

With regard to UCITS 52(4), this supervision of a specialised bank as issuer of the covered bond is compliant to the "special supervision".

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

A cover register allows identifying the cover assets. The legal effect of a registration of assets into the cover register is to create the priority claim of covered bond holders to these cover assets in case of an insolvency of the issuer. The cover register is managed by the corresponding bank, which in turn is supervised by the FSA.

The cover register contains information about the principle amount of covered bonds issued, the mortgages and substitute assets covering these bonds as well as derivative transactions hedging these bonds or funds placed as their collateral. The Finnish Covered Bond Law specifically excludes set-off against cover pool assets. The law also specifically excludes claw-back risk.

Asset segregation

The cover pool is a part of the general estate of the bank as long as the issuer is solvent. If the insolvency proceedings are opened, by operation of law, the assets recorded in the cover registers are excluded from the general insolvency's estate. When the insolvency proceedings are opened, the FSA appoints a special cover pool administrator. Within the insolvency procedure, the derivative counterparties rank *pari passu* to covered bond holders. The cover assets do form a separate legal estate, which is ring-fenced by law from other assets of the issuer.

Impact of insolvency proceedings on covered bonds and derivatives

Covered bonds do not automatically accelerate when the issuing institution becomes insolvent. The legal consequences for the derivatives in case of an insolvency of the issuing bank depend on the relevant contracts. The cover pool administrator can only accelerate the covered bonds if the cover tests can no longer be fulfilled. This would trigger the sale of the cover pool assets.

Following issuer default, the regulator is not a manager or servicer of last resort. However, a cover pool supervisor is appointed to supervise the interests of covered bondholders, with powers to direct the issuer's general administrator.

The cover pool supervisor will supervise cover pool cash flows and payments to covered bondholders. The general administrator also has powers to act in the interests of the covered bondholders under the direction of the cover pool supervisor. This includes the ability to assign the liability for a covered bond as well as the related cover pool assets to another licensed covered bond issuer (with the permission of the FSA).

Preferential treatment of covered bond holders

Covered bond holders enjoy a preferential treatment as the law stipulates the separation of the cover assets on the one hand and the insolvency's estate on the other.

The satisfaction of the covered bond holders is not limited to the cover assets in the Finnish system. On the contrary, those creditors also participate in the insolvency proceedings in respect of the remaining assets of the bank.

A moratorium on the insolvency's estate cannot delay the cash flows from the cover assets and, therefore, endanger the timely payment of covered bond holders.

Access to liquidity in case of insolvency

With the appointment of the cover pool administrator, this person acts on behalf of the covered bond holders. The pool administrator has access to the cover assets. Cover assets may only be disposed with the consent of the FSA. Additionally, the pool administrator has also the first access on cash flows generated by the cover assets. The law foresees a possibility for the pool administrator together with the bankruptcy trustee to take up a loan on behalf of the cover pool to create more liquidity.

Up to 20% of the cover pool may consist of liquid substitute cover assets. Substitute assets are deposits, bonds or guarantees of public sector entities or credit institutions and certain credit insurance. With the consent of the FSA, this limit may even be higher. As all cover assets entered into the cover register are ring-fenced in case of an insolvency of the issuer, this results also in the insolvency remoteness of voluntary over-collateralisation.

Some Finnish covered bonds mitigate liquidity risk via contractual twelve-month maturity extensions ("Soft Bullet"). The extension provides additional time for principal amounts to be refinanced. Combined with the interest coverage test, maturity extensions improve the chance that principal and interest payments can be met without refinancing the covered bonds for the first twelve months after issuer default.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Finnish Covered Bonds comply with the requirements of Art. 52(4) UCITS Directive. The legislation when taken together with the practices processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR)¹. Therefore, these bonds are 10% risk weighted in Finland. Following the common practice in Europe, they accordingly enjoy a 10% risk weighting in most European countries.

Finnish Covered Bonds are also eligible in repo transaction with national central bank, i.e. within the Euro-zone.

As far as the domestic issuers are aware, there are no further specific investment regulations regarding Finnish Covered Bonds.

European Commission has put forward initiative to set minimum harmonisation framework for Covered Bonds marketed in EU in March 2018. The Commission proposal for a directive will most probably be approved by all the relevant bodies in EU Parliament in Q2 2019. National legislative work will start soon after the finalised EU-

¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hyppo.org/ecbc/covered-bonds/>.

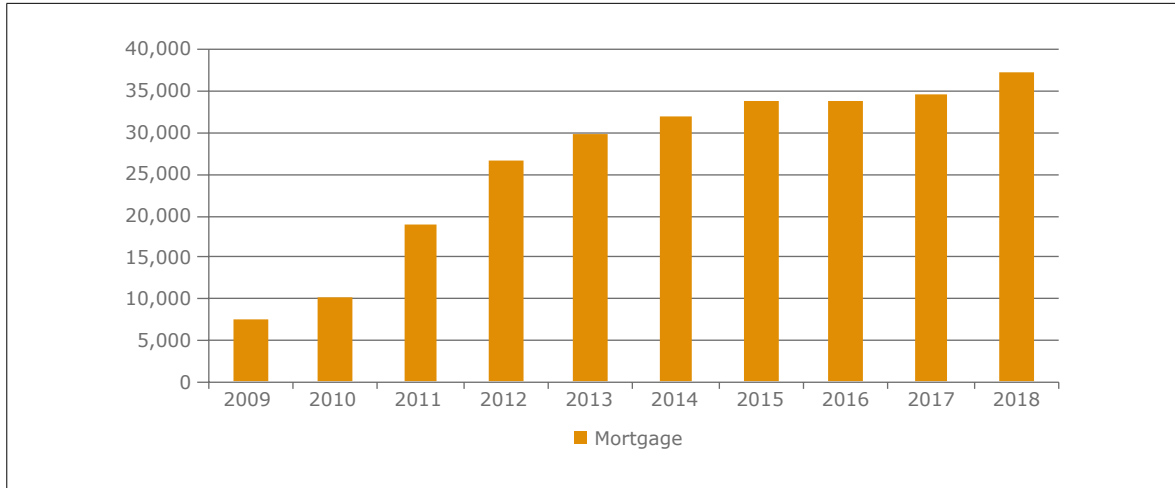
level legislative framework is published. Finnish Covered Bond legislation includes already most of the topics described in the proposals for the Articles. The Article 16 (Liquidity Buffer for a Cover Pool) will require the biggest amendment to the current legislation.

X. REGULATIVE LIMITS IN MORTGAGE LENDING

The Board of the Financial Supervisory Authority (FIN-FSA) set a minimum risk weight level of 15% for residential mortgage loans applicable to credit institutions that have adopted the Internal Ratings Based Approach for the calculation of capital requirements. The decision on the 15% minimum risk weight entered into force 1 January 2018. The risk weight floor and will be valid for two years.

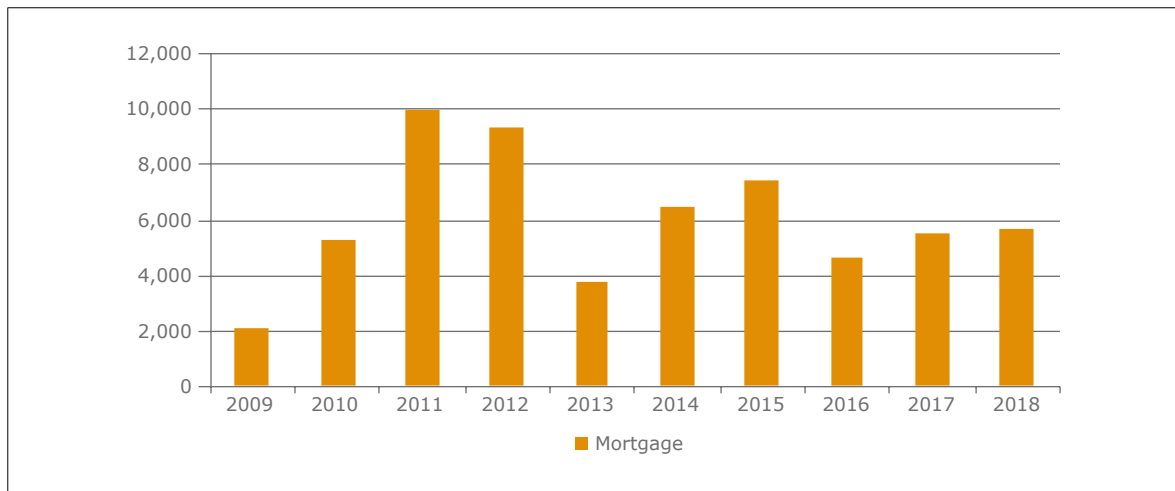
FIN-FSA changed the loan cap limiting the maximum LTV level starting from 1 July 2018 to 85% (90%). For a first home purchase the cap will remain at 95%.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Aktia Bank, Central Bank of Savings Banks Finland, Danske Bank, Nordea Mortgage Bank, Oma Säästöpankki, OP Mortgage Bank, Ålandsbanken, the Mortgage Society of Finland.

ECBC Covered Bond Comparative Database: <http://ecbc.eu/framework/19/Finland>.



COVERED BOND LABEL: OP Mortgage Bank (1 pool), Danske Mortgage Bank Plc (1 pool), Nordea Mortgage Bank Plc (1 pool), Sp Mortgage Bank Plc (1 pool).

3.14 FRANCE

Three main covered bond issuing structures exist in France today:

- > *Sociétés de Crédit Foncier (SCF); Sociétés de Financement de l'Habitat (SFH); and*
- > *Caisse de Refinancement de l'Habitat (CRH).*

While several countries allow ordinary credit institutions to issue covered bonds subject to the segregation of the cover pool in their balance sheet, France requires the set-up of an ad hoc company which is a duly licensed specialised credit institution (licensed by the *Autorité de Contrôle Prudentiel et de Résolution (ACPR)*, the French Banking Authority). The ad-hoc companies are known as *société de financement de l'habitat (SFH)* and *société de crédit foncier (SCF)*; these are totally distinct from the other entities of the group to which they belong and are exclusively dedicated to the issuance of covered bonds named respectively *obligations de financement de l'habitat (OHs)* and *obligations foncières (OFs)* and the management of the assets backing those issues (the "cover pool").

Caisse de Refinancement de l'Habitat (CRH) is the sole entity in its category. It is also a duly licensed specialised credit institution which acts independently and is distinct from the banking groups which are being financed.

All French covered bond issuers are strictly regulated in order to offer bondholders a very high credit quality and benefit from a legal privilege.

Regulation of *Société de Crédit Foncier and Sociétés de Financement de l'Habitat* was substantially strengthened in 2014 by Decree n° 2014-526 dated 23 May 2014 and *Arrêté* dated 26 May 2014. Law n° 2016-1691 dated 9 December 2016 relating to "transparency, fight against corruption and modernisation of economy" (known as the "Sapin II Law") has amended the legal eligibility criteria of SCF's assets to allow SCF to grant secured loans benefiting from a financial guarantee constituted of real estate's loans receivables as it is already the case for the SFH. It constitutes a new step towards the legal convergence of the various French regimes.

In the following pages we provide the main characteristics of the Societes de Financement de l'Habitat and Societes de Credit Foncier as well as their specificities.

A – SOCIÉTÉ DE FINANCEMENT DE L'HABITAT (SFH) AND THE SOCIÉTÉ DE CRÉDIT FONCIER (SCF)

By Cristina Costa, Société Générale, Alexis Latour, BNP Paribas and Jennifer Levy, Natixis

I. FRAMEWORK FOR SFH AND SCF

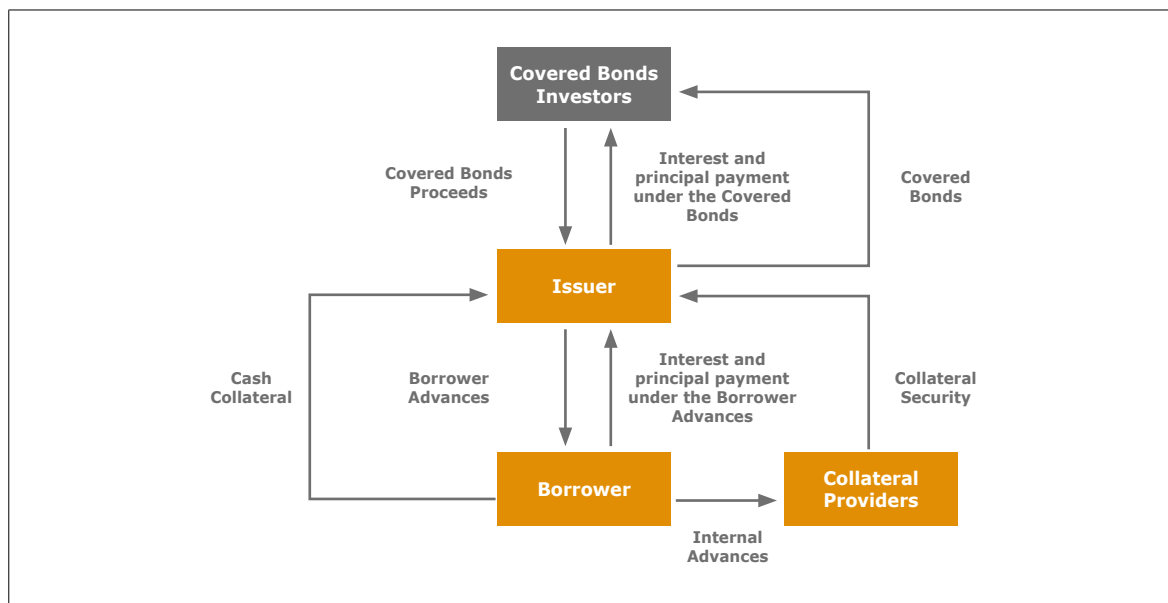
The *SCF/SFH* are governed by Articles L.513-2 et *seq.* and R.515-2 et *seq.* of the French Monetary and Financial Code (the "Code"). This stringent legal framework is specifically designed to protect the holders of the *OFs and OHs*. As a credit institution, the *SCF/SFH* are also governed by French general banking regulations.

The SFH/SCF structure can make use of the implementation of the EU Collateral Directive 2002/47/EC, as amended, under French law (implemented into the Code under articles L. 211-36 and *seq.*), which allows for a segregation through either a remittance (*remise*), a pledge (*nantissement*) or the transfer by way of security of the full title (*cession en pleine propriété à titre de garantie*) of the home loans' receivables without an actual transfer (true sale) of these receivables to the issuer. Pursuant to article L.211-38 of the Code, the transfer by way of security and the pledge shall be enforceable even when the relevant collateral provider is subject to an insolvency proceeding.

The sponsor bank remits, pledges or transfers collateral to a dedicated subsidiary, which is a regulated French specialised credit institution with limited purpose licensed as a SFH/SCF (e.g. issuing covered bonds for the purpose of providing financing to the sponsor bank). The covered bond proceeds are used to fund advances

to the respective sponsor bank(s). The covered bonds are secured by the legal privilege over the assets of the issuer (advances to the sponsor bank(s)), which are in turn secured by a pledge over cover assets (i.e. residential home loans), which remain on the sponsor bank's balance sheet (and/or on the balance sheets of the respective subsidiaries, affiliates or group member banks). Upon a borrower enforcement notice (for example in case of default of the sponsor bank), the respective cover assets, including underlying securities, will be transferred without any formalities to the covered bond issuer.

FIGURE 1: STRUCTURE OF OBLIGATION DE FINANCEMENT DE L'HABITAT AND OBLIGATION FONCIÈRE (DUAL STRUCTURE)



Sources: Moody's, Natixis

II. STRUCTURE OF THE ISSUER

The *SCF/SFH* is a credit institution licensed by the *Autorité de Contrôle Prudentiel et de Résolution (ACPR)*, the French Banking Authority, with a single purpose: to grant or acquire eligible cover assets, as defined by law, and to finance them by issuing respectively *OFS and OHS*, which benefit from a special legal privilege (the "Privilege"). It may also issue or contract other debts benefiting or not from the Privilege.

The *SCF/SFH* operates under the close control of the ACPR, which requires it to comply with strict management rules in order to ensure the company's financial security.

Furthermore, and in addition to the nomination of two external statutory auditors as all French credit institutions, the *SCF/SFH* are also required to appoint an independent controller, registered as a statutory auditor, (the "Specific Controller") whose mission, beyond the monitoring of the cover pool, is to ensure that the *SCF* and *SFH* comply with the regulations and especially with the coverage ratio requirement and the assets/liabilities matching.

III. COVER ASSETS

There are no major differences between the *SCF* and the *SFH*. Admittedly, the *SCF* may refinance "public exposures" and commercial real estate loans receivables, while *SFH* cannot. Moreover, the *SCF* are not allowed to finance guaranteed home loan receivables above a threshold of 35% of the privileged assets of the *SCF* and

the guarantor must not belong to the same group as the *SCF*. In contrast, *SFH* are allowed to refinance such receivables. Broadly, these are the main differences that currently remain between both regimes.

The eligible assets of a *SFH* and *SCF* comprise, inter-alia:

- > secured loans which, in accordance with Article L.513-3 of the Code include loans which are secured by a first-ranking mortgage over an eligible real estate, or by other real estate security interests that are equivalent to a first-ranking mortgage, or loans that are guaranteed by a credit institution, financing company (*société de financement*) or an insurance company with a shareholder's equity of at least EUR 12 mn and which does not belong to the same group as the relevant *SCF* according to Article L. 233- 16 of the French Commercial Code. The property must be located in France or in any other Member State of the EU, EE or in a State benefiting from the highest level of credit assessment given by an external rating agency recognised by the ACPR;
In this paragraph, for SFHs, only home secured loans will be considered as eligible assets while commercial and home secured loans can be included in SCFs' cover pools.
- > grant to any credit institution loans guaranteed by the remittance (*remise*), the transfer (*cession*) or the pledge (*nantissement*) of receivables pursuant to and in accordance with the provisions of Articles L.211-36 to L.211-40 or Articles L.313-23 to L.313-35 of the Code, regardless of the nature of such receivables, professional or otherwise, provided that they satisfy the eligibility criteria set out in Article L.513-3 of the Code;
- > loans guaranteed by the *Fonds de Garantie à l'Accession Sociale à la Propriété* (Guarantee Fund for Social Access to Home Ownership);
- > ***only SCFs:*** exposures to public entities which, in accordance with Article L.513-4 of the Code include, *inter-alia*, exposures to public entities such as states, central banks, local authorities or state-owned entities located within the EEA, in a Member State of the EU, in the United States of America, Switzerland, Japan, Canada, Australia or New Zealand, or if not located in those jurisdictions, such public entities must comply with specific limits and level of credit assessment given by an external rating agency recognised by the ACPR;
- > units or notes (other than subordinated units or subordinated notes) issued by French securitisation vehicles, or other similar vehicles governed by the laws of a Member State of the EU or the EEA if (i) their assets comprise at least 90% of secured loans or other receivables benefiting from the same level of guarantees and (ii) such units or notes benefit from the highest level of credit assessment (*meilleur échelon de qualité de crédit*) promissory notes (*billets à ordre*);
- > substitution assets (*valeurs de remplacement*), under certain liquidity and maturity conditions and provided that their aggregate value is up to a maximum amount of 15% of the outstanding covered bonds. The substitution assets of the *SFH* may include within the 15% limit debt securities (*titres de créances*) issued or guaranteed by public sector entities referred to in paragraph I, 1 to 5, of Article L. 513-4 of the French Monetary and Financial Code (*Code monétaire et financier*); and
- > within the limit of the liquidity buffer, in addition to substitution assets, debt securities (*titres de créances*) issued or guaranteed by a central administration of a Member state of the European Union and cash invested on accounts opened within the books of a central bank of a Member State of the European Union which comply with the criteria listed in 1(a) of Article 416 of the Capital Requirements Regulation n°575/2013 dated 26 June 2013.

IV. VALUATION AND LTV CRITERIA

Loans in the cover pool can be financed by OFs and OHs and other privileged debt up to the amount of:

- > the remaining principal balance of the loan; or
- > the value of the real estate financed or given as collateral multiplied by the financing coefficient, whichever is lower.

This financing coefficient is equal to:

- > 60% of the value of the financed real estate for guaranteed loans, or of the assets given as collateral for residential mortgages;
- > 80% of the value of the real estate in the case of loans that were granted to individuals either to finance the construction or purchase of a home, or to finance both the acquisition of the undeveloped land and the cost of building the home;
- > 100% of the value of the real estate financed, in the case of loans guaranteed by the *Fonds de garantie à l'accession sociale* (Guaranty Fund for Social Home Accession).

The real estate financed by the loans is valued according to the French mortgage market-accepted practice and defined by law (regulation n°99-10). **Real estate valuations must be based on their long-term characteristics. Under banking regulation (Arrêté of the 3 November 2014), real estate values are considered as part of the risks of *sociétés de crédit foncier*. The valuations are made by independent experts in compliance with banking regulation.**

Regarding valuations methods, different options are available (full valuation, use of statistic methods) that depend on the property use (residential or professional (commercial)), the loan size and the property value. For statistical methods, the real estate values are based on the index provided by INSEE (*Institut National de la Statistique et des Études Économiques*) or on the index provided by Notaries (PERVAL).

The real estates are revaluated on an annual basis.

Among his duties, the Specific Controller controls the eligibility, composition and valuation of the assets. The valuation and revaluation methods as well as their results are annually validated by the specific controller and published in the annual reports.

V. ASSET/LIABILITY AND RISK MANAGEMENT

The *SCF/SFH* must comply with asset/liability rules as required by banking regulations and, in particular, it has to ensure the matching of its assets and liabilities in terms of interest rates and maturities.

Market risks

The *SCF/SFH* must manage and hedge market risks on its assets, liabilities and off-balance sheet items: interest rate risks, currency risks, liquidity and maturity mismatches between liabilities and assets. The surveillance of these points is part of the duties of the Specific Controller.

Coverage ratio – overcollateralisation

At all times, the total value of the assets of the *SCF/SFH* must be, at least, after weighting, equal to 105% of the liabilities benefiting from the Privilege.

From a regulatory standpoint, the coverage ratio is calculated on the basis of the *SCF/SFH* accounting data by applying different weights to classes of assets:

- > loans secured by a first-ranking mortgage or by an equivalent guarantee are weighted 100% up to their part eligible for privileged debt financing;

- > residential loans guaranteed by a credit institution or an insurance company are weighted according to the following table below

Weighting of guaranteed home loans for SFH/SCF:

When the home loan guarantor is not part of the same consolidation scope as the SFH or the SCF, the weighting is as follows:

- > 100% when the home loan guarantor has at least the second highest level awarded by a rating agency (\geq A3/A-/A- by Moody's/S&P/Fitch);
- > 80% when the home loan guarantor has at least the third highest level of quality awarded by a rating agency (\geq Baa3/BBB-/BBB- by Moody's/S&P/Fitch);
- > 0% in all other cases.

When the home loan guarantor is part of the same consolidation scope as the SFH, the guaranteed home loans are weighted as follows:

- > 80% when the home loan guarantor has at least the second highest level of quality awarded by a rating agency (\geq A3/A-/A- by Moody's/S&P/Fitch);
- > 60% when the home loan guarantor has at least the third highest level of quality awarded by a rating agency (\geq Baa3/BBB-/BBB- by Moody's/S&P/Fitch);
- > 0% in all other cases.

- > senior securities of securitisation vehicles are weighted 100%, 80%, 50% or 0% subject to different criteria (essentially their rating); and
- > **only for SCFs:** public exposures and replacement assets are weighted 100%.

The coverage ratio is reported and published at regular intervals, in accordance with the applicable laws and regulations.

Specificities to SFH

The SFH programmes also include a dynamic Asset Coverage Test (ACT) that requires the balance of the mortgages in the collateral pool to significantly exceed the balance of the outstanding covered bonds. The minimum level of OC will depend on the credit quality of the mortgages in the cover pool as assessed by the rating agencies. For all the existing programmes the maximum asset percentage applied in the ACT is 92.5%, which translates into a minimum overcollateralization of at least 8%. However, that being said all SFH programmes currently exceed the minimum amount due to adjustments to the most recent rating agency methodologies.

When calculating the appropriate loan balance within the Asset Coverage Test (ACT), higher LTV loans are included in the pool, but loan amounts exceeding the respective cap do not get any value in the ACT. For all programmes, the LTV ratio of the mortgage loans cannot be more than 100%. In addition, the ACT gives no value to the loans in arrears or defaults.

Maturity mismatch

The remaining weighted average life of the assets of the SCF/SFH should not exceed that of the covered bonds by more than 18 months. Cover pool assets taken into account are only those that are strictly necessary to satisfy the minimum legal overcollateralisation requirement of 105%. In addition, new issuers and structures in run off might be exempted of this requirement.

Liquidity risk

The *SCF/SFH* are required to ensure that its cash needs are constantly covered over a moving period of 180 days. The scope of this obligation will extend to forecasted principal and interest flows involving the *SCF/SFH*'s assets, as well as to flows related to its derivative instruments. Cash needs may be covered, if necessary, by replacement securities, assets eligible for Bank of France refinancing, and repurchase agreements with credit institutions that have the highest short-term credit ratings or whose creditworthiness is guaranteed by other credit institutions that have the highest short-term credit ratings.

The *SCF/SFH* are authorized to subscribe to its own *OFs* up to 10% of total privileged liabilities provided that these *OFs* are only used as collateral with the central bank or cancels them within 8 days.

Exposure on the group to which the SCF/SFH belongs

Decree N° 2014-526 and *Arrêté* dated 26 May 2014 limits the ability of the *SCF/SFH* to hold assets in the form of exposures on entities of the group to which it belongs. When these assets exceed 25% of the non-privileged assets of the *SCF/SFH*, the difference between the exposure on these entities and the sum of 25% of the non-privileged assets together with the assets received in guarantee, pledged or full property, is deducted from the numerator of the coverage ratio.

General risks

As a credit institution, the *SCF/SFH* is subject to the banking regulation as defined by the *Arrêté* of the 3 November 2014 on banks internal control (formerly regulation *CRBF 97-02*). Accordingly, it must set up a system for monitoring transactions and internal procedures, a system for handling accounting processes and data processing, as well as risk management and monitoring systems.

VI. TRANSPARENCY

As a credit institution and listed company, the *SCF/SFH* must publish periodic financial information. In accordance with *Arrêté* of the 3 November, the issuer must send a detailed annual report on risk management to the *ACPR*.

Moreover, the *SCF/SFH* is also required to publish:

- > a quarterly report relating to the nature and the quality of their assets. This report must be published either on the *SCF/SFH* website, in the *Bulletin des Annonces Légales Obligatoires*, or in any newspaper allowed to publish legal announcements;
- > an annual report describing:
 - (i) the nature and the quality of their assets, the characteristics and breakdown of loans and guarantees, the amount of defaults, the breakdown of receivables by amount and by type of debtors, the proportion of early redemptions, the list and characteristics of senior securitisation securities and RMBSs they hold (if any), the volume and breakdown of replacement securities they hold, and
 - (ii) the extent and sensitivity of their interest-rate exposure. This report is published in the *Bulletin des Annonces Légales Obligatoires* after the annual shareholders' general meeting;
- > a quarterly report, on 31 March, 30 June, 30 September and 31 December of each year relating to:
 - (i) the amount of its coverage ratio and the compliance with the limits they are requested to respect i.e. the 35% limit of guaranteed loans, the 10% limit of mortgage promissory notes etc.;
 - (ii) the data of the calculation of the coverage of its liquidity needs;
 - (iii) the gap of the average duration between those of its eligible assets and its privileged liabilities;

- (iv) the valuation of the coverage of the privileged debts until their maturity by the available eligible assets and the estimation of the future new production of these eligible assets on the basis of prudent assumptions.

Besides the French Covered Bond Label Reports (national transparency template), the *SCF/SFH* generally published on a quarterly basis the European Covered Bond Label Reports (under the Harmonised Transparency Template format), recently enriched by the additional regulatory requirements in connection with eligibility of the collateral to ECB open market operations.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Specific Controller is appointed by the *SCF* and the *SFH* with the agreement of the ACPR. To ensure his independence, the Specific Controller cannot be an employee of either of the *SCF/SFH*'s statutory auditors, of the company that controls the *SCF/SFH*, or of any company directly or indirectly controlled by a company that controls the *SCF/SFH*.

The mission of the Specific Controller includes the following verifications:

- > that all assets granted or acquired by the *SCF/SFH* are eligible to the cover pool, and in the case of mortgage assets, that they are properly valued;
- > that the coverage ratio is, at any moment, at least, at 105%;
- > that the *SCF* comply with all the limits required by the regulation (i.e. the limit of the loans guaranteed by a credit institution or an insurance company, the limit of the mortgage promissory notes and the limit of the replacement assets);
- > that the "congruence", i.e. the adequacy of maturities and interest rates of assets and liabilities, is at a satisfactory level. The Specific Controller checks the different quarterly indicators before sending them to the ACPR; and
- > that, in general, the *SCF/SFH* complies with the law and regulations.

The Specific Controller certifies that the *SCF/SFH* complies with the coverage ratio rules on the basis of a quarterly issuance program, and for any issue of privileged debt of an amount equal or above EUR 500 mn. These coverage ratio affidavits are required to be stipulated in issuance contracts where the debt benefits from the Privilege.

The Specific Controller reports to the ACPR, attends shareholders' meetings, and may attend Board meetings.

Pursuant to Article L.513-23 of the Code, the Specific Controller is liable towards both the *SCF* and third parties for the prejudicial consequences of any breach or negligence he may have committed in the course of his duties.

The *SCF/SFH* operates under the constant supervision of the ACPR.

Its management, its Specific Controller and its Statutory Auditors should be agreed by the ACPR.

All the above-mentioned reports should be sent to the ACPR together with the annual report of the Specific Controller and the annual reports of the Statutory Auditors.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Cover assets are segregated in the issuing specialised credit institution. Pursuant to Article L.513-11 of the Code, holders of *OFs/OHs* and other privileged debts have preferred creditor status and the right to be paid prior to all other creditors who have no rights to the assets of the *SCF/SFH* until the claims of preferred creditors have been fully satisfied.

Under the *SCF/SFH* legislation, the holders of the *OF* benefit from the legal privilege over the *SCF/SFH*'s eligible assets. If the issuer becomes insolvent, the *OF/OH* and other privileged debts are paid in accordance with their

payment schedule, and have priority over any of the programme's other debts or non-privileged creditors in relation to the programme's assets. All privileged debts rank *pari-passu*.

The issuer may be subject to insolvency, but the *SCF/SFH* law provides for a regime which derogates in many ways from the French insolvency provisions:

- > **legal Privilege / no acceleration of covered bonds as a result of insolvency of SFH:** in the event of an insolvency proceeding of the *SCF/SFH* (safeguard procedure, judicial reorganization or liquidation), all claims benefiting from the Privilège¹ (including interest) must be paid on their due dates and in preference to all other claims. Until payment in full of all such preferred claims, no other creditors may take any action against the assets of the *SCF/SFH*;
- > **no nullity during the hardening period:** the provisions allowing an administrator to render certain transactions entered into during the hardening period (*période suspecte*) null and void are not applicable for the transfer of assets entered into by a *SCF/SFH* (provided that such transactions are made in accordance with their exclusive legal purpose and without fraud);
- > **option to terminate ongoing contracts with insolvent counterparties:** in case of the opening of any insolvency procedure against the credit institution, which is acting as manager and servicer of the *SCF*, any contract may be immediately terminated by the *SCF/SFH* notwithstanding any legal provisions to the contrary;
- > **no impact of the hardening period:** the common provisions of French bankruptcy law affecting certain transactions, which entered into force during the months prior the insolvency proceedings during the hardening period (*période suspecte*), are not applicable to *SCF/SFH*.
- > **no extension of bankruptcy proceedings:** as an exception to the general French bankruptcy Law, bankruptcy proceedings or liquidation of a company holding share capital in a *SCF* or a *SFH* cannot be extended to the *SCF* or the *SFH*. As a result, the *SCF* or the *SFH* enjoys full protection from the risks of default by their parent company or the group to which it belongs.

Recourses

The sums resulting from the eligible assets and derivatives transactions, together with deposits made by the *SCF/SFH* with credit institutions, are allocated in priority to the payment of sums due in respect of the *OF/OH*. Until payment in full of such privileged liabilities, no other creditors may take action against the assets of the *SCF/SFH*.

BRRD

On 15 May 2014, the Directive 2014/59/EU of the European Parliament and of the Council established a framework for the recovery and resolution of credit institutions and investment firms ("BRRD"). The BRRD provides authorities with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions, while minimising the impact of an institution's failure on the economy and financial system. The implementation of the BRRD into French law has been made by two texts of legislative nature (the banking law dated 26 July 2013 and an Ordonnance dated 20 August 2015). Regarding Covered Bonds, the BRRD provides that the relevant resolution authority shall not exercise the write down or conversion powers in relation to secured liabilities including covered bonds and liabilities in the form of financial instruments used for hedging purposes which form an integral part of the cover pool and which according to national law are secured in a way similar to covered bonds, whether they are governed by the law of a Member State or of a third country.

¹ Principal and interest of the Covered Bonds benefit from the so called "Privilège" (priority right of payment). As a consequence, and notwithstanding any legal provisions to the contrary, all amounts payable to the issuer in respect of the cover pool and forward financial instruments are allocated in priority to the payments of any sums due in respect of the covered bonds.

IX. RISK-WEIGHTING AND COMPLIANCE WITH EUROPEAN LEGISLATION

The French covered bonds' legislation and regulation comply with the requirements of Article 52(4) of the UCITS Directive. All covered bonds are UCITS compliant and CRR compliant (fulfilling criteria provided in article 129(1)).

OFs/OHs which are CRR compliant have a 10% risk-weighting according to the Standardised Approach in the CRR if benefiting from a rating classified as STEP1. *OFs/OHs* can be eligible as Level 1 assets under LCR regulation provided they respect specific criteria.

X. ADDITIONAL INFORMATION**Covered bonds liquidity**

The French *SCF/SFHs* which issue jumbo *OFs/OHs* have signed with more than 20 banks a specific standardised market-making agreement, which has become a national agreement.

B – CAISSE DE REFINANCEMENT DE L’HABITAT (CRH)

By Marc Nocart, Caisse de Refinancement de l’Habitat

I. FRAMEWORK

CRH was created in 1985 by French Government as a central agency, in order to develop the housing market in France; it aims at extending long-term funding to the loan retailers (currently French banks) in the specific legal framework of art 13 of law 85-685 of July 1985.

CRH was initially granted an explicit State guarantee, which has been replaced in 1989 by a Law-specific package consisting in an increase of the minimum overcollateralisation rate and a very strong legal privilege upon CRH’s secured loans to banks.

Being the sole agency-type structure currently existing in France, CRH is operating under its dedicated legal framework. CRH received approval to issue bonds under Article 13 of act 1985-695 by letter of 17 September 1985 from the Minister for the Economy, Finance and Budget. CRH approval to operate is restricted to the sole funding, on a secured basis, of portfolios of eligible loans.

The *Caisse de Refinancement de l’Habitat* (previously *Caisse de Refinancement Hypothécaire*) is therefore a specialised credit institution whose sole function is to fund French domestic residential mortgage to individuals granted by the French banking system. CRH’ operations are governed by the provisions of art L. 313-42 to L. 313-49 of Monetary and Financial Code.

CRH issues exclusively covered bonds and lends this market-sourced funding to banks, by strictly mirroring their terms and conditions (interest rate, maturity, currency), in full dedication to its legal mandate.

CRH’s bonds are strictly regulated in order to provide bondholders with a very high credit quality and a strong legal privilege. They are governed by the Article 13 of act 1985-695 of 11 July 1985 as complemented by Article 36 of act 2006-872 of 13 July 2006.

CRH secured loans to banks take the form of mortgage promissory notes issued by the borrowing banks and held by CRH, secured by a pledge of eligible housing loans to individuals. They are governed by Articles L. 313-42 to L. 313-49 of the French Monetary and Financial Code which grant CRH, inter alia, a very strong privilege upon the covered pool.

In the case of a borrowing bank default, CRH becomes owner of the portfolio of housing loans without any formality notwithstanding any provision to the contrary.

II. STRUCTURE OF THE ISSUER

Caisse de Refinancement de l’Habitat, a French corporation (*société anonyme*), is a specialised credit institution licensed by virtue of the decision taken on 16 September 1985 by the French Credit Institutions Committee (*Comité des Établissements de Crédit*).

CRH is therefore governed by the provisions of Articles L. 210-1 to L. 228-4 of the French Commercial Code and Articles L. 511-1 et seq. of the French Monetary and Financial Code.

Its equity belongs to French banks:

> Crédit Mutuel – CIC	31.2%
> Crédit Agricole SA – Crédit Lyonnais	34.3%
> Société Générale – CDN	20.3%
> BNP Paribas	8.8%
> BPCE	5.4%

Every borrower is committed to become a shareholder of CRH, whose equity stake in CRH is proportionated to its weight in CRH's global regulatory weighted loans amount.

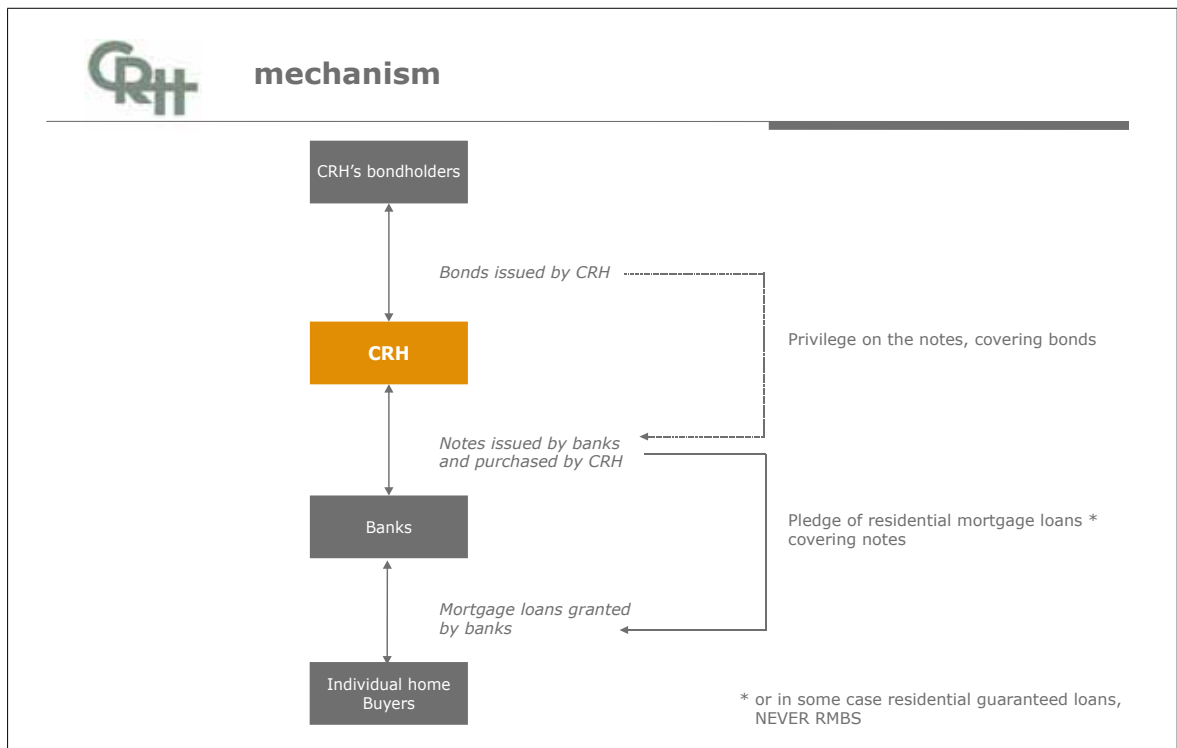
Furthermore:

- > every borrower is committed to supply back up lines to CRH;
- > CRH benefits from cross commitments of shareholders to supply cash advances and capital contributions.

These shareholders-borrowers are among the best European names. Their global market share is roughly 78% of the French mortgage market.

CRH is not borrowing for itself but for the account of its shareholders; nevertheless, as any fully independent credit institution, it can decline funding a shareholder.

CRH covered bonds are unsubordinated senior secured obligations and rank pari passu among themselves benefiting from the legal privilege. No other debt can be either senior or rank even pari passu with the covered bonds.



III. COVER ASSETS

CRH's loans to banks (represented by mortgage promissory notes) are secured by the pledge of eligible loans kept in the balance sheets of borrowing banks. These assets are ring-fenced thanks to the legal privilege granted to CRH (and passed impaired to CRH' bondholders in virtue of the privilege granted to the covered bonds holders).

Eligible loans are restricted by Law, and by additional restrictions embedded into CRH internal regulation.

Are eligible to CRH cover pool:

1. home loans (*prêts à l'habitat*) secured by a first-ranking mortgage
2. within the limit of 35% of the cover pool, home loans that are guaranteed by a credit institution or an insurance company, with a shareholder's equity of at least EUR 12 mn and which does not belong to the same group as the relevant bank according to Article L. 233-16 of the French Commercial Code.
3. loans guaranteed by the *Fonds de Garantie à l'Accession Sociale à la Propriété* (Guarantee Fund for Social Access to Home Ownership).

These eligibility criteria are supplemented by the following restrictions:

- > the property must be located exclusively in France;
- > the loan amount cannot exceed EUR 1.000.000;
- > the loan residual tenor cannot exceed 25 years Are NOT eligible in CRH cover pool;
- > Securitisation exposures;
- > public assets;
- > replacement assets.

The CRH cover pool includes exclusively residential loans complying with the Capital Requirements Regulation (CRR Article 129). Typically, ca. 83% of the pool is secured by first rank mortgages and 17% are guaranteed loans.

The total value of the cover pool must equal:

- > for fixed-rate home loans, at least 125% of the total amount of CRH loans (equal to the total amount of CRH bonds);
- > for floating-rate home loans, at least 150% of the total amount of CRH loans.

The collateralisation rate can of course be set at higher levels by additional requests made either by CRH itself or by the rating agencies.

IV. VALUATION AND LTV CRITERIA

The rules for property valuations are the same as those of *sociétés de crédit foncier*.

The properties financed by the loans are valued according to the French mortgage market accepted practice and defined by law (regulation n°99-10).

Regarding valuations methods, different options are available (full valuation, use of statistic methods) that depend on the loan size and the property value.

All buildings financed by eligible loans are the subject of a prudent evaluation that excludes all speculative aspects. It is carried out by the borrowing bank. The valuation is performed taking into account the building's long-term characteristics, normal and local market conditions, the current usage made of the asset and all alternative usages that it might be assigned to.

This valuation must be performed by an independent expert, i.e. a person who is not part of the lending decision-making process.

The valuation of the buildings is re-examined as part of the risk measurement system required of borrowing credit institutions by CRBF Regulation no. 97-02. This examination is performed annually using statistical methods.

For statistical methods, the properties values are based on the index provided by INSEE (*Institut National de la Statistique et des Études Économiques*) or on the index provided by Notaries (PERVAL).

They are revaluated on a quarterly basis.

Loans in the cover pool can be financed up to the lower amount of:

- > the remaining principal balance of the loan; or
- > the value of the real estate financed or given as collateral multiplied by the financing coefficient, this financing coefficient is equal to the lower of:
 - > 60% of the value of the financed real estate for guaranteed loans, or of the assets given as collateral for residential mortgages;
 - > 90% of the value of the real estate (provided the overcollateralisation rate is at least equal to 125%) in the case of loans that were granted to individuals either to finance the construction or purchase of a home, or to finance both the acquisition of the undeveloped land and the cost of building the home;
 - > 100% of the value of the real estate financed, in the case of loans guaranteed by the *Fonds de garantie à l'accession sociale* (Guaranty Fund for Social Home Accession).

V. ASSET – LIABILITY MANAGEMENT

CRH ALM is extremely simple as it is a perfect pass-through structure.

CRH's debts (covered bonds) and loans (mortgage promissory notes) have exactly the same characteristics.

CRH is therefore not exposed to any interest rate, foreign exchange or liquidity risk.

Overcollateralisation:

By law, CRH minimum collateralisation rates are the following:

- > for fixed rates home loans, at least 125% of the total amount of CRH loans (equal to the total amount of CRH bonds);
- > for floating rate home loans, at least 150% of the total amount of CRH loans.

The collateralisation rate can of course be set at higher levels by additional requests made either by CRH itself or by the rating agencies.

Liquidity:

According to CRH internal regulation, banks are committed to grant liquidity lines on which CRH can draw upon request.

Maturity mismatch:

According to CRH internal regulation, each bank's cover pool must be congruent with rate and duration of CRH's related covered bond to protect CRH in the case where it becomes owner of the cover pool. Save to achieve it, an extra layer of overcollateralisation is requested from the borrower.

VI. TRANSPARENCY

CRH publishes, on a quarterly basis the European Covered Bond Label Report (under the Harmonised Transparency Template format), recently enriched by the additional regulatory requirements relating to eligibility of the collateral to ECB open market operations.

Due to the new regulation, CRH must disclose (but not publish), on a quarterly basis: i) the overcollateralisation ratio, ii) the gap between the average life of the assets and liabilities and iii) the forecast cover plan regarding the matching between the assets and the liabilities.

Every year, the annual report discloses the size of the cover pool. This report confirms the characteristics (nature and quality) of home loans pledged and that CRH is not exposed to interest rate risk.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

CRH is an independent credit institution which is directly supervised by the ECB, in coordination with the French supervisor ACPR (*Autorité de contrôle prudentiel et de résolution*).

Furthermore, its operations are under a specific supervision of ACPR as a consequence of the provisions of the article L.313-49 of Monetary and Financial Code.

The monitoring of the portfolio is carried out at two levels:

- > off-site portfolio data processing reported in the monthly list of pools of loans pledged to CRH by the borrowing banks;
- > on-site audits (i.e. at the borrowing banks) of the cover pool, based on samplings. If necessary, CRH asks borrowing banks to increase the cover pool to compensate for the shortfall identified or to pay back CRH by delivering CRH's bonds. CRH is also subject to audit by its shareholder banks.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Under the applicable CRH legislation:

- > CRH is granted a very strong legal privilege (i.e. superseding any other laws, in particular bankruptcy law) over the covered pool. This legal privilege is integrally passed on to covered bond investors, without any impairment or possibility of legal challenge;
- > the holders of CRH covered bonds benefit from the legal privilege over CRH Mortgage Promissory Notes (i.e. the secured loans to banks).

Which means that the entirety of the covered pool cash flows will be passed to bondholders, in accordance with their payment schedule, and have priority over any of CRH's other debts or non-privileged creditors. The sole CRH privileged debts are CRH covered bonds.

In case of a bank's default:

- > CRH becomes the owner of the portfolio of housing loans without any formality, notwithstanding any provision to the contrary;
- > CRH being an independent company from the borrowing banks, bankruptcy proceedings or liquidation of a borrowing bank holding CRH's equity cannot be extended to CRH.

In case of a CRH's default:

- > **no acceleration of covered bonds as a result of insolvency of CRH:** in the event of an insolvency proceeding of CRH (safeguard procedure, judicial reorganization or liquidation), all Covered Bonds must be paid on their due dates and in preference to all other claims. Until payment in full of all such preferred claims, no other creditors may take any action against the assets of CRH;
- > **no nullity during the hardening period:** the provisions allowing an administrator to render certain transactions entered into during the hardening period (*période suspecte*) null and void are not applicable for the transfer of assets entered into by CRH (provided that such transactions are made in accordance with their exclusive legal purpose and without fraud).

Recourses

The sums resulting from the eligible assets, are allocated in priority to the payment of sums due in respect of the Covered Bonds. Until payment in full of such – sole – privileged liabilities, no other creditors may take action against the assets of CRH.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

CRH's bonds are compliant with the criteria of Article 129(1) CRR and Article 52(4) of the UCITS Directive.¹ They are 10% weighted in standard approach.

Article 129 of CRR defines which assets are eligible as collateral for covered bonds to ensure a lower risk-weighting. French guaranteed home loans (prêts cautionnés) are eligible for preferential treatment subject to a number of conditions:

- > the eligible guaranteed home loan provider qualifies for credit quality step 2 or above (i.e. rated minimum A3/A-/A- by Moody's, S&P and Fitch);
- > the portion of each of the loans that is used to meet the requirement for collateralisation of the covered bonds does not represent more than 80% of the value of the corresponding residential property located in France (i.e. guaranteed home loans comply with the 80% LTV limit); and
- > where a loan-to-income ratio is limited to 33% when the loan has been granted.

CRH Covered bonds are included in securities accepted for the European Central Bank (ECB) open market operations. They are eligible as Level 1 assets for the Liquidity Coverage Ratio (LCR).

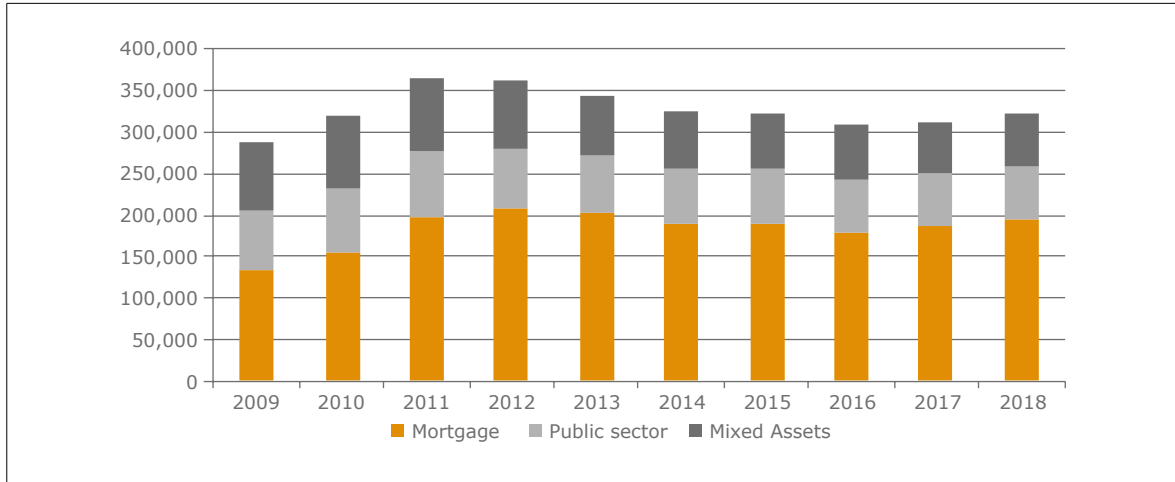
X. ADDITIONAL INFORMATION

CRH belongs to covered bonds world but is very different from other issuers:

- > CRH is a former agency created by French government,
- > CRH is regulated by specific legal framework dedicated to it,
- > CRH is not borrowing for itself but for the account of French Banking system,
- > CRH is a credit institution of full exercise able to refuse to fund a shareholder,
- > CRH benefits from cross commitments of French banks to supply cash advances and capital contributions.

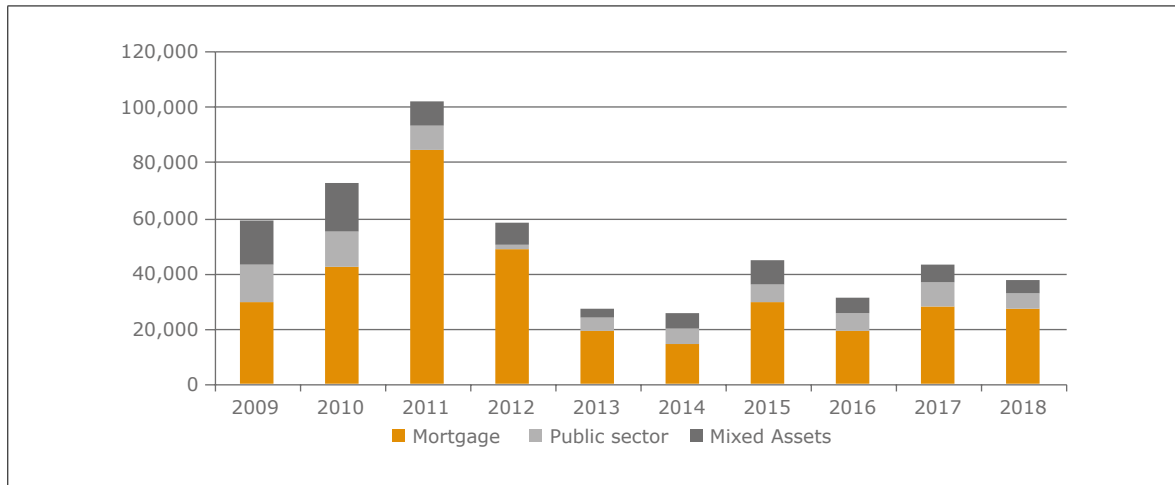
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 3: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 4: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: AXA Bank Europe (SCF); BNP Paribas Public Sector (SCF); BNP Paribas Home Loan (SFH); BPCE (SFH); Banques Populaires Covered Bonds (BP CB); Caisse Française de Financement Local (CAFFIL); CIF Euromortgage; Compagnie de Financement Foncier (CFF); Crédit Agricole Public Sector (SCF); Crédit Agricole Home Loan (SFH); Crédit Mutuel – CIC Home Loan (SFH); Crédit Mutuel Arkéa Public Sector (SCF); Crédit Mutuel Arkéa Home Loans (SFH); Caisse de Refinancement de l’Habitat (CRH); GE Money Bank (SCF); HSBC (SFH); La Banque Postale Home Loan (SFH); Société Générale (SCF); Société Générale (SFH).

ECBC Covered Bond Comparative Database:

- http://ecbc.eu/framework/21/Caisse_de_Refinancement_de_l%27Habitat_-_CRH,
- http://ecbc.eu/framework/71/General_Law_Based_CBs,
- http://ecbc.eu/framework/73/Obligations_Fonci%C3%A8res_-_OF,
- http://ecbc.eu/framework/90/Obligations_%C3%A0_l%27Habitat_-_OH.



COVERED BOND LABEL: AXA Bank Europe SCF (1 pool), BNP Paribas (2 pools), BPCE SFH (1 pool), Compagnie de Financement Foncier (1 pool), Crédit Mutuel – CIC Home Loan SFH (1 pool), HSBC SFH (1 pool), Société Générale (2 pool), Credit Agricole (2 pools), Caisse de Refinancement de l’Habitat (1 pool), Caisse Française de Financement Local (1 pool), Arkéa (2 pools), La Banque Postale Home Loan SFH (1 pool), CIF Euromortgage (1 pool), MMB SCF (1 pool), AXA Home Loan SFH (1 pool).

3.15 GERMANY

By Otmar Stöcker, Association of German Pfandbrief Banks

I. FRAMEWORK

In Germany, the legal basis for covered bond issuance is the German Pfandbrief Act (PfandBG – Pfandbriefgesetz) dated 22 May 2005. It supersedes the general bankruptcy regulation (§§ 30-36a of the Pfandbrief Act).

On 26 March 2009 amendments of the PfandBG came in force introducing a new Pfandbrief category, the Aircraft Pfandbrief, and furthermore enhancing the attractiveness of Pfandbriefe for investors. Among many improvements, a further liquidity safeguard has been implemented by introducing a special liquidity buffer of 180 days. Further amendments came into force on 25 November 2010, on 1 January 2011 and 1 January 2014 in order to strengthen the position of the special cover pool administrator. The 2014 amendment of the PfandBG introduced further transparency requirements in favour of Pfandbrief investors.

In the end of 2014, legislation on transposing the BRRD into German law was published; this bill contained further amendments of the Pfandbrief Act. The major issue was to provide the BaFin with the competence to order higher minimum OC than the legal 2% (cover add-on). In 2015 the Pfandbrief Act (especially § 36a PfandBG) was adapted to the SRM regulation (EU) 806/2014.

The most recent amendment came into force on 29 March 2019 in order to ensure that existing and future UK business might remain eligible for the Pfandbrief cover pool in case of Brexit.

II. STRUCTURE OF THE ISSUER

Since 2005, the issuer of Pfandbriefe is no longer required to be a specialised bank. Instead, Pfandbrief issuers are allowed to exercise all activities of a credit institution, although a special licence for Pfandbrief issuance is required. The minimum requirements to obtain and keep the special licence are as follows:

- > Core capital of at least EUR 25 million;
- > General banking licence which allows the issuer to carry out lending activities;
- > Suitable risk management procedures and instruments;
- > Business plan showing regular and sustainable issues as well as necessary organisational structure.

Since the German outsourcing guidelines of the BaFin do not allow for the outsourcing of important and decision-making sections of the credit institution, the issuer is required to have its own employees. In addition, the PfandBG requires Pfandbrief banks to manage their own risk and take their own credit decisions on their own.

The issuer holds the cover assets on his balance sheet. A subsequent transfer of the cover assets to another legal entity does not take place. Given that a direct legal link between single cover assets and Pfandbriefe does not exist, all obligations relating to Pfandbriefe are obligations of the issuing bank as a whole, to be paid from all the cover assets of the issuer, recorded in the cover register. In the case of insolvency, the cover pool is segregated by law from the general insolvency estate and is reserved for the claims of the Pfandbrief holders. Even then, Pfandbrief holders still have a claim against the general insolvency estate.

III. COVER ASSETS

Cover assets are produced by mortgage lending, public sector lending, ship and aircraft financing activities. ABS/MBS are not eligible. A specific class of covered bonds corresponds to each of these cover asset classes: Hypothekenspfandbriefe, Öffentliche Pfandbriefe, Schiffspfandbriefe and Flugzeugpfandbriefe. The respective Pfandbrief must be fully secured by its specific cover asset class (§ 4 PfandBG). Detailed transparency requirements are regulated in § 28 PfandBG, enhanced by the amendments 2009, 2010 and 2013.

Up to 10% of the nominal volume of Pfandbriefe outstanding may consist of money claims against the European Central Bank, central banks in the European Union or against suitable credit institutions, which fulfil the requirements of credit quality step 1 according to Table 1 of Annex VI of Directive 2006/48/EC.

The geographical scope of eligible mortgage assets is restricted to EU/EEA countries, to Switzerland, USA, Canada and Japan. Public sector loans to these countries are eligible for the cover of Öffentliche Pfandbriefe (§ 20 PfandBG). In 2014, the mortgage asset scope was enlarged to Australia, New-Zealand and Singapore. The total volume of loans granted in non-EU countries where it is not certain that the preferential right of the Pfandbrief creditors extends to the cover assets, may not exceed 10 % of the total volume of the cover loans (§§ 13 I 2, 20 I 2 PfandBG) and 20 % for ship and aircraft mortgages (§§ 22 V 2, 26b IV PfandBG).

Derivatives are eligible for cover pools under certain conditions. They must not exceed 12% of the cover assets when calculated on a net present value basis (§ 19 I 4. PfandBG).

IV. VALUATION AND LTV CRITERIA

Property valuation is regulated in § 16 PfandBG. This provision refers to the mortgage lending value (Beleihungswert) which is, in contrast to the market value, based on sustainable aspects of the property. Details about the valuation process and the qualifications of values are regulated in a specific statutory order on the mortgage lending value (Beleihungswertermittlungsverordnung, BelWertV), § 16 IV PfandBG.

Monitoring requirements result from the Capital Requirements Directive (once a year for commercial real estate and once every three years for residential real estate). In addition, § 27 BelWertV requires a review of the underlying assumptions when the market has declined substantially; a review of property values is also necessary when the loan has defaulted.

The BelWertV requires personal and organisational independence of the valuer (internal or external valuer).

For both commercial and residential property, the LTV limit is 60% of the mortgage lending value of the property. This LTV is a relative limit, i.e. when the loan exceeds the 60% limit, the part of the loan up to 60% LTV remains eligible for the cover pool.

V. ASSET – LIABILITY MANAGEMENT

§ 4 PfandBG stipulates that the total volume of Pfandbriefe outstanding must be covered at all times by assets of at least the same amount. Thus, the nominal value of the cover assets must permanently be higher than the respective total value of the Pfandbriefe.

In addition, the Pfandbrief Act requires that Pfandbriefe are covered on a net present value basis even in the event of severe interest rate changes or currency fluctuations. The issuer has to provide an overcollateralisation of at least 2% after stress tests which have to be carried out weekly. Both the maturity of outstanding Pfandbriefe and the fixed-interest periods of the cover pool are disclosed on a quarterly basis. Details about the calculation are regulated in a special statutory order Net Present Value (Barwertverordnung).

Furthermore, each day Pfandbriefbanks have to calculate the maximum liquidity gap within the next 180 days. This amount has to be covered by liquid assets (§ 4 Ia PfandBG).

Every quarter, the stress-tested NPV of outstanding Pfandbriefe, the cover pool and the over-collateralisation have to be published (§ 28 I PfandBG). The stress tests apply not only to interest rate risks but also to foreign exchange risks.

Cash flow mismatch between cover assets and covered bonds is furthermore reduced by the prepayment rules applicable to fixed interest rate mortgage loans. Prepayments of mortgages during fixed rate periods are only permitted in cases of "legitimate interest" of the borrower or after a period of ten years. If the mortgage is prepaid, the borrower has to compensate the damage of the lender caused by the prepayment (§ 490 II German Civil Code).

VI. TRANSPARENCY

According to § 28 of the Pfandbrief Act (Pfandbriefgesetz, PfandBG), all Pfandbrief Banks are obliged to publish detailed information about their Pfandbrief outstanding and the pertaining cover pools on a quarterly basis. These include:

- > The total volume of Pfandbrief outstanding as well as the related cover pools in terms of nominal, net present and stressed net present value;
- > The share of derivative financial instruments in the cover assets;
- > Information on the interest rate and currency risk;
- > The share of further cover assets, separated between claims against public authorities or claims against credit institutions and separated according to the state in which the debtor is located;
- > The maturity structure of the Pfandbrief and cover assets;
- > Information on the size of the cover assets;
- > Information on the mortgages by property type/type of use, region and state;
- > Information on the average LTV and average seasoning;
- > Information on the claims against the public sector by state and type of issuer with specific disclosure of exposure guaranteed by Export Credit Agencies;
- > Information on the ship mortgages/aircraft registered liens by register country; and
- > Information on non-performing cover assets.

The legal transparency requirements are frequently amended in order to increase the confidence and security of investors. In 2009, for example, the Pfandbrief Banks pressed for a more detailed disclosure of maturities in order to ensure that investors are better informed about the short and medium-term maturities. The 2010 amendment of the Pfandbrief Act introduced a period of one month after the end of each quarter, in which the quarterly report must be published, except for the fourth quarter, where this period is extended to two months. The 2013 amendment of the PfandBG introduced inter alia further transparency requirements, which have to be applied since spring 2014.

Besides these legal requirements, the vdp member banks started the vdp Transparency Initiative in 2010. Within the scope of this initiative, transparency reports of vdp member institutions are published

- > In a uniform format;
- > That can be processed electronically;
- > Using a uniform understanding of the legal requirements; and
- > On one central website (the vdp's).¹

Each report is available as a reading version in pdf format and, suitable for further direct processing, in xls (Excel) and csv formats as well. Automatic links to investor databases are possible. The website offers sorting possibilities for the reports both by the reporting date and the bank name. All reports are published in English and German language versions. There is a data history available that goes back to 31 December 2008. Hence, the vdp Transparency Initiative provides investors with excellent resources to analyse Pfandbrief cover pools pursuant to their specific needs.

¹ http://www.pfandbrief.de/cms/_internet.nsf/tindex/de_pub_pfundbg.htm.

While the transparency of cover pools is important for investors, information on covered bonds has to go far beyond cover assets. Another crucial element is transparency regarding the legal structure of covered bonds, which includes information on the legal nature of the cover pool, the segregation of cover assets, the insolvency remoteness of covered bonds, the timely payment in the case of the issuer's insolvency and on the question who actually issues the covered bond. Transparency of these aspects is of utmost importance for investors as covered bonds are designed to survive the issuer's insolvency. The best cover assets will be of no value for the investor if they disappear in the issuer's insolvency estate. The Pfandbrief Act contains detailed regulations of all these aspects, thus ensuring investors a high degree of product transparency.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

BaFin carries out the general banking supervision on German Pfandbrief banks.

In addition, BaFin carries out a special supervision on Pfandbrief banks through a dedicated division. The "Pfandbriefkompetenzcenter" is responsible for all fundamental issues regarding the PfandBG and carries out cover pool audits using own staff or external auditors.

Cover audits

The cover pools are subject to a special audit conducted usually every two years by the supervisory authority (§ 3 PfandBG). Cover pool audits are performed either by the appropriate specialist section at BaFin itself or by suitable auditors, who are mandated via contract by public tender.

A cover audit is conducted in respect of individual cover pool assets, the observance of matching cover requirements in terms of the nominal and net present value calculation, the proper keeping of the cover registers, and the systems and processes in place with regard to the cover pools.

Audits of individual cover assets seek to ensure that the respective assets were included in cover in accordance with the relevant rules and regulations or that their continued inclusion is in line with requirements. These audits are made on the basis of suitable samples, which BaFin defines with the help of extensive information about the composition of the cover pools. Moreover, the audit may concentrate on particular areas if BaFin wishes to focus on specific countries, currencies or types of property use. More than 100 individual cases are audited, depending on the size and composition of the cover pool. Where the loan files are not stored at a central location, and given that the documentation for one individual property finance transaction can fill several dozen ring binders, this calls for intensive logistical preparations in order to limit the – in practice – customary length of the audit to two to three months.

A system audit entails examining all the Pfandbrief bank's main processes and systems that are directly or indirectly linked to the cover assets and the issued Pfandbriefe. In particular, process documentation, system descriptions and the proper implementation of the relevant methods are scrutinized.

Furthermore, a cover pool monitor (Treuhand) supervises the cover pool. He is appointed by the BaFin and must possess the expertise and experience necessary to fulfil all duties. A qualification as a certified auditor suggests that the necessary expertise is provided.

The monitor has to ensure that the prescribed cover for the Pfandbriefe exists at all times and that the cover assets are recorded correctly in the cover register, §§ 7, 8 PfandBG. Without his approval, no assets may be removed from the cover pool or new Pfandbriefe been issued. The BaFin has published a specific statutory order on details of the form and the contents of this cover register (Deckungsregisterverordnung – DeckRegV), § 5 III PfandBG.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

A cover register (Deckungsregister) permits the identification of the cover assets, § 5 PfandBG. The register records the cover assets being used to cover the Pfandbriefe as well as claims under derivatives (§ 5 I 1 PfandBG).

The legal effect of registration is that in the case of insolvency of the issuer, the assets which form part of the cover pool can be identified: all values contained in the register would not be part of the insolvency estate. § 30 I 1 PfandBG now calls them "insolvency-free assets".

While the bank carries out the daily administration of the cover register, it is the cover pool monitor who supervises the required cover and registration in the cover register, § 8 I, II PfandBG. Copies of the cover register shall be transmitted to the supervisory authority on a regular basis.

Asset segregation

The cover pool is part of the general estate of the bank as long as the issuer is solvent. If insolvency proceedings are launched, by operation of law, the assets recorded in the cover registers are excluded from the insolvency estate (§ 30 I 1 PfandBG). Those assets will not be affected by the launching of the insolvency proceedings (§ 30 I 2 2. HS PfandBG).

After the launching of the insolvency proceedings, a special cover pool administrator (Sachwalter) carries out the administration of the cover assets (§ 30 II 1 PfandBG). Through the appointment of the cover pool administrator by the court, on proposal of the BaFin (or by BaFin in case of urgency), the right to manage and dispose of the recorded assets will be transferred to him automatically by law (§ 30 II 2 PfandBG). Regarding cover assets and timely payment of Pfandbriefe, the cover pool administrator represents the Pfandbriefbank (§ 30 II 5, 6 PfandBG). He is allowed to use premises and staff of the Pfandbriefbank (§31 VIII PfandBG).

The cover pool administrator may even be appointed before the insolvency proceedings have been launched (§ 30 V PfandBG).

Impact of insolvency proceedings on covered bonds and derivatives

Covered bonds do not automatically accelerate when the issuing institution is insolvent, but will be repaid at the time of their contractual maturity. The same applies to derivatives which are registered in the cover register and form part of the cover pool. Accordingly, the German master agreements for cover derivatives stipulate that the bankruptcy of the Pfandbrief issuer does not signify a termination event. Article 13 N° 6 DeckregV stipulates that the collateral provided by the derivative counterpart or the Pfandbrief bank has to be registered in the cover register. The consequence of such registration is that the collateral belongs to the insolvency-free assets.

Preferential treatment of covered bond holders

Covered bond holders enjoy preferential treatment as the law stipulates the separation of the cover assets on the one hand and the insolvency estate on the other, § 30 I PfandBG.

The satisfaction of the Pfandbrief creditors is not limited to the cover assets. On the contrary, these creditors also participate in the insolvency proceedings with respect to the Pfandbrief bank's remaining assets.

Only in the case of over-indebtedness or illiquidity of the cover pool, the BaFin may apply for a special insolvency procedure relating to the cover pool and covered bonds (§ 30 VI 2 PfandBG). Insolvency of the cover pool is the only reason, which might trigger acceleration of Pfandbriefe.

Access to liquidity in case of insolvency

Through the appointment of the cover pool administrator, the right to manage and dispose of the recorded assets is transferred to him by law (§ 30 II 2 PfandBG). Thus, the cover pool administrator has first access to the cover assets and collects the cash flows according to their contractual maturity (§ 30 III 2 PfandBG).

No explicit regulation exists with respect to the insolvency remoteness of voluntary over-collateralisation (OC). However, the insolvency administrator may only demand that the overcollateralisation be surrendered to the insolvency estate, if those amounts will obviously not be necessary as cover for the respective Pfandbrief category (§ 30 IV 1 PfandBG). The burden of proof that OC will never be necessary for the timely payment of the Pfandbriefe, lays with the insolvency administrator.

The cover pool administrator is entitled to contract loans in order to obtain liquidity. According to § 30 II, 5 PfandBG, the cover pool administrator may carry out legal transactions with regard to the cover pools in so far as this is necessary for an orderly settlement of the cover pools in the interest of the full and timely satisfaction of the Pfandbrief creditors.

Pfandbriefbank with limited business activities

The amendment of the PfandBG 2010 was focused on the legal nature of cover pools in the event of a Pfandbrief bank's insolvency and on the access of a cover pool administrator to liquid funds during difficult times. A cover pool would get automatically the status of a non-insolvent part of the bank of the insolvent Pfandbrief bank. Thus, the cover pool administrator could act as head of a bank in respect of transactions with the Deutsche Bundesbank; he would also be entitled to issue Pfandbriefe.

More precisely, § 2 IV PfandBG stipulates that the banking license will be maintained with respect to the cover pools and the liabilities covered therefrom until the Pfandbrief liabilities have been fulfilled in their entirety and on time.

A revised version of § 30 PfandBG addressing the ring-fencing of the cover assets from the insolvency estate confirms this new approach by introducing the new heading 'segregation principle' and by referring to the cover assets as 'insolvency-free estates'. Consistently, the amended PfandBG incorporates the term 'Pfandbrief bank with limited business activities'.

Thus, the amendments 2010 ensure that the cover pool administrator acts on behalf of a solvent Pfandbrief bank that is in possession of a license to engage in banking business in general and in Pfandbrief business more specifically, even if the bank itself is insolvent and the general banking license is withdrawn. Hence, the Pfandbrief bank with limited business activities is treated as a solvent bank in order to comply with the eligibility criteria "counterparty" for central bank open market operation with the perspective to satisfy its liquidity needs.

Sale and transfer of mortgage assets to other issuers

According to § 32 I PfandBG, the cover pool administrator may transfer all or a part of the assets recorded in the cover register as well as liabilities from Pfandbriefe as a whole to another Pfandbrief bank. This transfer requires the written approval of the supervisory authority.

According to § 35 I PfandBG, the cover pool administrator may also agree with another Pfandbrief bank that the assets recorded in the insolvent Pfandbrief bank's cover register may be managed in a fiduciary capacity by the insolvent Pfandbrief bank's cover pool administrator for the other Pfandbrief bank.

Thus, particular provisions allow for an easy "transfer" of mortgages outside of the common provisions of civil law, e.g. the management in a fiduciary capacity of registered land charges (so-called "Buchgrundschulden") and foreign mortgages. Both forms require the written approval of the BaFin.

Since 1 January 2011, § 36a PfandBG stipulates that the specific provisions of the PfandBG have priority during the restructuring of a Pfandbriefe issuing institution according to the new "Restrukturierungsgesetz". The amendments 2013 clarified a few issues regarding the bridge bank solution, those of 2015 adapted § 36a PfandBG to the SRM regulation (EU) 806/2014.

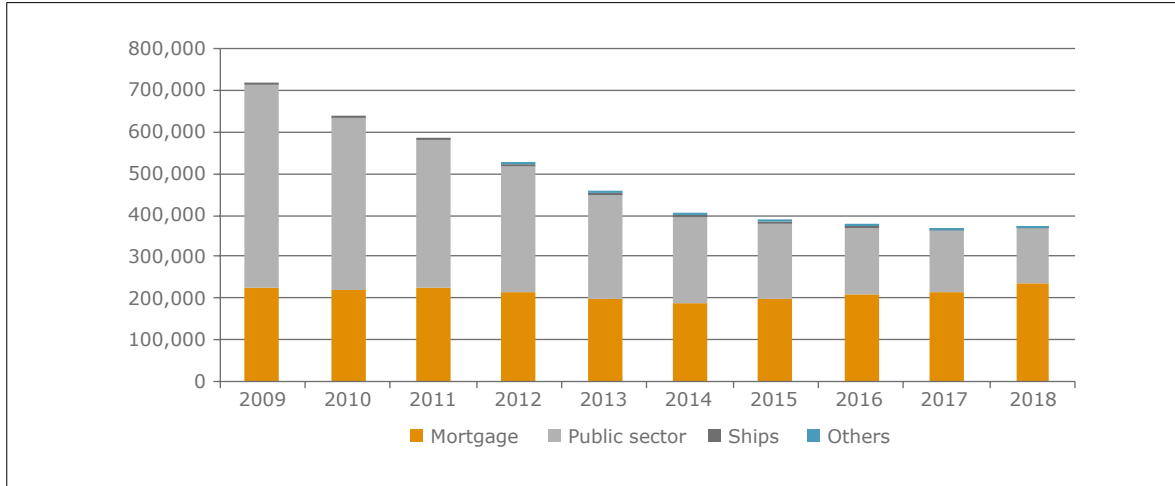
IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The risk-weighting of covered bonds (German Pfandbriefe and foreign covered bonds) is regulated by Art. 129 Capital Requirements Regulation (CRR). Thus, German Pfandbriefe as well as foreign covered bonds complying with the CRR and carrying an external rating of at least AA- will enjoy a 10% risk weight. Cover pool derivatives will not be receiving a preferential treatment under the new framework anymore.

Finally, German investment legislation allows investment funds to invest up to 25% of the fund's assets in Pfandbriefe and furthermore in covered bonds issued by credit institutions complying with the requirements of Article 52(4) of the UCITS Directive (§ 206 (3) KAGB).²

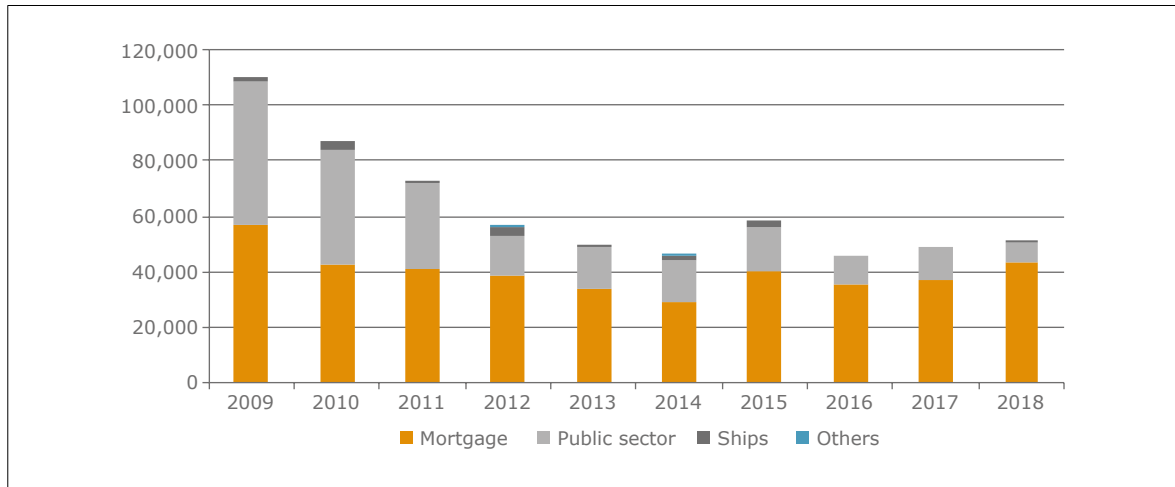
² Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: There are currently about 80 Pfandbrief banks in Germany, including banks from all three pillars of the German banking industry (private banks, public banks and co-operative banks). They include 18 former mortgage banks, 5 Landesbanks and approx. 40 savings banks. Also, an increasing number of private universal banks became Pfandbrief banks within the last years.

ECBC Covered Bond Comparative Database: <http://www.ecbc.eu/framework/23/Pfandbriefe>.

COVERED BOND LABEL: UniCredit Bank AG (2 pools), NORD/LB Norddeutsche Landesbank Girozentrale (1 pool), Deutsche Pfandbriefbank AG (2 pools), Münchener Hypothekbank eG (1 pool), Berlin Hyp AG (1 pool), Landesbank Baden-Württemberg (2 pools).

3.16 GREECE

By Alexander Metallinos, Karatzas & Partners Law Firm

I. FRAMEWORK

In Greece, the primary legal basis for Covered Bond issuance is Article 152 of Law 4261/2014 on "Access to the activity of credit institutions, prudential supervision of credit institutions and investment firms (transposition of Directive 2013/36/EU), repeal of Law 3601/2007 and other provisions", (the "Primary Legislation"). This provision is identical with the provision of Article 91 of the now repealed Law 3601/2007, which had entered into force on 1 August 2007. Therefore, the repeal of Law 3601/2007 had no effect on the regulation of covered bonds. The Primary Legislation supersedes general provisions of law contained in the Civil Code, the Code of Civil Procedure and the Bankruptcy Code. By way of implementation of the Primary Legislation and, pursuant to an authorisation provided by the latter, the Governor of the Bank of Greece has issued Act nr. 2598/2.11.2007 which was replaced by Act nr. 2620/28.8.2009 of the Governor of the Bank of Greece (the "Secondary Legislation"). Finally, the legislative framework in Greece is supplemented by Law 3156/2003 "On Bond Loans, Securitization of Claims and of Claims from Real Estate and Other Provisions" (the "Bond Loan and Securitization Law") and Law 4548/2018 "Reform of law on sociétés anonymes" (the "New Company Law"), to the extent that the Primary Legislation cross-refers to it.

On 12 March 2018, the European Commission adopted a proposal for an enabling EU framework on covered bonds. The legislative proposal consists of (a) the adoption of a directive providing *inter alia* a common definition of covered bonds, defining the structural features of the instrument and identifying those high quality assets that can be considered eligible in the pool backing the debt obligations, establishing a sound special public supervision for covered bonds and setting out the rules which will allow the use of the "European Covered Bonds" label; and (b) the adoption of a regulation amending the Regulation (EU) 575/2013 (the "Capital Requirements Regulation" or "CRR") with the aim of strengthening the conditions for granting preferential capital treatment to covered bonds by adding further requirements. On 27 February 2019, a political agreement was reached by the European Parliament and the Council. The European Commission announced that further technical work will follow so that the final texts may be formally adopted by the European Parliament and the Council.

II. STRUCTURE OF THE ISSUER

The Greek legislative framework permits the issuance of covered bonds in two ways, either directly by a credit institution, or indirectly by a subsidiary of a credit institution. In the direct issuance structure, the covered bonds are issued by a credit institution and the segregation of the cover pool is achieved through a statutory pledge over the cover pool assets.

Paragraph 13 of the Primary Legislation allows for a variation to the direct issuance. Under this structure, the covered bonds are issued by the credit institution and guaranteed by a special purpose entity (SPE), which acquires the cover pool. This structure has not yet been used by any issuer.

In the indirect issuance structure, the covered bonds are issued by a special purpose entity being a subsidiary of a credit institution, which purchases the cover assets from the credit institution by virtue of the provisions of the Bond Loan and Securitization Law, and guaranteed by the credit institution.

The reason for introducing the indirect issuance structure was that historically most Greek banks had issued a significant amount of notes under medium-term note (MTN) programmes containing negative pledge covenants, which did not allow the creation of security over the cover pool, as necessary for the direct issuance of covered bonds. However, all Greek banks having MTN programmes have now amended the terms of such programmes to carve out the security provided to holders of covered bonds from the scope of the negative pledge covenants, and therefore the need for the indirect issuance of covered bonds has been removed. In fact, the only indirect

issuance of covered bonds has now been fully redeemed and it is to be expected that the regulator will likely not approve any future indirect issue of covered bonds.

III. COVER ASSETS

The type of assets that may form part of the cover pool is regulated by the Secondary Legislation by reference to assets referred to in a section of the Governor of the Bank of Greece Act nr. 2620/28.8.2009 regarding the calculation of capital requirements in relation to credit risk according to the standardised approach. Following the entry into force of the Capital Requirements Regulation, this reference should be read as a reference to Article 129 of the Regulation. Cover assets are primarily residential mortgage loans, loans secured by a mortgage on commercial properties, loans secured by a mortgage on ships and loans to or guaranteed by state entities. Residential and commercial mortgage loans may only be included in the cover pool if the property subject to the mortgage is situated in Greece and hence is under Greek law. The loans may be secured by mortgage prenotations instead of full mortgages (as is the practice for cost reasons in Greece). In addition, exposures to credit institutions and investment services undertakings may be included in the cover pool up to an aggregate limit of 15% of the nominal value of the outstanding covered bonds. Derivatives may also be included in the cover pool to the extent that they are used exclusively for the purpose of hedging the interest rate, FX or liquidity risk. To the extent that the counterparties to such derivatives are credit institutions and investment services undertakings (as opposed to state entities or central counterparties in organised markets), the net present value of derivatives included in the pool is included in the above 15% limit. Finally, the cover assets may be substituted by certain marketable assets but only up to the amount by which the aggregate nominal value of the cover assets including accrued interest exceeds the nominal value of the outstanding covered bonds including accrued interest.

IV. VALUATION AND LTV CRITERIA

Loans secured by residential mortgages are required to have a loan-to-value (LTV) ratio of 80%, whereas loans secured by mortgages over commercial properties and ships are required to have an LTV ratio of 60%. Loans with a higher LTV ratio may be included in the cover pool, but they are taken into account for the calculation of the statutory tests described below only up to the amount indicated by the LTV ratio. Thus e.g. a loan of 900,000 Euros secured through a residential mortgage over a property valued at 1,000,000 Euros may be included in the cover pool but will be deemed for the purposes of the calculation of the statutory tests to be equal to 800,000 Euros.

The evaluation of properties must be performed by an independent valuer at or below the market value and must be repeated on a frequent basis, at least once every year in relation to commercial properties and once every three years in relation to residential properties (Article 208 of the CRR).

V. ASSET-LIABILITY MANAGEMENT

The Secondary Legislation provides tests that are required to be met for the full duration of the covered bonds. More particularly, the Secondary Legislation provides for the following statutory tests:

- (a) The nominal value of the covered bonds including accrued interest may not exceed at any point in time 95% of the nominal value of the cover assets including accrued interest.
- (b) The net present value of obligations to holders of covered bonds and other creditors secured by the cover pool may not exceed the net present value of the cover assets including the derivatives used for hedging. This test must be met even under the hypothesis of a parallel movement of the yield curves by 200 basis points.
- (c) The amount of interest payable of covered bonds holders for the next 12 months must not exceed the amount of interest expected to be received from the cover assets over the same period. For the assessment of the fulfillment of these test derivatives entered into for hedging purposes are taken into account.

Tests (b) and (c) are performed on a quarterly basis. In case any of the tests is not met, the credit institution is obliged to immediately take the necessary measures to remedy the situation.

The results of the tests (a) to (c) above and the procedures used to monitor the compliance with such tests are audited on a yearly basis by an auditor independent of the statutory auditors of the credit institution.

Moreover, since the Bank of Greece approves each issuance of covered bonds, it would not approve any issuance in case the statutory tests (including the liquidity test) are not met. Therefore, a breach of the statutory (but not of any contractual) liquidity test would in practice lead to a programme freeze. Also, the failure to comply with the requirement to restore the statutory tests may lead to sanctions by the Bank of Greece. Apart from the regulatory sanctions provided by the Primary and the Secondary Legislation in case of breach of the above-mentioned legislation, the contracting parties may agree to additional sanctions, in particular, to alternative administration or to the event of default.

VI. TRANSPARENCY

Currently, the issuer's reporting obligations (as described in detail under paragraph on reporting duties of section VII) and the disclosure of the cover pool as conducted via the summary registered with the competent pledge registry for the establishment of a statutory pledge (for more details on this issue we cross-refer to paragraph on the cover pool monitor of section VII) are the basic transparency tools provided under applicable covered bonds legislation. So far in Greece no market or regulatory initiatives have been undertaken on the creation of a national transparency template, in line with the guidelines of the ECBC Label Initiative.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Cover pool monitor

The compliance with statutory tests, mentioned above, is audited by independent auditors. Such audit reports, as well as the quarterly compliance reports by the issuer, shall be submitted to the Bank of Greece as regulator.

Prerequisites for the issuance of covered bonds

According to the Primary Legislation, covered bonds may be issued by credit institutions having Greece as home Member State. However, in case of issuance of covered bonds by a credit institution having as home State another Member State of the European Economic Area (EEA), and provided that they are characterised as covered bonds in accordance with the law of such Member State, the provisions of the Primary Legislation on the creation of a statutory pledge will apply in relation to claims under Greek law, as well as the tax exemptions which apply to Greek bonds. Therefore, foreign banks established within the EEA having a significant loan portfolio in Greece may use the loans of such portfolio as part of the cover pool.

The Secondary Legislation sets additional prerequisites for the issuance of covered bonds. Specifically, the credit institutions issuing covered bonds:

- > must have certain minimum risk management and internal control requirements including suitable policies and procedures for the issuance of covered bonds, organisational requirements, IT infrastructure and a policy for the reduction and management of risks deriving from the issuance of covered bonds, such as interest rate risk, counterparty risk, operational risk, FX risk and liquidity risk; and
- > must have aggregate regulatory capital of at least 500 million Euros and a capital adequacy ratio of at least 9%.

Reporting duties of the issuer to the supervisor concerning covered bonds and cover pool

Credit institutions that issue (directly or indirectly) covered bonds shall provide in their financial statements and on their websites information on such covered bonds including the nominal value and net present value of the bonds and the cover pool and the net present value of derivatives used for hedging.

More particularly, pursuant to the Secondary Legislation there are the following disclosure requirements to the Bank of Greece until the end of March of each year in relation to data as of end of December of the year preceding:

- > The results of an audit conducted pursuant to the provisions of the Secondary Legislation and following the processes and restrictions as set by the Secondary legislation, certified by an auditor.
- > Detailed data of the cover pool assets that would confirm that the limits set under the Secondary Legislation are met, along with the information related to the revaluation of the real estate securing the mortgage and other loans;
- > the following data and information:
 - a) weighted average interest-rate per category of assets and weighted average interest-rate of all cover pool assets;
 - b) the real estate values of the mortgages and of the other loans;
 - c) validation of the selected policy of risk hedging with detailed analysis of the degree of effectiveness of this; and
 - d) table of corresponding maturities of the covered bonds and corresponding assets of the cover pool and the derivatives.

Finally, all the credit institutions have to communicate to the Bank of Greece, within 30 days from the end of each quarter, concise information regarding the results from the tests provided under the Secondary Legislation as of the end of the 1st, 2nd and 3rd quarter.

Banking supervision in crisis

As described in detail under section VIII of this article, the Primary Legislation provides that in case of insolvency of the issuer, the Bank of Greece may appoint an administrator, regardless of the powers it may assign to a special liquidator pursuant to the generally applicable banking special liquidation provisions, if the trustee does not do so.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Segregation of cover assets

In case of a direct issuance, the cover assets are segregated from the remaining estate of the credit institution through a pledge constituted by operation of law (statutory pledge). In case of assets governed by a foreign law (which will typically include *inter alia* claims from derivative contracts), a security interest must be created in accordance with such foreign law. The statutory pledge and the foreign law security interest secure claims of the holders of covered bonds and may also secure (in accordance with the terms of the covered bonds) other claims connected with the issuance of the covered bonds, such as derivative contracts used for hedging purposes. The statutory pledge and any foreign law security interest are held by a trustee for the account of the secured parties.

The claims constituting cover assets are identified by being listed in a document signed by the issuer and the trustee. A summary of such document is registered in the pledge registry of the seat of the issuer. Such summary document includes within its content a description of the assets that constitute the cover pool. Claims may be substituted and additional ones may be added to the cover pool through the same procedure.

The Primary Legislation creates an absolute priority of holders of covered bonds and other secured parties over the cover pool. The statutory pledge supersedes the general privileges in favour of certain preferred claims (such as claims of employees, the Greek State and social security organisations) under the Code of Civil Procedure. Furthermore, upon registration of the summary of the document listing the claims included in the cover pool, the issuance of the covered bonds, the establishment of the statutory pledge and the foreign law security interest and the entering into of all contracts connected with the issuance of the covered bonds are not affected by the commencement of any insolvency proceedings against the issuer.

In case of an indirect issuance or a direct issuance guaranteed by an SPE, the cover pool assets are segregated from the estate of the credit institution by virtue of their sale to the special purpose entity. For such transfer, the provisions of the Bond Loan and Securitization Law and the New Company Law apply, which provide equivalent protection from third party creditors and insolvency to the one the Primary Legislation provides in case of direct issuance.

It is worth noting that according to the Primary Legislation both in case of direct and of indirect issuance the cover assets may not be attached. This has the indirect result that the Greek law claims constituting cover assets are no longer subject to set-off, because, according to Article 451 of the Civil Code, claims which are not subject to attachment are not subject to set-off. This is important because under generally applicable law borrowers the loans to whom become cover assets would have had a right to set-off, which would reduce the value of the cover pool, for all counterclaims (including notable deposits) predating the creation of the pledge or the transfer of the claims, as the case may be.

No specific provisions exist in relation to voluntary overcollateralisation. As a result, the segregation applies to all assets of the cover pool, even if their value exceeds the minimum required by law. The remaining creditors of the credit institution will only have access to any remaining assets of the cover pool after the holders of the covered bonds and other creditors secured by the cover pool have been satisfied in full.

Bankruptcy remoteness of and impact of insolvency proceedings on covered bonds

According to the Secondary Legislation, covered bonds do not automatically accelerate upon insolvency of the credit institution having issued (in a direct issuance structure) or guaranteed (in an indirect one) the covered bonds.

Pursuant to the Primary Legislation, as amended, the bond loan programme may provide that either from the outset or following the occurrence of certain events, as, indicatively, initiation of insolvency proceedings against the issuer, the trustee will be entitled to assign or undertake the collection and management, in general, of the cover assets by application *mutatis mutandis* of the Bond Loan and Securitization Law.

Additionally, the Primary Legislation provides that in case of insolvency of the issuer, the Bank of Greece may appoint an administrator, regardless of the powers they may assign to a supervisor or liquidator pursuant to Articles 137 and 145 of Law 4261/2014, if the trustee does not do so. The proceeds coming both from the collections of the claims, that are included in the legal pledge and from the realisation of the rest of the assets which are subject to the legal pledge, are applied towards the repayment/redemption of the bonds and of the other claims, which are secured by the legal pledge, pursuant to the terms of the bond loan.

The provisions of the Bond Loan and Securitization Law are respectively applied in the sale, transfer, collection and administration, in general, of the assets comprising the cover.

In case of an indirect issuance, the obligations of the credit institution under the Guarantee are automatically accelerated in case of bankruptcy by virtue of the generally applicable provisions of Bankruptcy Law, but this does not lead to automatic prepayment of the covered bonds. On the contrary, the terms of the covered bonds may provide that the proceeds of the Guarantee will be placed in a special account to be used for the servicing of the covered bonds.

Access to liquidity in case of insolvency

Paragraph 9 of the Primary Legislation provides that the trustee can be entitled, pursuant to the terms of the programme and the legal relationship between the trustee and the bondholders, to sell and transfer the cover assets, and to use the net proceeds of such sale in order to redeem the bonds which are secured by the legal pledge, derogation from Articles 1239 and 1254 of the Civil Code.

The above-mentioned sale may occur by virtue of the Bond Loan and Securitization Law or the application of the generally applicable provisions.

Exercise of the claims of covered bondholders against the remaining assets of the credit institution

The purpose of the Primary Legislation, as expressly stated in the introductory note to the law, was to ensure that holders of covered bonds would have dual recourse both to the cover pool as secured creditors and to the remaining assets of the credit institution ranking as unsecured and unsubordinated creditors. This was also expressly stated in the Secondary Legislation.

The programme of the covered bonds may provide that more than one series or issues of bonds may be secured through a single statutory pledge.

The programme may also provide on any other issue related to the priority in satisfaction of the covered bond holders and the way they are organised in a group and they are represented, by derogation from the New Company Law. Furthermore, the parties may agree to apply a foreign law on these matters.

Protection of depositors

In order to not jeopardise the interests of depositors in case of insolvency of a credit institution due to the segregation (discussed above) of high quality assets in favour of the holders of covered bonds, the Secondary Legislation provides that, in case the cover assets exceed significantly the amount of 20% of the available assets of the credit institution on an unconsolidated basis, the Bank of Greece may impose additional capital adequacy requirements. For the purposes of this calculation available assets are considered to be all assets of the credit institution excluding: (i) assets subject to securitisation; (ii) assets subject to reverse repo agreements; and (iii) assets encumbered in favour of third parties. In exercising its discretion to impose additional capital adequacy requirements the Bank of Greece will take into account qualitative considerations such as (i) any deterioration of the average quality of the remaining available assets after the issuance of covered bonds; (ii) the increase of the liquidity of the credit institution combined and any positive effects it may have on its credit rating and prospects; and (iii) the results of additional stress tests. As of November 2014, the authority to impose additional capital requirements was conferred to the European Central Bank subject to and in accordance with the provisions of Regulation (EU) 1024/2013.

After the entry into force of the Capital Requirements Regulation, it should be deemed that provisions of national law on capital requirements have been tacitly abolished. This would apply to the above provision of the Secondary Legislation. The purpose of protecting depositors from an excessive encumbrance of assets is provided indirectly by Article 45 of Directive 2014/59/EU (the "Banking Recovery and Resolution Directive" or "BRRD")¹, which provides for a minimum requirement of own funds and eligible liabilities, as covered bonds and other secured liabilities are not eligible according to this provision.

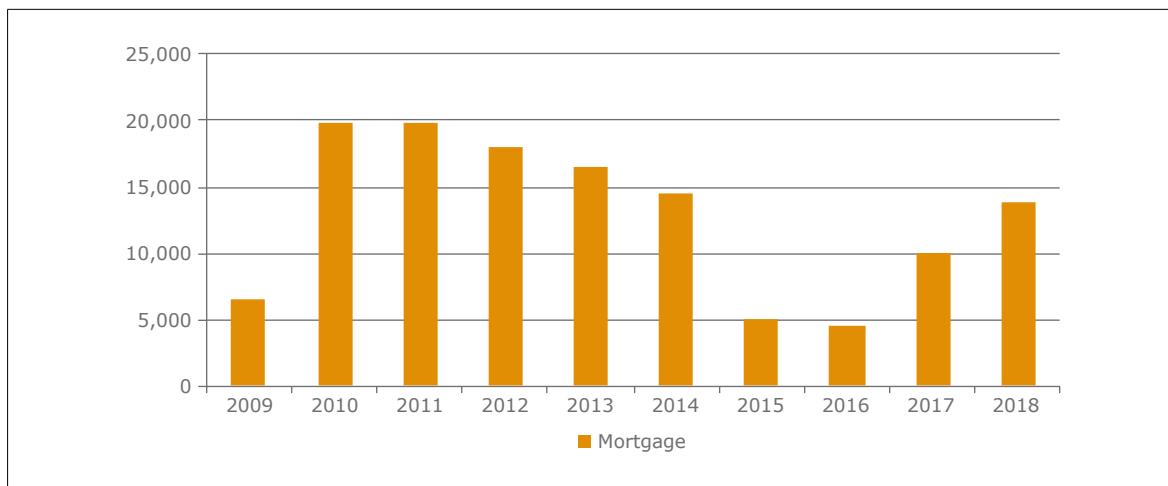
IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The risk-weighting of covered bonds (both Greek and foreign) is regulated by Article 129 of the CRR. According to this, bonds falling within the provisions of Article 52(4) of the UCITS Directive, as amended and in force, are eligible for preferential treatment, provided that the cover pool consists of the assets enumerated in paragraph 1 of Article 129 of the CRR and the provisions of paragraph 7 of the same article regarding the information provided to holders of covered bonds are met. By way of exception, bonds issued before the 31st December 2007 and falling within the provisions of Article 52(4) of the UCITS Directive were considered as covered bonds, even if the cover assets did not comply with the provisions of the CRR.

Directly issued Greek covered bonds comply with both the UCITS Directive, as amended and in force, and the CRR and, therefore, have the reduced risk-weighting mentioned above in Greece and should also have it in other EU member states. In relation to indirectly issued covered bonds, it must be noted that they do not fall within Article 52(4) of the UCITS Directive, as amended and in force, because they are not issued by a credit institution.

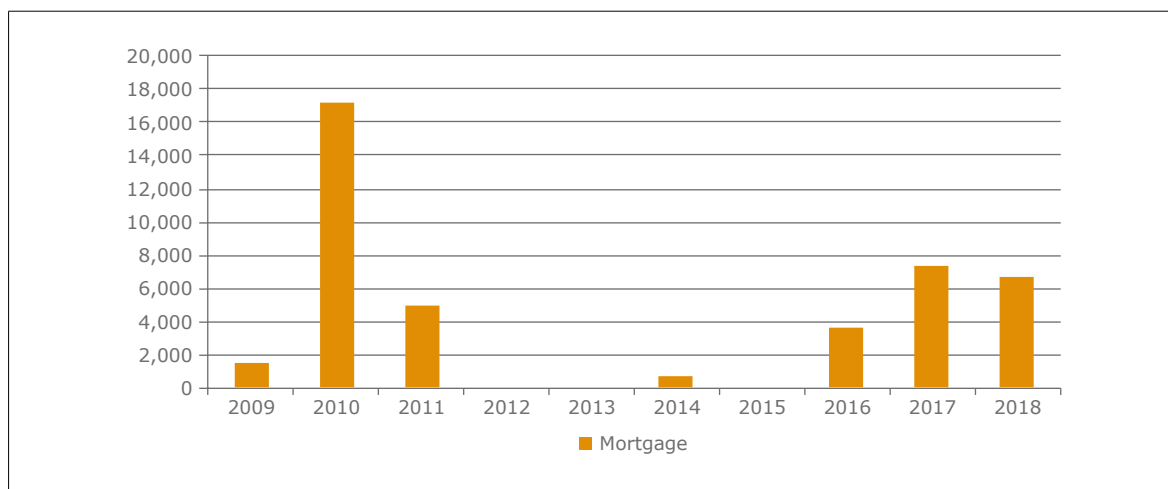
¹ Greece transposed the BRRD through law 4335/2015.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

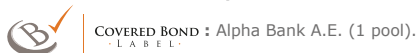
> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: There are four issuers in Greece: Alpha Bank; National Bank of Greece; Eurobank Ergasias and Piraeus Bank.

ECBC Covered Bond Comparative Database: <http://ecbc.eu/framework/66/Greece>.



3.17 HUNGARY

By András Gábor Botos, Erste Mortgage Bank, Rita Bozzai and Illés Tóth, Takarékszövetkezet Mortgage Bank

I. FRAMEWORK

Act No. XXX of 1997 on Mortgage Banks and Mortgage Bonds (Mortgage Bank Act) contains the specific rules applicable to mortgage banks and mortgage bonds. Act No. CCXXXVII of 2013 on Credit Institutions and Financial Enterprises is applicable generally to the establishment, operation, supervision and liquidation of mortgage banks, unless otherwise provided by the Mortgage Bank Act.

II. STRUCTURE OF THE ISSUER

Mortgage banks are specialised credit institutions in Hungary whose business activity is restricted, in principle, to mortgage lending, mortgage refinancing and auxiliary financial services: mortgage banks grant financial loans secured by mortgages on real estate property located on the territory of the Republic of Hungary and other European Economic Area (EEA) countries. Funds will be raised by way of issuing mortgage bonds ("*jelzáloglevél*"). Cover assets will be held on the balance sheet of the mortgage bank. All the mortgage bonds of a single mortgage bank are covered by the same (one single) cover pool which is only open to changes with the prior permission of the coverage supervisor, acting in the interest of mortgage bond holders.

III. COVER ASSETS

The Mortgage Bank Act provides that mortgage banks shall always possess cover surpassing the principal of outstanding mortgage bonds and the interest thereon both on a nominal basis and based on present value calculation. Decree No. 40/2005. (XII.9.) of the Minister of Finance contains the detailed provisions on the present value calculation of cover assets and the methodology of stress tests to be published on a regular basis. Furthermore, mortgage banks shall prepare a manual of keeping the register of cover assets ("*fedezetnyilvántartás*"), which also needs the approval of the Magyar Nemzeti Bank (MNB) in its capacity as financial supervisory authority and the coverage supervisor.

Loans secured by a residential real estate can be taken in cover up to 70% of the mortgage lending value of the property. In case of loans secured by commercial real estate the limit is 60%.

Mortgage bonds are covered by loans secured by mortgages ("*jelzálogjog*"), independent mortgage liens ("*önálló zálogjog*"), or by mortgages and joint and several surety assumed by the Hungarian State ("*állami készfizető kezességvállalás*"). Supplementary coverage may exclusively consist of liquid assets listed in the Mortgage Bank Act and may not exceed 20% of the total coverage. Pursuant to the Mortgage Bank Act, cover assets must be entered into the register of cover. The availability and quality of cover assets is permanently monitored by the coverage supervisor, reports on availability and quality of cover assets are disclosed on a daily basis.

According to Section 14 (5) of the Mortgage Bank Act, in the case when mortgage bonds and their coverage are not denominated in the same currency, the mortgage bank is obligated to hedge the currency exchange risk by entering into derivative transactions. Section 3 (10) of the Mortgage Bank Act provides that mortgage banks are entitled to conclude such transactions exclusively for hedging purposes, i.e. risk management and liquidity. The Mortgage Bank Act entitles mortgage banks to include derivatives concluded with the aforementioned objectives in the ordinary coverage as well.

IV. VALUATION AND LTV CRITERIA

The rules of calculation of the mortgage lending value ("*hitelbiztosítéki érték*") are included in the Decree of the Minister of Finance No. 25/1997 on the Calculation Methods of the Mortgage Lending Value of Real Estate not Qualifying as Agricultural Land and the Decree of the Minister of Agriculture No. 54/1997 on the Calculation

Methods of the Mortgage Lending Value of Real Estate Qualifying as Agricultural Land. Both decrees prescribe the use of comparative methods, and the application of the principle of carefulness in the valuation process. Furthermore, they also determine the validity of the valuation report.

Mortgage banks may also provide appraisal services to determine the market value and the mortgage lending value of real properties.

Mortgage lending value calculation provisions refer to the sustainable aspects of the property. The mortgage bank's internal regulation for determining mortgage lending value is based on methodological principles defined in the above decrees. Such internal regulations are also subject to the former approval of the MNB.

V. ASSET – LIABILITY MANAGEMENT

As indicated above, the Mortgage Bank Act provides that mortgage banks shall always possess cover surpassing the principal of outstanding mortgage bonds and the interest thereon. Mortgage banks shall comply with the above requirements as follows:

- > The aggregate amount of the outstanding principal claims considered as coverage, reduced by the amount of any value adjustments, shall exceed 100% of the amount of the nominal value of the outstanding mortgage bonds; and
- > The aggregate amount of interest accrued on the outstanding principal claims considered as coverage, reduced by the amount of any value adjustments, shall exceed 100% of the amount of interest accrued on the nominal value of the outstanding mortgage bonds (Section 14 (2) of the Mortgage Bank Act).

Under Section 14 (4) of the Mortgage Bank Act the amount of coverage for mortgage bonds shall always be calculated and published at their present value as well.

Cash flow mismatch between cover assets and cover bonds is furthermore reduced by special prepayment restrictions on the borrowers' side.

VI. TRANSPARENCY

Mortgage banks shall publish the amount of the nominal value and the accrued interest of the outstanding mortgage bonds as well as the value of the coverage assets in a national daily newspaper and in the Exchange Journal as of the last day of each quarter, before the last day of the next month. Such figures need to be certified by the coverage supervisor and disclosed to the MNB as well.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The coverage supervisor (cover pool monitor) shall be appointed by the mortgage bank and approved by MNB. According to Section 16 of the Mortgage Bank Act, a company auditor or an auditor may be appointed; however, the coverage supervisor may not be identical with the auditor of the mortgage bank.

As a matter of fact, Hungarian mortgage banks have had one of the "big four" audit companies as coverage supervisor from the beginning of their operations. The coverage supervisor is responsible for monitoring and certifying, on a permanent basis:

- > the existence of eligible security; and
- > the registration of the eligible security in the coverage register. In accordance with Section 11 (2) (n) of the Mortgage Bank Act, a certificate from the coverage supervisor shall be attached to each mortgage bond regarding the existence of the coverage.

According to section 16 (7) of the Mortgage Bank Act, a coverage supervisor may be appointed for a fixed period of time, not exceeding five years, however, he may be re-appointed following the termination of the period of his appointment. Although the contract of appointment concluded between the mortgage bank and

the coverage supervisor is governed by civil law, it may not be lawfully terminated without the approval of the MNB. Within the scope of his coverage supervision activities, the coverage supervisor may not be instructed by the mortgage bank.

The MNB is responsible for verifying the compliance of the credit institutions, including the mortgage banks, with the Credit Institutions Act and other acts e.g. the Mortgage Banks Act, and applicable banking regulations. The MNB is entitled to impose various sanctions on credit institutions, including warnings of non-compliance, withdrawing licences and imposing fines on credit institutions and their management. Section 22 and 23 of the Mortgage Bank Act provides that the Hungarian Financial Supervisory Authority shall exercise special supervision over mortgage banks in addition to the provisions of the Credit Institutions Act and the provisions of the Capital Markets Act. Within the framework of such special supervision, MNB shall draw up an analysis schedule and conduct on site audits of mortgage banks according to the analysis schedule it compiles.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Pursuant to the Mortgage Bank Act a cover pool administrator will be delegated to the insolvent mortgage bank to safeguard the interests of bondholders and derivative partners. The cover pool administrator cannot be identical with the insolvency administrator of the mortgage bank. The cover pool administrator should provide for the timely satisfaction of principal and interest claims of bondholders and derivative partners in case of a possible insolvency situation. The cover pool administrator will only safeguard the interests of bondholders and derivative partners and will also have an access to the part of assets not qualifying as coverage and those not recorded in the cover register. The transfer of the portfolio or parts of it to another mortgage bank may grant for liquidity, however, the transfer of the portfolio or parts of it requires the prior written consent of the MNB.

As a general rule, Section 20/A (4) of the Mortgage Bank Act declares that the cover pool administrator is obliged to maintain the liquidity of the pool on a constant basis, allowing transfer of the pool or parts of it to another mortgage bank and to enter into derivative transactions. Within two years after the commencement of the liquidation procedure, both the cover pool administrator and the bondholders may request the court to complete the cover from the general insolvency estate (Section 20/A (7)). The cover pool administrator shall be entitled to receive remuneration for his work and refund of appropriate expenses. Although holders of the mortgage bonds, derivative partners or the coverage supervisor may inform MNB or the only competent Metropolitan Court Budapest on issuer default, after proving all relevant circumstances, it is only the MNB who is entitled to initiate an insolvency proceeding against the mortgage bank.

Hungarian legal provisions also provide for a wide-range of measurements, including extraordinary measurements, to be taken by the MNB prior to any insolvency situation.

For example, the MNB is entitled to delegate a supervisory commissioner to the mortgage bank. This extraordinary measurement may be taken by the MNB prior to the commencement of any insolvency procedure – in accordance with Section 157 (1) of the Credit Institution Act. In this case both the rights of the owners of the mortgage bank and the rights of the management of the mortgage bank will be restricted in order to guarantee the satisfaction of the claims of the mortgage bank's creditors, e. g. bondholders' and derivative partners' claims.

Pursuant to the Section 21 (1) in the course of execution proceedings against a mortgage bank, Act no LIII of 1994 on Execution by Court shall be applied with the deviations set forth in subsections (2)-(3).

Moreover: pursuant to the Section 58 (1) c) of the Act XXXVII of 2014 on the further development of the system of institutions strengthening the security of the individual players of the financial intermediary system: the scope of the bail-in does not extend to mortgage covered bonds.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR). Hungarian mortgage bonds comply with the requirements of Article 52(4) UCITS as well as with those of Article 129(1) CRR.¹

Hungarian covered bonds issued in eurozone countries qualify as European Central Bank (ECB) eligible

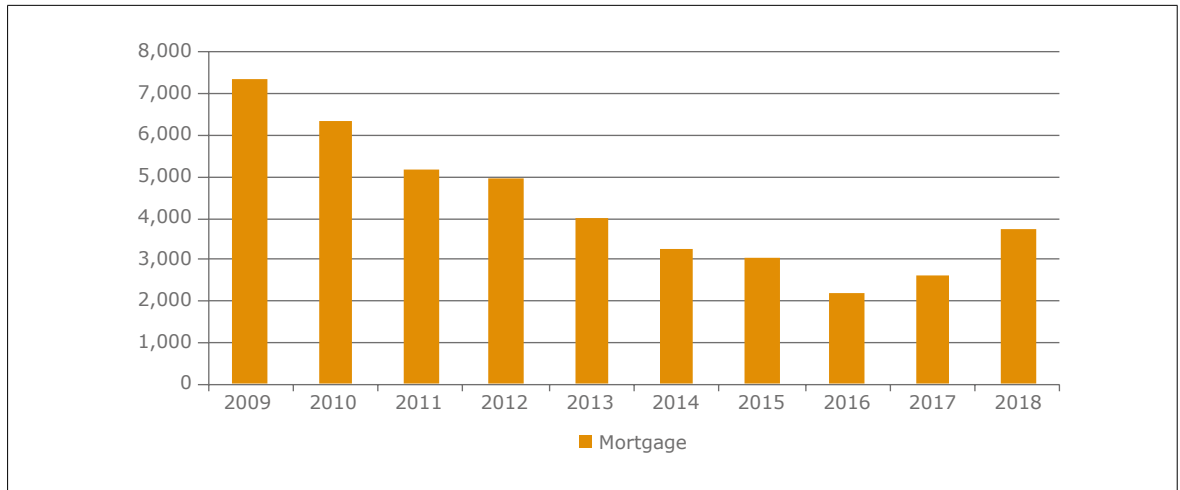
X. ADDITIONAL INFORMATION

The 20/2015. (VI.29.) MNB Decree introduced the Mortgage Funding Adequacy Ratio (MFAR) from 1 April 2017. MFAR = HUF liabilities backed by household mortgage loans / net stock of residential HUF mortgage loans with a residual maturity longer than 1 year. The original minimum required level of the ratio was set at 15%, while it was raised to 20% from 1 October 2018. The ratio will be increased further to 25% from 1 October 2019.

The MNB announced a covered mortgage bond purchasing programme on 21 November 2017. MNB begun purchasing covered bonds on the secondary market mid-January 2018, while primary market purchases under the programme started mid-February 2018. The official aim of covered bond purchasing program was to decrease medium- and long-term funding costs and indirectly the interest rates level of retail mortgage loans. The conditions were the following: i) HUF-denominated, publicly issued, listed, fixed-rate mortgage bond ii) at least 90% of the ordinary coverage is related to retail mortgage loans, iii) minimum 3 years original maturity; iv) at least one market maker. The Central Bank purchase programme was terminated as of 1 January 2019.

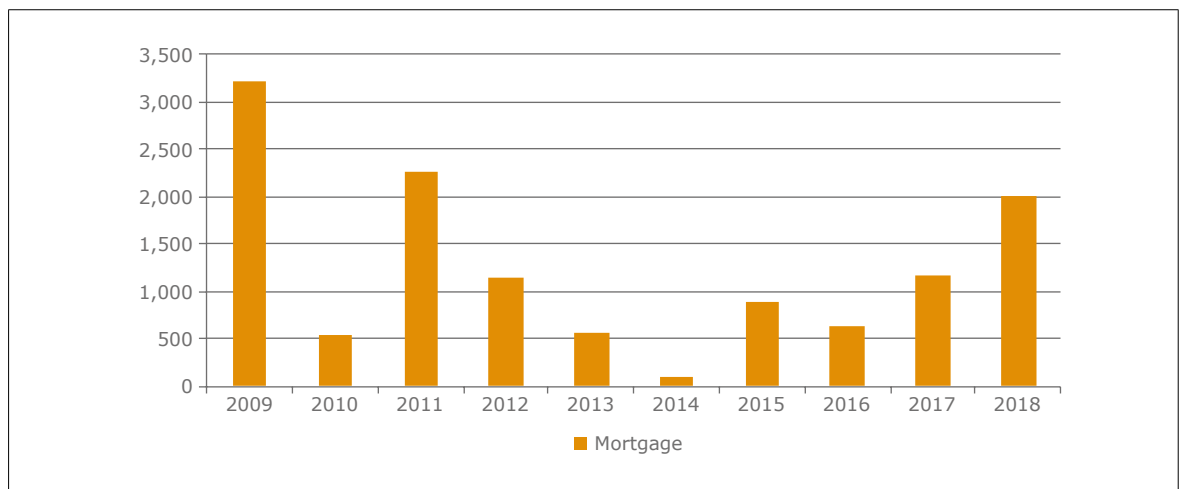
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: OTP Jelzálogbank Zrt. (OTP Mortgage Bank Ltd.), Takaréék (ex FHB) Jelzálogbank Nyrt. (Takarek (ex FHB) Mortgage Bank Ltd.), UniCredit Jelzálogbank Zrt. (UniCredit Mortgage Bank Ltd), Erste Jelzálogbank Zrt. (Erste Mortgage Bank Ltd.), and K&H Jelzálogbank Zrt. (K&H Mortgage Bank Ltd.), Established, but not active: MKB Jelzálogbank Zrt. (MKB Mortgage Bank Ltd.).

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/27/Hungarian_Covered_Bonds.

3.18 ICELAND

By Eiríkur Magnús Jenson and Kristín Erla Jónsdóttir Arion Bank

I. FRAMEWORK

In Iceland, the issuance of covered bonds is governed by the Icelandic Covered Bond Act, which came into force on 20 March 2008 (Lög nr. 11/2008 um sértryggð skuldabréf, hereinafter the “**ICBA**”). The ICBA supersedes the general bankruptcy law to the extent that it grants covered bond investors a priority claim on eligible cover assets (ICBA: Chapter VII). Rules of the Financial Supervisory Authority no. 528/2008 (Reglur nr. 528/2008, hereinafter the “**ICBR**”) established by the Icelandic Financial Supervisory Authority (Fjármálaeftirlitið, hereinafter the “**FME**”) complement the legislation. These rules define in more detail the criteria for obtaining a covered bond issuance license, the universe of eligible cover assets, valuation procedures for eligible cover assets, asset and liability management, and the form and maintenance of the cover register.

II. STRUCTURE OF THE ISSUER

The FME grants licenses for the issuance of covered bonds. Licenses to issue covered bonds can only be granted to licensed commercial banks, savings banks and credit undertakings. To qualify as an issuer, certain criteria must be met. These criteria include the submission of a financial plan, confirmed by a state authorised public accountant, proving the issuer’s financial stability and that the issuance is in accordance with the ICBA. The FME has the right to withdraw the license should the issuer be in material breach of the ICBA or if the issuer has failed to issue covered bonds within one year of receiving the license (Table 1).

> TABLE 1: LICENCE NEEDED TO ISSUE COVERED BONDS

Requirements for issuance license

- > Issuer must supply the FME with a board resolution that the board approves the application for a covered bond license.
- > Description of the proposed bond issuance and how the issuer intends to keep and organise the covered bond register.
- > Information about the covered bond register, e.g. how the issuer will maintain the register as well as how the register will be supervised.
- > The FME can allow an issuer to convert previously issued bonds used to finance assets that are eligible under ICBA into covered bonds.
- > The issuer well plan, confirmed by a public accountant, proving the issuer’s financial stability for at least the next three years; a description of the proposed covered bond issuance and how the issuer intends to organise and administrate the covered bond issuance; and the covered bond register as well as written confirmation from the issuer that he and the planned bond issue comply with the ICBA and ICBR.
- > The issuer must submit information about IT systems used in relation to the covered bond issuance.
- > The issuer must submit any other information that is relevant for the proposed bond issuance.
- > A written statement from the issuer that it and the issue fulfil the requirements made by the ICBA and the ICBR.

The cover assets represent a claim of the covered bond issuer and remain on the balance sheet. There is no subsequent transfer of cover assets to another legal entity. The covered bonds are direct, unconditional ob-

ligations on the part of the issuer. Outstanding covered bonds are backed in their entirety by the cover pool. Hence, there is no direct legal link between a single cover asset and a particular covered bond series. In the event of issuer insolvency, the cover pool is bankruptcy remote from the general insolvency estate of the issuer and exclusively available to meet outstanding claims under the issue of the covered bond investors. It should also be noted that the covered bond investors enjoy recourse to the insolvency estate of the issuer, ranking pari passu with senior unsecured investors.

III. COVER ASSETS

Eligible assets in the covered bond register are mortgage loans and public sector assets (ICBA Chapter II, Article 5). The ICBA does not require a separate cover pools for mortgage and public sector cover assets. Both asset classes can be mixed in one cover pool. Icelandic covered bond issuers have issued covered bonds where the asset register consists exclusively of residential mortgages.

Eligible assets ("**Cover Assets**") according to ICBA are:

- > Mortgages secured by residential housing in member states¹;
- > Mortgages secured by industrial, office or commercial property in member states;
- > Mortgages secured by farms and other real estate used for agricultural purposes in member states; and
- > Public sector assets defined as bonds issued by the Icelandic state or other member state, a municipality in Iceland or in another member state, or guaranteed by such public authority.

Derivative contracts

The ICBA authorise the use of derivatives for hedging interest and currency risk. The derivatives must be structured such that premature termination is not triggered by an issuer default or a demand by the counterparty. Derivative counterparties must have a rating from a rating agency approved by the FME. The minimum is a long-term rating of A3/A-/A- (Moody's/S&P/Fitch) or short-term rating of P2/A2/F2. If the counterparty's rating falls below the minimum level, the issuer of covered bonds can:

- > Request additional collateral;
- > Terminate the derivative contract and open a new derivative contract with a counterparty that meets the minimum rating requirement, or;
- > Request that the counterparty provides a guarantee from a third party that meets the minimum rating requirement.

Substitute assets

The ICBA allows for the inclusion of the following assets as Substitute Collateral (Article 6):

- > Demand deposits with a regulated financial undertaking;
- > Deposits with or claims against a member state or a central bank in a member state;
- > Claims against other legal entities which, the FME views as not involving greater risk than the aforementioned options.

Further, FME may approve the following as substitute collateral:

- > Claims against municipalities in member states;
- > Claims against a regulated financial firm other than demand deposits with a regulated financial undertaking (as referred to above), provided the final maturity of the claim is within one year of issuance;

¹ Member state: a state which is a party to the Agreement on the European Economic Area.

- > Claims against non-Icelandic development banks listed in rules adopted by the FME;
- > Claims against other legal entities which do not involve greater risk than the substitute collateral referred to in other items of this paragraph.

It should be noted that Substitute Collateral may not comprise more than 20% of the value of the cover pool. The FME may however authorise an increase in the proportion of substitute collateral in the cover pool to as much as 30% of its value.

IV. VALUATION AND LTV CRITERIA

The ICBA defines valuation principles for the properties that are used as a Cover Assets (ICBA: Chapter III, Article 7). An assessment of the market value of real estate shall be based on the selling price in recent transactions with comparable properties. If the market value of real estate is not available, it shall be determined by a specific valuation. The valuation shall be based on generally accepted principles for market valuation of real estate. Among the data that can be used as a basis is data on real estate price developments from the Land Registry of Iceland, together with other generally accepted systematic collection of real estate price data.

If an issuer assesses the market value of real estate, the Independent Inspector (as defined below) must verify that the appraisal is based on a generally accepted methodology. The Independent Inspector may re-assess the market price of one or more properties if he/she regards the valuation as incorrect.

An appraisal of the market value of real estate must be in writing and must specify the methodology used, who carried out the appraisal and when it was made.

For the various mortgage types eligible as Cover Assets, the maximum LTV ratios apply (ICBA: Chapter III, Article 7):

- > 80% of the value for real estate.
- > 70% of the value for real estate intended for agricultural use (some restrictions apply).
- > 60% of the value for real estate, where the property is intended for office or commercial use.

V. ASSET – LIABILITY MANAGEMENT

The ICBA requires that the nominal value of the Cover Assets at all times exceed the aggregate nominal value of claims arising from outstanding covered bonds against the issuer (ICBA: Chapter V, Article 11). In addition, the law requires that on a net present value (NPV) basis, cover assets, including derivatives, always exceed the corresponding value of the interest and principal of outstanding covered bonds, taking into account the effects of stress-test scenarios on interest and currency risk set by the FME. The FME defines the stress test for interest-rate risk as a sudden and sustained parallel shift in the reference curve by 100bps up and down. The reference curve is based on Icelandic government bonds for covered bonds in Icelandic krona but swap rate curves for other currencies. Likewise, it defines currency risk as a 10% sudden and sustained change in the relevant foreign exchange rate between the currency of covered bonds and the currency of cover assets (ICBR: Chapter 4, Article 8). The ICBA does not require a mandatory level of minimum overcollateralisation (“OC”). However, the issuer can adhere to a self-imposed OC level for structural enhancement, as the ICBA protects any OC in the cover pool in the event of issuer insolvency.

Finally, the issuer shall ensure that the cash flow with respect to the Cover Assets, derivatives agreements and the covered bonds are such that the issuer is always able to meet its payment obligations towards holders of covered bonds and counterparties in derivatives agreements (ICBA: Chapter V, Article 12). The issuer should be able to account for these funds separately.

VI. TRANSPARENCY

The issuers currently present information regarding their cover pool and outstanding covered bonds on a monthly or at least on quarterly basis. This information is currently available on the issuer's website.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Issuers of covered bonds fall under the supervision of the FME, which monitors the issuers' compliance with the ICBA and other related regulatory provisions (e.g. ICBR). If a covered bond issuer is in a material breach of its obligation under the legal framework, the FME can give the issuer a formal warning or revoke the issue license altogether. The FME may also revoke a license if the institution has declared that it has no intention to use the license to issue covered bonds or if the institution has not made use of the license within a year from the date of receiving the license. The revocation may be combined with an injunction against continuing the operations and with the imposition of a conditional fine. In any case, the FME must determine how the operations should be wound up (ICBA: Chapter IX, Articles 24–29).

Each issuer must appoint an independent and suitably qualified cover pool inspector (the "**Independent Inspector**") and such appointment must be validated by the FME. The duties of the Independent Inspector are to monitor the register and verify that the covered bonds, the derivatives agreements and the Cover Assets are correctly recorded. The Independent Inspector also ensures compliance with matching and market risk limits in accordance with ICBA. The institution is obliged to provide the Independent Inspector with any information requested relating to its covered bond operations. The Independent Inspector must submit a report of the inspection to the FME on an annual basis and must notify the FME as soon as he/she learns about an event deemed to be significant to the supervisory authority (ICBA: Chapter VII, Articles 21–23).

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Cover register

The issuer must keep a detailed register of Cover Assets derivative contracts and outstanding covered bonds (ICBA: Chapter VI, Section 13). The law further specifies the form and content of such a register, which must be easily accessible to the FME and the Independent Inspector. The registration legally secures covered bond holders and derivatives counterparties a priority claim on the cover pool in the event of issuer insolvency (ICBA: Chapter 7, Section 15). Prior to an issuer being declared insolvent, cash flows accruing from the Cover Assets must be accounted for separately by the issuer. In the event of issuer default, covered bond investors and derivative counterparties have the same priority claim on these funds as they have on the cover pool. Moreover, cash flow accruing from the Cover Assets following issuer insolvency must be registered in the cover pool.

Issuer insolvency

In the event of issuer insolvency, the Cover Assets and the respective covered bonds are segregated from the insolvency estate of the issuer. An issuer default does not trigger the premature termination of registered derivative contracts. Covered bond holders and registered derivative counterparties have a priority claim on the cover pool and cash that derives from the pool, ensuring timely repayment to original agreed terms, as long as the pool complies with the ICBA. It should be noted, however, that the cover pool does not constitute a separate legal estate.

Cover pool insolvency and preferential treatment

In the event that the cover pool breaches eligibility criteria, covered bonds are accelerated. Covered bond investors and derivative counterparties would have priority claim on the proceeds from the sale of the cover assets, ranking *pari passu* among themselves. If the proceeds are insufficient to repay all liabilities on outstanding covered bonds, covered bond investors and derivative counterparties have an ultimate recourse to the insolvency estate of the issuer, ranking *pari passu* with senior unsecured investors.

Survival of OC

Any OC present in the cover pool at the time of issuer insolvency is bankruptcy-remote provided it is identified in the cover pool register. Indeed, the CBIA requires full repayment of outstanding claims on covered bonds and registered derivatives before Cover Assets are available to satisfy claims on unsecured creditors. The law does not provide for the appointment of a special cover pool administrator in case of issuer insolvency. The receiver-in-bankruptcy represents the interest of both the covered bond investors and the unsecured investors. The receiver has the right to use OC to pay advance dividends to other creditors of the bankrupt issuer if the pool contains more assets than necessary. If the Cover Assets later prove to be insufficient, these advance dividend payments can be reclaimed.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR²). Icelandic covered bonds comply with the criteria of Article 52(4) UCITS and with the covered bond criteria defined in Article 129(1) CRR. The ICBA explicitly lists mortgages against property for agricultural purposes and mortgages against the pledging of tenant-owner rights as eligible cover assets, while the CRR does not. In addition, issuers can impose self-restrictions to ensure that their covered bond issues comply with the CRR. Icelandic covered bonds are not eligible for repo transaction with the Icelandic Central Bank.

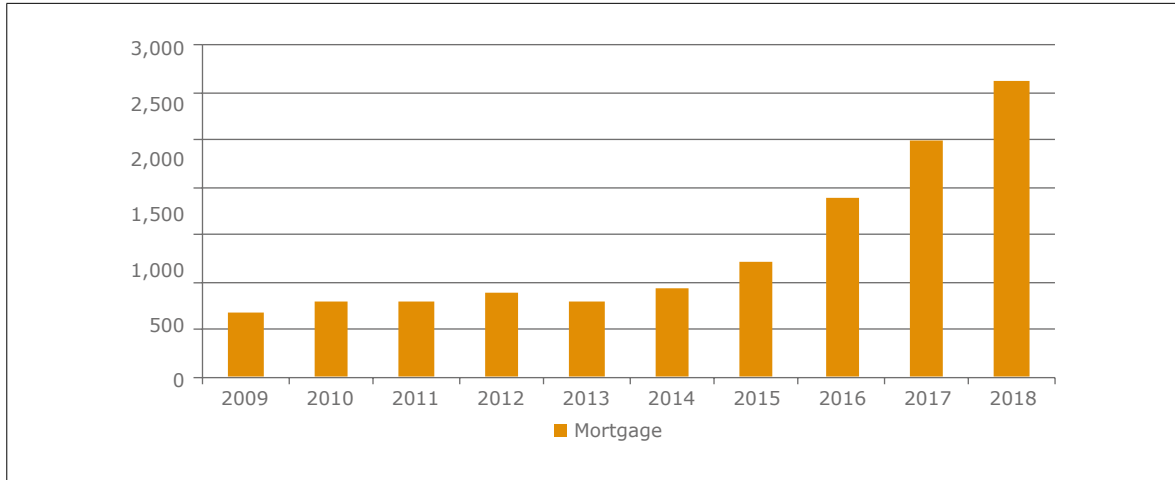
X. ADDITIONAL INFORMATION**Legislative covered bonds in Iceland**

Arion Bank and Íslandsbanki were both granted a license to issue covered bonds under ICBA in the fall of 2011 and both followed up by issuing covered bonds denominated in Icelandic krona to domestic investors. Landsbankinn was granted a license to issue covered bonds in April 2013 and issued their first covered bonds in June 2013. The banks use their covered bond programs to fund their residential mortgage portfolios.

A specific attribute of the Icelandic mortgage market is that the largest majority of Icelandic mortgages are inflation linked. This means that the principal of each mortgage follows the changes in consumer prices in Iceland. This has changed since 2011 when the banks started to offer fixed rate loans that were not tied to inflation. Normally, the bonds are registered at the Nasdaq OMX Iceland (NASDAQ OMX Group) or another European stock exchange.

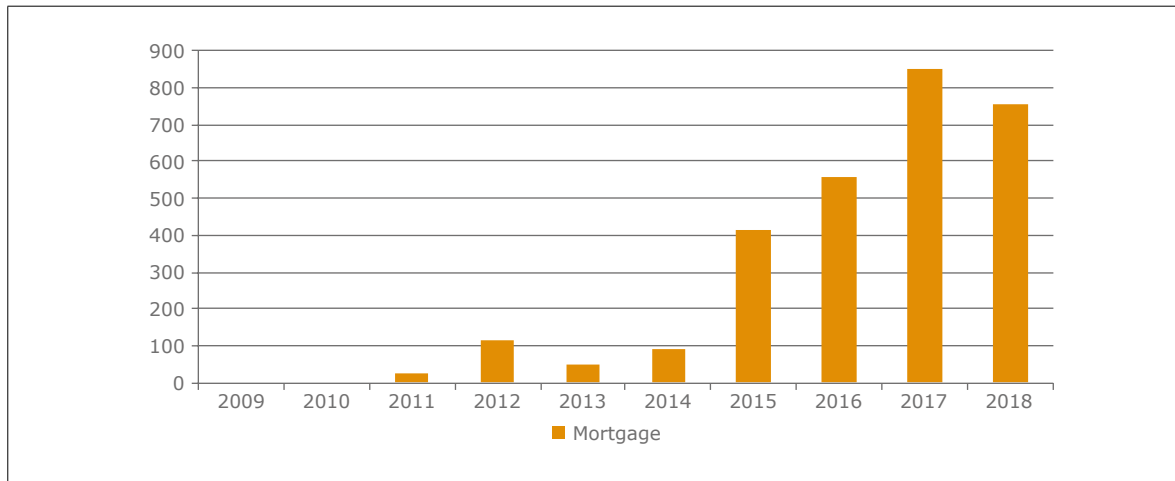
² Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypro.org/ecbc/covered-bonds/>.

> FIGURE 2: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: There are currently three issuers in Iceland – Arion Bank, Íslandsbanki and Landsbankinn.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/108/Icelandic_Covered_Bonds.

3.19 IRELAND

By Sinéad Gormley, Bank of Ireland and Nick Pheifer, DEPFA BANK

I. FRAMEWORK

Irish covered bonds benefit from the protection of specific covered bond legislation in the Irish Asset Covered Securities Acts 2001 and 2007 (the "ACS Acts") and the regulations and regulatory notices issued thereunder. The framework provides for the issuance of asset covered securities ("ACS") secured on public credits, mortgage credits (each, as defined below) and commercial mortgage credits (being obligations secured on commercial property assets). There is currently no issuer of ACS secured on commercial mortgage credits in the Irish market and consequently this chapter focuses on the framework applicable to ACS secured on public credits and mortgage credits.

II. STRUCTURE OF THE ISSUER

An issuer of ACS (an "ACS Issuer") must be authorised, or be deemed to be authorised, as a credit institution under Council Regulation (EU) No 1024/2013 (the "SSMR") and also be registered under the ACS Acts as a designated credit institution. It is required to limit the scope of its banking activities to certain permitted business activities. An ACS Issuer is therefore subject to supervision by the European Central Bank and by the Central Bank of Ireland (the "CBI") in its capacity as a credit institution and separately by the CBI in its capacity as an ACS Issuer. Each ACS Issuer will be registered as a designated public credit institution (authorised to issue public credit covered securities) and/or a designated mortgage credit institution (authorised to issue mortgage credit covered securities).

The ACS Issuer holds the assets backing the ACS on its balance sheet. The collection of either mortgage credit assets or public credit assets (the "cover assets") backing the issue of ACS (the "cover pool") is described as dynamic or open in the sense that the ACS Issuer may move cover assets in and out of the cover pool provided that it does so in accordance with the provisions of the ACS Acts. One such control is that the ACS Issuer must maintain a register (a "cover register") of all ACS issued, all cover assets hedge contracts and the cover assets (including any substitution assets and any cover assets constituting overcollateralisation) and any amendment to the cover register can only be effected with the approval of a cover-assets monitor (the "CAM") which is an independent professional third party, or the CBI (see further section VII below).

Statutory preference

The claims of ACS holders are protected by a statutory preference under the ACS Acts. As preferred creditors, upon an ACS Issuer insolvency, ACS holders are entitled to have recourse to the cover assets included in the cover pool ahead of all other creditors of the ACS Issuer other than the super-preferred creditors (i.e. the CAM and NTMA – see further section VIII below) and pari passu with other preferred creditors (such as the pool hedge counterparties – see further section V below). In this way the ACS holders have protection against the general Irish insolvency laws.

Restriction on business activities

The ACS Acts provide that an ACS Issuer may not carry on a business activity other than a permitted business activity as set out in the ACS Acts. Permitted business activities comprise dealing in and holding public credit assets or mortgage credit assets (depending on the type of designation of ACS Issuer) and limited classes of other assets, engaging in activities connected with the financing and refinancing of such assets, entering into certain hedging contracts, holding collateral under cover assets hedge contracts (referred to in the ACS Acts as "pool hedge collateral") and engaging in other activities which are incidental or ancillary to these activities. The ACS Acts limit the scope of non-core ACS business that an ACS Issuer can undertake by restricting its dealing in or holding of financial assets that are not otherwise eligible for inclusion in the cover pool to 10% of the total of all the ACS Issuer's assets. There is also a similar 10% limit imposed on the volume of non-cover

pool-eligible OECD assets that an ACS Issuer can acquire. In addition, designated mortgage credit institutions must maintain the aggregate prudent loan to value ("LTV") of their overall mortgage books at or below 100%.

III. COVER ASSETS

The classes of assets which are eligible for inclusion in a cover pool are determined by whether the ACS Issuer is a designated public credit institution or a designated mortgage credit institution.

Designated public credit institutions

The classes of asset eligible for inclusion in the cover pool of a designated public credit institution ("public credit assets") are financial obligations (collectively, "public credits"), including obligations given as a guarantor or surety and indirect or contingent obligations, in respect of money borrowed or raised (whether in the form of a security that represents other public credit that is securitised or not) where the obligor is any one of the following:

- > Central governments, central banks (each, a "Sovereign"), public sector entities, regional governments or local authorities (each, a "Sub-sovereign") in any EEA country;
- > Sovereigns in Australia, Canada, Japan, New Zealand, the Swiss Confederation or the USA (each, an "Eligible Non-EEA Country");
- > Sub-sovereigns in any Eligible Non-EEA Country; and
- > Multilateral development banks or international organisations, in each case which qualify as such for the purposes of the Capital Requirements Regulation ("CRR").

Risk-weighting and credit worthiness tests apply to the categories of cover assets outside the EEA countries to comply with the CRR covered bond eligibility requirements. Sovereign obligations from an Eligible Non-EEA Country must have an independent credit rating of at least step 1. Sub-sovereign obligations from an Eligible Non-EEA Country must have an independent credit rating of at least step 1 and a risk-weighting at least equal to that of an institution, central government or central bank. Sovereign and Sub-sovereign obligations from an Eligible Non-EEA Country with credit ratings below step 1 but at least step 2 may also be included in the cover pool provided that in total they do not exceed 20% of the nominal amount of outstanding ACS.

Designated mortgage credit institutions

Those assets eligible for inclusion in the cover pool of a designated mortgage credit institution ("mortgage credit assets") are financial obligations (collectively, "mortgage credits"), including obligations given as a guarantor or surety and indirect or contingent obligations, in respect of money borrowed or raised (whether in the form of a security that represents other mortgage credit that is securitised or not) that are secured by a mortgage, charge, or other security on residential or commercial property that is located in any EEA country or any eligible Non-EEA country. This is subject to a concentration limit, for mortgage credit assets secured on commercial property, of 10% of the total prudent market value of all mortgage credit assets and substitution assets in the cover pool. Non-performing mortgage credit assets may not be included in a cover pool. Furthermore, a mortgage credit asset may not be counted as part of a cover pool if a building related to that mortgage credit asset is being or is to be constructed until the building is ready for occupation as a commercial or residential property. A mortgage credit institution may also include securitised mortgage credits in its cover pool subject to certain credit quality and other criteria and a concentration limit of 10% of the aggregate value of the related outstanding ACS.

Substitution assets

Substitution assets can be included in any cover pool provided that they comply with applicable CRR requirements and certain other restrictions. These are deposits having a minimum credit rating of Step 2 and a maximum maturity of 100 days with eligible financial institutions.

IV. VALUATION AND LTV CRITERIA

Designated public credit institution

Public credit assets maintained in the cover pool of a designated public credit institution are ascribed a prudent market value equal to 100% of the amount of the related public credit outstanding on the date of valuation.

Designated mortgage credit institution

The maximum prudent LTV levels for mortgage credit assets included in the cover pool of a mortgage credit institution are 75% for mortgage credit assets backed by residential property and 60% for those backed by commercial property. Prudent LTV levels for mortgage credit assets in the cover pool can exceed the 75% threshold, however the balance of the mortgage credit above this threshold is disregarded for valuation purposes. As noted in Section III, the inclusion in the cover pool of mortgage credit assets secured on commercial property is restricted to 10% of the prudent market value of all mortgage credit assets and substitution assets included in the cover pool at any time.

A designated mortgage credit institution is first required to determine the market value of a property asset at the time of origination of the mortgage credit asset secured on it. It is market practice for such property valuations to be conducted by independent valuers. The designated mortgage credit institution is then required to calculate the prudent market value of such property asset at the time of inclusion of the related mortgage credit asset in the cover pool and also at such intervals (at least once per year) as may be specified by the CBI. In addition, a designated mortgage credit institution is required to calculate the prudent market value of mortgage credit assets and securitised mortgage credits included in the cover pool on a quarterly basis, or more frequently if so instructed by the CAM, for the purposes of demonstrating compliance with the asset-liability and overcollateralisation requirements of the ACS Acts. In practice, the prudent market value of relevant property assets is calculated on a quarterly basis also as this calculation forms part of the valuation process for mortgage credit assets.

For these subsequent calculations, the designated mortgage credit institution must apply the house price index published by Permanent TSB and/or the house price index published by the Irish Central Statistics Office (depending on the date of origination) to the valuation obtained at origination, with same being verified by the CAM on a monthly basis.

V. ASSET-LIABILITY MANAGEMENT

The ACS Acts include important asset-liability controls to minimise various market risks.

- > Duration matching: The weighted average term to maturity of a cover pool cannot be less than that of the related ACS.
- > Overcollateralisation: The prudent market value of the cover pool must be at least 3% greater than the total of the principal amount of the related ACS in issue (see also Overcollateralisation below).
- > Interest matching: The amount of interest payable on cover assets over a 12-month period must not be less than the amount of interest payable on the related ACS over the same 12-month period.
- > Currency matching: Each cover asset must be denominated, after taking into account the effect of any cover assets hedge contract, in the same currency as the related ACS.
- > Interest rate risk control: The net present value changes on the balance sheet of an ACS Issuer arising from (i) 100bps upward shift, (ii) 100bps downward shift and (iii) 100bps twist, in the yield curve, must not exceed 10% of the ACS Issuer's total own funds at any time.

Hedge contracts

Hedge contracts are used in the cover pool to minimise risks on interest rates, currency exchange rates, credit or other risks that may adversely affect the ACS Issuer's business activities that relate to an ACS or cover assets. All such hedge contracts are required to be entered on the cover register by the ACS Issuer. Once so entered, pool hedge counterparties rank as preferred creditors, pari passu with the ACS holders, provided they are not in default of their financial obligations under that hedge contract. Upon the insolvency of an ACS Issuer, a hedge contract will remain in place subject to its terms. Any collateral posted under a hedge contract by a pool hedge counterparty must be recorded on a separate register maintained by the ACS Issuer.

Overcollateralisation

The ACS Acts prescribe a minimum overcollateralisation of ACS for designated mortgage credit institutions and designated public credit institutions of 3% calculated on a present value basis. It is also possible for ACS Issuers to commit by contract to higher minimum levels of overcollateralisation and the market practice has been for ACS Issuers to contractually commit to higher levels. The CAM is responsible for monitoring the levels of legislative and contractual overcollateralisation. Upon an ACS Issuer insolvency, ACS holders will benefit from any cover assets which make up the overcollateralisation to the extent of their claims.

VI. TRANSPARENCY

Disclosure in financial statements

All ACS Issuers are required to make specific disclosures in relation to cover assets included in their cover pools in their annual financial statements.

Designated public credit institutions

A designated public credit institution is required to disclose as at the date to which its financial statements are made up:

- > the geographic location of its public credit assets and the volume and percentage of assets in each such location; and
- > details of public credit assets secured on loans to multilateral development banks and international organisations and the volume and percentage of such assets.

Designated mortgage credit institutions

A mortgage credit institution is required to disclose, in respect of the date to which its financial statements are made up, details of:

- > the number of mortgage credit assets, broken down by amount of principal outstanding;
- > volume and percentage of assets in each geographic location;
- > the number and principal amounts outstanding of non-performing mortgage credit assets;
- > whether or not any persons who owed money under mortgage credit assets had, during the immediately preceding financial year (if any), defaulted in making payments in respect of those assets in excess of EUR 1,000 (so as to render them non-performing for the purposes of the ACS Acts), and if so, the number of those assets that were held in the cover pool;
- > the number of non-performing mortgage credit assets replaced with other assets;
- > the total amount of interest in arrears in respect of mortgage credit assets that has not been written off;
- > the total amounts of principal repaid and interest paid in respect of mortgage credit assets; and
- > the number and the total amount of principal outstanding on mortgage credits that are secured on commercial property.

Covered Bond Label and Harmonised Transparency Template

Designated mortgage credit institutions have adopted the ECBC's Harmonised Transparency Template ("HTT") for the purposes of the ECBC's Covered Bond Label (the "Label") with effect from 1 January 2016. The HTT is completed and published on a quarterly basis together with access to archive data going back for a period of at least 9 years.

To date, two designated mortgage credit institutions have applied for and obtained the Label in respect of their ACS issuance programmes.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

One of the key features of the ACS legislation is the rigorous monitoring role undertaken by the CAM. The CAM is appointed by the ACS Issuer with such appointment being approved by the CBI.

There are strict eligibility requirements for CAMs. A CAM must be a body corporate or partnership, comprising personnel or partners who are members of a professional representative body. It must demonstrate to the CBI that it is experienced and competent in (i) financial risk management techniques, (ii) regulatory compliance reporting and (iii) capital markets, derivatives, and, as applicable, public credit business and mortgage credit business. The CAM must also demonstrate that it has sufficient resources at its disposal and sufficient academic or professional qualifications and experience in the financial services industry to satisfy firstly, the designated credit institution and secondly, the CBI, that it is capable of fulfilling this role.

The CAM is responsible for monitoring the cover pool, the ACS Issuer's compliance with specific provisions of the ACS Acts and reporting any breaches of same to the CBI. The CAM issues regular reports to the ACS Issuer (every 1-4 weeks) and submits a report on a quarterly basis to the CBI.

Some of the CAM's principal obligations include: ensuring that the matching requirements of the ACS Acts with respect to the cover assets and the ACS are met; ensuring that the asset eligibility requirements are met; approving any inclusion in or removal from the cover register, of a cover asset, ACS or hedge contract; checking that the level of substitution assets included in the cover pool does not exceed the prescribed percentage; and ensuring that the legislative and contractual levels of overcollateralisation are maintained.

The CBI is given statutory responsibility for supervising ACS Issuers. The CBI may, with the consent of the Minister for Finance, revoke the registration of an ACS Issuer and/or suspend its business if such ACS Issuer breaches any provision of the ACS Acts. In addition, the CBI has wide-ranging powers under the Irish Central Banking legislation to impose significant fines and administrative sanctions on ACS Issuers and/or their senior management for contraventions of the ACS Acts.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

As noted above under section II, an ACS Issuer holds its cover assets on its balance sheet. However, the cover assets are ring-fenced from the other assets of the ACS Issuer for the benefit of ACS holders by virtue of (i) their being recorded in the cover register, and (ii) a statutory preference created by the ACS Acts.

Segregation: Cover register

Each ACS Issuer must maintain a cover register including the details of its ACS in issue, the cover assets and substitution assets backing its ACS and any cover assets hedge contracts in existence. The cover register is important as a cover asset or a cover assets hedge contract cannot be described as such unless and until it is recorded on the register. Their registration is prima facie evidence of such assets and hedge contracts being included in the cover pool, entitling the ACS holders and pool hedge counterparties to benefit from the insolvency protection specified in the ACS Acts in respect of such assets and hedge contracts. An ACS Issuer may only remove or amend a register entry with the consent of the CAM or the CBI which further safeguards the interests of ACS holders.

Preferential treatment of ACS holders

Once a cover asset has been entered in the cover register, it will remain a cover asset for the benefit of ACS holders and other preferred creditors until the CAM or the CBI has consented to its removal from the cover register and consequently, the cover pool. Cover assets included in a cover pool do not form part of the assets of the ACS Issuer for the purposes of insolvency until such time as the claims of ACS holders and other preferred creditors under the ACS Acts have been satisfied.

If the claims of the ACS holders (and other preferred creditors, including the pool hedge counterparties) are not fully satisfied from the proceeds of the disposal of the cover assets, such parties are, with respect to the unsatisfied part of their claims, to be regarded as unsecured creditors in the insolvency process.

Impact of insolvency proceedings on ACS and hedge contracts

Upon insolvency of an ACS Issuer, all ACS issued remain outstanding and all cover assets hedge contracts will continue to have effect, subject in each case, to the terms and conditions of the documents under which they were created.

The claims of ACS holders on the cover pool are protected by operation of law. Cover assets and hedge contracts that are included in a cover pool are not liable to interference by a bankruptcy custodian or similar person whether by attachment, sequestration or other form of seizure, or to set-off by any persons, that would otherwise be permitted by law so long as claims secured by the insolvency provisions of the ACS Acts remain unsatisfied. ACS holders have recourse to cover assets ahead of all other non-preferred creditors regardless of whether the claims of such other creditors are preferred under any other enactment or any rule of law and whether those claims are secured or unsecured.

The role of the manager and access to liquidity in case of insolvency

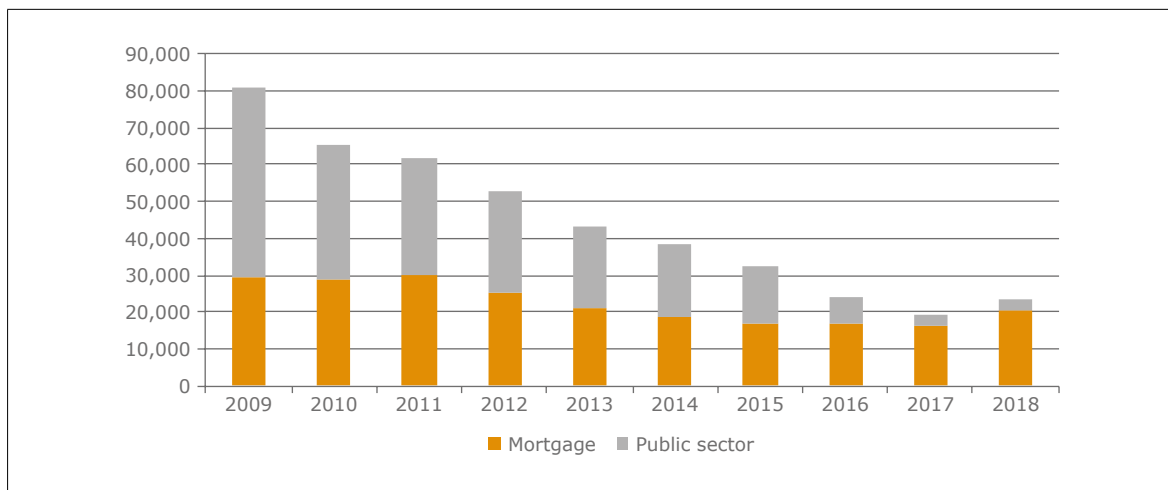
The ACS Acts makes provision for the management of the asset covered securities business of an ACS Issuer upon an ACS Issuer insolvency through the services of the Irish National Treasury Management Agency ("NTMA"). If no suitable manager can be found by the CBI or the NTMA, the NTMA will attempt to locate an appropriate body corporate as a new parent entity for the ACS Issuer. Failing that, the CBI will appoint the NTMA to act as a temporary manager until a suitable manager or new parent entity is found. Upon appointment, a manager will assume control of the cover assets, the asset covered securities business and all related assets of the ACS Issuer. The manager is required to manage the ACS business of the ACS Issuer in the commercial interests of the ACS holders and the pool hedge counterparties. The manager will have such powers as may be designated to it by the CBI under its notice of appointment. It is possible for a manager to obtain a liquidity facility through the use of a hedge contract, such hedge contract if recorded in the cover register would constitute a cover assets hedge contract for the purposes of the ACS Acts and the pool hedge counterparty would rank *pari passu* with ACS holders and any other pool hedge counterparties.

IX. RISK-WEIGHTING AND COMPLIANCE WITH EUROPEAN LEGISLATION

The ACS meet the requirements of Article 52(4) UCITS. The eligibility of cover assets set out in the ACS Acts also match the criteria for the preferential risk-weighting of covered bonds set out in the CRR¹.

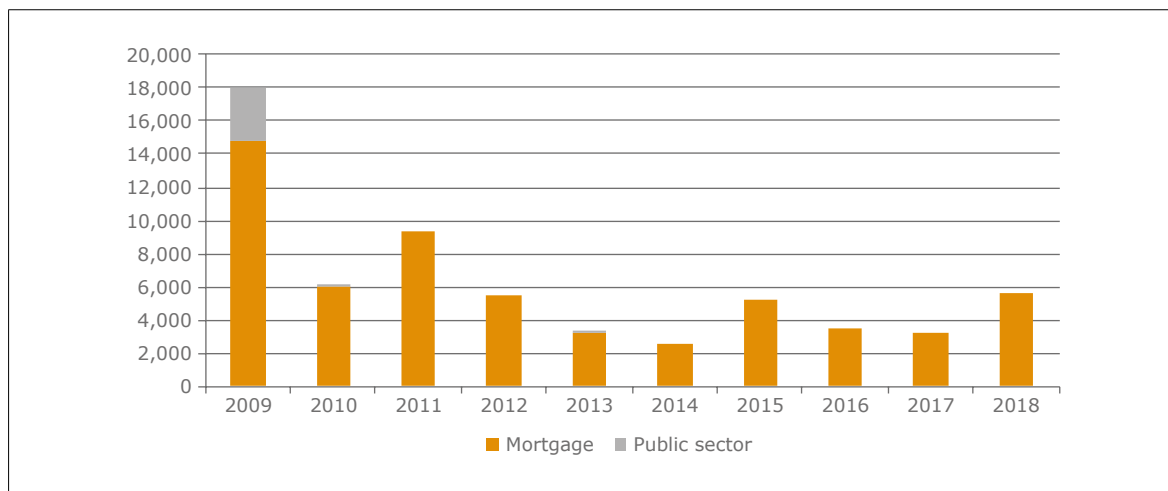
¹ For further information on the UCITS Directive and the Capital Requirements Regulation (CRR) please see: <https://hyppo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: There are five ACS Issuers with outstanding covered bonds – Bank of Ireland Mortgage Bank, DEPFA ACS BANK, EAA Covered Bond Bank plc, AIB Mortgage Bank and EBS Mortgage Finance.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/28/Asset_Covered_Securities_-_ACS.

 **COVERED BOND LABEL:** AIB Mortgage Bank (1 pool), Bank of Ireland Mortgage Bank (1 pool).

3.20 ITALY

By Marco Marino, Italian Banking Association

I. FRAMEWORK

The Italian Legislator enacted a new regulation (Law no. 80/2005) in May 2005, by means of which two specific articles (article 7-*bis* and article 7-*ter*) were inserted into the existing Italian securitisation law (Law no. 130/1999), providing for covered bonds.

The legislator decided to supplement Law no. 130/99 rather than adopt a separate and autonomous law/legal framework, in light of the markets' and international operators' positively assessing Italian securitisation law. They found that the law introduced an established and reliable legal framework (e.g. from a standpoint of "bankruptcy remoteness").

Pursuant to paragraph 5 of the first of the two articles mentioned above, on 14th December 2006, the Ministry of Economy and Finance issued secondary rules in relation to some key issues of the structure. In particular, implementing rules have been enacted with respect to the type of assets eligible for the cover pool, the maximum allowed ratio between transferred assets and issuable securities, the type of guarantee to be provided to bondholders by the SPV.

As for the last procedural step, which formally allows Italian banks to start issuing covered bonds, the Bank of Italy enacted its implementing measures on 17 May 2007, in relation to the requirements to be complied with by issuing banks, the criteria to be adopted to evaluate the cover assets and the relevant formalities to integrate such assets, as well as the formalities to check that the banks are complying with their obligations under the same article 7-*bis*, also through auditors.

Under decree law 18/2016 article 13-*bis*, converted in law in April – law 49/2016 – the Italian legislator has set the compliance for "Obbligazioni Bancarie Collateralizzate" (OBC). This new instrument is a collateralised bond comparable with the European Secured Notes (ESN) for his structure – double recourse instrument – and since the nature of the eligible assets in the cover pool, mainly: SME loans, corporate bonds, aircraft loans and ship loans.

II. STRUCTURE OF THE ISSUE OF COVERED BONDS

Pursuant to the abovementioned article 7-*bis*, the structure of a covered bond transaction is as follows:

1. Bank transfers' eligible assets to a special purpose vehicle (SPV), whose sole corporate purpose is the purchase of such assets and the granting of a guarantee for the issued securities over which bondholders have a senior claim;
2. The SPV purchases the transferred assets by means of a loan granted or guaranteed to it by a bank (not necessarily the same bank transferring the assets);
3. The bank transferring the assets (or another bank) issues covered bonds;
4. The assets purchased by the SPV are applied to satisfy the rights attaching to the covered bonds and the counterparties of derivative agreements entered into for hedging the risks related to the assets, and to pay the costs of the transaction.

According to the Bank of Italy's regulation, covered bonds can be issued by banks with the following prerequisites:

- > Own funds not lower than EUR 250 million;
- > A total capital ratio not lower than 9%.

It is also provided that these requisites must be fulfilled by the transferring banks as well (i.e. cover pool providers) if they are not the issuers.

There are no business restrictions to the issuer's activity, hence there is no special banking principle that needs to be enforced. Bondholders hold a preferential claim on the cover assets and the covered bonds are direct, unconditional obligations of the issuer.

In October of 2018, Bank of Italy's regulation has been amended, in order to allow banking institutions which are not complying with the above capital requirements, to issue covered bond.

In particular, according to the new provisions, the issuing bank that does not meet the above capital requirements may establish a covered bond programme upon notification to the Bank of Italy that gives evidence of several requirements, accompanied by a report from the compliance function. Bank of Italy could deny the authorisation of the covered bond programme.

The new rules anticipate the principles expressed in the proposal for a directive on covered bonds published on 12 March 2018.

III. COVER ASSETS

As provided for by paragraph 1 of Article 7-bis of the securitisation law, the eligible assets as coverage for covered bonds are:

- a) Residential mortgage loans with a maximum LTV of 80% or commercial mortgage loans with a maximum LTV of 60%;
- b) Claims owed by (or guaranteed by) the following entities, up to 10% of the cover pool:
 - > public entities of EEA member countries and Switzerland with a maximum risk-weight of 20%;
 - > public entities of non-EEA member countries with a risk weight of 0%;
 - > other entities of non-EEA member countries with a risk weight of 20%
- c) Notes issued under a securitisation transaction backed (for a minimum of 95%) by the claims under the abovementioned letters a) and b), that qualify for the credit quality step 1 under the Standardised approach. In case the covered bonds are backed by notes issued under a securitisation transaction for more than 10% of the issuance nominal value, the following additional conditions must be fulfilled:
 - > the residential or commercial mortgage loans must have been originated within the banking group of the issuer;
 - > the issuer or an entity consolidated in the same banking group holds the risk underlying the entire junior tranche;
 - > the issuer and the SPV are able to verify, on an ongoing basis, the eligibility and the volumes of the securitised assets and to provide the asset monitor with all the relevant information it may require to perform its controls.

As regards the transferring of such eligible assets to the SPV, the Bank of Italy sets different limits according to the different regulatory capital levels of the issuer (see Figure 1).

> FIGURE 1

Regulatory capital level		Transfer limitations
Class A	Tier 1 ratio \geq 9% and Core Equity Tier 1 ratio \geq 8%	No limitations
Class B	Tier 1 ratio \geq 8% and Core Equity Tier 1 ratio \geq 7%	Eligible assets can be transferred up to 60% of total
Class C	Tier 1 ratio \geq 7% and Core Equity Tier 1 ratio \geq 6%	Eligible assets can be transferred up to 25% of total

As provided for by the secondary legislation enacted by the Italian Ministry of Economy, assets must have at least equal liabilities, both on the nominal and NPV bases, and the revenues arising from cover assets must be sufficient to pay coupons to bondholders and to cover the cost of derivative transactions.

The integration of cover assets can be performed through:

1. The transfer of additional eligible assets to the pool;
2. The opening of deposit accounts at banks located in an EEA member country, or in other countries with a 0% risk-weight;
3. The transfer of banks' own debt securities (with maturity of less than 1 year) to the pool.

It is also provided that integration through assets under points 2 and 3 is allowed only up to 15% of the cover pool's nominal value. With respect to such provisions, the Bank of Italy established that integration is allowed only to:

- > Maintain the ratio of the issued bond to cover assets up to the abovementioned level provided for by the Ministry of Economy;
- > In case of voluntary overcollateralisation, maintain the ratio of the issued bond to cover assets up to the contractually-agreed limit;
- > Respect the abovementioned 15% limit for eligible supplementary assets.

IV. ASSET-LIABILITY MANAGEMENT

In order to allow the SPV to fulfil its obligations, issuing banks are required to adopt proper asset-liability management techniques and to perform specific controls at least every 6 months, to ensure that the proceeds from the cover pool assets are always sufficient to pay the coupons on the covered bonds, and the overall cost of the transaction.

V. COVER POOL MONITOR AND BANKING SUPERVISION

As far as regulatory supervision is concerned, the Bank of Italy sets and monitors, on an ongoing basis, the abovementioned specific eligibility requirements for issuing banks which are stricter than those provided for traditional banking activities. These parameters require, in particular, own funds of at least EUR 250 million and a consolidated total capital ratio of at least 9%. It is also provided that eligible assets may be assigned to the SPV only subject to a series of restrictions, graduated based on the total capital ratio and Tier 1 ratio at the consolidated level.

Although in some European countries the issuance of covered bond is subject to a "licence" granted by the Supervisory Authority upon the fulfilment of specific requirements, the Italian legislator has decided to make a different choice. Rather than introducing a "licence" system, it has defined a series of requirements and limitations to issuance which together can be de facto considered as the objective basis upon which to grant an issuance authorisation. Moreover, it must be considered that such requirements and limitations are in most cases stricter than those required by other regulatory frameworks.

Furthermore, Italian regulation prescribes that the monitoring of the regularity of the transaction and of the integrity of the collateral securing investors must also be performed by an external asset monitor (AM) appointed by the issuer. The AM must be an auditing firm possessing the professional skills required to perform such duties and must be independent from the bank engaging it (e.g. it cannot be the same firm appointed to audit the accounts of the issuing bank) and of any other person participating in the transaction. It has to report at least once a year to the Board of Directors and to the internal audit department of the bank.

Although no specific reporting to the Bank of Italy is prescribed by law, in practice the AM will report to the Supervisor any material anomaly found. It must also be considered that the AM's report is reviewed by the

bank's auditor which reports regularly to the Bank of Italy. Should such report contain negative evaluations, the bank's auditor is obligated to bring the issue to the Bank of Italy's attention.

In general terms, specific control requirements on banks issuing covered bonds find their primary source from EU and national legislation. Additionally, in consideration of the peculiarities of a covered bond transaction, the Bank of Italy assigns to issuers the primary responsibility to evaluate the risk involved in the operations, to arrange a proper control mechanism and to ensure its functioning through the time. In particular, at least every six months and for each operation, issuers have to check: i) the quality of the cover pool; ii) compliance with the predetermined ratio between outstanding covered bonds and cover assets; iii) compliance with transfer limitations and asset integration requirements; iv) the performance of any derivative agreement entered into in order to hedge risks.

As far as information flows are concerned, it is provided that issuing/transferring banks shall acquire, from all the parties involved in the structuring of the covered bonds, information relating to:

- > The possessory titles of the transferred assets (in order to be able to track down each borrower whose loan has been transferred to the SPV);
- > The performance of the transferred assets (in order to monitor the "health" of the cover assets).

This information is necessary to issuing/transferring banks in order to perform both the abovementioned controls in terms of cover pool monitoring and the regulatory reporting (i.e. reporting of defaulted loans to the Bank of Italy's *Centrale dei Rischi*).

VI. TRANSPARENCY

In 2012, the main Italian covered bond (Obbligazioni Bancarie Garantite (OBG)) issuers, coordinated by the Italian Banking Association, worked together to create a transparency template, consistent with the guidelines of the ECBC Label Initiative. The OBG transparency template is available online on the Covered Bond Label website (<https://www.coveredbondlabel.com>) and each participating OBG issuer has published a completed version on its own website.

VII. ASSET SEGREGATION AND IMPACT OF INSOLVENCY PROCEEDINGS ON COVERED BONDS AND DERIVATIVES

As provided for by the secondary legislation enacted by the Italian Ministry of Economy, the guarantee granted by the SPV to the covered bondholders must be irrevocable, first-demand, unconditional and independent from the issuing bank's obligations on the covered bonds. It will be callable upon non-payment and bankruptcy of the issuing bank, and it will be limited to cover pool asset value to ensure bankruptcy remoteness of the SPV.

The SPV is a financial intermediary, registered in the "special list" provided for by article 106 of the Banking Law, and therefore subject to the Bank of Italy's supervision.

Covered bondholders will have the right, represented exclusively by the SPV, to file a claim with the issuing bank for full repayment of the covered bonds. In case of liquidation of the issuing bank, the SPV will be exclusively responsible to make payments to covered bondholders (as well as other counterparties) and will represent covered bondholders in proceedings against the issuing bank.

All the amounts obtained as a result of the liquidation procedure will become part of the cover pool and therefore used to satisfy the rights of covered bondholders. The redemption of the subordinated loan granted by the issuer of the covered bonds to the SPV is junior to any outstanding claims of covered bondholders, swap counterparties and transaction costs.

In case the proceeds obtained as a result of the liquidation procedure are insufficient to meet the obligations to bondholders in full, investors would still have an unsecured claim against the issuer for the shortfall.

VIII. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 (7) of the Capital Requirements Regulation (CRR), also considered that a recent update of Bank of Italy's OBG regulation establishes that the asset monitor must verify, among other things, that the information disclosed to investor as per Article 129 (7) of the CRR are complete, accurate and provided in a timely manner. Italian covered bonds fulfil both the criteria of Article 52(4) UCITS and Article 129(1) CRR.¹ They are also eligible in repo transactions with the Bank of Italy.

The same compliance has been set for the "OBC".

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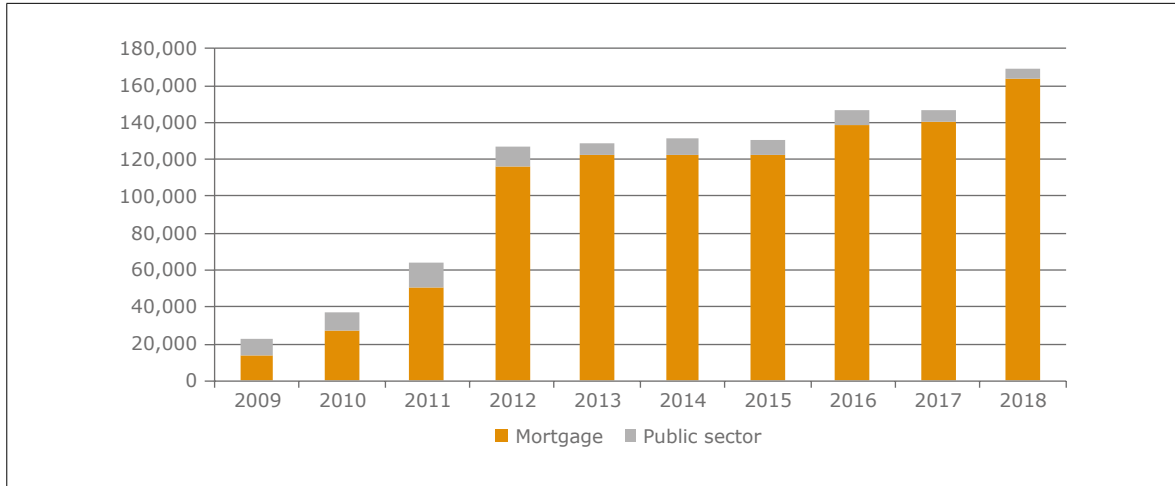
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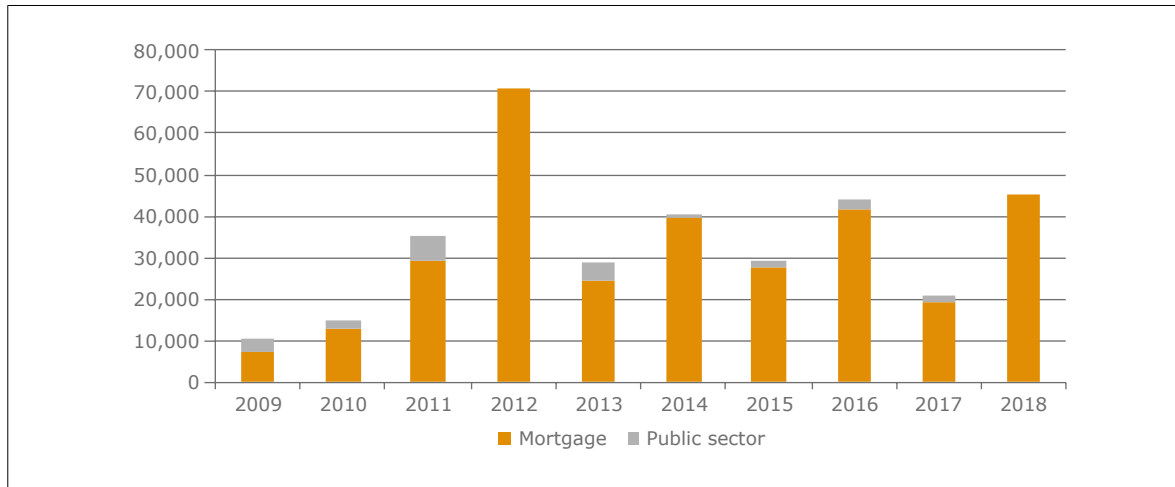
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 2: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Unicredit, Intesa Sanpaolo, Banco BPM, Monte dei Paschi di Siena, Crédit Agricole Cariparma, UBI, Mediobanca, Deutsche Bank, Carige, Bper, Credem, Banca Nazionale del Lavoro.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/31/Obbligazioni_Bancarie_Garantite_-_OBG.



COVERED BOND LABEL: Banca Carige S.p.A. (1 pool), Intesa Sanpaolo S.p.A. (3 pools), UniCredit S.p.A. (2 pools), Crédit Agricole Cariparma S.p.A. (1 pool), BANCO BPM (1 pool).

3.21 JAPAN

By Atsushi Ouchiyaama, SMBC, Elena Bortolotti, Barclays & Chairwoman of the ECBC Rating Agency Approaches Working Group and Eldar Mezbur, Goldman Sachs

I. FRAMEWORK

On the 6th November 2018, Sumitomo Mitsui Banking Corporation (“SMBC”) issued the first ever Japanese covered bond. As of today, Japan does not have a covered bond legal framework hence SMBC relied on Japanese and English contractual law provisions to structure their covered bond programme following the footsteps of the UK, Canada and New Zealand, jurisdictions that issued contractual law covered bonds before a legal framework was introduced and legislative covered bonds were issued.

The Japanese banking industry had tried to establish a covered bond legislation in Japan in the early 2010’s but there was no material progress at that time mainly due to two reasons: (1) demand for covered bonds from issuers was not strong because of ample liquidity in the Japanese Yen market, and (2) achieving dual recourse under the Japanese legal framework was difficult.

A lot has changed since then; Japanese banks have become active in foreign markets and have increased their foreign assets significantly. Accordingly, stability of foreign currency funding has become one of the key business challenges surrounding Japanese banks. Furthermore, a viable structure has been identified which achieves dual recourse under the existing Japanese legal framework (see VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS).

On 28th September 2018, the major Japanese banks jointly submitted an initial request to their regulator to establish a covered bond legislation in Japan, the document was called “*Establishment of Japanese covered bond legislation in order to strengthen stability of foreign currency funding of Japanese banks*”. The Japanese banks would like to encourage the authorities to introduce a covered bond legislation in Japan.

Given the lack of a Japanese Covered Bond Legal framework and the presence to date of only SMBC’s covered bond programme, the analysis of the following sections is based on SMBC’s €20bn Covered Bond Programme.

II. STRUCTURE OF THE ISSUER

In the absence of a covered bond legal framework in Japan, SMBC’s covered bond programme has been established in a way to replicate as closely as possible legislative covered bonds. The Issuer is SMBC acting as the trustee on behalf of a money trust (the “Trust Account”), which is established specifically for the issuance of Covered Bonds and with the scope of holding the cover pool assets. The cover pool assets consist of senior tranches of SMBC self-originated residential mortgage backed securities (RMBS). SMBC acting in its proprietary capacity will be the TRS Counterparty, the Initial Servicer as well as the Initial FX Counterparty (Figure 1).

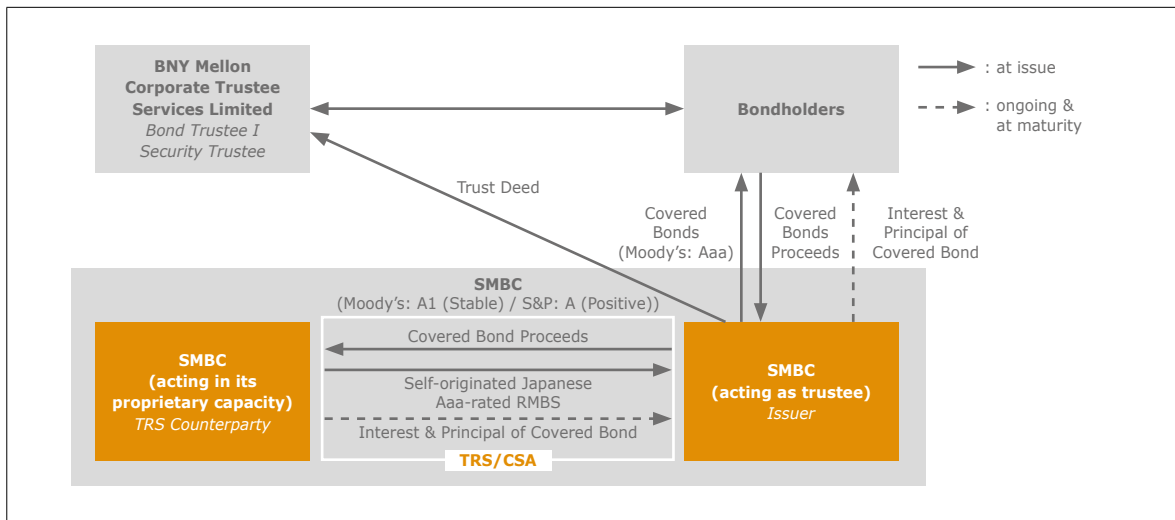
In case of SMBC Proprietary Account’s bankruptcy, pursuant to the Japanese Trust Act, the Trust Account is segregated from SMBC Proprietary Account’s general assets or from any other assets of the Trust within SMBC. The Trust Account bears some similarities to how cover pool assets are ring-fenced on balance sheet in traditional covered bonds, as its assets do not form part of the assets available to SMBC Proprietary Account’s general creditors.

The cover pool assets are transferred from SMBC Proprietary Account to the Issuer, through the use of a total return swap (“TRS”). The Trust Account pays the cash flows generated by the cover pool assets to SMBC Proprietary Account, and SMBC Proprietary Account pays to the Trust Account the covered bonds interest and principal amounts, which are then passed to the covered bondholders.

In case of SMBC Proprietary Account’s bankruptcy, all claims and obligations between the Trust Account and the TRS Counterparty under the TRS are terminated using the close-out netting principle by applying the Japanese Netting Act. Close-out netting reduces the risk that the transfer of cover pool assets is re-characterized as a collateral transaction, and assures the segregation and bankruptcy remoteness of the assets held in the Trust Account.

Dual recourse is achieved by allowing covered bondholders to have recourse to SMBC Proprietary Account’s assets available to general creditors, in addition to exclusive recourse to the assets held in the Trust Account.

FIGURE 1:



Sources: SMBC Covered Bond Programme, Base Prospectus

III. COVER ASSETS

Pursuant to SMBC’s Base Prospectus, eligible cover pool assets are senior RMBS tranches (Aaa-rated or Aa-rated with a 20% haircut) backed by residential loans originated by SMBC. Japanese Government Bonds are eligible as substitution assets but with a self-imposed cap of up to 10% of the cover pool. Cash can also be used as CSA collateral.

SMBC was not able to transfer residential loans directly to the Trust Account, as they needed to rely on the close-out netting principle to apply the Netting Act under the TRS to guarantee segregation and bankruptcy remoteness of the Trust Account. One of the benefits of using RMBS as cover pool assets is the ability to conduct a daily mark-to-market valuations of the cover pool. It is worth highlighting that if necessary, the selling agent has the option to sell the RMBS or to unwind the relevant RMBS securities to sell the underlying residential loans to find the highest bidder for such assets.

The TRS Default Event (i.e. SMBC Proprietary Account’s Bankruptcy) triggers the liquidation of the cover pool assets and the start of the Realisation Period. All series of covered bonds will be simultaneously redeemed on the Realisation Redemption Date or upon an Issuer Event of Default regardless of their scheduled maturities.

IV. VALUATION AND LTV CRITERIA

Pursuant to the Base Prospectus, the RMBS are subject to haircuts depending on their rating, a further haircut is applied on the value attributed to the cover assets to the extent that the property value underlying the portfolio of RMBS do not meet an 80% LTV test (adjustment by the Adjusted LTV Limit Factor).

The Adjusted LTV Limit Factor is the factor which limits the LTV of the underlying assets in the portfolio of RMBS to a maximum of 80%. As a result, the value of RMBS to be taken into account for the Asset Coverage Test ("ACT") calculation is also limited accordingly.

V. ASSET - LIABILITY MANAGEMENT

SMBC's covered bond programme features an ACT, an Interest & Expenses Reserve and appropriate FX mitigants.

Asset Coverage Test: the Issuer is required to hold issuer assets in respect of all covered bonds sufficient to meet the ACT which is calculated on a daily basis. In the event that the aggregate market related value of the issuer assets excluding cash in any reserve funds has fallen below the minimum OC percentage of 25%, the TRS counterparty shall, pursuant to the terms of the CSA, be required to post an amount of CSA collateral with a value at least equal to such shortfall amount. Calculations for the ACT are checked on a quarterly basis by the Asset Monitor. A breach of the ACT will trigger a TRS Default Event.

Interest & Expenses Reserve: this reserve will be replenished upon SMBC's downgrade below A3. The reserve will cover 9 months of interest on all covered bonds outstanding and senior expenses.

FX Mitigants: any FX risk is managed through the ACT and daily TRS collateral posting until a TRS Default Event. Following a TRS Default Event any FX risk on principal (and unpaid interest or accrued interest, if any) will be hedged through a Contingent FX Forward transaction with an eligible third-party up to the Realisation Period End Date.

VI. TRANSPARENCY

The Issuer has committed to publishing a quarterly investor report. The report includes selected information on the underlying cover pool as well as confirming compliance with the ACT. Please find below a list of cover pool characteristics which are disclosed in the SMBC investor report:

- > Property type information
- > Number of mortgage loans comprising RMBS
- > Concentration risks (10 largest exposures vs Residential loans)
- > Breakdown by domestic regions
- > Breakdown by interest rate
- > Breakdown by repayment type
- > Loan seasoning
- > Non-Performing Loans (NPLs)
- > Loan size information
- > Unindexed LTV information
- > Indexed LTV information based on the quarterly publication of monthly property price indices by the ministry of land, infrastructure, transport and tourism.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

An independent third-party accounting firm has been selected to act as Asset Monitor. The Asset Monitor will check and report to the transaction parties, on a quarterly basis, on the compliance or non-compliance of the ACT and the maintenance of sufficient funds in the Reserve Fund.

SMBC is a regulated banking entity in Japan supervised by the Japanese FSA.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Following an SMBC Proprietary Account bankruptcy, the assets held by SMBC's Trust Account are not subject to recourse by (1) SMBC Proprietary Account's general creditors and (2) creditors of other trusts of SMBC, and do not form part of the bankruptcy estate of SMBC Proprietary Account or other trusts under the Japanese Trust Act. The use of the Japanese Trust Act and the Netting Act (as described above) allows the structure to achieve cover pool asset segregation and bankruptcy remoteness of the cover pool.

Following a TRS Default Event (defined as failure to pay under the TRS, credit support default including breach of the ACT, bankruptcy of SMBC, SMBC's merger without assumption) a TRS Default Event notice will be served and the Realisation Period will begin. All outstanding covered bonds regardless of their scheduled maturity will be repaid shortly after the Realisation Period End Date. During the Realisation Period interest on the covered bonds will continue to be paid by drawing on the interest & expense reserve. Furthermore, the Selling Agent will take necessary steps to sell the cover pool; all proceeds from the sale will be used to repay the covered bond holders. Should the proceeds from the sale of the cover pool not be sufficient to repay the covered bond holders in full, the covered bond holders will have recourse to SMBC Proprietary Account general bankruptcy estate.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

SMBC's covered bonds are neither Article 52(4) UCITS compliant nor Art 129 CRR compliant since Japan is not a Member State of the European Union (EU). Furthermore, the covered bonds do not benefit from preferential risk-weighting for regulatory capital purpose under EU rules due to the lack of a Japanese covered bond legal framework.

X. ADDITIONAL INFORMATION

Index Eligibility

SMBC's covered bonds are eligible as "covered bonds" for the purposes of the Bloomberg Barclays Covered Bond Index and Markit iBoxx Index.

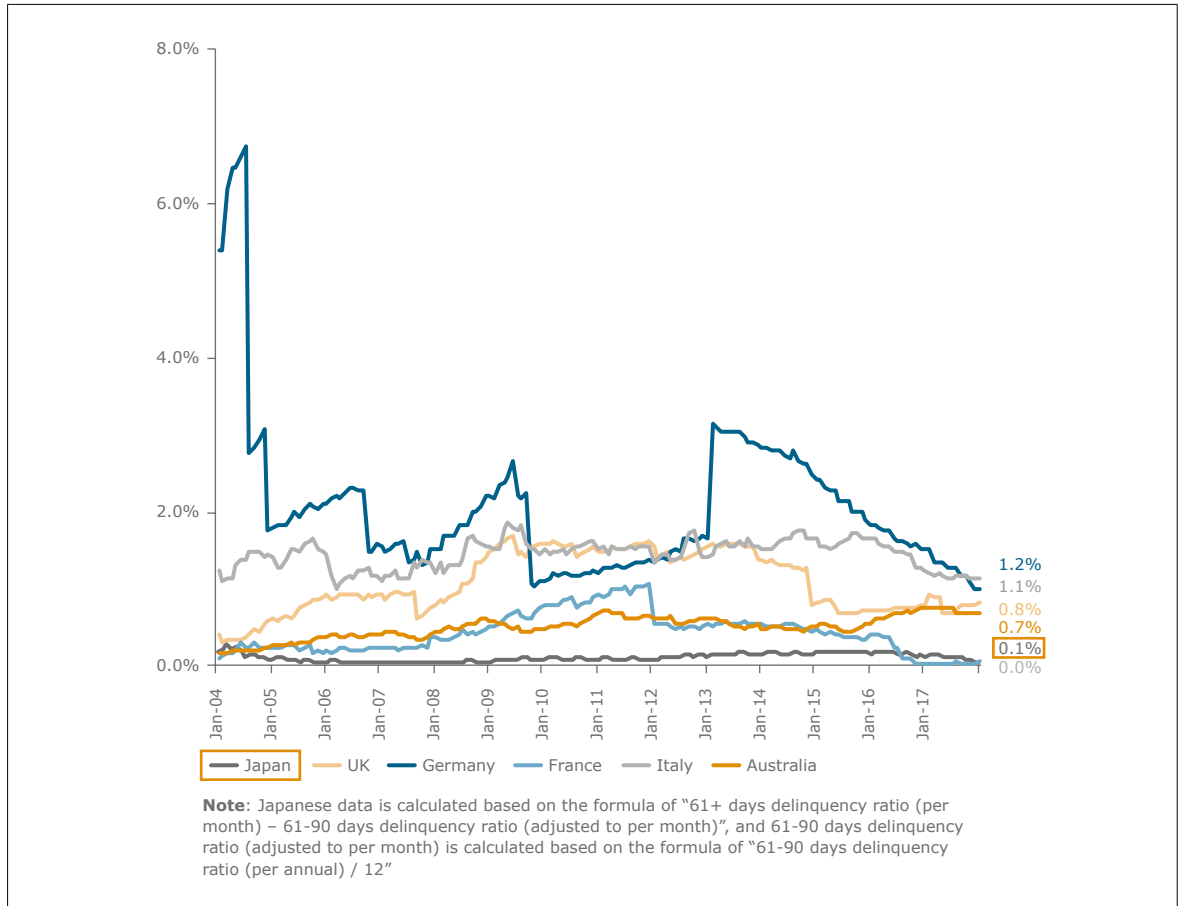
Market Overview and Covered Bond Performance

Our analysis will focus on SMBC's inaugural covered bond issuance, as this is the only Japanese covered bond which has a decent period of historical performance data and it represents the entire Japanese covered bond market.

Considering the quality and robustness of the structure, explained in previous paragraphs, as well as the healthy and stable Japanese residential mortgage market, which has consistently shown low delinquency ratios of ~0.1% since early 00's, including the financial crisis of 2008-9 and the natural disaster (*Tohoku earthquake*) witnessed in March of 2011. (Figure 2)

With this in mind it was not surprising to see that after the inaugural issuance, SMBC's Japanese covered bond was one of the best performing covered bonds as we entered into a 'shaky' market environment towards the end of 2018. Fears of fund outflows and concerns that central banks would be hiking rates in face of limited growth ultimately led investors to look closely into underlying fundamentals, quality of structures and underlying collateral. Flight to quality was evident for all market participants to observe as SMBC's inaugural covered bond performed on average 10bps better than its peers.

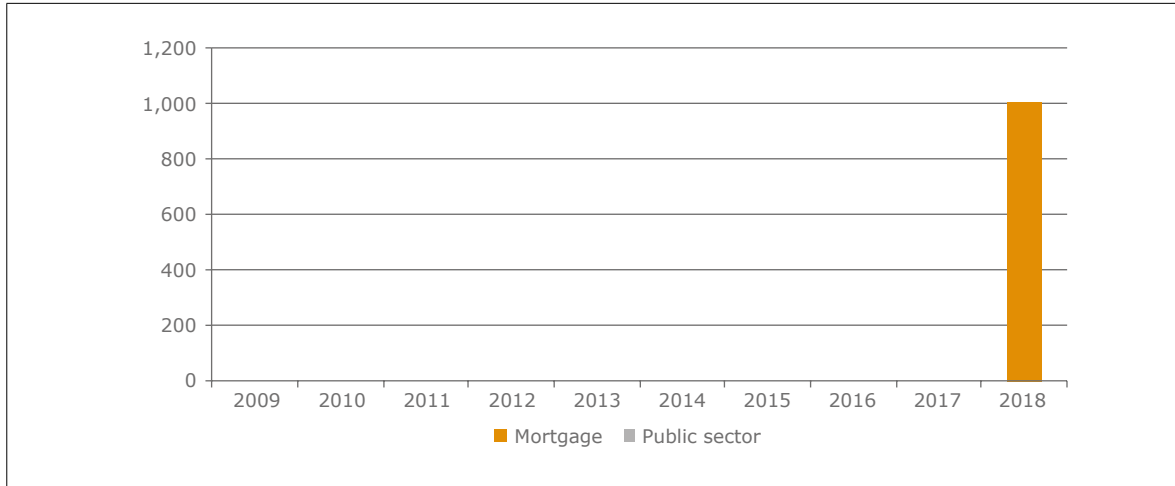
FIGURE 2: RMBS 90+ Days DELINQUENCY



Sources: Moody's

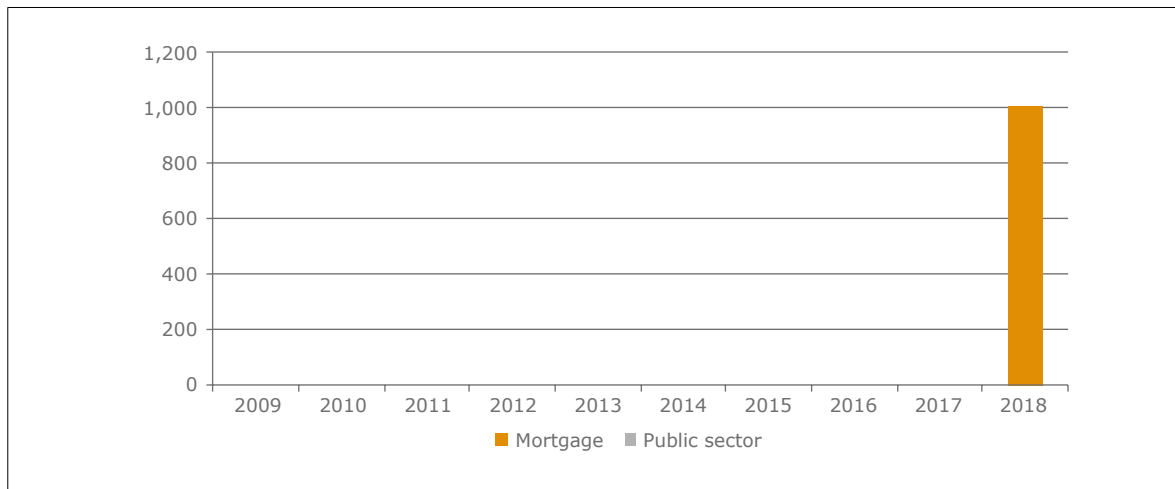
It is also worth noting that SMBC successfully issued its second covered bond in June 2019. We believe this represents another remarkable trade given they were successful in placing a dual currency covered bond offering both in EUR and USD at a very competitive price. The USD tranche was USD1bn in size which evidences the depth of USD covered bond market. USD covered bond issuances could also appeal to other Japanese banks who are keen to have cheaper and more stable USD funding sources.

> FIGURE 3: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 4: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuer: Sumitomo Mitsui Banking Corporation (SMBC).

3.22 LATVIA

By Kaspars Gibeiko

Updated by: Santa Rubīna, Inese Heinacka, Sorainen, Richard Kemmish, consultant and Jacek Kubas, EBRD

I. FRAMEWORK

In Latvia, the current legal basis for covered bond issuance is the Law on Mortgage Bonds (HKZL – Hipotekāro ķīlu zīmju likums) from 10 September 1998 and subsequent amendments to the HKZL. The insolvency and bankruptcy procedure are captured both by the HKZL (Section 4) and the Law on Credit Institutions (Articles 56.¹, 139¹ and 161).

HKZL has several shortcomings. First, it provides legal framework for issuing bonds based only on mortgage loans or loans secured by government guarantees (please see below section III). Thus, HKZL is relatively narrow in scope, considering the broader scope of assets, which could be used to back covered bonds according to Article 129 of the Capital Requirements Regulation (CRR). Second, in practice only a few covered bond issues have taken place in Latvia. Finally, taking into account the covered bond directive and amendments to the CRR, HKZL is outdated.

Due to these reasons, and also with the purpose of creating a Pan-Baltic (common Latvian-Lithuanian-Estonian) covered bond market, the Latvian Ministry of Finance, with the technical assistance from the European Bank for Reconstruction and Development (EBRD) and with the support of European Commission, has commenced a legal reform establishing a new, improved covered bond regulation (New Law). The New Law can be expected to be compatible with the mentioned Covered Bond Directive and amended CRR and furthermore will allow assets from Lithuania and Estonia to also be included in cover pools backing the bonds. The New Law is currently in drafting stage and is not yet publicly available. Thus, the further sections describe HKZL and other regulations currently in force, but do not cover the New Law.

II. STRUCTURE OF THE ISSUER

There is no specialised banking principle in Latvia. As a result, every registered bank can issue mortgage-backed covered bonds. The minimum requirements a bank must fulfil in order to issue mortgage bonds are as follows:

- > Tier1 and Tier2 capital should be not less than stated in the Law on Credit Institutions;
- > Provision of the banking services specified in Article 1, Clause 4 of the Law on Credit Institutions without any restrictions imposed by the Financial and Capital Market Commission (FCMC);
- > Submission of rules approved by the bank's supervisory board regarding the valuation of the real estate to be mortgaged and the management of the mortgage bond cover register to the FCMC.

The issuer holds the cover assets on his balance sheet and the cover assets are not transferred to a different legal entity. All obligations from mortgage bonds are obligations of the issuing bank, as a whole, to be paid from all the cover assets of the issuer. In the case of insolvency, the cover pool is segregated by law from the general insolvency estate and is reserved for the claims of the mortgage bond holders.

The HKZL does not prescribe the issuing bank to have separate employees to manage the cover pool, but it prescribes that the cover assets are managed separately from other assets of the issuer. Therefore, if employees of the bank are involved both in the management of the cover assets and the management of non-cover assets, separation of the duties and responsibilities should be clearly stipulated in the bank's by laws and internal procedures. There are also no specific requirements regarding the outsourcing of the management of cover assets in the Latvian Covered Bond Legislation.

¹ Please note that due to no legislative changes at national level, this article on substance is the same as the one published last year. We have added information on the contemplated legislative changes and reasoning for it.

III. COVER ASSETS

Cover assets can be eligible mortgage loans or loans secured by either guarantees of the Latvian Government or guarantees of the local governments.

Up to 20% of the nominal volume of outstanding mortgage bonds and interest expenses (substitute cover) may consist of:

- > cash;
- > balances with the central banks of the EU member states; and
- > securities issued and guaranteed by the EU member state governments up to 95% of their market value whilst not exceeding the face value of these securities or securities issued by the EU member state's financial institution and traded on the EU regulated securities market up to 95% of their market value whilst not exceeding the face value of these securities.

The eligible mortgage assets are restricted in geographical scope to the extent that a property that secures a mortgage loan should be registered with the EU member state's property register. This means that only properties which are registered in the EU member state can be used as collateral for mortgage loans included in the cover pool. The loans secured by Latvian sovereign and sub-sovereign guarantees are not restricted by geographical scope, but they are restricted by loan purpose; loans which finance public and infrastructure projects are eligible.

Derivatives are eligible for cover pool inclusion for the purpose of mitigating currency – and interest rate risk. The volume of derivatives is not limited, and the general documentation used is the standard for derivatives.

IV. VALUATION AND LTV CRITERIA

Property valuation is regulated in Article 15 of the HKZL. Property valuation is carried out according to the international valuation standards. The basis for property valuation is market value. Professionals responsible for the determination of the market value of a property must be in possession of a relevant professional qualification. In addition to that, Article 15.¹ stipulates that the market value of property registered in the EU Member State is determined by the persons who have received professional, real estate valuation, licence according to the legislation of particular EU member state.

The issuer is responsible for the monitoring of the property value. The frequency of monitoring is not defined by the HKZL, but as in practice no mortgage bonds are issued, then there are currently no effective regulations of the FCMC addressing the reporting.

Article 14 of the HKZL stipulates that a mortgage loan together with debts previously registered with the national property register may not exceed 75% of the market value of residential property and 60% of the market value of other type of property.

V. ASSET – LIABILITY MANAGEMENT

Article 9 of the HKZL stipulates the following requirements to the asset-liability management of the cover pool:

- > The total volume of the cover assets must be larger than the total volume of outstanding mortgage bonds at their face value by at least 10% of the risk weighted value of the cover assets, where risk weighted value of the cover assets is calculated based on specific weights of each type of the cover assets;
- > The currency of the cover assets and that of the outstanding mortgage bonds may differ only if the issuer has taken all the necessary measures to prevent the currency risk in the cover pool;
- > The total interest income from the cover assets must exceed the total interest expenses on outstanding mortgage bonds;

¹ Please note that due to no legislative changes at national level, this article on substance is the same as the one published last year. We have added information on the contemplated legislative changes and reasoning for it.

- > The cash-flows from the outstanding mortgage bonds (in accordance with the mortgage prospectus) must always be covered by the cash-flows from the cover assets in terms of volumes and maturities.
- > The issuer of the covered bonds has to prepare a report on the cash-flow mismatches and submit it to the FCMC on a semi-annual basis.

The latest amendment to the HKZL stipulates that the issuer should separate loans secured by a mortgage and loans secured by central or municipal governments. This requirement was introduced in order to separate mortgage bonds and public sector bonds.

VI. TRANSPARENCY

The National Transparency Template, as understood under the guidelines of the ECBC's Covered Bond Label Initiative, has not been established by the HKZL. We anticipate that the New Law will require a high standard of disclosure in line with the Covered Bond Label.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Latvian covered bond legislation does not require the appointment of a special entity to monitor the cover pool. Instead, the cover pool is managed by the issuing bank and it is the issuing bank's responsibility to set up a system to ensure that the cover pool is managed properly.

The FCMC supervises cover pools. It inspects cover pool (quality and eligibility of the cover assets, quality of the asset-liability management) during regular banking supervisory audits which are carried out on average every two years.

The FCMC has the right to suspend the issue of mortgage bonds under the following circumstances:

- > The issuing bank does not comply with the conditions laid down in the Law on Mortgage Bonds;
- > The issuer does not ensure that the redemption and interest payments on outstanding mortgage bonds are always covered by the principal and interest payments of the cover assets of a higher value;
- > By-laws on the valuation of properties securing the mortgage assets and by-laws on the management of cover pool submitted to the FCMC are not followed.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

A cover register facilitates the identification of the cover assets, because all the cover assets, including substitute cover as well as derivatives, are recorded in the cover register. The type and scope of the information recorded regarding the cover assets in the cover register are determined by FCMC regulations.

The legal effect of registration is the fact that in the case of insolvency of the issuer, the assets which form part of the separate legal estate can be identified and all assets recorded in the cover register qualify as part of this separate legal estate.

Asset segregation

A cover pool is a part of the general estate of the issuing bank as long as the issuer is solvent. If the insolvency proceedings are opened, by operation of law, the assets recorded in the cover register are excluded from the insolvency estate of the issuer. Those assets will not be affected by the opening of the insolvency proceedings. After the opening of the insolvency proceedings of the issuer, a special cover pool manager is appointed by the court to manage the cover assets. If the assets are not sufficient, then insolvency process of cover pool is commenced and administrator is appointed by court to carry out the insolvency proceedings of the cover pool.

After the opening of the insolvency proceedings, a special cover pool administrator initiated by the FCMC and appointed by court carries out the administration of the cover assets.

Impact of insolvency proceedings on covered bonds and derivatives

Covered bonds do not automatically accelerate when the issuing institution becomes insolvent, but will be repaid at the time of their contractual maturity. The same applies to derivatives which are registered in the cover register and form part of the cover pool.

Preferential treatment of covered bond holders

Covered bond holders enjoy a preferential treatment as the HKZL and the Law on Credit Institutions stipulates the segregation of the cover assets in a case of the insolvency of the issuing bank. According to Article 139 of the Law on Credit Institutions, mortgage bond holders have the first access rights to the cash flows generated by the assets recorded in the cover register.

In the case of insolvency of the issuer, it is forbidden to modify the content of the cover register and all cash flows from the cover assets must be accrued within it. According to reasonable interpretation of the law as long as there is sufficient cover, a moratorium on the insolvency's estate cannot delay the cash flows from the cover assets and, therefore, endanger the timely payment of Covered bond holders.

Only in the case of over-indebtedness or insolvency of the cover assets shall the FCMC file an application to court regarding the insolvency of the cover pool (Article 26 of the HKZL). Insolvency of the cover pool is the only catalyst which could trigger acceleration of covered bond.

Access to liquidity in case of insolvency

With the appointment of the cover pool manager, the right to manage the cover assets is transferred to him by law. Thus, the cover pool manager has first access to the cover assets and collects the cash flows according to their contractual maturity.

The cash-flows from the cover assets may only be used for the following purposes and the use of assets in any other manner is inadmissible:

- > Disbursements to mortgage bond holders if the term for interest payments or mortgage bond redemption has become due;
- > Purchase of mortgage bonds issued by the issuer itself with their subsequent redemption in the public securities market at a price not exceeding the face value of the mortgage bonds if the remaining cover assets are sufficient to cover outstanding mortgage bonds;
- > Payments under derivatives' agreements concluded on the cover asset risk mitigation, provided that the contracting parties have met the conditions of such agreements.

The cover pool manager is permitted, in case of the insolvency of the issuer, to exceed the substitute cover limit.

No specific regulation exists with respect to the insolvency remoteness of voluntary overcollateralisation.

The cover pool manager may carry out legal transactions in respect of the cover pools in so far as this is necessary for an orderly settlement of the cover pool and for the full and timely satisfaction of the cover pool's creditors.

Sale and transfer of mortgage assets to other issuers

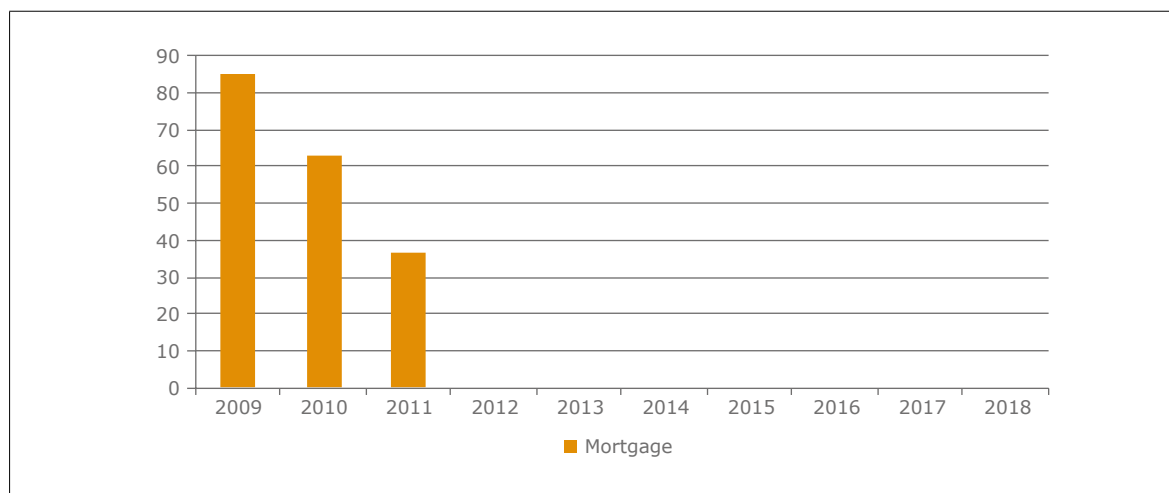
The HKZL and the Law on Credit Institutions provide that the cover assets in a case of insolvency of issuer are transferred to another bank chosen by the FCMC. The bank to which the cover assets are transferred, also takes responsibility for all the obligations arising from outstanding mortgage bonds.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation, when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the CRR. Latvian mortgage bonds comply with the requirements of Article 52(4) UCITS Directive as well as with those of Article 129 CRR.² The current risk-weight applied to mortgage bonds in Latvia is 20%.

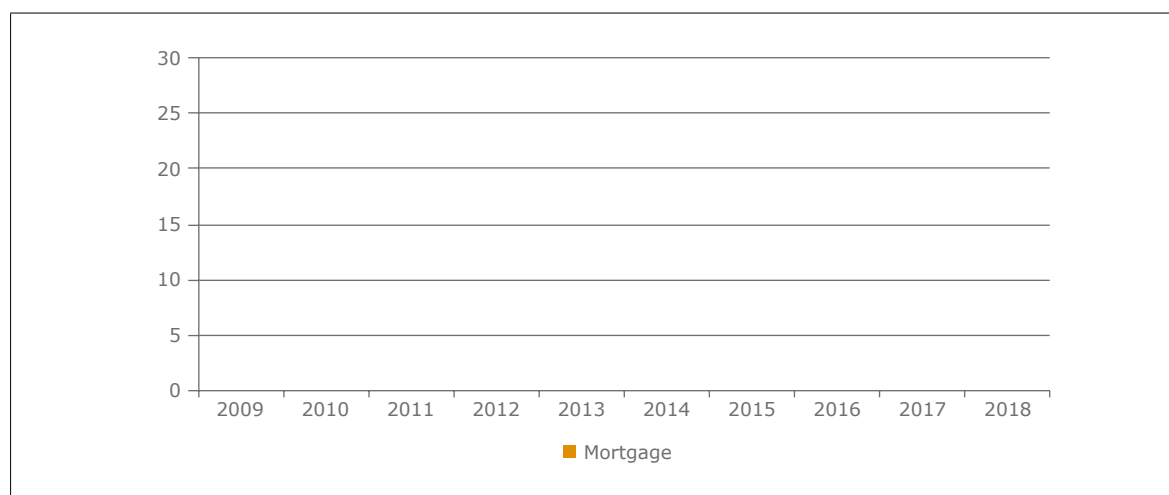
Latvian investment legislation allows mutual funds to invest up to 25% of their assets in mortgage bonds and pension funds – up to 10% of their assets.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

² Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

3.23 LITHUANIA

By Dr Tomas Kontautas and Dalia Augaitė, law firm Sorainen

I. FRAMEWORK

The Lithuanian Ministry of Finance, with the technical assistance of the European Bank for Reconstruction and Development (EBRD) and with the support of the European Commission, has initiated a legal reform to establish new securitisation and improved covered bond regulation. As a result, the Introduction of a Covered Bond and Securitisation Legal and Regulatory Framework in Lithuania was published in 2017, followed by the drafting of the Law on Securitisation and Covered Bonds (the Draft Law) presented for public discussion on 18 July 2018.

In addition, in November 2017, the Ministries of Finance of Lithuania, Latvia, and Estonia signed a Memorandum of Understanding with a view to creating a pan-Baltic covered bond framework to enable the local banks to combine the assets from one, two or all three Baltic States under one issue (programme). It would be the first time in the covered bond market that laws of different jurisdictions are aligned and a regional covered bond could be issued with underlying assets from three countries. Therefore, the Lithuanian law governing the pan-Baltic covered bond regime is expected to be in place in 2020.

II. STRUCTURE OF THE ISSUER

Covered bonds can be issued by an authorised credit institution. However, the credit institution has to obtain an additional authorisation from the Bank of Lithuania which is the Lithuanian financial supervisory authority (the Lithuanian FSA). A prospective issuer applying for the authorisation has to prove that it will comply with the requirements imposed upon the issuers by this law. For example, a prospective issuer is required to have technology and systems, control mechanisms and a risk management system necessary for the administration of the cover pool. Moreover, it has to have a contingency plan.

Lithuania has chosen and adopted the SPV model for covered bonds. As a result, the assets included in the cover pool are transferred to an SPV under the true sale principle and the investors are granted the *dual recourse* right. Therefore, the credit institution, as the issuer, has a direct responsibility for redemption, but the cover pool is *ring-fenced* in the SPV and the issuer's creditors do not have any claim rights against it.

The day-to-day supervision of covered bond programmes shall be undertaken by a cover pool monitor. Specifically, the cover pool monitor will inspect the compliance of the issuer with the requirements of the Draft Law, in particular whether the asset pool is, during the whole period of validity of the regulated covered bond, capable of covering claims attaching to the bond and sums required for the maintenance, administration and winding up of the asset pool (operational expenses) and for the transfer of the asset pool to a third-party servicer; whether the cover pool is of sufficient quality to give investors the confidence that in the event of the failure of the issuer there will be a low risk of default in the timely payment by the covered bond entity of claims attaching to the bond; whether the eligible property in the cover pool of a single asset class bond consists only of eligible property of the same class as the eligible property included in the asset pool of the regulated covered bond when registered and/or liquid assets and/or derivatives, etc.

III. COVER POOL

Cover assets shall mean an "asset pool" comprised of the following:

- (1) primary cover assets:
 - a. public sector assets indicated in Article 129(1)(a) and (b) of the Capital Requirements Regulation (CRR), except for exposures that are eligible for credit quality category 2 as referred to in part (b) thereof;
 - b. residential mortgage assets – loans covered by non-commercial real estate as provided for in Article 129(1)(d)(i),(e) of the CRR;

- c. commercial mortgage assets – loans covered by commercial real estate as provided for in Article 129(1)(f)(i) of the CRR;
- d. loans covered by liens on ships as provided for in Article 129(1)(g) of the CRR;
- e. other high-quality assets classified as eligible assets by the Lithuanian FSA in accordance with Article 129 of the CRR.

(2) cash from the assets that are part of the asset pool;

(3) eligible derivatives (for hedging purposes only);

(4) liquid debt securities issued by an EEA country, regional government or local authority of an EEA country.

Nevertheless, only the performing credits may be included in the cover pool as primary cover assets. The statutory over-collateralisation level should be no less than 5% of the total principal amounts outstanding in relation to the bonds which the asset pool relates to.

It should be emphasised that if the issuer would like to label the covered bond issue as a *mortgage covered bond*, the primary cover asset must consist of residential mortgage assets only, i.e. the issuer's claims that arise from credits granted to natural persons against a mortgage of residential property situated in the territory of a European Economic Area (hereinafter EEA) country.

IV. VALUATION AND LTV CRITERIA

The Draft Law provides that the LTV criteria for the property given as collateral for the credits linked to the real estate assets of the issuer must abide by the following maximum percentages: residential mortgages – 70% of the value of property valuation and commercial mortgages – 60% of the value of property valuation.

Market value indexation should be performed at least once a year, i.e. the loan-to-asset value ratio should be adjusted on an annual basis, unless higher indexation is provided in the covered bond programme or more frequent indexation is required by the cover pool monitor or the Lithuanian FSA.

The Draft Law entitles the Lithuanian FSA to elaborate on the criteria for assessing the eligibility of loans to be included in the cover pool and for the valuation of the underlying assets.

V. ASSET AND LIABILITY MANAGEMENT

The issuer has an obligation to perform a stress test on the covered bond portfolio and assess the impact of the main risk factors to which the asset portfolio is exposed in relation to the sufficiency requirement. The stress test should cover at least the interest rate, currency, credit, liquidity, set-off, commingling risks and other risks as indicated by the Lithuanian FSA. When carrying out the stress tests, the relevant risk-mitigating factors such as derivative contracts and other agreements entered into for the purpose of risk mitigation must be taken into account. Stress testing must be done at least once a quarter.

Such stress tests must be carried out by the issuer according to its own approved methodology based on consistent, documented and verifiable criteria, assumptions and procedures. The managers of the issuer are responsible for ensuring the performance of stress tests. The Draft Law grants the Lithuanian FSA the right to establish more detailed requirements for the procedure and methodology of stress testing of covered bond portfolios. Regarding the liquidity requirement, the cover pool must contain liquid assets in an amount equivalent to the issuer's related commitments secured by the cover pool and falling due in the next 180 days.

VI. TRANSPARENCY

In addition to the disclosure obligation arising from other legislation, an issuer must disclose information about covered bond portfolios on a quarterly basis. The following information is required to be disclosed to the holders of regulated covered bonds:

- (1) information on the credit, market, currency, interest and liquidity risks associated with the cover assets and the covered bonds;
- (2) the total nominal value of the outstanding covered bonds;
- (3) the total value and composition of the cover assets and the geographical distribution of the cover assets;
- (4) the ratio between the total value of the cover assets and the total nominal value of the outstanding covered bonds, over-collateralisation, including voluntary over-collateralisation;
- (5) information about a liquidity buffer;
- (6) information on the structure of the covered bonds, including the maturity profile of both the cover assets and the outstanding covered bonds;
- (7) the methodology used to calculate LTVs for mortgage assets;
- (8) the percentage of the cover assets with payments past due by more than ninety days;
- (9) information on the counterparties and the SPV;
- (10) other relevant information for the investor, as established by the Lithuanian FSA.

The information stated in the first paragraph is to be provided in sufficient detail to enable the regulated covered bond holders to carry out an adequate risk analysis.

The Lithuanian FSA may establish more specific disclosure requirements, including approval of their standardised formats.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The cover assets owned by the SPV must be supervised by a cover pool monitor. The issuer of the covered bond appoints and dismisses the cover pool monitor. The cover pool monitor may not be a person who was an external auditor of the issuer within the previous three years.

The cover pool monitor must perform the following functions:

- (1) inspect the compliance of the asset pool with the requirements set out in the Draft Law (for example, the existence of a sufficient cover pool and its compliance with the requirements, as well as the accuracy of the records kept in relation to each asset in the asset pool);
- (2) inspect the compliance of the issuer with the requirements related to derivatives, stress testing, liquidity buffers and transparency;
- (3) prepare a report in accordance with the guidance issued by the Lithuanian FSA on the quality of the assets in the cover pool;
- (4) perform other instructions of the Lithuanian FSA.

The cover pool monitor must submit the report to the SPV, the issuer, and the Lithuanian FSA. In addition, the cover pool monitor must immediately inform the management of the SPV, the issuer, the Lithuanian FSA and, as the case may be, the representative of the investors about any irregularities and inaccuracies discovered during the performance of the cover pool monitor's duties.

VIII. SEGREGATION OF THE COVER POOL AND BANKRUPTCY REMOTENESS OF COVERED BONDS

As pointed out above, Lithuania has chosen and adopted the SPV model for covered bonds. As a result, the assets included in the cover pool are transferred to an SPV under the *true sale* principle and the cover pool is *ring fenced* in the SPV, and therefore the issuer's creditors do not have any claim rights against the cover pool. Moreover, the Draft Law imposes the obligation to ensure that the SPV is independent from the issuer and is not consolidated with the issuer upon its insolvency.

In the event that the issuer is declared insolvent, the cover pool will be considered to be separated from the other assets of the issuer under the Draft Law and will not be part of the issuer's insolvency estate. Upon the issuer's insolvency, the Lithuanian FSA must appoint a special administrator to take over the management of the cover pool and covered bond programme. The special administrator must manage covered bond portfolios with the necessary diligence and in a manner ensuring that the liabilities arising from the covered bonds and from the derivative instruments are met in the best possible way.

Covered bond holders enjoy preferential treatment as the Draft Law stipulates the *ring fencing* of the cover assets in the case of the issuer's insolvency. Bond holders have the first access rights to the cash flows generated by the assets included in the cover pool, and it is forbidden to challenge the asset transfer to the cover pool.

IX. COMPLIANCE WITH EUROPEAN LEGISLATION

The Draft Law is in compliance with the following European legislation that sets out requirements regarding covered bonds:

- (1) Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS);
- (2) Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012;
- (3) Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council Text with EEA relevance.

3.24 LUXEMBOURG

By Matthias Melms, NORD/LB and Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group

I. FRAMEWORK

The issuance of Lettres de Gage is regulated by Articles 12-1 to 12-12 of the Financial Sector Act of 5 April 1993 (the Financial Sector Act). These articles were introduced by the Act of 21 November 1997 for banks issuing mortgage bonds and amended by the Act of 22 June 2000, by the Act of 24 October 2008, by the Act of 27 June 2013 and by the Act of 21 June 2018. The Lettres de Gage regulations are supplemented by the *Commission de Surveillance du Secteur Financier* (CSSF) Circular 01/42 which lays down the rules for the appraisal of real estate and Circulars 18/705-707. The CSSF is the supervisory authority in Luxembourg.

The amendments introduced in June 2013 included: (i) a broadening of the geographical scope to assets acquired globally but with certain rating requirements for countries outside the European Union (EU), the European Economic Area (EEA) and the Organisation for Economic Co-operation and Development (OECD); (ii) the introduction of Lettres de Gage Mutuelles which are backed by a system of institutional guarantee; (iii) change of the rating requirements of eligible securitisations which now refer to the list of rating agencies established by the European Securities and Markets Authority (ESMA) rather than S&P, Moody's and Fitch; (iv) an explicit definition of public enterprise; (v) a clarification that the cover assets have to be the property of the bank and (vi) a legal obligation for the issuers to publish information on the cover pools, the Lettres de Gage and the issuers.

The bankruptcy regulations have also been completely revised. If the court declares open one of the procedures provided for in the law on the financial sector, i.e. suspension of payments or compulsory liquidation, this decision entails the separation of the bank into the cover pools and additional activities. The cover pools with their corresponding bonds and their corresponding reserve with the central bank continue as proprietary compartments of a mortgage bank with limited activity. This bank still holds a banking licence. The court can also open a procedure of suspension of payments or compulsory liquidation for a cover pool, but this does not affect the other cover pools.

The CSSF is no longer administrator of cover pools in the case of bankruptcy of the Lettres de Gage bank but one or several administrators nominated by the court.

In June 2018, Luxembourg amended its covered bond law, introducing Lettres de Gage énergies renouvelables as a fifth covered bond type in Luxembourg. Under the new law it is possible to use projects generating renewable energy as collateral for cover pools. To our understanding the Lettre de Gage Énergies Renouvelables is the first covered bond framework that makes use of these type of assets as collateral for covered bonds. Furthermore, a 180-liquidity buffer was introduced to minimize the liquidity risk that could arise in a covered bond programme – using highly liquid assets that are available at any time during a specified period of time.

In December 2018, the Commission de Surveillance du Secteur Financier (CSSF) published 3 Circulars supplementing the Financial Sector Act. Circular 18/705 lays down the rules for the appraisal of renewable energy assets, Circular 18/706 lays down the transparency requirements based on Article 12-6(2) and Circular 18/707 defines the minimum requirements for the maintenance and control of the cover register and the liquidity requirements for the cover pool.

II. STRUCTURE OF THE ISSUER

The Lettres de Gage issuers have to be credit institutions with a specialist bank license. Their business activities are restricted. In the past, the bank's principal activities were limited to mortgage lending, and public sector financing, which were primarily funded by issuing Lettres de Gage Hypothécaires and Lettres de Gage Publiques. Lettres de Gage Mobilières were introduced in October 2008 and are backed by loans guaranteed by movable assets. Since 2013, the Luxembourg issuers are also allowed to issue Lettres de Gage backed by institutional

guarantees (Lettres de Gage Mutuelles). These bonds are collateralised by loans to credit institutions in the EU, the EEA and the OECD or loans that are guaranteed by them as cover pool collateral, assuming that these credit institutions belong to a system of institutional guarantee. This system has to be recognised by a supervisory authority and guarantee to support its members in the case of economic difficulties. The latest addition are the Lettres de Gage Énergies Renouvelables focusing on renewable energy. Since June 2018, 'renewable energy' assets also qualify as cover pool collateral.

The issuers may only engage in other banking and financial activities if these activities are accessory and auxiliary to their main business.

The issuer holds the cover assets on its balance sheet in separate registers. Each class of Lettres de Gage has its own register: one each for assets which are allocated to Lettres de Gage Hypothécaires, Lettres de Gage Publiques, Lettres de Gage Mutuelles, Lettres de Gage Énergies Renouvelables as well as potentially several more for the various forms of Lettres de Gage Mobilières. The cover assets remain on the balance sheet of the issuer. They are not transferred to another legal entity (special purpose vehicle) like in a securitisation. All obligations arising from Lettres de Gage are direct, unconditional obligations of the issuer. In the case of issuer insolvency, the cover pools are segregated by law from the general insolvency estate and are reserved for the claims of the Lettres de Gage holders. There is no direct legal link between a single asset in the cover pool and an outstanding Lettre de Gage. Interest and principal payments of the various types of Lettres de Gage (including any derivatives benefiting from the preferential treatment) are backed by the assets in the respective cover pools.

Lettres de Gage issuers employ their own staff. The issuers have to be banks and according to the Financial Sector Act they need to have sound administrative and accounting procedures, control and safeguard arrangements for electronic data processing and adequate internal control mechanisms, which restrict the extent of outsourcing legally possible. In addition, the way of permitted outsourcing is described in detail in different CSSF Circulars.

III. COVER ASSETS

The eligible cover pool assets are defined in Article 12-1 of the Financial Sector Act of 5 April 1993. Since the amendments of the covered bond legislation in June 2018, there are five asset classes: (i) mortgage assets, (ii) public sector exposures, (iii) movable assets, i.e. mortgage loans on ships, aircrafts, trains or other classes of movable assets, (iv) assets issued by credit institutions that are backed by a system of institutional guarantee and (v) lending for renewable energy asset/projects. The cover assets including substitution assets have to be principally established in the EU, the EEA or the OECD. However, the cover pools can contain up to 50% assets from outside the EU, the EEA and the OECD, if a rating agency registered on the ESMA list has assigned sovereign ratings of credit quality step 1 to the respective countries, and up to 10%, if the sovereign ratings are credit quality step 2.

In each of the various cover pools the assets may be replaced by up to 20% of the nominal value of the outstanding Lettres de Gage by substitution assets, for example cash, assets with central banks or with credit institutions or bonds satisfying the conditions set out in Article 43 (4) of the law of 17 December 2010 concerning undertakings for collective investments.

It is also possible to hold the cover assets indirectly through a third-party bank.

The Lettres de Gage Mobilières are backed by movable assets, i.e. mortgage loans on ships, aircrafts, trains or other classes of movable assets. In order to be cover pool eligible, the movable assets and the charges on the property of those assets need to be registered in a public register.

Lettres de Gage Énergies Renouvelables are backed by lending to projects generating renewable energy. That includes all necessary equipment for the generation, storage, and transmission of such energy, including electricity storage facilities, transformers, and power lines, whether under construction or finalised. Renewable energy is defined by the law as "any energy produced from renewable non-fossil sources, namely wind en-

ergy, solar, aerothermal, geothermal, hydro-thermal, marine and hydroelectric, biomass, landfill gas, sewage treatment plant gas, biogas and energy produced from similar sources". To be cover pool eligible, production equipment must be used exclusively to produce renewable energy, while storage and transmission equipment needs to be used more than 50% in connection with renewable energy.

In addition, securitised assets are cover pool eligible if they comply with the eligibility criteria laid down for the various types of Lettres de Gage. The amount of securitised assets that are not cover pool eligible per se will be limited to 10% of the collateral pool. This can be achieved in two ways: One option would be that at least 90% of the assets of each securitisation (vehicle) are cover pool eligible. The other option would be that at least 50% of the assets of each securitisation (vehicle) are cover pool eligible. In that case, the percentage of securitisation assets shall not exceed 20% of the total collateral pool. The issuer can choose one of the two options for each type of Lettre de Gage but cannot combine the two options. Moreover, the securitisation tranches should have a rating of the first credit quality step by a rating agency that is registered on the list by ESMA. The law allows only true sale transactions and synthetic securitisations are explicitly excluded.

Any kind of obligation from public sector institutions including public-private partnerships (providing a controlling public sector stake or claims for payment against the public sector are cover pool eligible).

There is no limitation on the volume and the types of derivatives used as long as they are employed as hedging instruments.

The cover pools are dynamic. Assets can be included, excluded and exchanged as long as the requirements of the law are not breached.

There is an explicit transparency requirement. The issuers have to publish information on the composition of the cover pool, the bonds and the issuers. The details are defined by the CSSF in Circular 18/706.

IV. VALUATION AND LTV CRITERIA

The property valuation methods are defined by a CSSF Circular 01/42 and are based on the mortgage lending value of the property. A special auditor, who may not simultaneously hold the position of company auditor, has the responsibility of determining whether the property valuation has been undertaken according to the valuation rules.

The LTV limit for residential property is 80% of the estimated realisation value. The LTV ratio is 60% for all other immovable and movable properties including commercial real estate loans. The actual loan, however, can exceed the 60% limit (or 80% limit in case of residential mortgages). In those cases, only the first 60% (80%, respectively) of the mortgage lending value is eligible for the cover pool.

The loan-to-value (LTV) ratio for 'renewable energy' loans is limited by law to 50%. The limit might, however, be increased to up to 80% if certain conditions (such as a regulated fixed remuneration regime or free of charge renewable energy sources) are met.

V. ASSET – LIABILITY MANAGEMENT

There is a minimum overcollateralisation level of 2% on a nominal basis as well as on a net present value basis. The Luxembourg regulator has the right to review and adjust these overcollateralisation levels. Mismatches in terms of currency or interest rate risk can be hedged and the respective hedge instruments have to be included in the collateral pool. The cover assets of the relevant cover pool must provide total interest revenue at least equal to the amount of interest of the covered bonds of the same category in circulation. The amendments of the Lettre de Gage law in June 2018 also included the introduction of a liquidity buffer of 180 days for hard bullet covered bonds. The liquid buffer assets can consist of ECB eligible assets as well as assets qualifying as Level 1 or Level 2A assets under the European LCR rules (excluding own-use covered bonds). In addition, there are the requirements imposed by the rating agencies.

The special auditor has to ensure that there is always sufficient collateral in the pool. This has to be certified by the special auditor when Lettres de Gage are issued. Cover assets may only be removed from the cover pool when the prior written consent of the special auditor has been received and provided that the remaining cover assets are sufficient to guarantee the legally protected cover.

The calculation of the nominal value and of the net present value of the collateral pool as well of the outstanding Lettres de Gage volume must be reported to the supervisory authority on a monthly basis.

VI. TRANSPARENCY

There is an explicit transparency requirement laid down in Article 12-6(2) and supplemented by CSSF Circular 18/706. The issuers have to publish information on the composition of the cover pool, the Lettres de Gage and the issuer. This is in line with the ECBC Covered Bond Label Initiative.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The supervisory authority of covered bond issuers is the CSSF, as already mentioned above. The CSSF has a specialised department which is responsible for supervising the Lettres de Gage issuers. It is entitled to demand relevant reports and intercede if liquidity problems have been identified at a bank.

The CSSF is also responsible for the approval of the various types of covered bonds secured by movable assets. Definitions, the details on which types of movable assets qualify and other practical issues will be clarified in a separate CSSF Circular.

For the independent control of the cover pool a special auditor which is recommended by the Lettres de Gage issuer has to be approved by the supervisory authority. Only auditing firms which satisfy the conditions set forth in the law of 2009 regarding *réviseurs d'entreprises* (independent auditors) can be appointed as special auditors. The issuer communicates the names of the partners of these auditing firms who will fulfil the function to CSSF. The special auditor must have a suitable qualification and must be able to call upon the experience and technical expertise of a recognised international auditing firm.

The special auditor is continuously responsible for monitoring the collateral pool and the outstanding Lettres de Gage. The auditor must ensure that there are sufficient assets in the collateral pool to service the obligations resulting from the outstanding Lettres de Gage up to the final maturity of the last outstanding bond. The auditor is obliged to inform the supervisory authority immediately, should any of the prudential limits be violated. The Lettres de Gage issuer is also obliged to immediately inform the supervisory authority of the violation of any limits.

Rating agencies do not play any mandatory role in the monitoring process. The issuers comply with the rating agencies' requirements on a voluntary basis.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The cover registers for mortgage, public sector, moveable assets, assets backed by a system of in-stitutional guarantee and renewable energy assets include all necessary data to identify the assets and the derivatives included. As soon as an asset or derivative product is registered in the official cover register it forms part of the collateral pool.

The cover register is managed by the issuer but regularly monitored by the special auditor. The special auditor is obliged to inform the CSSF of any irregularities and provide an annual report.

Asset segregation

In the case that a procedure of suspension of payments or compulsory liquidation is opened for a Lettres de Gage issuer, the assets and derivatives in the collateral pool are separated from the other assets and liabilities of the bank. The respective collateral pools remain unchanged and continue with their corresponding Lettres de Gage and their corresponding reserve at the Luxembourgish Central Bank as proprietary compartments of

a Lettres de Gage bank with limited activity. The cover pools do not become separate legal entities. The legal entity of the bank remains unchanged. The banking license continues for the bank with limited activity in order to achieve the purpose of administering the cover pool up to the final maturity of the last outstanding Lettre de Gage. The court nominates one or several administrators for the cover pools. This administrator is different from the general bankruptcy administrator. If a procedure of suspension of payments or compulsory liquidation is opened for one cover pool, the other pools are not affected by this decision and continue.

Impact of insolvency proceedings on Lettres de Gage and derivatives

Lettres de Gage do not automatically become due when a procedure of suspension of payments or compulsory liquidation is opened for the issuing bank. Interest and principal are paid as per their original due dates. The same applies to derivatives registered in the cover register which are part of the cover pool. The net present value of the derivatives after netting ranks pari passu with the claims of the Lettres de Gage holders.

Preferential treatment of covered bond holders

Lettres de Gage holders benefit from a preferential treatment in case of an issuer insolvency. The registration of the cover assets in the cover register provides the Lettres de Gage holders with a preferential right, above all other rights, preferences and priorities of any nature whatsoever, including those of the Treasury. But the salary of the administrator and the other fees that are necessary for continuing the bank with limited activity rank first before the claims of the Lettres de Gage holders and the derivative counterparties, which rank pari passu. The general bankruptcy administrator has no direct access to the assets in the collateral pool.

Access to liquidity in case of insolvency

The administrator nominated by the court administers the cash flows resulting from the cover assets and according to the Article 12-10 (5). The administrator can issue Lettres de Gage for the account of the Lettres de Gage bank with limited activity. He/she can approach the Luxembourgish Central Bank for liquidity, where the conditions to be fulfilled as a counterparty for transactions within the framework of monetary politics depend on the Eurosystem.

The administrator can transfer the administration of the cover assets and the Lettres de Gage to another bank.

There is no explicit provision in the law regarding any voluntary overcollateralisation. But the overcollateralisation in a cover pool serves to pay for the expenses for the continuation of the bank with limited activity as well as absorb losses.

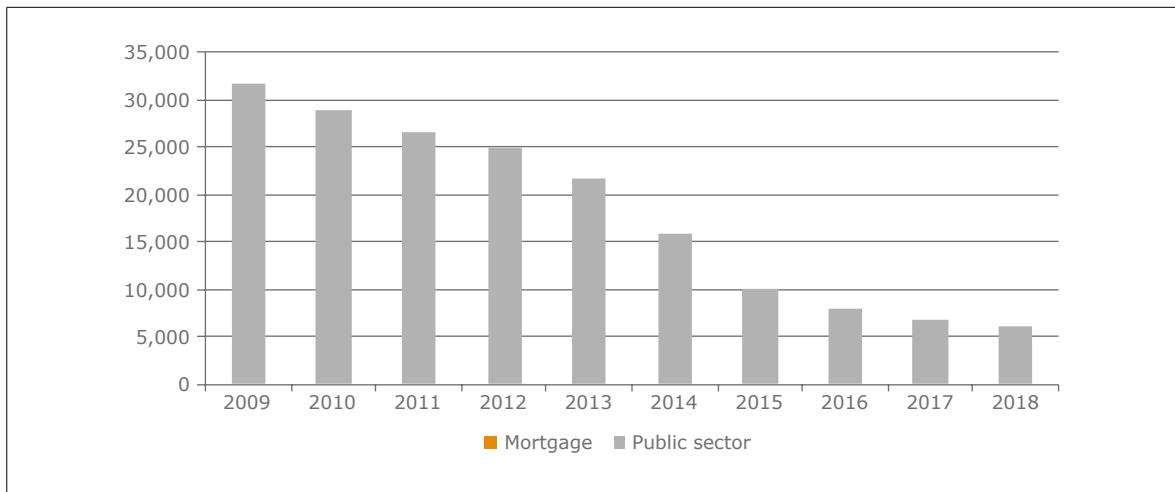
IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The Luxembourg covered bond legislation fulfils the criteria of Article 52 (4) of the UCITS Directive (Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS)). In its current format, the Lettres de Gage legislation does not fulfil the requirements set out in Article 129 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, the Capital Requirements Regulation (CRR), together with Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, the Capital Requirements Directive (CRD), implementing the Basel III rules into European law.¹ The last two amendments of the Luxembourg covered bond legislation did not make the Lettres de Gage legislation CRR-compliant. However, it should be possible for issuers to make their outstanding Lettres de Gage "CRR compliant" by limiting their cover pool exposure.

¹ Please click on the following link for further information on the UCITS Directive and the CRR: <https://hypo.org/ecbc/covered-bonds/>.

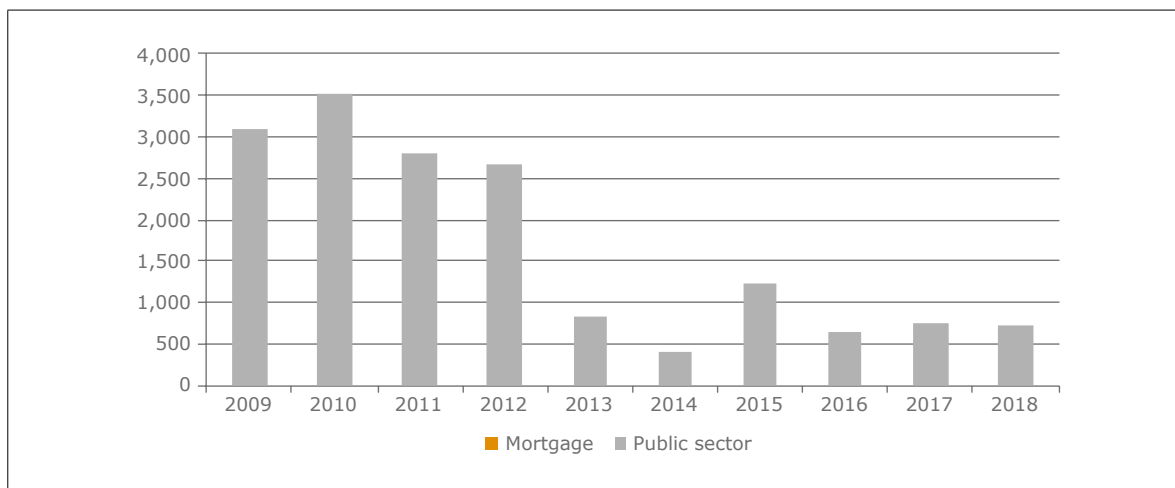
Lettres de Gage are principally eligible for repo transactions with the European Central Bank (ECB). However, on 28 November 2012, the ECB announced amendments of its eligibility criteria for its repo transactions. The changes entered into force on 3 January 2013. Covered bonds with external, non-intra group securitisations in the cover pool are no longer eligible as collateral for repo transactions as of 31 March 2013. This means that following the end of the grandfathering period in 2014, new and outstanding covered bonds with external RMBS or other ABS (both group-internal or external) in the cover pool are no longer repo eligible.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Commerzbank Finance & Covered Bond, DEPFA Pfandbrief Bank International, NORD/LB Luxembourg Covered Bond Bank.

ECBC Covered Bond Comparative Database:

http://www.ecbc.eu/framework/84/Lettres_de_Gage_publiques,
http://www.ecbc.eu/framework/85/Lettres_de_Gage_hypoth%C3%A9caires,
http://www.ecbc.eu/framework/86/Lettres_de_Gage_mobili%C3%A8res, and
http://www.ecbc.eu/framework/105/Lettres_de_Gage_mutuelles.

3.25 THE NETHERLANDS

By Joost Beaumont, ABN AMRO Bank, Ruben van Leeuwen, Rabobank and Maureen Schuller, ING Bank

I. FRAMEWORK

The Dutch regulatory framework for the issuance of covered bonds initially came into force on 1 July 2008. In order to strengthen the supervisory regime with respect to covered bonds, the Financial Supervision Act was amended in 2014, raising the legal framework for covered bonds to the level of law. The issuance of Dutch covered bonds is regulated since via:

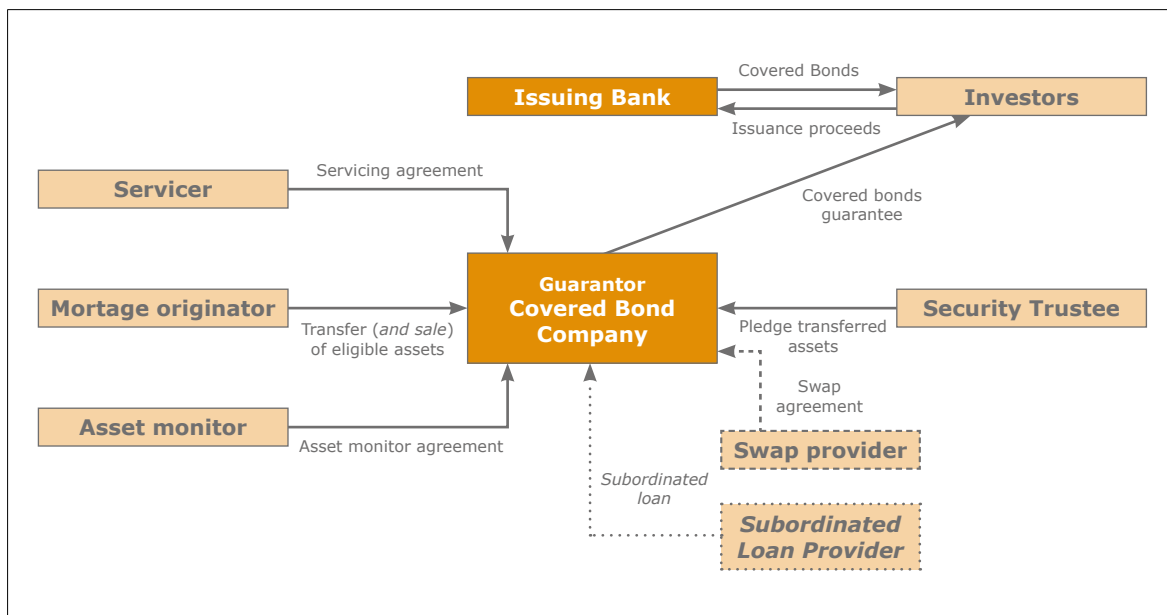
- > The Amendment Act Financial Markets of 19 November 2014, published on 5 December 2014;¹
- > The Amendment Decree Financial Markets 2015 of 28 November 2014, published on 19 December 2014;²
- > The Ministerial Regulation amending the Regulation Implementing the Financial Supervision Act on Registered Covered Bonds of 9 December 2014, published on 17 December 2014.³

The new regulatory regime came into force on 1 January 2015 per Decree 534 of 11 December 2014. Dutch registered covered bond issuers have to comply with all requirements since 1 January 2016.

II. STRUCTURE OF THE ISSUER

Dutch registered covered bonds can be issued by licensed banks that are located in the Netherlands. The issuing bank has to apply for registration with the Dutch Central Bank, which in turn decides to include a) the issuing entity and b) the category of covered bonds (to be) issued in a *public register*.

> FIGURE 1: STRUCTURAL OVERVIEW



1 Wijzigingswet financiële markten 2015, nr 472.

2 Wijzigingsbesluit financiële markten 2015, nr 524.

3 Wijziging van de Uitvoeringsregeling Wft ter zake geregistreerde gedekte obligaties, FM 2014/1900 M.

To be registered, the bank needs to prove that, in the case of a default of the issuer, the covered bondholders have a priority claim over the eligible assets securing coupon and redemption payments due on the registered covered bonds. In practice this means that the issuer has to provide evidence that the cover assets are secured in favour of the covered bondholders via the transfer to a separate legal entity, the Covered Bond Company (CBC). The issuer has to deliver to the supervisor an independent legal opinion confirming this.

The Covered Bond Company is established exclusively to isolate the cover assets from the other assets of the bank and to perform the necessary activities for the registered covered bonds. It can, but is not obliged to, give a right of lien over the cover assets to another separate legal entity (the Security Trustee), that represents the interests of the covered bondholders. In practice, Dutch covered bond programmes do provide for such a pledge of the transferred assets to a Security Trustee.

The Covered Bond Company can also enter into agreements for the administration and management of the cover assets, as well as for liquidity and risk management purposes. These include derivative contracts, servicer agreements, asset monitor agreements and management agreements. The Covered Bond Company is not permitted to take actions resulting in payment obligations ranking equal or senior to the covered bondholders, unless these are related to the management, risk management, payment and administration of the registered covered bonds and the cover assets.

III. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

In order to secure the cover assets in favour of the covered bondholders, the assets are transferred to a separate legal entity, the Covered Bond Company, by means of a guarantee support agreement. Under this agreement, the mortgage originator passes on eligible receivables to the Covered Bond Company via an undisclosed or silent assignment. The legal ownership of the mortgage loans is transferred to the Covered Bond Company via a deed of *assignment*, or a deed of *sale and assignment* with the tax authorities, without notifying the borrowers.

The Covered Bond Company guarantees in return to pay interest and principal on the covered bonds to the investors if the issuer defaults (covered bond guarantee). The obligations of the Covered Bond Company are unsubordinated and unguaranteed obligations, secured indirectly through a parallel debt, by a pledge of the transferred assets by the Covered Bond Company to the Security Trustee.

If the issuer defaults on his obligations, the Security Trustee may serve an issuer acceleration notice to the issuer and a notice to pay to the Covered Bond Company, in line with the guarantee. As such the covered bonds do not accelerate if the issuer defaults, while the bondholders have full recourse to the assets of the Covered Bond Company. If the Covered Bond Company defaults on its payment obligations the covered bonds may accelerate (hard and soft bullet covered bonds) or may become pass-through conditional on pool sales being unsuccessful and a breach of the amortisation test (conditional pass-through covered bonds).

To ensure the bankruptcy remoteness of the Covered Bond Company, the issuing bank or other group entities are not allowed to hold shares in, or have control over, this legal entity. Furthermore, to assure continuity of the management of the cover assets by the Covered Bond Company post issuer default, the bank has to submit to the supervisor, upon registration, a plan for the management of the cover assets in the event of an issuer default (Post Issuer Default Plan). This plan describes the operational procedures and internal controls related to the programme if the issuer can no longer manage the assets, including the circumstances leading to a transfer of the management tasks to the Covered Bond Company. This plan is set up by the issuer and discussed with the supervisor, but it will not be published.

IV. REGISTRATION REQUIREMENTS AND COVER ASSETS

At the time of registration of a covered bond programme at the Dutch Central Bank, the issuing entity has to indicate the specific features of the covered bond programme. This includes a wide range of conditions, such as the maximum size of the programme, the rights and obligations of the Covered Bond Company, the rights

and obligations of the holders of the covered bonds, the type of cover assets, as well as various risk management procedures. In any case, the issuing entity needs to provide information about the following features:

- > The redemption profile of the covered bonds, i.e. whether the covered bonds have a hard bullet, soft bullet, or (conditional) pass-through structure. The Dutch law allows issuance from a single programme of covered bonds with a hard bullet structure as well as those with a soft bullet structure with an extension period up to 24 months. In contrast, conditional pass-through covered bonds need to be issued from a separate programme.
- > The covered bond programmes of ABN AMRO Bank and ING Bank contain mainly soft-bullet issues. Some covered bonds that have been privately placed (including some denominated in foreign currencies) still have hard bullet structures. Meanwhile, Rabobank and de Volksbank only have soft bullet covered bonds outstanding, while the covered bonds issued by Achmea Bank, Aegon Bank, F. van Lanschot Bankiers, NIBC Bank and NN Bank all have conditional pass-through structures.
- > The specific nature of the cover pool assets. Public loans, residential mortgages, commercial mortgages, and shipping loans, all qualify as cover assets. Only residential mortgages and commercial mortgages can be combined in a single programme. Currently, all Dutch covered bond programmes are backed by Dutch residential mortgages only.
- > The country exposure of the cover assets as well as the law by which they are regulated. Currently, all cover assets fall under Dutch law.

The Dutch Covered Bond Law further stipulates that each issuer will make sure the above-mentioned features will be satisfied during the entire lifetime of the covered bond transaction, so that all covered bonds issued from the same programme have the same features. This is both to protect investors as well as to enhance transparency.

Primary cover assets

The cover assets should meet the CRR Article 129 requirements, implying that the followings assets are eligible:

- > Exposures to or guaranteed by central governments, central banks, public sector entities, regional governments, local authorities, multilateral development banks, international organisations as referred to in article 129 CRR, paragraph 1(a) and (b);
- > Residential mortgages up to a 80% LTV ratio;
- > Commercial mortgages up to a 60% LTV ratio;
- > Ship loans up to a 60% LTV ratio;
- > Other assets that can be made eligible under a Ministerial Regulation.

In the Netherlands, only one type of primary cover assets can be used as collateral for a specific covered bond programme, except for residential mortgages and commercial mortgages. Residential and commercial mortgages can be used as collateral in a single programme, but only in a predefined mix (that is not allowed to change during the life of the transaction). Securitisation notes are not eligible as collateral. To avoid confusion, Dutch mortgage loans carrying a guarantee from the government-sponsored Nationale Hypotheek Garantie (NHG) scheme, are treated as normal residential mortgages in all current Dutch covered bond programmes, subject to an 80% LTV cut-off for asset coverage requirement purposes.

Substitute cover assets

The Dutch Covered Bond Law also allows for substitution assets to be included as cover assets. However, the inclusion of these type of assets is restricted to a maximum of 20% of the outstanding covered bonds. Eligible as substitution assets are public sector exposures and exposures to institutions as referred to in the CRR Arti-

cle 129 (1a, b, c). Furthermore, exposures that are explicitly permitted by the Dutch Central Bank as referred to in CRR Article 129 (paragraph 1, third sub-paragraph) will also be allowed.

Country exposure of cover asset

The law notes that the debtor of the cover asset as well as the collateral related to the cover assets are located in the EU, the European Economic Area, or, as assessed by the European Commission, in a country with prudential supervisory as well as regulatory requirements that are at least equivalent to those in the EU. Currently, cover assets backing Dutch covered bond programmes exclusively consist of Dutch residential mortgages.

Assets that are not allowed

Certain types of assets are not allowed as cover assets, such as impaired loans referred to in CRR Article 178, assets to which a specific legal claim is attached that supersedes the ownership entitlement of the owner of the assets, or exposures of owners of the cover assets to the issuing bank or entities of the same group (such as deposits).

V. VALUATION AND LTV CRITERIA

Loans backed by immovable property, such as residential and commercial mortgages, should meet the (valuation) requirements set out in CRR Article 208 and 229 (1), which includes, among others, legal enforceability as well as sound underwriting criteria. This CRR articles also state that the value of the property should be valued by an independent valuation agent on an annual basis for commercial properties, and every three years for residential properties. The Dutch Covered Bond Law is a bit more strict and prescribes that the valuation has to be updated every year. The supervisor can even request a more frequent valuation if it sees a need to do so, for example during times of sharp house price declines.

The value of Dutch property is based on the market value. Most covered bond issuers take a prudent approach when adjusting the value of the properties that are included in the cover pools. For example: all issuers take fully into account any house price decreases, while most issuers adjust for house price increases only partially. Indexation takes place on a monthly basis by means of the house price average in the Netherlands according to the Kadaster house price index or other recognised methods.

In order to comply with the CRR requirements, residential mortgages with a LTV higher than 80% will only be recognised up to an 80% LTV (60% LTV for commercial mortgages). In a situation where mortgages with an LTV of higher than 80% are included in the cover pool, this mortgage loan will only count for a maximum of 80% in the asset cover test. The difference between the actual (higher) LTV and the 80% maximum will serve as an extra credit enhancement.

A notable part of the Dutch mortgages still exceeds the 80% LTV level, although the share of high-LTV loans in Dutch collateral pools is unquestionably declining on the back of house price rises. The LTV criteria for newly originated mortgages have also become more prudent in recent years, with the maximum statutory LTV limit at 100% as of 2018. The high-LTV ratios in the Netherlands are mainly a result of the fiscal treatment of home ownership (tax deductibility of interest payments), even though tax deductibility rules have become less favourable in recent years and since 2013 only apply to new (fully) amortising loans.

No Loan-to-Income (LTI) thresholds are applicable in the Dutch covered bond regulations or programmes, but since 2013, all new Dutch mortgages have been subject to strict statutory LTI maximums at origination.

VI. ASSET – LIABILITY MANAGEMENT

Asset coverage requirements

The Dutch Covered Bond Law provides for two distinct asset coverage requirements:

- > The total value of the cover assets (using the actual outstanding loan amount) always has to be equal to at least 105% of the nominal value of the outstanding registered covered bonds.

- > The total value of the cover assets (using the CRR LTV cut-off percentages) always has to be equal to at least 100% of the nominal value of the outstanding registered covered bonds.

For the purpose of the calculation of these over collateralisation tests, the primary cover assets are recognised at their nominal value and substitute cover assets at their market value. Banks typically commit contractually to higher overcollateralisation levels under the asset cover test for, amongst others, rating agency purposes.

Liquidity coverage requirements

Issuers, furthermore, need to ensure that the Covered Bond Company always maintains sufficient liquid assets or generates sufficient liquidity via the cover assets to fulfil the *coupon and redemption obligations* on the covered bonds over a period of six months, including other obligations ranking senior to the covered bondholders (legal liquidity coverage requirements). The liquidity buffer requirement with respect to *redemption payments* is not applicable for covered bonds with maturity extension periods of more than six months (soft-bullet or conditional pass-through). Cash flows from derivatives contracts related to the covered bond liabilities are also taken into consideration.

The legal liquidity coverage requirements differ from the contractual liquidity coverage requirements. An example of this is the contractual *pre-maturity test* applied by Dutch issuers with regard to the redemptions of hard bullet covered bonds. This pre-maturity test is subject to issuer rating triggers and a test period of twelve months. Dutch issuers furthermore contractually commit to cover at least three months of interest expenses on the covered bonds by means of a *reserve fund* or a *reserve accounts*. In practice the legal liquidity coverage requirements overlap with the contractual liquidity coverage requirements.

Risk management procedures

The issuing bank has to employ reliable and effective risk management procedures to assure that sufficient eligible primary cover assets and substitute assets are available at all times during the life of the registered covered bond to meet, amongst other things, all overcollateralisation and liquidity requirements.

The Covered Bond Company can only enter into derivative contracts (such as currency swaps, interest rate swaps and total return swaps) or other risk mitigating contracts, if these support the risk management of the programme in favour of the registered covered bondholders. The counterparty to these agreements should not have the right to terminate the contract or to suspend its obligations under the contract if the creditworthiness of the issuing bank deteriorates. If the counterparty itself no longer meets the minimum creditworthiness requirements, it should provide for sufficient collateral, a suitable third-party guarantee, or replace itself.

As a result of changes in especially the regulatory landscape the use of derivative contracts to mitigate (interest rate) risks associated with the registered covered bonds has diminished in importance in recent years. Instead, several issuers decided to introduce interest reserve requirements, minimum mortgage interest rate requirements and/or to pledge additional collateral.

Asset encumbrance restrictions

The Dutch Covered Bond Legislation provides for discretionary *soft asset encumbrance restrictions*. The Dutch Central Bank makes sure, on a case-by-case basis, that a healthy relationship is maintained between the nominal value of the registered covered bonds outstanding and the consolidated balance sheet total of the issuing bank (the so-called healthy ratio). The going-concern interests of the bank, in terms of stability and funding source efficiency, as well as the post-bankruptcy interests, including those of other unsecured creditors, are assessed. The issuance ceiling for covered bonds (the maximum amount of covered bonds than an issuer is allowed to have outstanding) is determined upon registration and is reviewed annually. The Dutch Central Bank can prohibit a bank from issuing any further registered covered bonds if it is of the opinion that the *healthy ratio* requirements are breached. The Central Bank can also decide to reject a request for registration on these grounds.

Stress testing

The issuer has to prepare stress tests on a regular basis for the Dutch Central Bank to show that there are sufficient primary cover assets available (i.e. unencumbered) on its balance sheet for replenishment purposes. Credit risk, interest rate risk, currency risk and liquidity risk all have to be considered, including the derivative contracts mitigating these risks. Other risks deemed relevant by the Dutch Central Bank, such as housing price shocks, must be considered as well. The stress tests related to these risks can also be performed on a combined basis.

VII. TRANSPARENCY

Before registration of its programme the covered bond issuer already needs to report a lot of detailed information to the supervisor on the specific features of the covered bond programme (see paragraph III). After registration, the Dutch Covered Bond Law stipulates that the issuing entity shows at least every quarter to the Dutch Central Bank that the programme still fulfils all requirements, while it shows on at least an annual basis that it has enough unencumbered primary cover assets available for replenishment purposes (under different stress scenarios). Issuers also provide the Dutch Central Bank with an annual report of the Covered Bond Company within six months after closing of the reporting year. Finally, issuers need to notify the Dutch Central Bank in advance of any (upcoming) significant changes to the covered bond programme.

The Dutch law requires issuers to provide investors with the following information at least on a quarterly basis:

- > Information on the credit risk, market risk, exchange rate risk, interest rate risk, and liquidity risk related to the cover assets and the covered bonds;
- > The nominal value of the covered bonds outstanding;
- > The total value and composition of the cover pool, including the geographical distribution;
- > The ratio between the total value of the cover assets and the total nominal value of the covered bonds;
- > The ratio between the total value of the cover assets when applying the CRR requirements and the nominal value of the covered bonds;
- > The ratio between the total value of liquid assets and the upcoming interest payments (and redemptions if hard bullet structure) and other mandatory payments within the next six months;
- > The maturity structure of the cover assets as well as the covered bonds;
- > The percentage of cover assets in arrears (i.e. more than 90 days overdue); and
- > Information about the counterparties of the Covered Bond Company.

All Dutch registered covered bond issuers currently publish investor reports on a monthly basis. These reports can be found on their websites, while there is also a link on the website of the Dutch Association of Covered Bond Issuers (DACB) to these reports and via the national information pages on the Covered Bond Label website. The Dutch issuers have also implemented the Harmonised Transparency Template (HTT).

VIII. COVER POOL MONITOR AND BANKING SUPERVISION

The issuer has to appoint an asset monitor (which could be the issuing banks own external accountant) before its first issuance under a registered covered bond programme. At least once a year, the asset monitor has to check the asset coverage and liquidity coverage calculations. For as long as the issuing bank is capable of managing the cover assets, the asset monitor, randomly checks the files relating to the cover assets on an annual basis, including the valuation and administration of the assets, and reports its findings to the supervisor. These random checks can also be arranged separately with a different (not the issuing banks own) external accountant. The asset monitor agreement has to assure however that the asset monitor continues to perform its duties after an issuer event of default. To safeguard this, the Covered Bond Company will become a party

to the asset monitor agreement. The agreement can also stipulate explicitly that the obligations of the asset monitor will remain unaffected by the situation of the issuing bank.

Dutch registered covered bond programmes are furthermore subject to special supervision of the Dutch Central Bank. The Dutch Covered Bond Legislation gives substance to the special supervision via a set of strict requirements during the registration phase and post registration.

- > Upon registration, the issuing bank has to provide the Dutch Central Bank with a written statement by the board of directors that all the regulatory requirements are met regarding the asset segregation, asset coverage, liquidity coverage and risk management procedures. The bank furthermore has to demonstrate that it fulfils all legal requirements ensuring that the payment obligations due on the registered covered bonds are adequately secured. The bank has to specify the conditions applicable to the covered bonds, such as the redemption profile, the type of primary cover assets, whether the assets are CRR eligible, and the geographical location of the assets. The bank, additionally, has to demonstrate that it is able to meet the reporting obligations towards the Dutch Central Bank and the covered bondholders.
- > After registration, the issuer has to make sure that the registered covered bonds continue to meet the registration requirements. The Dutch Central Bank will confirm in the register whether a category of registered covered bonds meets the CRR Article 129 requirements. The CRR listing remains intact for as long as the covered bonds meet the requirements. A category of registered covered bonds cannot be deregistered, but the Dutch Central Bank can decide to *deregister the issuer*, if the issuer no longer complies with the regulatory requirements. The Dutch Central Bank can also impose a penalty or a fine if an issuer fails to meet its obligations. A deregistered issuer is not allowed to issue any new covered bonds.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

Dutch registered covered bonds are UCITS 52(4) compliant, while they also meet all current requirements of the CRR Article 129⁴. So, they should be eligible for a 10% preferential risk weight treatment under the Standardized Approach. The bonds are also Solvency II and ECBC Label compliant. Furthermore, the currently outstanding Euro benchmark covered bonds fall within the Level 1 category of the LCR.

X. ADDITIONAL INFORMATION

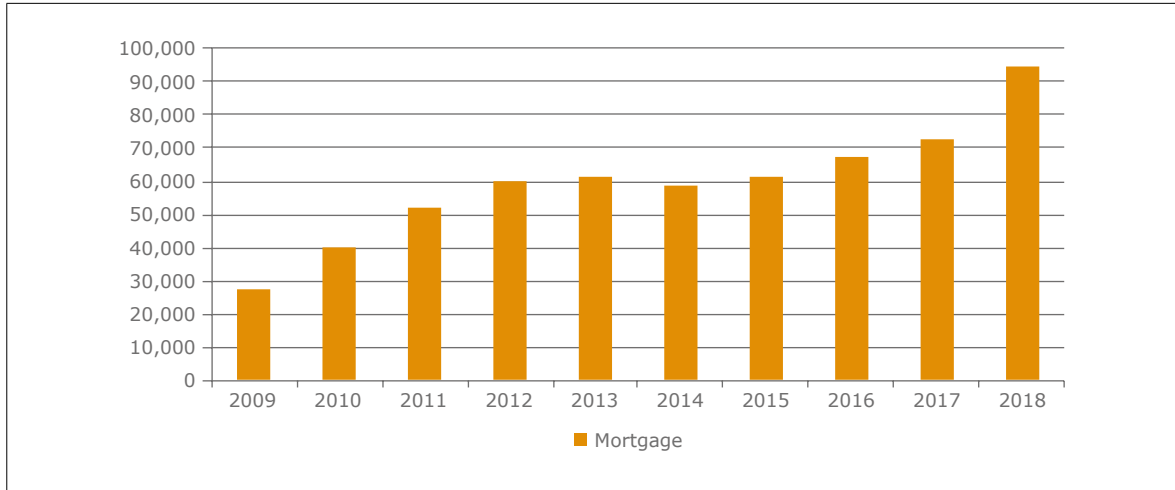
It is worthwhile noting that the update of the Dutch Covered Bond Law, effective as of 1 January 2015, has seen a convergence in the Dutch Covered Bond Legislation towards the best practices as proposed by the European Banking Authority, increasing transparency and investor protection. As a result, the Dutch regulatory framework is well positioned in terms of amendments required to align the law with the new European Covered Bond Directive and Regulation.

Finally, more information on Dutch covered bonds can be found on the website of the Dutch Association of Covered Bond Issuers (www.dacb.nl), which was established in 2011 and has the following objectives:

- > To represent the interests of the Dutch issuers in discussions with legislative and regulatory authorities;
- > To provide investors with information about the Dutch covered bond market;
- > To participate on behalf of the Dutch issuers in international covered bond organisations like the ECBC;
- > To continuously improve the quality of the Dutch covered bond product offering.

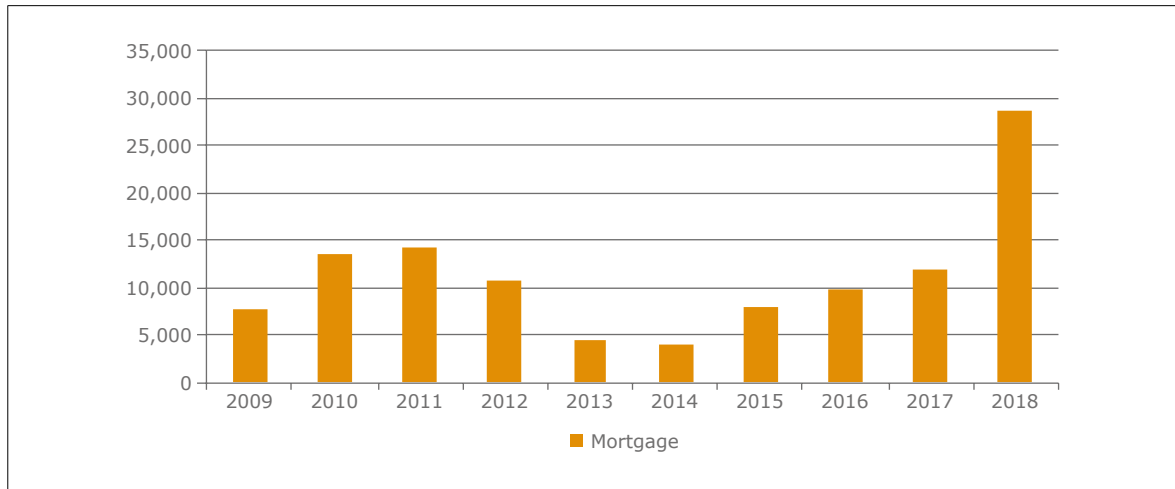
⁴ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 2: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: ABN AMRO Bank, Achmea Bank, Aegon Bank, F. van Lanschot Bankiers, ING Bank, NIBC Bank, NN Bank, Rabobank and de Volksbank.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/65/Dutch_registered_CBs_programmes.



COVERED BOND LABEL: ING Bank N.V. (2 pools), ABN AMRO Bank N.V. (1 pool), de Volksbank N.V. (1 pool), NIBC Bank N.V. (1 pool), F. van Lanschot Bankiers NV (1 pool), Aegon Bank N.V. (1 pool), Coöperatieve Rabobank U.A. (1 bank), Nationale-Nederlanden Bank N.V. (1 pool), Achmea Bank N.V. (1 pool).

3.26 NEW ZEALAND

By Frank Will, HSBC & Chairman of the EU Legislation Working Group

SUMMARY

The first covered bond was issued out of New Zealand in June 2010. At that time, New Zealand did not have a legislative covered bond framework and the domestic issuers used the well-tested general law-based covered bond approach following in the footsteps of the UK, France, and Canada. Since then, the regulatory authorities in New Zealand have developed dedicated covered bond legislation to support further growth of this market segment. In May 2012, the Minister of Finance introduced the Reserve Bank of New Zealand (Covered Bonds) Amendment Bill (Amendment Bill) into Parliament. Following a lengthy consultation process with the House of Representatives, the law on covered bonds came into force in December 2013, by virtue of the Reserve Bank of New Zealand (Covered Bonds) Amendment Act 2013.

Since the amendment act has come into effect and following a 9-month transition period, banks are only allowed to issue covered bonds under registered programmes. During the transition period, all issuers registered their covered bond programmes that existed before the legislation came into effect with the Reserve Bank of New Zealand. Once the programmes were registered, the previously issued covered bonds also received the benefit of the new legislation.

I. FRAMEWORK

No covered bond regulation was in place in June 2010 when New Zealand covered bonds were first issued and issuance of covered bonds was neither prohibited nor limited by any prudential requirements or other regulation.

In October 2010, the central bank released a consultation paper on proposals for a regulatory framework to provide additional certainty to investors, and to improve the disclosure requirements in order to support the development of the covered bond market in New Zealand.

In January 2011, the Reserve Bank of New Zealand (RBNZ) introduced a regulatory issuance limit for the issuance of covered bonds by New Zealand banks (which came into force in April 2011). The regulation limits the value of assets encumbered for the benefit of covered bondholders to 10% of total assets of the issuing bank. At that time the RBNZ said that this was an initial limit and that its appropriateness would be reviewed by the Central Bank, taking into account the developments within the covered bond market in New Zealand.

In December 2011, the RBNZ conducted another public consultation. The final paper was in essence aligned with the earlier consultation paper. Following approval by Cabinet in April 2012, the Reserve Bank released a Cabinet paper and Regulatory Impact Statement confirming policy positions relating to the matters discussed in the Reserve Bank's December 2011 consultation paper on covered bonds.

In May 2012, the first reading on the Amendment Bill took place. Following its first reading, the Bill was referred to the Finance and Expenditure Select Committee. In February 2013 the second reading took place. Following a third and final reading, the Amendment Bill was passed by the Parliament and received Royal Assent in December 2013. It came into force on 10 December 2013.

The New Zealand covered bond legislation gave existing covered bond issuers nine months to register their covered bond programme with the RBNZ. Each issuance under the programme is also proposed to be registered with the RBNZ. All NZ issuers have registered their old programmes which means that all outstanding NZ covered bonds receive now the benefit of the legislation.

II. STRUCTURE OF THE ISSUER

As of July 2018, issuers from five New Zealand banking groups have issued covered bonds, being ANZ Bank New Zealand Limited (ANZ), ASB Bank Limited (ASB), Bank of New Zealand (BNZ), Westpac New Zealand Limited (Westpac) and Kiwibank Limited (Kiwibank). With the exemption of Kiwibank, all issuers are ultimately owned by Australian parent banks. However, the Australian parent companies ANZ, CBA, NAB and Westpac do not guarantee the covered bonds. Typically, NZD denominated bonds have been issued directly by the New Zealand banks, while non-NZD bonds have been issued through the London branches of their respective subsidiaries and are guaranteed by the New Zealand parent company. The RBNZ emphasised from the outset that it is supportive of the covered bond product. Banks can issue bonds backed by a dynamic pool of assets, and the covered bonds rank pari passu to each other. The covered bonds are irrevocably guaranteed by the covered bond guarantor (CB guarantor) under the covered bond guarantee. The CB guarantor will only make payments under the bonds when (a) an issuer event of default has occurred, and a notice to pay is served on the CB guarantor or, (b) a CB guarantor event of default has occurred and a covered bond guarantee acceleration notice is served on the CB guarantor and the issuer.

Under the covered bond law, issuers are required to register their programmes with the RBNZ.

III. COVER ASSETS

The covered bond law does not restrict the type of cover assets. The Reserve Bank stated on its website that the assets eligible to be included in the cover pool do not need to be prescribed by legislation because banks specify asset eligibility in programme documentation. In the Reserve Bank's opinion, legislative restrictions on cover pool assets may unnecessarily restrict an issuer's ability to develop covered bond programmes.

The existing covered bond programmes are backed by a dynamic pool of residential mortgage loans originated in New Zealand. The common eligibility criteria for these mortgage loans across the programmes are listed below:

- > Denominated and repayable only in New Zealand Dollars (NZD);
- > Secured by first ranking residential mortgages in New Zealand;
- > Mortgage loans with a term not exceeding 30 years;
- > Outstanding principal balance of no more than NZD 1.5mn (Westpac)/NZD 2.0mn (ANZ, ASB, Kiwibank)/NZD 2.5mn (BNZ); and,
- > Not in arrears/have not been in default for more than 30 days.

Some of the issuers have additional features beyond these requirements. Moreover, issuers are also allowed to hold liquid substitution assets. These assets are subject to an overall limit of 10%-20% of the cover portfolio depending on the issuer (Westpac 20%, BNZ 15%, ANZ, ASB and Kiwibank 10%), with the exception of cash that has no limit.

IV. VALUATION AND LTV CRITERIA

In New Zealand, every property is typically valued during the underwriting process. All five existing covered bond programmes do not restrict the LTV limit for mortgage loans in the cover pool. However, in the case of ASB and Westpac, the Asset Coverage Test (ACT) caps the valuation of the property at 75%. In case of ANZ, BNZ and Kiwibank this cap is set at 80%. In effect, this means the maximum amount of a loan that can count in the ACT test is 75% or 80% of the property value respectively.

V. ASSET-LIABILITY MANAGEMENT

Issuance limit: As mentioned above, there is a regulatory issuance threshold which limits the value of assets encumbered for the benefit of covered bond holders to 10% of the total assets of the issuing bank. The RBNZ highlights that this is an initial limit and its appropriateness will be reviewed taking into consideration

the development of the covered bond market. The RBNZ stated that the 10% limit is “similar to the limit set in Australia” of 8%. However, the limit is “specified differently” from Australia’s. “The New Zealand limit applies at all times, whereas the Australian limit applies only at the time of issuance. In addition, if an Australian bank holds cover pool assets in excess of the limit, it must deduct the value of the excess amount from its capital in calculating its regulatory capital adequacy ratios: if a New Zealand bank breaches its cover pool limit, it is in breach of its conditions of registration.”

Currency and interest hedging: The underlying mortgage loans are denominated in NZD. However, covered bonds can be issued in other currency denominations, which introduces currency risk for the issuer. Moreover, the interest payable for the covered bonds will not exactly match the interest received on the mortgage loans in the collateral pool. Under the existing covered bond programmes, the issuers are required to hedge the interest and currency risks.

Soft vs hard bullet structures: The existing issuers (ANZ, ASB, BNZ, Kiwibank and Westpac) can issue hard bullet covered bonds, or covered bonds with extendable maturity of one year (“soft bullet” bonds). Hard bullet covered bonds will be subject to a 12-month pre-maturity test giving the CB guarantor 12 months to raise liquidity by selling assets of the pool.

Overcollateralisation (OC): The issuers have committed to various OC levels under the prospectuses and to the rating agencies. The covered bond law only requires that the value of the cover pool assets is at least equal to the principal amount outstanding on the covered bonds.

VI. COVER POOL MONITOR AND BANKING SUPERVISION

The law stipulates that registered covered bond issuers must appoint an independent asset monitor. The asset monitor must either be a licensed auditor or an auditing firm (or a person/firm that has been approved by the RBNZ). In this context independent means independent from both the issuer and any associated person of the issuer, whereby a person’s appointment as auditor does not affect his, her, or its independence.

The existing issuers provide investor reports on a monthly or quarterly basis. In addition, monthly or quarterly reports are prepared for the rating agencies. The agencies re-calculate the required asset percentage used in the ACT on a regular basis and prior to each issuance under the respective covered bond programme. On an annual basis the asset monitor checks the arithmetic accuracy of the calculations performed by the calculation manager (usually the issuer), with respect to the asset coverage test or amortisation test (as applicable).

The law introduces the requirement for an asset register to be maintained. The asset monitor also carries out an annual check that the asset register has been updated accurately and in a timely manner.

If the issuer rating of the calculation manager is downgraded below a certain trigger level, the asset monitor will check the arithmetic accuracy of the calculations performed by the calculation manager on a monthly basis. Moreover, (1) if the asset monitor identifies any errors in the calculations performed by the calculation manager which result in a failure in the asset coverage test, or (2) if the adjusted aggregate mortgage loan amount or the amortisation test aggregate mortgage loan amount is misstated by the calculation manager by an amount exceeding 1%, or (3) if the asset register has not been maintained as required, then the asset monitor will be required to carry out the applicable check on a monthly basis until the asset monitor is satisfied that no further inaccuracies exist.

VII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The covered bonds are direct, unsecured, unsubordinated and unconditional obligations of the relevant issuer. In addition, the CB guarantor guarantees the payments of interest and principal of the covered bonds. The issuer provides a subordinated loan to the CB guarantor which allows the CB guarantor to acquire a mortgage loan portfolio. The portfolio includes mortgage loans and the related security sold by the seller in accordance with the terms of the mortgage sale agreement.

The mandatory registration required by the new covered bond law involves the recognition of a covered bond issued with the effect that the cover assets would be explicitly protected from the insolvency or statutory management of the issuer. The RBNZ must keep a public register of registered covered bond programmes and issuances under each programme. Moreover, the covered bond law requires that the cover pool assets are held by a Special Purpose Vehicle (SPV), which is a separate legal entity from the issuer.

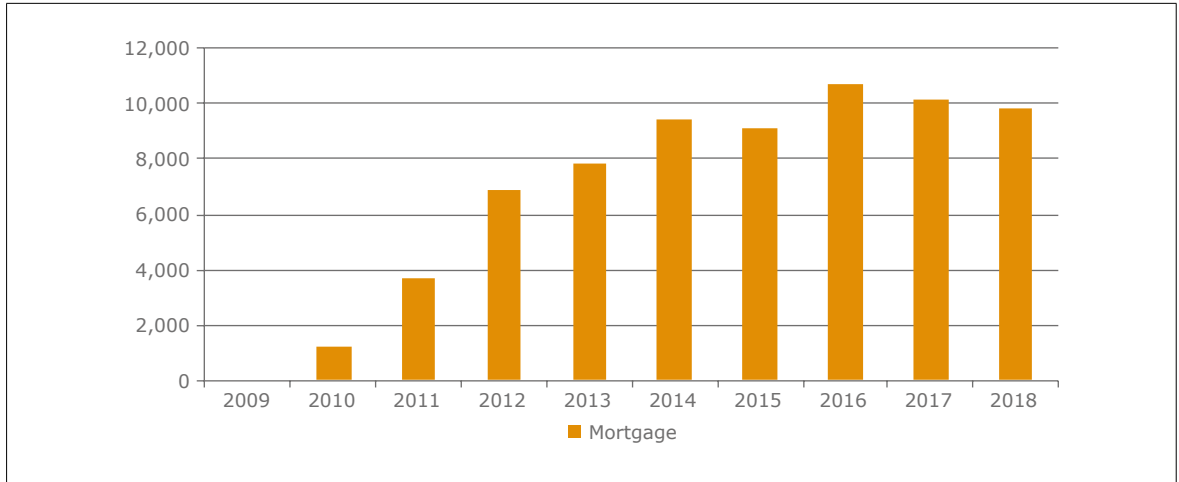
Under the existing covered bond programmes, the sale of the loans and their underlying security by the seller to the CB Guarantor is in the form of equitable assignment of the seller's rights, title, interest and benefit in and to the loans, their related security and the other assets which are being sold. The equitable assignment requires neither a notice to the borrowers nor a registration in the land registry. As a result, the legal title to the mortgage loans remains with the seller until legal assignment is delivered to the CB guarantor and notice of perfection of legal title is given to the borrowers. The perfection of title of the mortgage security to the CB guarantor will be triggered by certain trigger events including the notice to pay on the CB guarantor, downgrade of the issuer to sub-investment grade or insolvency of the issuer. The equitable assignment is a well-known procedure in the UK and is usually used by the covered bond issuers in the UK.

VIII. RISK-WEIGHTING AND COMPLIANCE WITH EUROPEAN LEGISLATION

The RBNZ accepts NZD denominated AAA rated covered bonds for its Domestic Markets Operations. For maturities of less than three years the haircut is 5% while covered bonds with a maturity of three years or longer are subject to a higher haircut of 8%. This includes covered bonds issued by New Zealand banks.

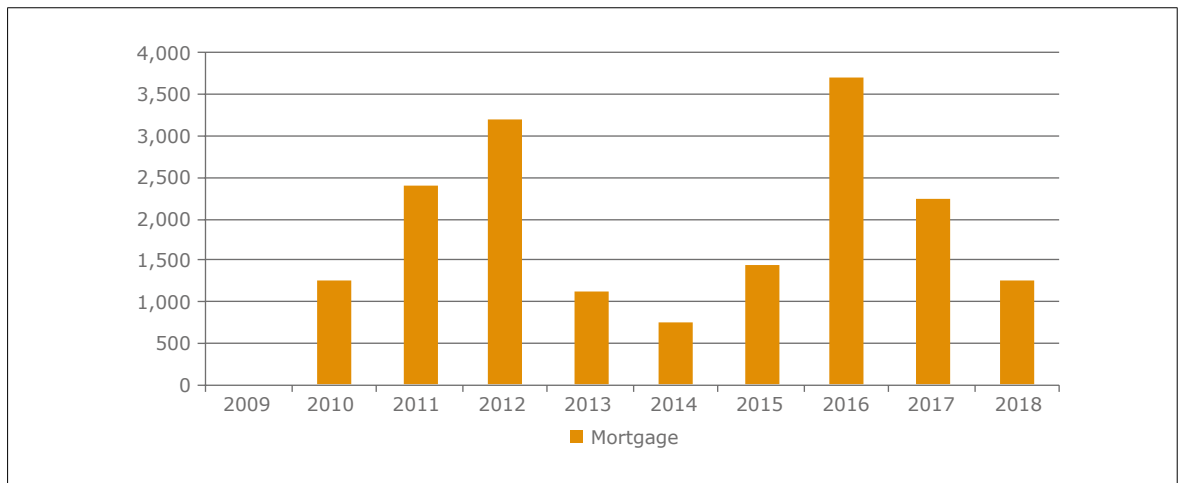
The covered bonds issued directly by financial institutions with registered offices in New Zealand are neither CRR nor UCITS compliant as both frameworks require the issuer to be based in the EU. The New Zealand covered bonds, therefore, do not benefit from the lower risk weighting for bank treasuries in the EU.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: ANZ Bank New Zealand, ASB Bank, BNZ, Kiwibank, Westpac Securities NZ.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/114/New_Zealand_Covered_Bonds.

3.27 NORWAY

By Michael H. Cook, Finance Norway

I. FRAMEWORK

The Norwegian Covered Bond Legislation came into force on 1 June 2007. Relevant amendments were made to former governing Financial Institutions Act, and a regulation on credit institutions, that issue covered bonds, was adopted. Since then, both the new Norwegian Act on Financial Institutions (hereafter "the Act") and the corresponding Regulation (hereafter "the Regulation") have been introduced. The Act, which became effective from 1 January 2016, has amended the covered bond framework so that covered bond issuers are treated the same as banks in the event of insolvency. This implies that issuers of covered bonds cannot be declared bankrupt, but will rather be placed under public administration. In addition, it enabled the Ministry of Finance (MoF) to set a legal minimum overcollateralisation requirement (a 2% requirement was introduced in March 2017). The Regulation concerning financial institutions came into force on 1 January 2017 but did not represent any fundamental changes to the regulatory framework concerning covered bonds (merely making it more user-friendly).

The first Norwegian covered bonds started the second half of 2007, with an issuance denominated in euro. The issuers had thus not been active for very long before the financial crisis hit international financial markets. Norwegian banks did not experience any substantial increase in their losses on lending during the crisis. However, the turmoil in international financial markets resulted in a liquidity shortage which also affected Norwegian banks. In order to provide liquidity to the market, Norwegian authorities offered to swap treasury bills for covered bonds from Norwegian issuers, which led to the establishment of several new covered bonds issuers and enabled the market to gain traction. Between 2008 and 2009 a total of NOK 230 bn. (approximately EUR 25 bn.) of Norwegian covered bonds were exchanged in swap agreements with the government. High market demand in the following years for covered bonds gave a smooth phasing out of the swap agreement and growth in outstanding volume has been steady since then. The last covered bonds in the arrangement came to maturity in June 2014.

II. STRUCTURE OF THE ISSUER

Under the Norwegian legislation, covered bonds can only be issued by specialised credit institutions. Today there are 25 such institutions in Norway. The majority of issuers are subsidiaries of individual parent banks, while a few issuers are owned by groups of banks. The issuers are subject to a particular supervisory regime that involves both an independent inspector and a public supervisor, the Financial Supervisory Authority of Norway ("Finanstilsynet"). The smallest issuers issue NOK bonds in the domestic market only, whereas the largest issuers are present in international capital markets on a regular basis.

Cover pools are dominated by residential mortgages, and the large majority of the issuers are specialised residential mortgage institutions (cf. the name "Boligkreditt"). Just a small number of issuers are specialised in commercial mortgages or in public sector loans. The issued covered bonds from these issuers constitute no more than 3% of the total outstanding volume.

A licensed credit institution may raise loans by issuing covered bonds where the object of the institution, as laid down in the articles of association, is to grant or acquire residential or commercial mortgages, public sector loans and loans secured by other registered assets. In addition, the company should finance its lending business primarily by issuing covered bonds. The articles of association of the institution shall state which types of loans that shall be granted or acquired by the institution. The scope of the business will therefore be restricted, and institutions will have a very narrow mandate, which ensures transparency.

III. COVER ASSETS

Under the Act the cover pool may only consist of the following assets:

- > Residential mortgages;
- > Commercial mortgages;
- > Loans secured by other registered assets;
- > Public sector loans;
- > Assets in form of derivative agreements (in accordance with regulation);
- > Substitute assets (in accordance with regulation).

Mortgages have to be collateralised with real estate or other eligible assets within the EEA or OECD, and the same geographical requirement applies to the location of the public sector loan borrowers. The Regulation adds rating requirements on the national government of the country where the mortgaged property or the borrower has its location.

The substitute assets may constitute up to 20% of the cover pool and are required to be both secure and liquid. The FSA may in certain situations authorise the share of substitution assets to increase to a maximum of 30% for a limited period.

IV. VALUATION AND LTV CRITERIA

LTV

The maximum loan-to-value ratio (LTV) is fixed by the Regulation. For residential mortgages the LTV limit is set to 75%, while the limit is 60% for mortgages concerning holiday/leisure properties and commercial mortgages. The mortgage credit institution shall monitor the development of the LTV of the individual asset as well as the market of the underlying assets, according to the Act, and in accordance with EU regulation.

Valuation

Upon inclusion of loans in the cover pool, a prudent market value shall be set. This shall be done on an individual basis by an independent expert. The valuation shall be documented. The valuation of residential properties may, however, be based on general price levels if justifiable by market development. For holiday/leisure properties the value may only be based on general price levels after the inclusion in the cover pool.

The credit institution shall establish systems for monitoring subsequent price developments. Should the property prices fall, the part of a mortgage that exceeds the relevant LTV limit is still part of the cover pool and protects the holders of preferential claims. However, it will not be taken into account when calculating the overcollateralisation in the cover pool. The same principle applies to loans that are in default, i.e. more than 90 days in arrears.

There are four main sources of market values in Norway: sales prices, real estate agent appraisals, surveyor values and Automated Valuation Model (AVM).

In Norway, most of the real property is sold through authorised real estate agents. They have undergone special training to conduct estate agency and are subject to strict authorisation rules and strict control routines on the part of the authorities. An estate agent may also give an indicative valuation of the property, but normally an authorised appraiser is hired as part of a selling process.

There is one online-market place, www.finn.no, where most residential properties are put out for sale. This makes it easy to do proper marketing for properties for sale, and both seller and buyer are acting knowledgeably. Properties sold through Finn.no are typically sold as an open auction. The auction price will then reflect the true market valuation of the property.

Valuation is part of the real estate agent education in Norway. Agents are also trained in valuation on a regular basis. In Norway, most market value appraisals applicable to mortgages are compiled in a system called Etakst. Etakst is a digitalised system developed by the Norwegian mortgage industry and contains two parts:

1. Valuation software for the real estate agent;
2. Documentation of market values for the banks.

Etakst provides a standardised approach for real estate agents to compute market values. The agents will always provide the following data for the mortgage bank:

- > Key data about the property (living area, building type, lot area, ownership, standard, owners);
- > Pictures of kitchen, bathroom and facade;
- > Market value based on similar dwellings in the same area;
- > Indexed earlier sales price;
- > Lists of all the properties sold during the previous year in the same municipality.

The bank grant access to the data when the applicant or the real estate agent provides a unique reference number to the mortgage bank. All dataflow is within a closed system, which reduces the fraud risk to an absolute minimum. The bank will also receive warnings if the applicant has done more than one valuation on their property last six months. Etakst is compliant with international valuation standards as European Valuation Standards (EVS) and International Valuation Standards (IVS).

Most Norwegian banks make extensive use of Eiendomsverdi as an AVM (automated valuation model) company, for estimating market values of residential real estate and updating the values in accordance to subsequent development in the residential real estate market. The estimations are based on a complex valuation model and on a property by property basis. The model is used both as origination and as a benchmark for physical valuations and when updating market values for the cover pool.

When mortgages have been granted, most Norwegian banks update their internal ratings of customers monthly. The purpose is to identify if there are any changes in the portfolio quality, and if any remedial action must be implemented. Furthermore, most Norwegian covered bond issuers update the valuations on the properties in the portfolio on a quarterly basis. These updates are based on Eiendomsverdi's AVM.

For each property, the updated value is calculated using information about any sales for similar properties in the neighbourhood lately. Due to the richness and granularity in their database (all residential property sales in Norway are recorded daily into the database), the estimates from Eiendomsverdi model are generally perceived as robust and will adapt to changed market conditions on a daily basis. Eiendomsverdi is also a member of the European AVM Alliance (EAA).

V. ASSET – LIABILITY MANAGEMENT

The Norwegian covered bond legislation previously imposed a strict balance principle, implying that the value of the cover pool shall always exceed the value of the covered bonds. With the introduction of the new Act, the Ministry of Finance was given the opportunity to set a minimum overcollateralisation (OC) requirement in addition to the strict balance principle. On the 29th March 2017, the MoF announced that the OC-requirement was set at 2 percent with immediate effect. In the press statement, the MoF emphasised that the OC-requirement will contribute to reduce uncertainty for investors and derivative counterparties. The requirement also implies that the issuers avoid the clearing obligation that follows from the EMIR-regulation.

The Regulation establishes a mark-to-market principle of both assets and liabilities. Only the value of mortgages within the LTV limits is taken into account in this context. The Act caps the maximum exposure to one single borrower at 5% of the cover pool when calculating the overcollateralisation.

All voluntary OC are part of the cover pool and some issuers have committed themselves to a certain level of OC. Equally, the credit institution shall ensure that the payment flows from the cover pool enable the institution to honour its payment obligations towards holders of covered bonds and derivative counterparties at all times. It shall establish a liquidity reserve to be included in the cover pool as substitute assets in addition to carrying out periodically stress tests to ensure satisfactory liquidity management.

A covered bond issuer shall not assume greater risk than what is prudent at all times. It is obliged to establish a limit on the interest rate risk in relation to its own funds and potential losses. This shall be based on a parallel shift of 1 percentage point in all interest rate curves as well as non-parallel shifts in the same curves. The interest rate curves shall be divided into time intervals, and value changes for each time interval shall be limited to a prudent portion of the overall limit on interest rate risk that is set for the institution. Furthermore, a covered bond issuer shall not be exposed to any substantial foreign exchange risk and is thus obliged to establish limits on such risks. For the largest issuers, the issuance is often denominated in EUR with a fixed rate, whereas the mortgages are typically in NOK and with a floating rate. Consequently, Norwegian issuers are dependent on using derivatives to remove FX- and interest rate risk and to satisfy regulatory requirements.

If a derivative agreement has a positive mark to market value, the amount will be a part of the cover pool. If the value is negative, the counterparties in the derivative agreement will have a preferential claim in the pool, ranking pari passu with the holders of covered bonds. As a corollary to this, the counterparties in the derivative agreements will be subject to the same restrictions with respect to the declaration of default as the bondholders.

VI. TRANSPARENCY

Finance Norway and the Norwegian Covered Bond Council have recommended that all Norwegian issuers use the Harmonised Transparency Template (HTT) to increase transparency and comparability. In this relation, a “Norwegian version” of the HTT, based on some common standards from the previously developed national template, has been introduced. This includes a stress test based on declining house prices in the tab for the National Transparency Template.

The HTT is only mandatory for issuers with a “label” from the Covered Bond Label Foundation. Norwegian issuers with such label are DNB Boligkreditt, Eika Boligkreditt, Nordea Eiendomskreditt, SpareBank1 Boligkreditt, Møre Boligkreditt, Sparebanken Sør Boligkreditt, Sparebanken Vest Boligkreditt and SR-Boligkreditt.

More information and the HTT for Norwegian issuers can be found on Finance Norway’s webpage: www.finansnorge.no/en/covered-bonds/.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Norwegian issuers are subject to a supervisory regime involving both an independent inspector (“cover pool monitor”) and the public supervisor, the FSA.

The institution shall notify the FSA no later than 30 days prior to the initial issuance of covered bonds. No further approvals from the authorities are needed when issuing covered bonds and there are no limitations on issuance. An exception is the FSA’s opportunity to instruct an institution to not issue covered bonds whenever the financial strength of the institution gives rise to concern.

The mortgage institution shall maintain a register of issued covered bonds, and of the cover assets assigned thereto, including derivative agreements. To oversee that the register is correctly maintained, an independent inspector shall be appointed by the FSA. The inspector shall also regularly review compliance with the requirements concerning the balance principle, and report to the FSA.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Under the Act, covered bond issuers cannot be declared bankrupt, but have to be placed under public administration if facing solvency or liquidity problems. This will give the authorities more flexibility to deal with covered bond

companies, while maintaining the rights of covered bond holders. The liquidator shall ensure proper management of the cover pool and ensure that holders of covered bonds and derivative counterparties receive agreed and timely payments. Public administration or insolvency does not in itself give holders of covered bonds and derivative counterparties the right to accelerate their claims. Should it not be possible to make contractual payments when claims fall due, and an imminent change is unlikely, the liquidator shall introduce a halt to payments.

The term "covered bonds", (in Norwegian "obligasjoner med fortrinnsrett" or "OMF") is protected by law and the term "covered bonds" may only be applied to bonds coming under the rules of covered bonds. The assets in the pool remain with the estate in case of the issuer is placed under public administration, but the bondholders and derivative counterparties have an exclusive, equal and proportionate preferential claim over the cover pool, and the administrator is bound to assure timely payment, provided the pool gives full coverage to the said claims.

The preferential claim also applies to payments that accrue to the institution from the cover pool. As long as they receive timely payments, the creditors have no right to declare that the issuer must be placed under public administration. Details about this issue may be reflected in the individual agreements between the issuer and (the trustee of) the bondholders. These provisions will also apply to any netting agreements between the institution and its counterparties in derivative transactions.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation fulfils and is in compliance with the relevant EU legislation, i.e. the Capital Requirements Regulation (CRR) and in particular Article 52 (4) UCITS.¹ Hence, Norwegian covered bonds are eligible for reduced (10%) risk-weighting under the standard method for capital adequacy requirement. They are also eligible as collateral in the ECB and qualify as liquid assets under the Liquidity Coverage Ratio (LCR) given fulfilment of the specific criteria defined in the Delegated Act.

The issuers are licensed credit institutions under supervision of the Norwegian FSA, and as such they are bound to comply with all relevant single market directives and regulations applicable to European credit institutions. Pending the inclusion of relevant newer EU regulations in the EEA-agreement with the EU, Norwegian authorities have implemented the necessary provisions directly into Norwegian legislation.

The Norwegian covered bond legislation is, by the Ministry of Finance and market participants, considered robust and largely in line with the proposed EU-framework for covered bonds. To ensure the best possible implementation of the new EU-legislation the MoF has given the FSA the task to review the Norwegian legislation and identify areas where amendments should be made. The FSA will deliver their complete report to the MoF on 2 December 2019.

X. ADDITIONAL INFORMATION

Legislation supplementing the covered bond legislation

The legal framework regulating the housing market provide legal certainty and foreseeability for both consumers as borrowers and owners of housing, and for credit institutions as lenders and creditors. This includes specific consumer protection legislation, a centralised electronic registry system for the ownership of and rights (mortgage, etc.) regarding real estate, and an effective and expedient forced sale procedure.

The Act on Financial Contracts and Financial Assignments (The Financial Contracts Act – Act 1999-06-25 no. 46) regulates the contractual conditions in respect of a loan agreement between financial institutions and their customers, both consumers and corporate clients. The act applies in principle to all types of loans, whether it is secured or not. The act is invariable in respect of consumer contracts, i.e. it cannot be dispensed by an agreement that is disadvantageous to the customer.

¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypos.org/ecbc/covered-bonds/>.

The Mortgage Act (Act of 8th February 1980 no. 2) regulates mortgages secured by real property. Ownership and special rights in real property may be mortgaged under the provisions set out in Chapter 2 of the Act, cf. section 2-1. Unless otherwise agreed, real property mortgage comprises the land, houses and building that the mortgagor owns and accessories and rights as set out in law, cf. section 2-2. A mortgage may also be established on a lease of land or an owner section in a building/freehold apartment, cf. section 2-3 and section 2-4. Mortgage rights acquire legal protection by registration in the Land Registry/Register of Deeds.

The Forced Sales Act (Act of 26th June 1992 no.86) provides for an effective and expedient forced sale procedure. A lender may, if a loan is accelerated and the borrower fails to pay any due amount, file an application before the county court for a forced sale of the property that backs the mortgage loan, cf. section 4-4 of the Forced Sales Act. The registered mortgage contract will itself constitute the basis for such application, cf. section 11-2 and 12-2. There is no need for additional judgment by the court to provide such basis for a forced sale.

Temporary mortgage regulation extended

On 15 June 2015, the government announced a new strategy for the housing market. The objective of the strategy was to simplify regulations and bureaucracy to increase housing supply in relevant areas, as well as tighten credit regulations to dampen the growth in house prices and household debt. The latter led to a change in regulation which was temporary and set to last until 31 December 2016. The regulation was later revised, and a tightened version was applied from 1 January 2017 with an expiration date of 30 June 2018. On 19 June 2018, the Ministry of Finance decided to prolong the regulation until 31 December 2019. The current mortgage regulation consists of the following requirements:

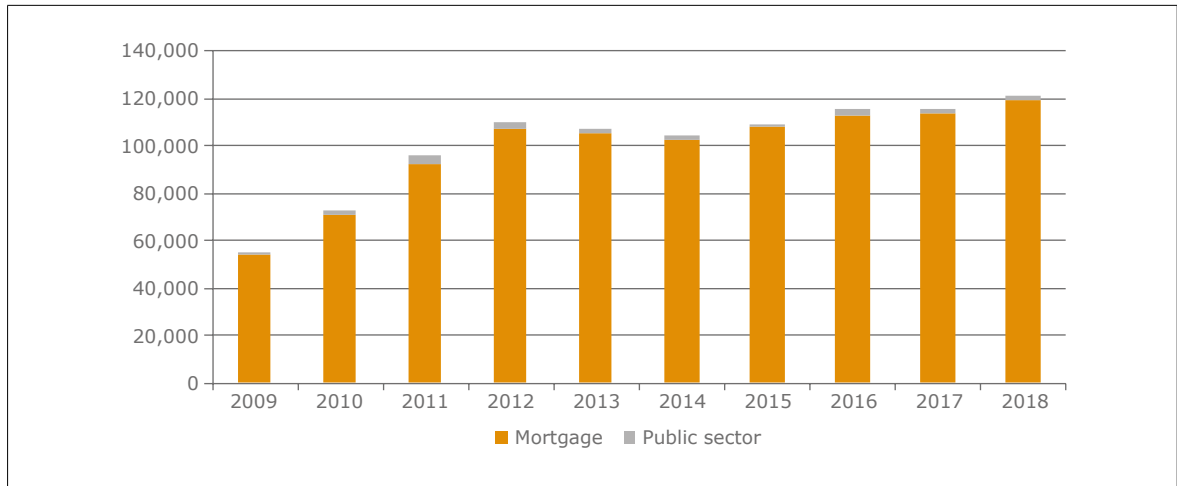
- > Loan-to-value (LTV) requirement of max. 85%;
- > Stress test: Households must be able to service their debt in the event of a five percentage points increase in mortgage rates;
- > Maximum debt-to-income (DTI) ratio requirement of five times gross annual income;
- > A minimum principal payment requirement (2.5%) if the LTV ratio exceeds 60%;
- > Interest-only periods on mortgages and home equity lines of credit may only be granted when LTV is below 60%;
- > Flexibility quota: Up to 10% of the value of new loans can deviate from one or more of the requirements above each quarter;
- > For mortgages on dwellings located in Oslo, the deviation limit is set to 8% of the value of new loans each quarter. In addition, there is an LTV requirement of max. 60% for secondary homes.

Market overview and additional information

According to Finance Norway's covered bond figures, a total of approximately EUR 24.7 bn. of covered bonds was issued in 2018, an increase compared to 2017. The total level of outstanding bonds is close to EUR 122 bn. 44% of the outstanding bonds are denominated in NOK, 49% in EUR, 4% in USD, and the remaining 3% in other foreign currencies.

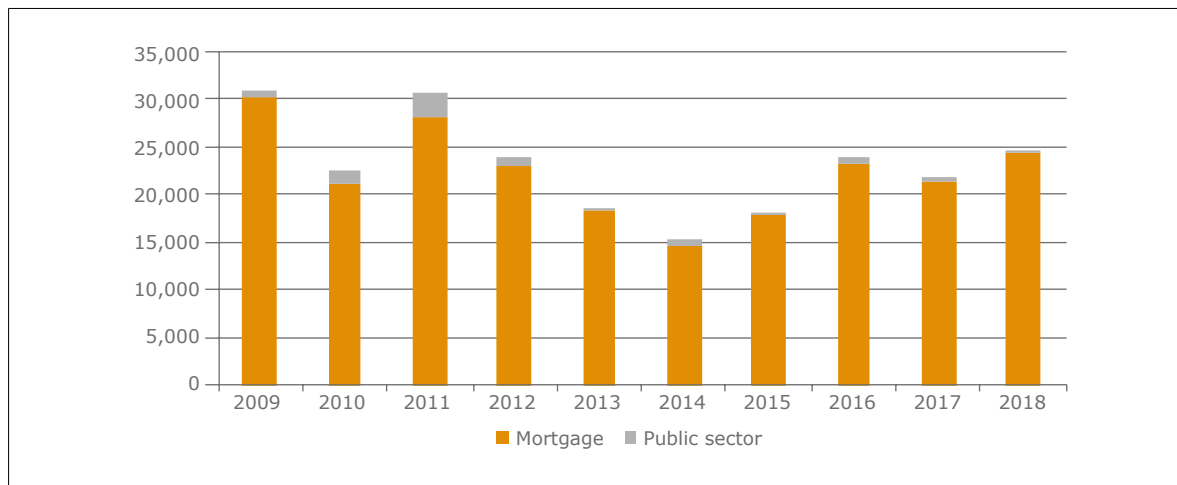
More information and additional statistics are available on Finance Norway's webpage: www.finans Norge.no/en/. Finance Norway is the industry organisation for the financial industry in Norway. It represents about 240 financial companies with around 50,000 employees. Through dialogue and analysis, Finance Norway works to ascertain the best prerequisites for the functioning of the financial sector. We work to increase confidence in the industry and contribute to the safe and efficient operation. Finance Norway follow the covered bonds market and the associated legal framework closely, supported by an expert group (The Norwegian Covered Bond Council) consisting of the CEO's from the largest Norwegian issuers.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Bustadkreditt Sogn og Fjordane AS, DNB Boligkreditt AS, DNB Næringskreditt AS, Eiendomskreditt AS, Eika Boligkreditt AS, Fana Sparebank Boligkreditt AS, Gjensidige Bank Boligkreditt AS, Helgeland Boligkreditt AS, KLP Boligkreditt AS, KLP Kommunekreditt AS, Landkreditt Boligkreditt AS, Møre Boligkreditt AS, Nordea Eiendomskreditt AS, OBOS Boligkreditt AS, Sandnes Sparebank Boligkreditt AS, Sbanken Boligkreditt AS, SpareBank 1 Boligkreditt AS, SpareBank 1 Næringskreditt AS, Sparebanken Sør Boligkreditt AS, Sparebanken Vest Boligkreditt AS, Sparebanken Øst Boligkreditt AS, SR-Boligkreditt AS, Storebrand Boligkreditt AS, Totens Sparebank Boligkreditt AS, Verd Boligkreditt AS.

ECBC Covered Bond Comparative Database: <http://ecbc.eu/framework/75/Norway>.



COVERED BOND LABEL: DNB Boligkreditt AS (1 pool), Nordea Eiendomskreditt AS (1 pool), SpareBank 1 Boligkreditt (1 pool), Eika Boligkreditt AS (1 pool), SR-Boligkreditt (1 pool), Møre Boligkreditt AS (1 pool), Sparebanken Sør Boligkreditt AS (1 pool), Sparebanken Vest Boligkreditt (1 pool).

3.28 PANAMA

By Frank Will, HSBC & Chairman of the EU Legislation Working Group

I. FRAMEWORK

In September 2012, Global Bank became the first issuer of covered bonds out of Panama. It was also Latin America's inaugural covered bond. The USD 200mn deal was issued under Global Bank's USD 500mn Residential Mortgage Loans Covered Bond Programme and was later increased by USD 100mn. Following a partial buyback in September 2016, the bond matured in October 2017.

The second Panamanian covered bond issuer is Banco La Hipotecaria which issued its first USD 11mn covered bond in December 2018. A second covered bond with a size of USD 30mn followed in May 2019.

Panama currently does not have a specific legal framework for covered bonds. Thus, Panamanian covered bonds are based on contractual agreements and the programme characteristics are self-imposed. Similar to the structures used in other markets without a specific covered bond law, many programme features are derived from securitisation techniques. Please note that our country analysis is based on the only available covered bond programmes in Panama to date, i.e. the ones from Global Bank and Banco La Hipotecaria.

II. STRUCTURE OF THE ISSUER

In the absence of a specific covered bond law in Panama, the Panamanian issuers used certain securitisation techniques and contractual law to replicate the key features of specific law based covered bonds and to ensure that the cover pool is isolated in the event of issuer insolvency. The covered bonds represent direct unconditional and unsubordinated obligations of the issuer and rank *pari passu* among themselves. The covered bond programmes foresee a separate cover pool of Panamanian residential mortgage assets that is transferred to a guaranty trust. The covered bond holders have a priority claim on these assets.

III. COVER ASSETS

Given the lack of a Panamanian covered bond law, we focus below on the asset requirements of the covered bond programmes of the two banks which bear a strong resemblance but differ in the detail.

Under Global Bank's covered bond programme, the covered bonds are backed by a dynamic pool of first-ranking residential mortgage loans originated in Panama, subject to the following eligibility criteria:

- > The loans must be denominated in USD;
- > The mortgage borrowers must be individuals resident in Panama;
- > Each loan is secured by a valid and enforceable mortgage or by a guaranty trust, in accordance with Panamanian Law over a fully completed residential property located in Panama;
- > With respect to any loan, there are no other loans secured by mortgages or by a guaranty trust ranking *pari passu* or senior with the mortgage or guaranty trust securing such loan (if there are other loans secured by mortgages or by a guaranty trust and ranking *pari passu* or senior with the mortgage or guaranty trust securing such loan, such loans have also been originated by the issuer and are included in the portfolio);
- > No loan has a current principal balance of more than USD 500,000;
- > Each loan has a remaining term of no longer than 30 years; and,
- > No loan that has been transferred to the guarantee trust has been more than 90 days in arrears during the calendar year preceding the transfer date.

The aggregate principal amount of substitution assets (and/or authorised investments) may not at any time exceed 20% of the aggregate principal balance of the Guaranty Trust Assets.

The cover pool assets of the Banco La Hipotecaria are subject to the following eligibility criteria:

- > The mortgage loans must be for purchases of owner occupied homes, with debtors being residents of Panama;
- > Mortgage payments of the debtor have to be less than 35% of the gross family income and the complete debt service less than 55% of the income;
- > The principal balance is more than USD 2,000 and less than USD 150,000;
- > The property has to be insured against fire or other damages, with the insurance covering at least 80% of the property value; and,
- > The debtor has to have a life insurance covering the principal balance.

The issuer has the right to replace the mortgage loans in the cover pool as long as the cover asset requirements are met.

IV. VALUATION AND LTV CRITERIA

In Global Bank's covered bond programme, the maximum permitted LTV is 100%. For non-preferential first lien mortgages the LTV caps are lower (95% for employed borrowers, 85% for self-employed and 70% for foreign borrowers). The Asset Coverage Test does not give any credit to mortgage loans more than 90 days past due. The maximum asset percentage is set at 84.4%.

For Banco La Hipotecaria, the maximum permitted LTV is 98% of the original purchase price for a new acquisition and 85% for the refinancing of existing mortgage loans. Mortgage loans issued by Banco La Hipotecaria itself may have an LTV up to 99%, but only under certain restrictive conditions.

V. ASSET – LIABILITY MANAGEMENT

Global Bank's covered bond features several tests including an Asset Coverage Test, an Interest Shortfall Test, a Yield Shortfall Test and an Amortisation Test.

- > **Asset Coverage Test:** The Asset Coverage Test is breached if, on any calculation date prior to the occurrence of an issuer event of default and the service of a notice to pay on the guaranty trustee, the adjusted aggregate loan amount is less than the aggregate principal amount outstanding of the covered bonds.
- > **Interest Shortfall Test:** The Interest Shortfall Test is breached when, on any calculation date prior to the occurrence of an issuer event of default and service of a notice to pay on the guaranty trustee, the income received with respect to the guaranty trust assets (including interest received or amounts received on hedging instruments) during the calculation period plus other available amounts (representing interest) is less than the interest amounts expected to accrue under the covered bonds during the next succeeding guaranty trust payment period.
- > **Yield Shortfall Test:** The Yield Shortfall Test is breached when, on any calculation date following an issuer event of default and service of a notice to pay on the guaranty trustee, interest amounts under the loans and other amounts (representing interest) received by the guaranty trustee in respect of the guaranty trust assets during the calculation period cease to give a yield on the loans at least equal to the weighted average interest rate on the outstanding series of covered bonds.
- > **Amortisation Test:** The Amortisation Test is breached if, for so long as any covered bonds remain outstanding upon the occurrence of an issuer event of default and on any calculation date following the occurrence of an issuer event of default and the service of a notice to pay on the guaranty trustee (but prior to the service of a guaranty trust acceleration notice), the amortisation test aggregate loan amount is less than the aggregate principal amount outstanding of the covered bonds as at the determination date.

The issuer can issue covered bonds in hard-bullet or soft-bullet format. In case of soft-bullet bonds, the outstanding covered bonds' maturity will automatically be extended by up to 12 months if the issuer fails to fully redeem a series.

The programme of Banco La Hipotecaria has the following key requirements:

- > The Coverage Ratio is greater than or equal to 125%;
- > the Liquidation Coverage Ratio is greater than or equal to 100%;
- > the Gross Weighted Average Interest Rate Ratio is greater than or equal to the sum of (i) the Outstanding Covered Bonds Weighted Average Interest Rate and (ii) 0.5%;
- > the Net Weighted Average Interest Rate Ratio is greater than or equal to the greater of (i) the Outstanding Covered Bonds Weighted Average Interest Rate minus 3.5% and (ii) 1.0%;
- > the Percentage of Preferential Interest Rate Mortgages Ratio is less than or equal to 80%;
- > the Weighted Average Loan to Value Ratio is less than or equal to 88%;
- > the Weighted Average Maturity Ratio is less than 342 months;
- > the Weighted Average Seasoning Ratio is greater than or equal to 18 months; and,
- > no mortgage loan is in default more than 90 days.

VI. TRANSPARENCY

Global Bank's prospectus requires the bank to prepare a monthly investor report listing selected statistical information in relation to the underlying portfolio and the characteristics of the portfolio as well as confirming compliance with the Asset Coverage Test. The issuer provides comprehensive information on the borrowers (income brackets, employment type, life insurance), delinquency rates, fire & earthquake insurance of the properties, loan-to-value ratios by brackets and charged interest rates. The Banco La Hipotecaria publishes monthly servicer and pool data reports covering the same information, which are validated by the asset monitor with respect to all pool ratio requirements.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

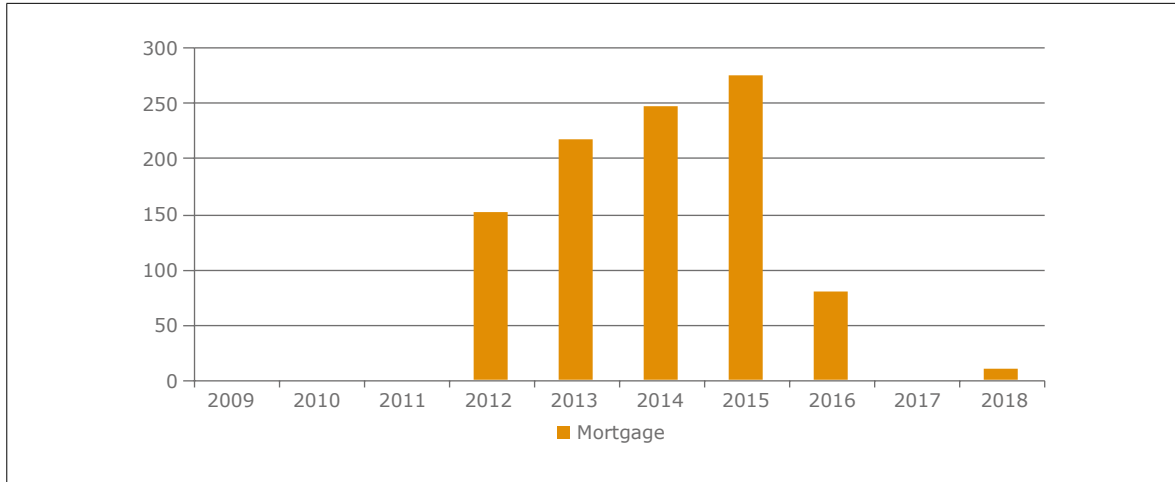
In the absence of a legal framework defining the monitoring requirements for the cover assets, both covered bond issuers defined their own monitoring frameworks. Both issuers appoint an "asset monitor" that monitors the loans in the cover pool and validates the information and periodic reports published by the issuer with regards to the tests and criteria that are described above, as well as arithmetic accuracy. Failure to pass the tests or to satisfy the requirements leads to the issuer being obligated to immediately transfer substitute assets or other remedial means until compliance is established again. Failure to do so would lead to a prohibition of the issuing of further covered bonds or even an issuer event of default.

VIII. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The covered bonds are neither Article 52(4) UCITS-compliant nor Article 129 CRR-compliant as Panama is not a Member State of the European Union (EU). In addition, Panama does not have national covered bond legislation. Therefore, the covered bonds do not benefit from a preferred risk-weighting for regulatory capital purposes under EU rules. Under the Standardised Approach, they are treated similarly to senior unsecured bank debt.

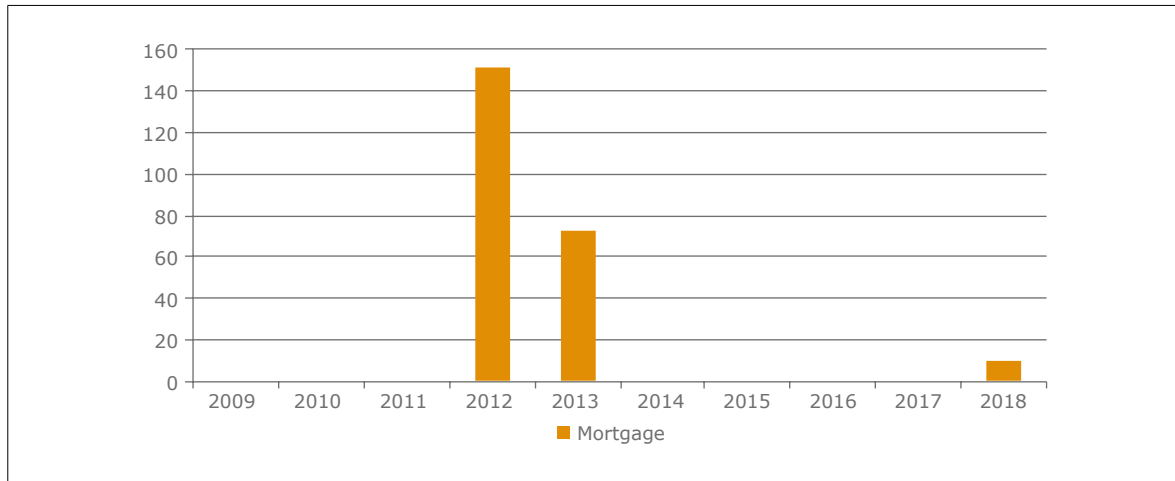
As Panama is neither a European Economic Area (EEA) country nor a G10 country, Panamanian covered bonds are not eligible for the ECB repo operations regardless of their currency and their rating.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Global Bank Corp (Panama).

3.29 POLAND

By Agnieszka Tułodziecka, Polish Mortgage Credit Foundation, Krzysztof Dubejko, mBank Hipoteczny and Daniel Goska, PKO Bank Hipoteczny

I. FRAMEWORK

The legal framework for covered bonds (Listy Zastawne, also LZ) is mainly determined by:

- > The Act on Covered Bonds and Mortgage Banks (*Ustawa o listach zastawnych i bankach hipotecznych*) of August 29, 1997; (The List Zastawny Act – hereafter: The LZ Act).
- > The Bankruptcy Law (*Prawo upadłościowe*) of February 28, 2003, Chapter II – Bankruptcy proceedings for mortgage banks, Article 442–450.

In 2014, key under-law regulations for mortgage banks were amended:

- > Recommendation F – the standards for determining mortgage-lending value were eased.
- > Recommendation K – the rules on keeping and managing cover registers were actualised.

Both recommendations were to be implemented by 1 January 2015.

In 2015 the LZ Act has been thoroughly updated in order to increase the safety of the covered bonds and their availability to investors with new provisions coming into force as of 1 January 2016. Among the key modifications were: introduction of statutory overcollateralisation and liquidity buffer and increase of funding limit for residential loans as well as implementation of soft bullet and conditional pass through structure upon insolvency.

In 2015, new *Regulation of the Minister of Finance of 30 December 2015 on conducting the collateralisation review and coverage and liquidity tests* were issued.

Additionally, in 2015, further amendments were introduced to Recommendation K.

II. STRUCTURE OF THE ISSUER

The issuer is a specialised credit institution (mortgage bank) with the supervision of Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*, KNF). It is required by law that the mortgage bank is a joint stock company with a legal personality (not a branch) with two licenses: a banking license and consent to start operating activity, both granted by the KNF.

The additional covered bond issuer is Poland's only state-owned bank, Bank Gospodarstwa Krajowego (BGK), which may issue covered bonds to finance in particular government programmes. However, there have been no issues of BGK so far.

According to the LZ Act, a mortgage bank is limited in its range of business activities, i.e. it may only engage in activities specified in a closed catalogue. The operations of a mortgage bank can be divided into two groups: core and non-core, and may be also executed in foreign currencies.

The core operations which may be performed by mortgage banks include:

- > Granting loans secured with mortgages;
- > Granting loans where the borrower, guarantor or underwriter of a loan repayment is the National Bank of Poland, European Central Bank (ECB), governments or central banks of the European Union (EU) member states, Organisation for Economic Cooperation and Development (OECD), or where a guarantee or security is granted by the State Treasury;
- > Acquisition of other banks' receivables on account of loans granted by them;
- > Issuing mortgage covered bonds;
- > Issuing public sector covered bonds.

Apart from core operations, mortgage bank's approved activities comprise: taking credits and loans, issuing bonds, securities safekeeping, providing consulting and advice with respect to the property market, managing receivables of a mortgage bank and other banks arising from mortgage-backed loans, as well as granting such loans on behalf of other banks on the basis of relevant cooperation agreements.

A mortgage bank is not authorised to perform any other activities apart from the operations listed above. Particularly, it cannot accept deposits. Such limitations facilitate maintaining a more simplified and clearer activity structure and the specialisation of the loan division as well as the improvement of credit risk assessment methods in the field of real estate financing. Furthermore, funds obtained from covered bond issues shall be used mainly for funding the lending activity of a mortgage bank.

III. COVER ASSETS

Mortgage banks in Poland focus on mortgage or public sector lending. The loans are held on the balance sheet of the issuer and registered in two separate cover registers, which form two separate cover pools.

There are two specific classes of covered bonds which correspond to each of the cover assets:

- > hipoteczne listy zastawne (mortgage covered bonds) and
- > publiczne listy zastawne (public sector covered bonds).

Both mortgage and public sector covered bonds are direct and unconditional obligations of the issuer and must be fully secured by cover assets of the respective class. Upon the issuer's default, covered bondholders have a dual recourse to a segregated cover pool of assets and, if the cover pool proves to be not sufficient, an unsecured claim against the issuer. Furthermore, the covered bondholders benefit from a statutory priority claim over all the assets in the cover pool. There is no time subordination: all covered bonds are ranked *pari passu*.

Pursuant to the LZ Act, the substitution assets can be included in the cover pool i.e. they may consist of the bank's funds invested in the securities issued or guaranteed by the National Bank of Poland, ECB, governments or central banks of the EU Member States, OECD (with the exclusion of states which are, or were, restructuring their foreign debt in the last 5 years), and the State Treasury, deposited at the National Bank of Poland or kept in cash. However, the total nominal amounts of the mortgage bank's claims secured with a mortgage or based on the public sector claims, constituting a basis for the issue of mortgage covered bonds, may not be less than 85% of the total amount of nominal value of outstanding covered bonds.

All hedging derivatives are eligible for the cover pool (the bank can conclude only hedging derivatives). Settlement amounts due under such contracts and included into the cover pool rank *pari passu* with claims of covered bondholders.

In addition, receivables secured by mortgages established on buildings, which are in the construction process, may not in total exceed 10% of the overall value of mortgage-secured receivables in the cover pool. Within this limit, the receivables secured by mortgages on construction lots in compliance with the land-use plan may not exceed 10%.

IV. VALUATION AND LTV CRITERIA

The property valuation in a mortgage bank is conducted under the rules stipulated in the LZ Act. According to the Polish covered bond legislation, establishing the mortgage lending value of the property shall be performed with due care and diligence on the basis of an expert's opinion. It shall be prepared by the mortgage bank or other entities with appropriate real estate appraisal qualifications commissioned by the mortgage bank. The mortgage lending value cannot be higher than the market value of the property.

Apart from the assumptions laid down in the LZ Act concerning property valuation in a mortgage bank, there are special banking supervisory regulations (Recommendation F), which stipulate in detail the establishment of the mortgage lending value and impose a duty on a bank to have a database for real estate prices.

The funding limit – related to a single loan – is established at the level of 60% of the mortgage lending value of the commercial property and of 80% in the case of residential property (Article 14 LZ Act). In the part above 60% of the mortgage lending value of the property, the total amount of receivables from granting credits secured with mortgages or receivables purchased from other banks arising from their mortgage-secured credits, may not exceed 30% of the total amount of the mortgage bank's receivables secured with mortgages (absolute portfolio limit, Article 13.1 LZ Act).

Apart from funding limit, there is also lending limit, according to Article 13.2 LZ Act, stipulating that single loans granted or purchased by a mortgage bank cannot exceed the mortgage lending value of the property.

V. ASSET-LIABILITY MANAGEMENT

According to the LZ Act (Article 18), the total nominal value of all outstanding covered bonds (which should be calculated separately for each class) shall not exceed the sum of nominal amounts of (either mortgage or public sector) covered assets, which form the basis for the covered bond issue. Since January 2016, the ongoing cover principle is more prudent, including 10% mandatory overcollateralisation. That would apply to both public and mortgage covered bonds, the overcollateralisation is calculated on nominal basis regarding the capital amount of outstanding covered bonds. Additionally, part of the cover pool would be compulsory composed of liquid assets (e.g. central bank eligible bonds), in order to ensure preparation of liquidity buffer, not being a base for the covered bond issue. It is assumed that the value of these liquid assets (liquidity buffer) would ensure full and timely payment of the interest on the covered bond due in the upcoming 6 months.

Thus, the nominal value of respective covered assets shall permanently be higher than the total nominal value of the respective covered bonds. In addition, the mortgage bank's income from interest on its respective cover assets may not be lower than the amount of bank's payable interest on its respective outstanding covered bonds.

VI. TRANSPARENCY

Cover pool transparency reports for individual banks are available at their respective websites (see below). Two out of three Polish mortgage banks are holding the Covered Bond Label and publish their reports following the Harmonized Transparency Template.

The majority of Polish covered bonds (public sector and mortgage covered bonds, the latter denominated in PLN as well as in EUR) are listed on the Catalyst, a local bond market operated by WSE and BondSpot. Covered bonds denominated in EUR are also listed on the Luxembourg Stock Exchange.

Both markets are supervised by the Polish Financial Services Authority and are approved as regulated markets by the European Securities and Markets Authority (http://registers.esma.europa.eu/publication/searchRegister?core=esma_registers_mifid_rma).

Issuers, whose securities are listed on the regulated market, are legally bound to provide actual and potential investors with all and any information about their company's economic situation and events which may have an effect on investment risk. Consequently, mortgage banks are obliged to submit disclosures in the form of current and periodic reports, including information on subscription, assigned rating or interest payment dates of covered bonds.

Issuance documents such as Base Prospectus and Supplements for individual series comprising detailed information on the covered bonds as well as the issuer can be found on the issuers' websites:

mBank Hipoteczny: <http://mhipoteczny.pl/en/investor-relations/>

Pekao Bank Hipoteczny: <http://www.pekaobh.pl/>

PKO BP Bank Hipoteczny: <https://www.pkobh.pl/en/>

VII. COVER POOL MONITOR AND BANKING SUPERVISION

One of the key features of Polish covered bond legislation (Article 31 LZ Act) is the monitoring role undertaken by the covered pool monitor (*powiernik*) who is appointed by KNF at the request of the mortgage bank's supervisory board. The cover pool monitor is independent and shall not be bound by instructions of the appointing body.

The cover pool monitor is responsible for an ongoing control of the appropriateness of the cover pool management. Its main tasks comprise monitoring of the cover pool (i.e. confirming the accuracy of the inclusion in or removal from the cover register of the cover assets, ensuring that the asset eligibility requirements are met, verifying the correctness of the value registered in the cover pool, etc.) as well as the issuer's compliance with specific provisions of the LZ Act and reporting any breaches of them to the KNF.

The cover pool monitor is required to perform above mentioned tasks not only on an ongoing basis, but also prior to every issuance of a mortgage bank in order to ensure that a mortgage bank provides an appropriate cover for the planned issue. The issuer is obliged to provide full cooperation to the cover pool monitor and shall give the cover pool monitor the right to review the register, loan documents, accounting books or other bank's documents at its request.

Apart from cover pool's management monitoring performed by the cover pool monitor, mortgage banks fall under the oversight of the KNF which carries out general assessment of Polish banks, including mortgage banks as a part of general banking supervision.

The KNF may commission an independent expert at the expense of the inspected mortgage bank to inspection of the appropriateness of the mortgage bank's entries to the mortgage cover register. This would also include establishing the mortgage lending value of the property was in compliance with the rules referred to in Article 22, paragraph 5 LZ Act.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Pursuant to the LZ Act and the Bankruptcy Law (which is complementary to the former in terms of the insolvency issues, containing a separate chapter: Chapter II – Bankruptcy proceedings for mortgage banks – Articles 442-450), in case of bankruptcy of a mortgage bank the receivables, claims and means entered in the cover register shall constitute a separate bankruptcy estate which may be used exclusively to satisfy claims of covered bondholders. Moreover, initiation of the insolvency proceedings does not affect *listy zastawne*, i.e. they do not automatically accelerate when the issuer becomes insolvent.

After declaring a bankruptcy of the mortgage bank, the court appoints the curator (*kurator*) who represents the rights of covered bondholders in the bankruptcy proceedings and notifies the total nominal value of outstanding covered bonds together with accrued interest to the bankruptcy estate. In order to perform these duties, the curator has the right to review the accounting books and other documents of the mortgage bank as well as to obtain all the necessary information from the receiver (*syndyk*), court supervisor (*nadzorca sądowy*) and administrator (*zarządca*).

The curator participates in the liquidation of a separate bankruptcy estate, performed by the receiver. If possible, the items of such estate may be sold to another mortgage bank. While maturities of covered bond principal are postponed automatically by 1 year further, during this period all interest payments are executed pursuant to the terms and conditions of the L.Z. The aim of that solution is to support the timely payment of covered bonds, if a mortgage bank goes insolvent. Additional amendments to the law on bankruptcy include the introduction of the asset coverage test, which verifies whether the separate insolvency estate is sufficient to fully satisfy the claims of the bondholders, as well as the liquidity test, which verifies whether the separate insolvency estate is sufficient to fully satisfy the claims of the covered bondholders on the extended redemption dates. These tests are conducted also during regular activity of the mortgage bank.

With a separate bankruptcy estate, the following categories should be satisfied successively:

- > Liquidation costs of the separate bankruptcy estate, which also include the remuneration of the curator, as well as interest and other covered bonds receivables;
- > Covered bonds as per their nominal value.

The Polish model, introduced in January 2016, stipulates a statutory soft-bullet-structure in case of a mortgage bank insolvency, conditional pass-through payments, as well as detailed regulated scenario for insolvency procedure with clear competences and precise legal tools for action including over-indebtedness and liquidity tests. Transition into both soft bullet and conditional pass-through structures can only be triggered by legally specified events (insolvency and failed coverage tests) with limited decision rights in this respect granted to covered bond holders (possible resolution of covered bondholders with 2/3 majority to sell the separate bankruptcy asset pool to another bank).

After satisfying the covered bondholders the surplus of the cover assets deriving from the separate estate shall be allocated to the general bankruptcy estate. In case that the separate bankruptcy estate does not fully satisfy the cover bondholders, the remaining amount shall be satisfied from the whole bankruptcy estate funds. In that case, the remaining amount shall be transferred from the bankruptcy estate funds to the separate bankruptcy estate funds. It indicates that the covered bondholders are given preference over other creditors.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

In order to apply a preferential risk-weighting for covered bonds, the instrument needs to meet the criteria laid down in the UCITS Directive and the CRR.

Polish covered bonds (*list zastawny*) already meet the criteria of Article 52(4) UCITS: in December 2008 list zastawny was notified by the European Commission (EC) as a European “eligible bond” (covered bond), i.e. the instrument with a qualified collateral and can be found on the EC’s website at present (http://ec.europa.eu/finance/investment/legal_texts/index_en.htm).

Polish covered bonds also fall under the criteria of Article 129(1) of the CRR¹:

- > Substitution assets, including liquidity buffer, comply with Article 129(1)(a-b) CRR;
- > Derivatives included in the cover pool may comply with Article 129(1)(c) CRR, at issuer’s discretion depending of credit quality of chosen counterparty;
- > Residential real estate loans comply with Article 129(1)(d) CRR, LTV limit of 80%
- > Commercial real estate loans comply with Article 129(1)(f) CRR, LTV limit of 60%.
- > Portfolio information is publicly available at least on semi-annual basis.

Following recent amendment of the LZ Act, foreign investors (both private and corporate) are exempt from withholding tax both in relation to coupons and principal amount.

PLN denominated *listy zastawne* are approved by the National Bank of Poland as the instruments eligible for intraday and lombard credit as well as repo transactions. As of May 2019, the haircut level for repo amounts to 18% for *listy zastawne* up to 7 years remaining to maturity. The haircuts for intraday and lombard credit are 13.5% – 25.5% (depending on maturity), same as for corporate and municipal debt.

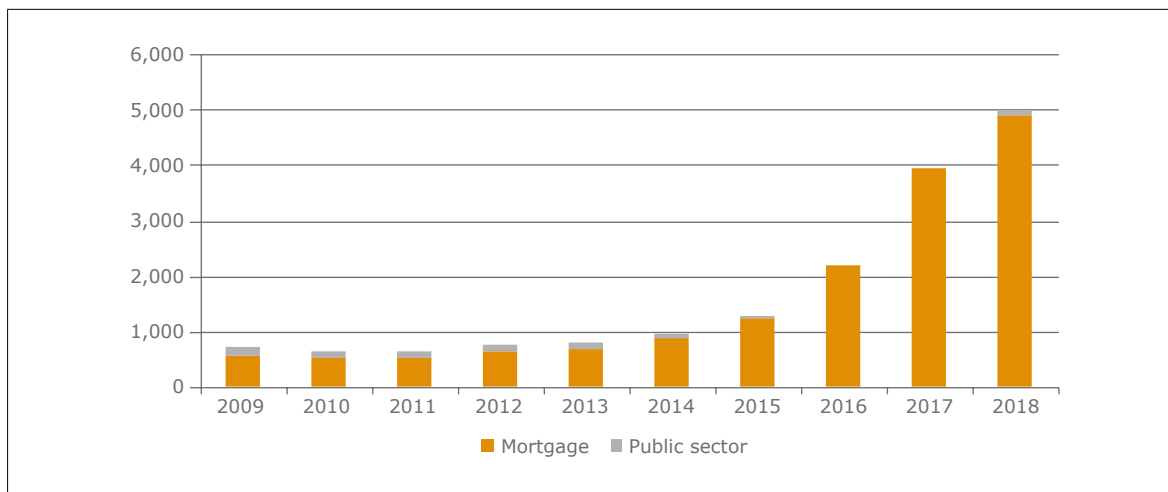
EUR denominated *listy zastawne* issued under international covered bond programmes, which are eligible for Eurosystem credit operations, but are not eligible for the CBPP.

¹ For further information on the UCITS Directive and the Capital Requirements Regulation (CRR) please see: <https://hyppo.org/ecbc/covered-bonds/>.

Polish investment regulations pertaining to investment limits for covered bonds are as follows:

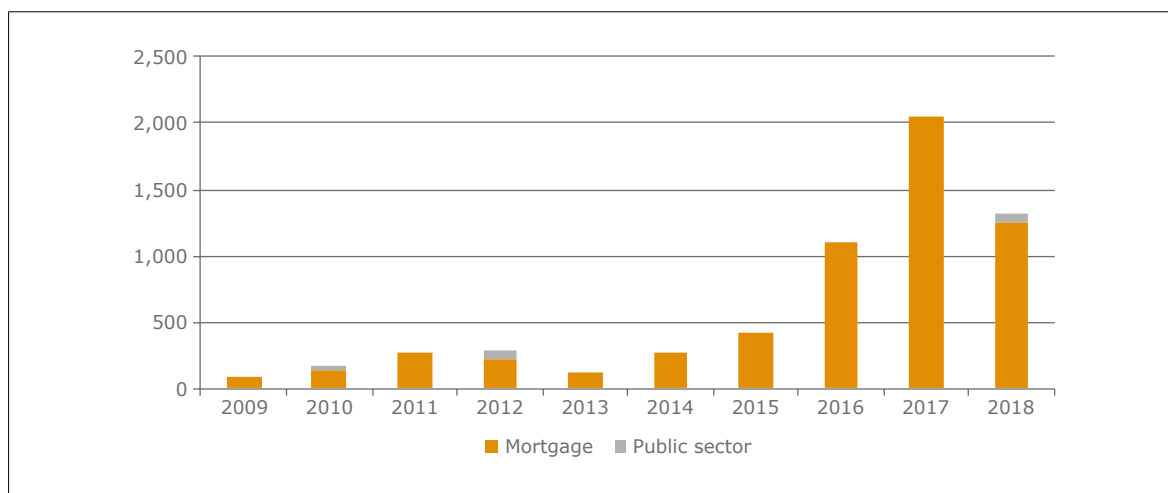
- > Banks – no statutory limits, internal concentration limits apply, high-quality liquid asset status depending on outstanding issue amount and rating;
- > Credit Unions – up to 8% of assets per issuer;
- > Insurance companies – aggregate limit up to 40% (publicly traded) or up to 10% (not admitted to trading) of technical-insurance reserves;
- > Investment funds – 25% of assets under management (AuM) limit for covered bonds per issuer or group, 35% of AuM limit for total exposure per mortgage bank or group (incl. deposits, unsecured debt and OTC derivatives), 80% of AuM limit for all covered bonds in portfolio;
- > Pension funds up to 40% of the total asset value, 5% per one issuer or issuer's group.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: mBank Hipoteczny S.A., Pekao Bank Hipoteczny S.A. and PKO Bank Hipoteczny S.A.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/77/Polish_Covered_Bonds.



COVERED BOND LABEL: PKO Bank Hipoteczny Spółka Akcyjna (1 pool), mBank Hipoteczny S.A. (1 pool), Pekao Bank Hipoteczny SA (2 pools).

3.30 PORTUGAL

By Alda Pereira, Caixa Geral de Depósitos

I. FRAMEWORK

In Portugal, the legislation on covered bonds (*Obrigações Hipotecárias and Obrigações Sobre o Sector Público*) is regulated by Decree-law no. 59/2006 of 20 March 2006 and complemented by secondary legislation – Notices and Regulatory Instruments of the Central Bank (*Avisos e Instruções*), which address issues such as the segregation of assets from the insolvent estate in case of issuer insolvency, the compliance of asset and liability matching and mortgage valuation methodology.

The exemption of withholding tax for non-resident investors for bonds issued by Portuguese entities was passed in November 2005 (Decree Law n. º 193/2005).

II. STRUCTURE OF THE ISSUER

Obrigações Hipotecárias (OH) and *Obrigações Sector Público* may be issued by credit institutions legally authorised to grant credits guaranteed by mortgages on real estate and with own funds amounting to no less than EUR 7,5 m. These credit institutions are either universal banks or special issuance entities – Mortgage Credit Institutions (MCI).

If the issuer is a universal bank, a direct issue will take place with the cover assets remaining on its balance sheet. If the issuer is an MCI, its authorised business activity is restricted to the granting and acquisition of credits guaranteed by a mortgage or loans of the central government, regional or local authorities or credits guaranteed by these entities. They may also undertake the management of assets that have been repossessed from credits in default, and undertake the activities necessary to obtain additional liquidity and adequately manage the pool.

Assuming the MCI is wholly-owned, the asset originator then transfers the cover assets to this institution and the assets and liabilities will consolidate on the originator's balance sheet. However, it is also possible for the MCI to have multiple owners and, in this case, the assets may or may not consolidate back to the originator.

Considering the MCI has a limited business activity which only makes sense within the context of covered bond issuance, one could expect the MCI to be a 100% owned subsidiary and, as such, act as a complement to the originator's business and funding activity. In this sense, it seems reasonable to expect that it could draw on the parent company's resources to operate.

However, the Bank of Portugal will always determine, on a case by case basis, the necessary conditions that must be met in order to set up an MCI.

III. COVER ASSETS

Credit mortgage loans are eligible as collateral for mortgage covered bonds i.e. credits guaranteed by first ranking mortgage loans. Second mortgage loans can be assigned to the pool if the first mortgage loan was previously assigned as well – therefore both loans are attached to the same property, provided that the total amount of these loans does not exceed the maximum Loan to Value (LTV) level permitted.

Public sector assets are eligible as collateral for public sector bonds i.e. loans granted to the central governments, regional or local authorities or guaranteed by these entities.

The Law specifies that the registration of the assets must assure mortgage credit and public sector segregation. This means that separated pools will have to be set up.

Substitution assets (up to 20%) can be included in the pool:

- > Deposits with the Bank of Portugal in cash, government bonds or other eligible bonds (ECB Tier 1 assets)¹;
- > Deposits in other credit institutions rated at least "A-";
- > Other low risk and high-quality assets – if necessary, to be defined by the Bank of Portugal.

Even though the Portuguese Covered Bonds Decree Law allows up to 20% of the cover pool for substitution assets, Bank of Portugal's regulation establishes that the pool can only trade with credit institutions qualifying for credit quality assessment step 1 and that the aggregate risk positions cannot exceed 15% of the aggregate nominal value of the outstanding covered bonds or public sector covered bonds (with the exception of those positions with a residual maturity of 100 days or less), thus complying with what is established by Article 129(1) (c) of the Capital Requirements Regulation (CRR).

The geographical scope of eligible assets is restricted to loans guaranteed by first lien mortgages on property located in the European Union (EU) or loans granted to the central governments and regional or local authorities located in an EU Member State.

Derivative contracts are permitted in the cover pool for hedging purposes, namely to mitigate interest rate, exchange rate and liquidity risks. The transactions involving derivatives must be executed in a regulated market of a Member State of the European Union, in a legally established exchange of a full member of the OECD or entered into with a counterparty that must be a credit institution rated "A-" or above. The legal documentation (agreement between the parties) should be standardised, however, this will have to safeguard the preferential claim for the counterparty. If the currency of the issue is not in EUR, the use of exchange rate derivative contracts is mandatory in order to hedge the inherent risk of the issue.

The cover pool is dynamic while the originator is solvent and issuers are required to maintain a record of all the assets in the cover pool, including derivative contracts.

IV. VALUATION AND LTV CRITERIA

The value of the mortgaged asset² is the commercial value of the real estate, considering:

- > Sustainable characteristics over the long term;
- > Pricing under normal market conditions;
- > The peculiarities of the local market; and
- > The current and alternative uses given to the mortgage asset.

The value of the mortgage asset ascertained by the issuer cannot be superior to its market value, which is the price that the object could be sold at the time the appraisal is made. This assumes that the real estate is placed on sale and that market conditions allow for a regular transmission of the mortgaged asset within an adequate timing.

The property appraisal should be carried out by an independent appraisal specialist, previous to the respective mortgage credits being assigned to the covered bond pool.

Appraisals already carried out by a property appraisal expert are also accepted as long as the following conditions have been met:

- > Appraisals have been carried out by an expert independently of the credit analysis and decision process of the bank;

1 Notice n.º 6/2006.

2 Notice n.º 5/2006.

- > Appraisals have been documented in a written report that includes, in a clear and rigorous form, the elements that allow for an understanding of the analysis conducted and the conclusions arrived at by the expert;
- > The property was appraised from a market value perspective or a property value perspective as defined in the law;
- > There is no evidence that the property appraisal, arrived at from the perspective above mentioned, was overvalued at the time the loan was assigned to the covered bond pool.

The value of the mortgaged property must be checked by the institution on a periodic basis, at least every three years for residential mortgages and at least once a year for commercial properties. More frequent checks must be carried out if market conditions are prone to significant changes.

In order to check the value of the mortgaged property or to identify those properties that require a periodic appraisal by an expert, the institution may use indices or accepted statistical methods that it considers appropriate. When indices or statistical methods are employed, the credit institution must submit to the Bank of Portugal a report detailing the foundations for the use of those indices or statistical methods along with an opinion on their adequacy by an external independent appraisal specialist.

Property appraisal must be revised by an expert whenever there is relevant information that indicates that a substantial reduction of the asset value has occurred or that the asset value relative to the general trend of the market has declined significantly.

For loans that exceed 5% of the institutions' own funds or exceed EUR 500,000 for residential mortgages and EUR 1m for commercial mortgages, the appraisal must be carried out at least every three years.

Revision of the value of an asset must be documented by the credit institution, in a clear and rigorous way, namely a description of the criteria and frequency of such a revision.

The property appraisal should be carried out by an independent appraisal specialist, with qualifications, competency and professional experience to perform this function.

The appraisal specialist is deemed not to be independent if he is in a situation susceptible of affecting his unbiased opinion, namely if he has any specific interest in the real estate being appraised or any relationship – commercial or personal – with the debtor, or if his compensation is dependent on the appraisal value of the property. The appraisal specialist may belong to the institution; however, he must have independence from the credit analysis and decision process.

The selection of the appraisal specialist by the institution must assure both diversification and rotation, and the credit institution must maintain an updated list of the selected appraisal specialists, identifying the criteria justifying their selection and the real estate appraised by each specialist.

This list should be sent to the Bank of Portugal until the end of January of each year, reporting up to 31 December of the previous year, and indicating any changes from the last report. If there are any doubts on the performance of the appraisal specialist, the Bank of Portugal can refuse to accept the valuations, demanding the appointment of another appraisal specialist by the credit institution.

When choosing the appropriate method, the appraisal specialists should consider the specific characteristics of the real estate and its local market. The appraisal of the real estate performed by the specialist should take the form of a written report and include all the elements that allow for an understanding of the analysis carried out and conclusions arrived at.

The maximum loan to value accepted for assets to be eligible into the pool is 80% for residential mortgages and 60% for commercial mortgages loans.

V. ASSET – LIABILITY MANAGEMENT

There are various asset and liability matching requirements established in the decree-law:

- > The global nominal value of the outstanding mortgage bonds cannot exceed 95% of the global value of mortgage credits and other assets at any point in time assigned to the bonds (i.e., mandatory overcollateralisation of 5.3%);
- > The average maturity of outstanding mortgage bonds can never exceed the average life of the mortgage credits and substitution assets assigned to the issues;
- > The total amount of interest to be paid by the mortgage bonds shall not exceed, at any point in time, the amount of interest to be collected from mortgage credits and other assets assigned to the bonds – cash flows from the cover pool must all be sufficient to meet all scheduled payments due to covered bond holders.

The law also promotes a sound cover pool management by allowing the issuer to apply the funds (for example, funds received from early repayment) to other assets and to assign new mortgages to the pool. This option allows issuers to avoid potential cash-flow mismatches. It is also possible for issuers to establish a credit facility to provide for liquidity. This credit facility counterparty is required to have a minimum credit rating of "A-".

Issuers may use derivatives contracts to hedge the interest and exchange rate and liquidity risks. The derivatives are included in the cover pool and derivative counterparties – who also benefit from the preferential claim – have to be rated "A-" or above.

If the limits defined in the Decree Law are exceeded, the issuer shall immediately resolve this situation by assigning new mortgage credits, purchasing outstanding bonds in the secondary market and/or assigning other eligible assets. These will, in turn, be exclusively assigned to the debt service of the bond.

Regarding these matters, the secondary legislation³ determines the application of the following criteria:

- > Loans must be accounted according to their outstanding principal, including matured interest;
- > Deposits shall be accounted according to their amount including accrued interest;
- > Interests eligible for Eurosystem credit transactions shall be accounted according to the value resulting from the rules regarding valuation margins defined by the Eurosystem or, if lower, according to its nominal value, including accrued interest;
- > Covered bonds and public sector covered bonds shall be accounted according to the corresponding outstanding principal, including accrued interest.

Interest rate or FX derivatives must be accounted in accordance with their market value and in the event that the corresponding loans and other substitute assets are denominated in different currencies, the issuer must ensure hedging of the relevant currency risk, and the reference exchange rates published by the European Central Bank shall be used for this purpose.

Single name risk is also addressed. The aggregate in risk positions with credit institutions – excluding those with a residual maturity date of 100 days or less – cannot exceed 15% of the aggregate nominal value of the covered bonds or public sector covered bonds outstanding.

The net present value of the liabilities arising from the issuance of mortgages covered bonds or public sector covered bonds cannot be higher than the net present value of the portfolio allocated to such bonds, taking into account any derivative instruments put in place. The ratio established shall be able to comply even when 200 basis points parallel movements of the curve are considered.

³ Notice n.° 6/2006.

Each issuer must deliver the specific and individual policies in written form for risk management, namely exchange risk, liquidity risk, interest rate risk, counterparty risk and operational risk and any other procedures aimed at ensuring compliance with the applicable regulatory regime and with any devised risk limitation policies set by the issuer.

The Bank of Portugal may also make use of its regulatory role to require additional steps by the issuers to meet with all the asset-liability criteria that it sets out.

VI. TRANSPARENCY

In order to provide consistent data and transparency for their issues, thus complying with Article 129(7)(b) CRR, Portuguese labelled covered bond issuers disclose information on their covered bonds programmes using the Harmonised Transparency Template (HTT), which also includes the Common National Transparency Template based on the CBIC Template, in order to ensure standardisation and comparability of the data provided by its covered bond investor reports. The Template can be found on the Covered Bond Label website.⁴

These investor reports are published on each bank's website, encompassing specific, relevant and detailed information on the Portuguese covered bonds and the cover pools and are updated on a quarterly basis. Key concepts explanations are available for a better comprehension.

Should investors require additional financial information they deemed relevant on the Bank's consolidated accounts or Groups Balance Sheet, they can obtain it on the respective website or directly by contacting the issuers.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The Board of the issuer will appoint an independent auditor who must be registered with the Portuguese Securities Commission, with the task of defending the interests of the bondholders and of verifying the compliance to applicable legal and regulatory guidelines. An annual report must be published. The Bank of Portugal will review its content and may make use of its regulatory role to request additional information⁵.

By law, there are no specific rules on the cover pool monitor's responsibility. However, general rules on civil and contractual responsibility apply. The cover pool monitor will only be liable in case it does not comply with rules applicable to its activity or with its contractual obligations. If the cover pool monitor has complied with all its obligations, it will not be liable in case the issuer has not respected the applicable regulation.

Also, a bondholders' joint representative – common to all mortgages or public bond issues – is to be appointed by the Board of Directors of the issuer in order to represent the interest of the bondholders and supervise the cover pool.

The Bank of Portugal and the Portuguese Securities Commission (CMVM) are responsible for banking and capital markets supervision. The law grants powers to the Bank of Portugal to regulate and supervise the issuers of covered bonds, so they must comply with the requirements of the law and all applicable regulations. Non-compliance by the issuer could imply the application of fines and other sanctions and, ultimately (in a worst case scenario), could determine the revocation of the issuer's license.

Additionally, the Bank of Portugal has been granted powers to control compliance of the applicable rules for as long as the bonds remain outstanding, namely it may:

- > Refuse asset valuations made by a valuation's expert if it has doubts concerning its performance, and demand to the issuer its replacement;
- > Require new asset valuations by different experts; and
- > Ask for clarifications or additional documents concerning all reports required and received.

⁴ <https://www.coveredbondlabel.com/issuers/national-information-detail/19/>.

⁵ Regulatory Instrument n.º 13/2006.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Preferential status for Portuguese covered bonds holders and bankruptcy remoteness

Holders of covered bonds benefit from special preferential claim over the assets assigned to the issue, with precedence over any other creditor – the covered bond law supersedes the general bankruptcy regulation – for the redemption of principal and payment of interest.

The mortgages that guarantee these credits prevail over any real estate preferential claims. The derivative contracts are part of the pool and derivative counterparties rank *pari passu* with bondholders in terms of preferential claim over the assets in the pool and consequently their contracts are not expected to be called in case of insolvency of the originator.

Despite the absence of a direct link between the cover assets and the outstanding covered bond issuance, there is a legal provision that links the cover pool to the payment of capital and interest on the covered bonds thus rendering covered bonds direct, unconditional obligations of the issuer. The issuer of covered bonds holds the claims on the cover assets and these, in turn, will guarantee the covered bonds until all payments due to bondholders have been met.

If the issuer becomes insolvent, cover assets form a separate legal estate – a pool that has to be administered in favour of the covered bondholders, and consequently there is no automatic acceleration of the mortgage bonds.

However, bondholders may convene a bondholders' assembly and may decide by a majority of 2/3 with regard to the outstanding bond volume to call the mortgage bonds, in which case, the administrator shall provide for the liquidation of the estate assigned to the issues and thereafter the payment of creditors in accordance with the provisions defined in the decree-law.

If the cover assets are not sufficient for the covered bonds, bondholders and derivative counterparties will rank *pari passu* with any common creditors of the issuer in relation to all other assets of the issuer (not included in the cover pool), after all guaranteed and privileged creditors have been duly paid up, for the payment of the remaining debt due to them.

Asset segregation

The assets – mortgage loans or public sector loans and substitute assets – and derivative contracts assigned to the issues are held by the issuer in separated accounts – cover register – and can be identified under a codified form. This information is deposited in the Bank of Portugal in the form of a code key. The Bank of Portugal regulates the terms and conditions by which the bondholders will have access to such key in case of default⁶.

The legal effect of the registration is to segregate those assets from the insolvent estate over which bondholders will have a special claim in case of insolvency/bankruptcy. In this situation the assets pledged to one or more issues of mortgage bonds will be separated from the insolvent estate for the purpose of its autonomous management until full payments due to the bondholders have been met. Despite this, the law stipulates that timely payments of interest and reimbursements should continue. In that way, cover assets form a separate legal estate, a pool administered in favour of the covered bondholders.

In an insolvency situation of the issuer two situations may occur:

- > The issuer voluntarily assumes that it is insolvent and will present a project to the Bank of Portugal pursuant to article 35-A of the Credit Institutions General Regime, containing the identification of the credit institution that will be appointed to manage the cover pool, together with the terms under which those services will be rendered;

⁶ Notice n.º8/2006.

- > The revocation of the authorisation of the issuer with outstanding covered bonds or public sector covered bonds takes place, and the Bank of Portugal shall appoint a credit institution to undertake the management of the cover pool.

The cover pool will be managed autonomously by this credit institution, which should prepare, immediately upon initiating its management, an opening balance sheet in relation to each autonomous portfolio and relevant bonds, supplemented by the necessary explanatory notes and should perform all acts and deals necessary for a sound management of the loan portfolio and its guarantees with the aim of ensuring a timely payment on the covered bonds, including selling credits, assuring their servicing all administrative procedures pertaining to these credits, the relationship with the debtors, and all modifying and extinguishing acts relating to their guarantees and must carry out and keep updated a registry, in off-balance sheet accounts, the details of the cover pool, in the terms set forth in the Decree-law No. 59/2006.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 CRR. Portuguese covered bonds meet the requirements of Article 129 CRR.

Credit institutions investing in covered bonds within the scope of the Portuguese jurisdiction qualifying under Article 129 of Regulation 575/2013 (CRR) are allowed to apply a 20% risk weighting. The risk-weighting of derivatives that are included in the cover pool will be 20%. Investment funds can invest a maximum of 25% of their own funds in a single issuer's covered bonds.

X. ADDITIONAL INFORMATION

Developments in the Portuguese covered bond market

Portuguese issuance in the covered bond market in 2018

In 2018, Portuguese banks continued to face the need to recapitalise, to diminish the NPL component of their balance sheet which peaked during the financial crisis and to deal with constraints on their main business arising from negative interest rates which continued to limit and reduce financial margins and profitability.

The positive evolution of the covered bond market in 2018 was not enough to bring new issues to the market. Indeed, 2018 witnessed a scarcity in the supply of Portuguese covered bonds, a fact related to Portuguese banks' comfortable liquidity position which continued to improve based on a resilient deposit base and the contraction of credit. Even though lending continued to steadily grow, it was still not sufficient to offset reimbursements.

As a consequence of not having considerable funding needs, most Portuguese Banks accessed the market mainly to fulfill regulatory requirements, issuing capital instruments (AT1, Tier 2) or eventually senior non-preferred bonds as may be required by MREL.

In 2018, new issues of Portuguese covered bonds reached EUR 2.35 billion, totally retained, eventually to be used as collateral for repos with the ECB. By December 2018, Obrigações Hipotecárias and Obrigações sobre o Sector Público combined achieved an outstanding amount of EUR 36.395 billion with a residual weighted average tenor of 4.2 years.

The major Portuguese covered bonds are labelled and, in a timely manner, Issuers publish their Harmonized Transparency Template (HTT), ensuring that the information disclosed through the Label website is easily accessible by all the participants in the market.

Regulatory news

In early 2018, Bank of Portugal approved new regulation on mortgage loans restricting lending criteria. Applicable as of July 1st 2018, 3 limits were to be observed simultaneously:

- > Loan-to-value (LTV) of 90% for owner-occupied loans, 80% for other purposes and 100% for mortgage loans to purchase homes from banks and for property leasing;
- > Debt service-to-income (DSTI) of 50%;
- > Maturity cap of 40 years for new mortgages, gradually reducing to an average of 30 years by 2022.

In addition, mortgage loans need to have regular payments of capital and interest. These thresholds were to be applied as maximum amounts with banks having the responsibility to apply different criteria according to the credit quality of each individual customer.

The new regulation is adopted as a Recommendation under the principle of “comply or explain”. Banks have to follow this new set of rules or justify their behaviour to the Bank of Portugal which will review their justification.

In a market environment of interest rates at historical lows, a growing economy and rising housing prices, Bank of Portugal is seeking to assure that banks do not take on excessive risk in their mortgage books at the same time that borrowers hold loans that they can not afford.

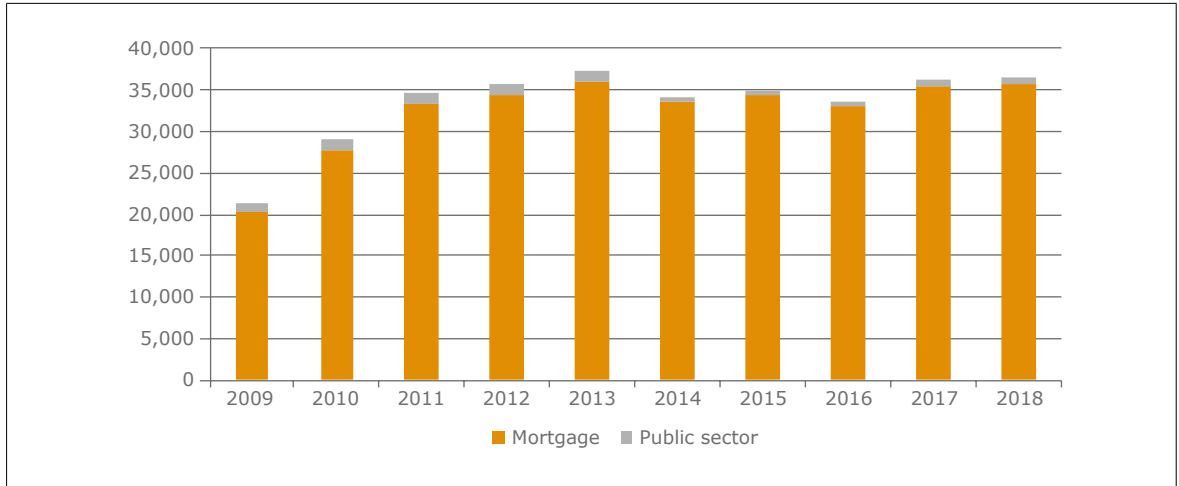
The new guidelines bring tighter criteria to mortgage lending and consequently less risky loans which, in the future, should maintain high quality pools underlying new covered bond issuance.

New BPI issue in the First Quarter 2019

In March 2019, Banco BPI launched the first Portuguese covered bond in over a year. The issue, a EUR 500 m 5 year benchmark priced at mid-swaps + 25 bps (a coupon of 0.25%), was the lowest spread for a new issue by a Portuguese bank since the financial crisis and drew a great deal of interest from investors.

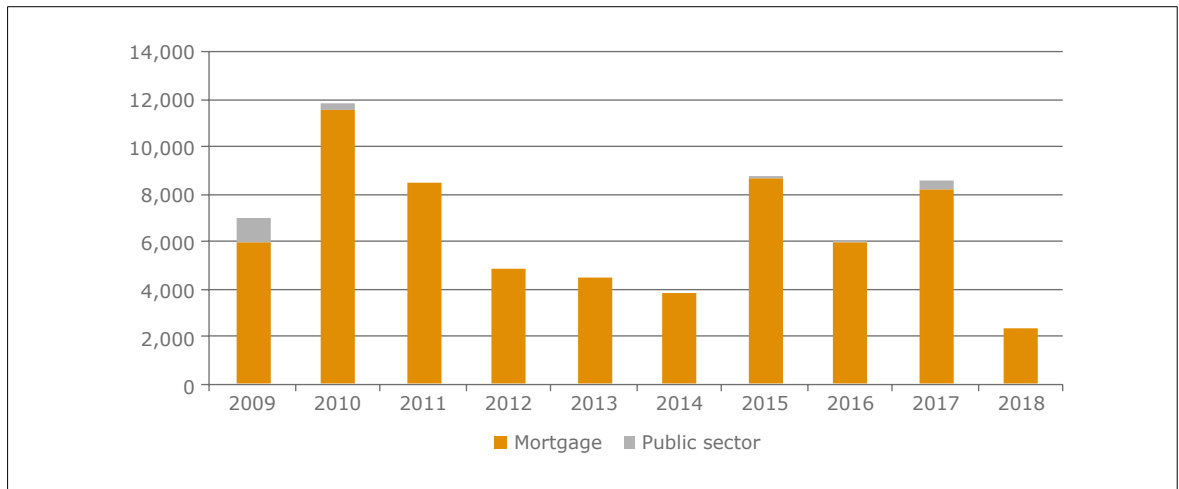
Demand was widespread across Europe with distribution going well beyond Portugal (10%) and Spain (7%) into Germany (37%), France (14%), Scandinavia (11%), Benelux (7%), UK and Ireland (6%) and Italy (5%). In terms of investor demand, funds took slightly more than half of the issue (56%) and banks an additional third (35%).

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Banco Comercial Português, Novo Banco, Banco de Investimento Imobiliário, Banco Português de Investimento, Caixa Económica Montepio Geral, Caixa Geral de Depósitos, Banco Santander Totta and Banco Popular Portugal, Banco Internacional do Funchal S.a (BANIF).

ECBC Covered Bond Comparative Database:

http://ecbc.eu/framework/38/Public_Sector_CB_%28Obriga%C3%A7%C3%B5es_sobre_o_Sector_P%C3%ABlico%29 and
http://ecbc.eu/framework/39/Mortgage_CB_%28Obriga%C3%A7%C3%B5es_Hipotec%C3%A1rias%29.



COVERED BOND LABEL: Banco BPI (1 pool), Banco Comercial Português S.A. (1 pool), Caixa Geral Depósitos S.A. (1 pool), Caixa Económica Montepio Geral (1 pool) Banco Santander Totta S.A. (1 pool), NOVO BANCO S.A. (1 pool).

3.31 ROMANIA

By Romanian Association of Banks and Adrian-Stefan Sacalschi, Takarék Mortgage Bank

I. FRAMEWORK

In Romania the legal basis for covered bond issuance is the Covered Bond Law No. 304/2015 and the National Bank of Romania's Covered Bond Regulation No. 1/2016 regarding the issuance of covered bonds. This law replaced the Mortgage Covered Bonds Law Nr. 32/2006 and supersedes the general bankruptcy regulation.

Alpha Bank Romania launched on April 8th 2019 its EUR 1 billion Global Covered Bond Programme, the first covered bond programme in Romania. The first issuance of EUR 200 million took place on May 16th 2019, with a tenor of 5 years, interest rate Euribor6m+1,5%, initial rating Baa2. The issue is listed on the Luxembourg Stock Exchange and the Bucharest Stock Exchange.

II. STRUCTURE OF THE ISSUER

The issuer can only be a credit institution (as defined by the Romanian Banking Law, which is in line with the EU legislation). Therefore, all banks or cooperative credit organisations may be issuers.

The issuer must obtain an issuance approval from the National Bank of Romania (Art. 4 CB Law). The issuance approval is valid for 15 months and within this timeframe and the approved issuance framework, the issuer has the possibility to make more subscription offers (Art. 7(2) of the BNR Regulation 1/2016). The conditions for the approval of an issuance framework are set in art. 3-9 BNR Regulation 1/2016. The Central Bank is supervising the covered bond issuance activity for fulfilment of the prudential requirements.

Pursuant to the Covered Bond Law, the issuer holds the assets on its balance sheet. The covered bond issuer holds the ownership title over the portfolio. A direct legal link between single cover assets and covered bonds does not exist. All obligations from bonds are obligations of the issuing bank as a whole. In the event of insolvency, the cover pool is segregated by law from the general insolvency estate and is reserved for the claims of holders of the specific bond issue.

Assets servicing may be outsourced, but for covered bonds it is expressly regulated only in case of the issuer's bankruptcy.

The covered bonds are direct and unconditional obligations of the issuer. The claims of the holders of covered bonds are secured by a first rank security interest over the cover assets, which are segregated from the rest of the issuing bank's patrimony, in case of bankruptcy. The legislative provisions in the former Mortgage Covered Bonds Law regarding separate cover pools for each covered bond issue were set aside in the amended Romanian covered bond legal framework. Real estate receivables, other financial assets and financial derivatives securing the mortgage bonds are structured by the issuer into a single cover pool.

The CB Law imposes asset encumbrance limits: the cover pool can not exceed 4%, 6% or 8% of the issuer's total assets, depending on the metrics defined by the NBR, such as capital, liquidity, asset quality.

III. COVER ASSETS

The covered bonds issued under the Covered Bond Law can include mainly mortgage loans (i.e. residential or commercial mortgage loans) in the cover pool and, in a smaller proportion, other eligible financial assets. The cover pool must be replenished with other mortgage loans if some of the pledged loans don't fulfil the eligibility criteria anymore.

Other eligible assets (besides mortgage loans) will be used for the substitution of the assets included in the cover pool only if the issuer has no other mortgage loans that could be used for such purpose and only up to maximum 20% of the cover pool. The list of these other eligible assets which can be included in a cover pool is established by the National Bank.

The issuer can include in the cover pool, apart from real estate receivables, other financial assets and, subject to conditions set out in art. 14 and art. 18 (8) of the Covered Bond Law, also financial derivatives. Derivatives can be included in the cover pool only for the purpose of hedging interest rate risk and foreign currency risk. Financial derivatives may be included in the cover pool only if the agreements related thereto do not contain a clause according to which the bankruptcy or the resolution of the issuer is deemed to be a termination event. The general regulation issued by the National Bank has further details in art. 31 on the conditions which have to be fulfilled by the derivatives included in the cover pool.

The Covered Bond Law stipulates in art. 18 that the mortgage loans must fulfil several eligibility or performance criteria in order to be included in the cover pool:

- > The funds under the mortgage loans have been made available in full to the beneficiaries of the respective loans;
- > The mortgage loans have been granted for real estate investment purposes in Romania or in the European Union or European Economic Area member states, or for real estate investment purposes in third countries. However, in the latter case, the threshold of real estate receivables which can be included in the cover pool cannot exceed 10% of the real estate receivables included in the pool;
- > The relevant real estate receivables should not be subject to any mortgage or legal or contractual privilege;
- > The rights in rem created to secure the repayment of the real estate receivables have been created solely in favour of the issuer;
- > The mortgaged real estate must hold an all-risk insurance for an amount at least equal to the market value of the real estate as of the execution/renewal of the insurance policy, the rights under the insurance agreement have been assigned in favour of the issuer and the insurance has been maintained valid throughout the secured period of the mortgage bonds issues;
- > At the time of its inclusion in the cover pool, each real estate receivable must not incur delayed payments, and subsequently, it should not record a delay in payment of more than 15 days throughout the validity of the cover pool;
- > The debtor under such receivable must have been notified, pursuant to the provisions of art. 10 par. (1) of the Law, that the receivable the issuer held against it is to be included in the cover pool which will serve as security for the issuance of mortgage bonds;
- > The debtor of the relevant receivable has not notified its failure to waive the right to claim compensation against the issuer, according to art. 10 par (2) of the Law;
- > Throughout their inclusion in the cover pool, the receivables must comply with any potential additional eligibility conditions provided in the prospectus or, as applicable, in the offering document attesting the conditions of the issue.
- > The cover pool shall include the mortgage loans for which the ratio, determined at the date each loan is granted, between the nominal value of each loan and the reference value of the real property serving as security is not in excess of 80% for the residential real estate loans and of 60% for other real estate loans.
- > The value of real estate receivables secured with mortgages over land without buildings and of those secured with mortgages over real property under construction cannot exceed the threshold established by the National Bank of Romania in its relevant regulations.
- > The value of the receivables against a single debtor, itself or together with the value of the receivables against its affiliated persons, must not exceed the threshold established by the National Bank of Romania in its relevant regulations.

- > Re-evaluation of immovable properties securing real estate receivables included in the cover pool is made in accordance with art. 208 par. (3) of the Regulation (EU) no. 575/2013.
- > Financial derivatives may be included in the cover pool only if the agreements related thereto do not contain a clause according to which the bankruptcy or the resolution of the issuer is deemed to be a termination event.
- > Issuers may establish additional eligibility conditions in their internal regulations, stricter than those specified in par. (1) to (8) of the CB Law and will be made public through the prospectus or, as applicable, are mentioned in the offering document attesting the conditions of the issue.

The Covered Bond Law stipulates that the cover pool is dynamic. The replacement/supplementation of the mortgage loans included in the cover pool is compulsory when certain mortgage loans no longer comply with the eligibility criteria, have become non-performing in the meaning of the CB Law, the weighted average maturities of the mortgage loans included in the cover pool decreases below the weighted average maturities of the corresponding covered bonds, the value of the mortgage loans included in the pool or of the interest amount diminishes below the thresholds provided by the CB Law (art. 13 and 16).

The residential loans included in the cover pool can not exceed 80% of the issuer's total residential loans that are eligible for the cover pool. For commercial loans this ratio is 60%.

IV. VALUATION AND LTV CRITERIA

Property valuation is regulated and is required to be undertaken by an authorised real estate appraiser. Details about the valuation process and the qualifications of evaluators are regulated by the Romanian Association of Evaluators (ANEVAR).

Re-evaluation of immovable properties securing real estate receivables included in the cover pool is made in accordance with art. 208 par. (3) of the Regulation (EU) no. 575/2013. The trustee will check the fulfilment of this issuer's obligation.

V. ASSET – LIABILITY MANAGEMENT

The Covered Bond Law stipulates an asset coverage test, an overcollateralisation test, and a liquidity coverage test. Under the asset coverage test the net present value of the outstanding bonds must be covered at all times by the net present value of the assets (and other obligations that are paid from the cover pool), under defined stress tests. Under the overcollateralisation test, a minimum of 2% as overcollateralisation on stressed present value basis is foreseen. Under the liquidity coverage test the issuer must calculate liquidity deficits that might arise over the following 180 days and cover them with liquid assets eligible for liquidity operations with NBR.

The liquidity coverage test is performed daily, while the overcollateralisation and asset coverage tests are performed monthly.

The stress tests include: shocking the yield curve (+/-) by 350 basis points, shocking the EUR-RON exchange rate (+/-) by 35.5%, stressing the level of arrears in the cover pool, taking into account a decrease in real estate prices and the loss given default in real estate enforcements.

The issuer must cure breaches of these statutory tests within 14 days of the applicable test date, otherwise an issuer event shall occur.

VI. TRANSPARENCY

Regarding the disclosure requirements, detailed information concerning the assets included in the cover pool has to be provided in the offering circular, such as: the value of the mortgage loans included in the cover pool; the reference value of the collateral created for the reimbursement of the mortgage loans as established at the conclusion of the collateral agreement against the nominal value of the issue; the interest coverage provided by

the cover pool; geographical dispersion of the mortgage loans, maturity, interest, interest computational method and payment schedule as well as prepayment conditions under the respective mortgage loans.

The internal cover register shall contain detailed information on the cover pool and separate sections for registering the substitute assets, other eligible assets and derivatives included in the cover pool. The internal cover register shall be kept and filled in by the issuer with respect to any amendments or changes to the data since the initial registration.

Issuers shall prepare and publish on their own websites quarterly reports, no later than the 15th day of the month following the end of the quarter for which they are drafted, as regards the risks related to the cover pool, the total volume of the issued mortgage bonds and the structure of the cover pool, including the nominal value of the receivables in the pool, their residual value and the structure of the maturities of the receivables in the pool.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Under the Covered Bond Law, the activity of a mortgage bond issuer is monitored by the Romanian National Bank. For mortgage covered bonds, the law provides for the mandatory appointment of an agent, as independent auditor of the cover pool. The agent has to be authorised by the Romanian National Bank. Initially, the agent shall be appointed by the issuer from a list of agents, approved by the National Bank (mandatory pre-requisite for the issuance of mortgage bonds).

The agent's main role is to monitor the cover pool, to certify the issuer's reports to BNR and to report itself its findings on the observance of the legal requirements to BNR. Its monitoring obligations shall be performed on a monthly basis, based on the synthetic documentation provided by the issuer. The agent has to observe issuer's compliance with the law and prospectus requirements. Based on the documentation provided by the issuer, the agent shall issue a certificate attesting the issuer's compliance with the provisions of the law and with the offering curricular regarding the cover pool structure. The agent shall be jointly and severally liable towards the bondholders with the issuer, with the financial investment services company handling the sale and with the issuer's financial auditor for the damages caused by non-fulfilment of several duties provided for under the law (including the obligation to monitor the issuer's compliance with the requirements related to the cover pool).

Besides the agent, a representative of the covered bond holders must be appointed by the bondholders in the first covered bond holders meeting, his role being to exercise, on its own name, but on the account of bondholders, the bondholders' rights, except for the voting rights.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The issuer has the obligation to keep an internal cover register, which allows for the identification of the cover assets. Registration in the cover register reflects the structure and dynamic of the portfolio at any time throughout the life of the issue. The cover register contains information with respect to each mortgage loan included in the cover pool (i.e. type: commercial or residential, beneficiary of the loan, immovable asset over which the security for reimbursement of the mortgage loan has been created, land book number, value of the mortgage loan and reference value of the immovable asset, any other collateral and its nominal value) and substitute assets.

The receivables included in the cover pool are mortgaged by the issuer to the agent acting on behalf of the bondholders, under a movable mortgage agreement to be attached to the prospectus or to the offering document. The movable mortgage over the receivables must be registered (by means of a global registration notice) in the Electronic Archive for Security Interests in Movable Property, on the name of the agent and on behalf of the bondholders. This mortgage comprises each, and all assets registered in the cover register. After the appointment of the bondholders' representative, the mortgage over the pool of assets is transferred on its name.

These assets are specifically registered (separately) in the accounting books of the issuer and segregated from the estate of the issuer in the event of bankruptcy (Art. 29 CB Law). Publicity formalities with the land book

of the relevant real estate properties are not necessary (Art. 29(5) CB Law). The cover register is kept by the issuer and subject to checks by the agent and supervision by the National Bank of Romania.

Asset segregation

By registration of the movable mortgage over the cover assets and the entry into the internal cover register of the mortgage loans or other assets included in the cover pool, such assets are segregated from the other assets of the issuer. In case of issuer's bankruptcy, the segregation of the cover assets from the insolvent estate of the issuer is thus a consequence of the movable mortgage over the cover assets and the operation of the CB Law.

In order to fulfil all the obligations of the issuer towards bondholders under the CB Law and under the prospectus, or, as applicable, the offering document attesting the conditions of the issue, the cover pool securing the mortgage bonds represents an autonomous estate, separate from the estate of the issuer subject to the liquidation procedure and shall not be, subject to any liquidation procedure of the issuer's assets. The sale-purchase agreements concluded in breach of these legal provisions are null and void (Art. 48 CB Law).

In case of issuer's default under the cover bonds program, the National Bank of Romania can appoint a portfolio administrator (a specialised portfolio management company), acting under the NBR's supervision.

After the launching of the bankruptcy proceedings, a special portfolio management company carries out the administration of the pool of cover assets (replacing the portfolio manager previously appointed by NBR, if the case). In such case, the appointment of the portfolio manager is made by the syndic judge, after discussion with National Bank of Romania. Any acts or deeds executed by the issuer or by the judicial liquidator, after the appointment of the portfolio administrator (within the bankruptcy procedure) are null.

For the purpose of satisfying the receivables of bondholders in the amount and at the dates provided in the prospectus or, as applicable, in the offering document attesting the conditions of the issue and of the distribution of the amounts owed to them, the pool manager may:

- > Continue to collect the amounts owed by the debtors of the cover pool, including by way of restructuring or enforcement of receivables in the event of default by the relevant debtors;
- > transfer the obligations undertaken by the issuer to bondholders to another issuer, together with the related cover pool; and
- > perform any other activities necessary for the satisfaction of the receivables included in the cover pool.

The pool manager is bound to consult the National Bank of Romania prior to committing to perform the following operations:

- > Postponement of mortgage bonds maturity;
- > partial or total sale of the cover pool;
- > procurement of new financing to cover the temporary liquidity deficit based on the cover pool securing the mortgage bonds; and
- > acceleration of mortgage bond payments.

Impact of insolvency proceedings on covered bonds and derivatives

Mortgage bonds do not automatically accelerate when the issuing institution becomes insolvent, but the bondholders could be obliged to accept payments in advance, with the corresponding recalculation of their rights if the cash-flows in the cover pool allow that.

Preferential treatment of covered bond holders

Mortgage bond holders enjoy preferential treatment as the law stipulates the separation of the cover assets from the insolvent issuer's estate.

A moratorium on the insolvent issuer's estate cannot delay the cash flows from the cover assets and, therefore, endanger the timely payment of covered bond holders. A special insolvency procedure could be commenced against the cover pool only by the bondholders.

Access to liquidity in case of insolvency

After bankruptcy proceedings are opened, with the appointment of an asset management company as the cover pool administrator, the right to manage and dispose of the recorded assets is transferred to this company by law. Thus, the cover pool manager first has access to the cover assets and collects the cash flows according to their contractual maturity and pays the amounts due by the issuer to the bondholders.

There are no specific regulations expressly addressing the issue of voluntary overcollateralization in insolvency. It may be argued that voluntary overcollateralization is part of the cover pool with all legal consequences regarding segregation in the event of bankruptcy applicable to the respective pool.

Sale and transfer of mortgage assets to other issuers

The pool manager may in accordance with art. 46 and 47 of the CB Law propose to the approval of the general meeting of bondholders the acceleration of the payment of the mortgage bonds and, in this respect, the assignment of the receivables to a third party, whom is permitted by law to grant mortgage loans as a professional activity.

The distribution of the amounts resulted from the assignment of receivables shall be made in the following order of preference:

- > Receivables representing expenses incurred by the pool manager with the sale, its remuneration and the remuneration of the trustee;
- > receivables under the financing granted to the issuer with the view to covering the temporary liquidity deficit;
- > receivables resulting from the holding of mortgage bonds, pro rata, irrespective of the seniority and maturity of the mortgage bonds issue and receivables held by counterparties under the agreements underlying the financial derivatives included in the cover pool; and
- > receivables of the issuer's creditors, according to art. 49 par (3), not paid in full upon the temporary closing of the bankruptcy proceedings.

If the amounts resulting from the assignment of receivables are insufficient to pay the obligations of the issuer, as recalculated to date, to the bondholders, for the remaining balance, they may satisfy their claims against the issuer's estate, together with the other unsecured creditors.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR).¹ The covered bonds issued under the Covered Bond Law comply with Article 129(1) CRR and fulfil the UCITS 52(4) criteria. The law requires such bonds to be issued by a credit institution, which is subject by law to special public supervision designed to protect bondholders (i.e. supervision by the National Bank of Romania and respectively by the National Securities Commission) and provides coverage by law of the claims attaching to the bonds in the event of failure of the issuer, on a first priority basis for the reimbursement of the principal and payment of the accrued interest.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/99/Obligatiuni_Ipotecare_-_Mortgage_Covered_Bonds.

¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hyppo.org/ecbc/covered-bonds/>.

3.32 RUSSIA

By Tim Lassen, PFP Group Ltd., Representative Office, Moscow

I. FRAMEWORK

This article will give an overview over the current Russian legal framework for mortgage obligations. Legal basis is the Law on Mortgage Securities¹. This law is supported by rules in the Mortgage Law, the Bankruptcy Law and the Securities Market Law.

In addition the Central Bank of the Russian Federation (CBRF) issued the Mortgage Cover Mandatory Requirements Instruction². The former Federal Financial Markets Service (FSFR) released:

- > The Mortgage Cover Determination Order³,
- > A joint order containing (i) the Special Depositor Decree and (ii) the Register Maintenance Rules⁴ and
- > The Mortgage Cover Administrator⁵.

Further rules are in general regulations of the CBRF in its role as regulator of the financial market⁶. During the last years the former Agency for housing mortgage lending (AHML, in Russian AIZhK) has been restructured into the "Unified Development Institute in the Housing Sphere", since 2 March 2018 renamed into "Dom.RF Russia Housing and Urban Development Corporation".⁷ The institute is still hold by the Russian Government. Its task is the development of the Russian housing market. Part of this is the development of a "mortgage securities' factory" as a funding institute for mortgage lending banks. Today Dom.RF is an active issuer of as well on and of balance securities. As it does not enjoy a banking licence, the on balance securities are no covered bonds and they are not issued under the Mortgage Securities Law.⁸

For developing the Russian mortgage market in the beginning of 2019 two "federal projects" have been enacted:

- > Federal Project "Mortgage"⁹

Aim of the project is to set up an environment for citizens to obtain or build a flat, financed by a mortgage credit with an interest rate of not more than 8 per cent until 2024. This shall be achieved by improving liquidity and decrease credit risk for banks and access to efficient funding. Term of the project is until 31 December 2024.

- > Federal Project "Housing and city environment"¹⁰

Aim of the project is to allow families with average income to buy or build housing premises at affordable prices by using mortgage credits with an interest rate of not more than 8%, upscale of residential building up to 120m sqm per year and fundamental upscale of living comfort in the city environment. Term of the project is until 31 December 2024.

1 Federal law dated 11 November 2003 No 152-FZ "On Mortgage Securities", latest amendment: Art. 9 Of the Federal law dated 27 December 2018 No 514-FZ "On entering of changes into the Federal law "On the securities market" and several legal acts of the Russian Federation regarding improvement of the legal regulation for exercising a securities' issue", published SZ RF, 31.12.2018, no. 53 (part I), item 8440.

2 Instruction of the CBRF dated 31 March 2004, No 112-I "On mandatory requirements for credit organisations, issuing securities with mortgage cover".

3 Order dated on 1 November 2005 No 05-59/pz-n "On confirmation of the Decree on the method of determination of the mortgage cover".

4 Order dated 01 November 2005 No 05-60/pz-n "On confirmation of the Decree on the activity of the special depositor for the mortgage cover and the Rules of the maintenance of the register of the mortgage cover".

5 Order dated 15 December 2009 No 09-57/pz-n "On confirmation of the Decree on data reporting of the administrator of the mortgage cover and the Decree on data reporting of the specialised depositor of the mortgage cover". The Order was changed by the Direction of the CBRF dated 19.04.2018 no. 4777-U (published: Herald (Vestnik) of the Central Bank, no. 56 - 57, 25.07.2018). By this Order the Decree on data reporting of the specialized depositor of the mortgage cover was abolished.

6 See ECBC Fact Book 2017, p. 437, footnote 6.

7 Homepage of the institution (in cyrillic letters): дом.рф.

8 For details on the issues see: CBonds/Rusipoteka (publ.): Encyclopedia of Russian Securitization, 8th ed. Saint Petersburg 2019, p. 201 – 215.

9 Accepted by the Council for strategic development and national projects at the President of the Russian Federation, dated 21.12.2018 no. 3.

10 Accepted by the Council for strategic development and national projects at the President of the Russian Federation, dated 21.12.2018 no. 16.

II. STRUCTURE OF THE ISSUER OF COVERED BONDS

The Russian Law on Mortgage Securities foresees two types of "mortgage obligations"¹¹ (Art. 7, sec. 1¹²): obligations¹³ issued (i) by a credit organisation (covered bonds) or (ii) by a SPV ("mortgage agent") (MBS)¹⁴.

Obviously the mortgage obligations issued by credit organisations, are oriented on the European covered bond model, those mortgage obligations issued by SPVs on the MBS model.¹⁵

For new issues (new series of issues) new cover pools need to be set up. The cover pool for every issue can be modified in cases, stipulated by the law, to ensure that there is always enough cover for the outstanding mortgage securities.

Credit organisations (Art. 7, sec. 2)

A credit organisation has to comply with the Banking Law and the rules, set up by the Central Bank for credit organisations. If the credit organisation does not fulfil the statutory requirements, the licence can be revoked (Art. 20, sent. 1, no 10 of the Banking Law).

By pt. 1.1 and 2.4 of the Mortgage Cover Mandatory Requirements Instruction, the CBRF has set up a special regulation¹⁶ for the minimal ratio between the volume of the cover pool and the volume of the issued mortgage obligations (N18): 100% (pt. 1.1, sec. 3 and 2.4 of the Mortgage Cover Mandatory Requirements Instruction).

For credit organisations the excess amount of the cover pool shall not be more than 20% (Art. 13, para. 3, sec. 2).¹⁷

Protection of terms

Due to Art. 6, the words "obligation with mortgage cover" (in Russian "obligatsiya s ipotechnym pokrytiem"), mortgage participation certificate ("ipotechnyj sertifikat uchastiya"), mortgage cover ("ipotechnoe pokrytie"), mortgage agent ("ipotechnyj agent") and "mortgage specialised organisation" ("ipotechnaya spezializirovannaya organisatsiya")¹⁸ may be used only for the purposes of the Law on Mortgage Securities.

III. COVER ASSETS

Eligible assets under the Russian Law on Mortgage Securities are mortgage secured claims under a loan or credit agreement, including interest (Art. 3, sec. 1).

Eligible are also money in Russian and foreign currency, state bonds and real estate (Art. 3, sec. 1).¹⁹ Requirements for eligible mortgage secured claims are:

- > The mortgage shall content a prohibition on sale of the mortgaged property by the mortgagor without consent of the mortgagee (Art. 3, sec. 2, pt. 2).

11 Language of the Law: "Obligations with mortgage cover".

12 Law citations without link are citations of the Law on Mortgage Securities.

13 "Housing mortgage obligations" are a special type of mortgage obligations (in Russian "zhilishchnaya obligatsiya s ipotechnym pokrytiem"): Their cover pool consists only of claims, secured by mortgages over housing premises (Art. 3, pt. 5).

14 Another mortgage security under the Law is the "mortgage participation certificate" (Art. 17 – 31), an instrument similar to investment fund certificates. Due to their different structure in this article we will not look after them. In 2018 a discussion started to abolish this instrument.

15 Cover rules for Covered Bonds and MBS are nearly the same. The issuing SPVs ("mortgage agents", art. 8) are described in detail in the ECBC Fact Book 2011, p. 413 and 2015, p. 393.

16 On the bases of Art. 7, sec. 2.

17 Banks enjoying only a basic banking licence are allowed to run capital market operations with mortgage securities (pt. 1 sec. 5 Direction of the CBRF dated 27.11.2018 no. 4979-U (registered by the Ministry of Justice 19.12.2018, no. 53056, published Herald (Vestnik) of the CBRE, no. 97, 28.12.2018) in connection with Art. 24 sec 5 Federal Law dated 02.12.1990 no. 395-1 "On Banks and Banking Activities" (SZ RF, 05.02.1996, no. 6, item. 492). Art. 5.1 Banking Law sets limitations for activities of banks with a basic license.

18 "Mortgage specialized organization" is another allowed name for "mortgage agent" (Art. 8, sec. 1, para. 5).

19 Real estate can only be used as cover, if it is purchased in foreclosure of a cover mortgage (Art. 3, sec. 1; Art. 13, sec. 1, para. 3) and for not longer than two years since the acquisition (pt. 27.3 Statute on Standards for Issues of Securities, Procedure of State Registration of the Issue (Additional Issue) of Issuing Securities, State Registration of Reports on Results of the Issue (Additional Issue) of Issuing Securities and Registration of Securities' Prospectus' (confirmed by the Bank of Russia, 11.08.2014, No. 428-P)(registered by the Ministry of Justice, 09.09.2014, No. 34005; published: Herald (Vestnik) of the Central Bank, No. 89-90, 06.10.2014)(here following: Statute CBRF No. 428-P).

- > The property has to be insured to the benefit of the mortgagee for the whole term of the loan to an amount not less than the mortgage secured claim (Art. 3, sec. 2, pt. 3).
- > The share of mortgage secured construction claims is limited to 10% of the cover pool (Art. 3, sec. 3, para. 3). For housing mortgage obligations, mortgage secured construction claims are not eligible (Art. 3, sec. 3, para. 1, sent. 2).
- > Claims, secured by a second ranking mortgage are eligible, as far as they do not exceed the LTV limit of 70% (Art. 3, sec. 3, para. 2).
- > In the moment of distribution (razmeshcheniye) or delivery (vydacha) of the mortgage obligations the cover cannot sustain of mortgage secured claims, pledged to secure other obligations (Art. 3, sec. 3, para. 1).

One asset may only be used for one cover pool (Art. 3, sec. 5).

In Moscow a state project for renovation of old buildings has started. Part of this program is the relocation of the residents of such buildings to newly built houses and demolition of the old building. If a resident as owner has mortgaged his flat in the old building the Federal law dated 1 July 2017 No. 141-FZ sets – for this special case – a mechanism to transfer the mortgage to the new flat of the resident. Within six months from the change of the mortgage object the mortgagor has to insure the flat against loss and damage. Otherwise the claim secured by this mortgage has to be deleted from the cover register (art 3 sec 2.1). As valuation – as a market valuation might not be available – the official cadastre value may be used (art 3 sec 2.2).

IV. VALUATION AND LTV CRITERIA

Due to art. 3, sec. 2, para. 2, the LTV limit is 80% of the market value of the property. If a second ranking mortgage is used for cover, the LTV limit is 70%²⁰ of the market value (Art. 3, sec. 3, para. 2). In both cases, the valuation has to be made by an independent valuer²¹.

The Law does not contain special regulations on valuation for the purpose of mortgage securities.

V. ASSET-LIABILITY MANAGEMENT

Art. 3, sec. 4 stipulates that the amount of the cover is defined by summing up the mortgage secured claims, amount of money in the cover and value of other assets. Details are set up by the FSFR in the Mortgage Cover Determination Order.

The following claims shall not be encountered by summing up the mortgage cover:

- > No payment made on the claim for more than six month;
- > Loss of the mortgage object, including if the mortgage was declared void by a court;
- > Secured obligation declared void by a court;
- > Bankruptcy of the debtor; and,
- > No insurance of the mortgage object for more than 6 month.
- > The cover asset does not fit to the general rules for eligible claims; cover assets can be replaced by other assets (Art. 14, sec. 1; Art. 3, sec. 2 and 4).

For proper performance of the obligations under the mortgage obligations²² the amount of the cover pool for the whole maturity of the bonds shall not be lower than the aggregate outstanding nominal value of the bonds (Art. 13, sec. 2, para. 2, sent. 1).

²⁰ Including the first ranking mortgage.

²¹ The valuers' profession and independence of the valuer is regulated in the Valuation law.

²² In Russian "nadlezhashchoe ispolnenie obyazatel'stv po obligatsiyam s ipotechnym pokrytiem".

One cover pool can secure two or more tranches of mortgage obligations (Art. 11, sec. 2, para. 1; Art. 13, sec. 2). In this case the rules on calculation of the necessary cover for one tranche apply similarly (Art. 11, sec. 2, para. 1). If mortgage securities are issued in several tranches on the bases of one cover pool, the volume of the cover pool has to be either not less than the nominal value of each tranche together with other tranches with similar or foregoing ranks or at least not less than the amount of the mortgage cover, set up in the decision on issue of covered bonds of the respective and the foregoing ranks²³ (Art. 13, sec. 2, para. 3). Among the two or more tranches the issuer may define an order of priorities: the performance of claims of one tranche is only allowed after proper performance of the claims of the higher ranking tranche(s) (Art. 11, sec. 2, para. 2 and 3). The rule, that for all tranches at any time the cover rules are fulfilled, can be excluded for the junior tranche by the decision on the issue (Art. 11, sec. 2, para. 1; Art. 13, sec. 6).

Money received from the repayment of the mortgage secured claims has to be included into the cover pool as far as this is necessary to fulfil the legal stipulations on the volume of the cover pool (Art. 13, sec. 4). Only at the moment of formation of the cover pool, it has to sustain for 100% of mortgage loans. After issuing the bonds, due to amortisation of the cover pool, this share will reduce. To avoid the consequence of necessary prepayment of the issue, and the risk that potential new cover mortgage loans will not fit to the parameters, the money from regular repayments of the mortgages has to be included into the cover pool.²⁴

The mortgage securities' holders have the right to claim for prepayment of the mortgage securities in the following cases (Art. 16, sec. 1): Breach of the rules regarding:

- > Volume of the cover pool;
- > Replacement of cover assets;
- > Proper fulfilment of obligations under the mortgage securities;
- > The issuer is active in fields not allowed for it; and,
- > Other reasons stipulated by the decision on issuing mortgage obligations.

A time frame to claim for prepayment has to be set up in the decision of the issue and shall not be less than 30 days from discovery or disclosure by the issuer of the prepayment right to the mortgage securities' holders (Art. 16, sec. 3, sent. 1). After this term the right to claim for prepayment ends (Art. 16, sec. 1, sent. 2). If the prepayment right arose in connection with a breach of the rules for the volume of the cover pool and/or the proper fulfilment of obligations under the mortgage securities as described in Art. 13, the right to claim a prepayment ends on the date of discovery or disclosure of information by the issuer of elimination of the breaches (Art. 16, sec. 3, sent. 2).

The issuer has to inform the mortgage securities' holders, that the right to claim for prepayment has arisen, the value of the securities, the procedure of prepayment and the termination of this right (Art. 16, sec. 2).

VI. TRANSPARENCY

The Law on Mortgage Securities stipulates a wide range of publishing information on the mortgage obligations by the issuer (Art. 37 – 41). In addition to the main rules according to the Securities Market Law (Art. 37, para. 1; Art. 40, sec. 1), important information is an accounting report on performance of the cover assets (Art. 40, sec. 4, para. 2). Credit organisations issuing mortgage obligations have special reporting duties to the Central Bank (Art. 7, sec. 1, para. 3; pt. 3.1 – 3.5 of the Mortgage Cover Mandatory Requirements Instruction).

²³ The second possibility has been stipulated by the law to change the Mortgage Securities Law in 2018 (see footnote 1, this amendment in force since 28 December 2018).

²⁴ See pt. 5 Explanatory Memorandum of the authors of the draft dated 19 August 2011.

Main points for publishing information are:

- > If the mortgage obligations are rated by a rating agency, this rating has to be published (Art. 37, para. 2).
- > Interested persons have the right to get knowledge of the cover register (Art. 39, para. 1).
- > The regulator set up further special rules for mortgage obligation issuers in the general regulations on disclosure of information²⁵.

VII. COVER POOL MONITOR, COVER REGISTER AND BANKING SUPERVISION

Cover pool monitor

The cover pool is controlled by a cover monitor (the "specialized depositor of the mortgage cover"²⁶), Art. 33, sec. 1. The cover monitor has to be a commercial organisation²⁷, licensed for (i) activity as special depositor for investment funds, share investment funds and non-state pension funds as well as for (ii) performance of depositary activities on the securities' market (Art. 32, para. 2). The FSFR has published the Special Depositor Decree.²⁸

The duties and tasks of the cover pool monitor are described in the ECBC Fact Book 2012, pp. 418 – 419.

Cover register

Cover assets have to be registered in a "register of mortgage cover"²⁹ (Art. 5). The FSFR has adopted Register Maintenance Rules³⁰.

Details are described in the ECBC Fact Book 2012, pp. 419 – 420.

Supervision

Since 2013 the whole financial and banking system is supervised by the Central Bank of the Russian Federation.

Concerning mortgage securities the state regulation of issuing mortgage securities (Art. 42 – 46) as well as the supervision of banks, issuing mortgage securities, is done by the Central Bank (Art. 7, sec. 2).

Issuing of mortgage obligations

For details of this process see ECBC Fact Book 2012, pp. 420 – 421.

For issuing securities, Russian law foresees a five step process³¹: (i) Taking the decision on issue, (ii) approval of the decision, (iii) state registration of issue or assignment of identification number to the issue, (iv) placement of securities and (v) state registration of the report or notification on results of the issue. For these general steps, the CBRF has set up special requirements for the issue of mortgage securities.³² The process will issuing will be changed from 1 January 2020 on.³³ The new procedure will be described in the ECBC Fact Book 2020.

If in the decision on issue of mortgage securities an issuing program is foreseen, the law stipulates several rules regarding content of this program (Art. 12 para 3.2).³⁴ In this case the decision on the issue shall sustain

25 Statute on Disclosure of Information by the Issuers of Issuing Securities (confirmed by the Bank of Russia, 30..2014, No. 454-P)(registered by the Ministry of Justice, 12.02.2015, No. 35989; published: Herald (Vestnik) of the Central Bank, No. 18-19, 06.03.2015)(here following: Statute CBRF No. 454-P). Special rules for mortgage securities are foreseen in Section VIII, chapter 76 – 78, Annex 2 Part B pt. 8.12.3 and 9.4.1, Annex 3 Part B pt. 8.4.1.

26 In Russian "spetsializirovannyj depozitarnyj ipotechnogo pokrytiya".

27 Not affiliated with the issuer (Art. 33, sec. 3, para. 2).

28 In the letter „On procedure of work of the specialized depositor“ dated 30.08.2017 no. 54-2-3-5/1943 the CBRF gave some explanations regarding the duties of the cover pool monitors.

29 In Russian "reestr ipotechnogo pokrytiya".

30 The cover register contains information on the mortgage claims on the loan-level basis (Art. 5).

31 Pt 1.1 Statute CBRF No 428-P.

32 Special rules for mortgage securities are foreseen in section VII, chapter 27 – 30 and Annex 16 of this Statute CBRF No 428-P.

33 By the same law amending the Mortgage Securities Law (see footnote 1).

34 The special rules for housing mortgage obligations in art. 12 para 3.1 – 3.3 will be changed or abolished on 1 January 2020.

of two parts. The first part will describe the rights of the bond holders and other general conditions of one or several issues of the program. The second part will contain concrete conditions of single issues. In addition to the rules of the Securities Market Law for bond issuing programs, housing mortgage obligation issuing programs shall contain information on the securing pledge over the cover pool and some other information. The CBRF is entitled to set up further rules, which it has not done yet.

Covered bonds can be issued only as uncertificated securities (Art. 16 sec. 2 Securities Market Law).³⁵

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF MORTGAGE OBLIGATIONS

The claims of the mortgage securities' holders are secured by a pledge over the cover pool (Art. 11, sec. 1).

Asset segregation

In case of bankruptcy the cover pool is excluded from the bankruptcy estate of the issuer (Art. 16.1, para. 1 of the Law on Mortgage Securities; Art. 131, sec. 2, para. 3; Art 189.91, sec. 2 para 1, sec 4 of the Bankruptcy Law).

The insolvency administrator is obliged to open two special bank accounts for the cover pool to collect the money paid on the mortgage secured claims or from realisation of these claims and to make payments to the mortgage obligations' holders (Art. 133, sec. 4 of the Bankruptcy Law). A special administrator of the cover pool, different from the insolvency administrator of the general bankruptcy estate is not foreseen.³⁶

Impact of insolvency proceedings on mortgage obligations

The Law on Mortgage Securities stipulates two possibilities of realisation of the cover pool in case of bankruptcy of the issuer (Art 16.1, para. 2):

- > Change of the issuer ("zamena emitenta obligaciy s ipotechnym pokrytiem"): the cover pool will be sold with the obligation for the buyer to fulfil all conditions of the decision on issuing the mortgage obligations. Details have to be stipulated by a federal law. This federal law has not been enacted yet.
- > Selling of the cover pool ("prodazha ipotechnogo pokrytiya"): the cover pool assets will be sold and the money received will be distributed among the mortgage obligations' holders. The mortgage obligations accelerate.³⁷

The rules for the change of the issuer will change from 1 January 2020 on. The claims of the holders of the mortgage securities will not be included into the general creditors' register under the bankruptcy law, but they will be registered in a separate register. The representative of the bond holders or the central depositor³⁸ for rights connected with bonds will be entered in the creditors' register for claims of mortgage securities' holders³⁹, if they are appointed. If not, the mortgage securities' holders will be registered as creditors (Art. 16.1 para 1 sec. 2/new).

A list of the mortgage securities' holders shall be prepared by the holder of the register of mortgage securities' holders on demand of the bankruptcy receiver and shall be in line with the according rules of the Securities Markets Law (Art. 16.1 para 5/new).

35 Introduced by the law changing the Mortgage Securities Law in 2018 (see footnote 1, this amendment in force since 28 December 2018). Accordingly Art. 2 sec. 2 regarding certificated covered bonds will be rescinded on 1 January 2020 (as well stipulated in the amendment in 2018).

36 Due to art. 16.2, sec. 3, para. 3 and 4 in case if one (or several) bond holders' representatives are appointed for the covered bonds secured by one cover pool (for several tranches secured by one cover pool) the bankruptcy receiver will transfer the money to a special account of the representative. The representative will distribute the money among the bond holders. Regarding the bond holders' representative, see ECBC Fact Book 2014, p. 395, footnote 28. Some details regarding beginning of office of the representative have been clarified by the CBRF in the Information letter dated 10.10.2018 no. IN-06-28/65 (published Herald (Vestnik) of the Central Bank, no. 78, 17.10.2018).

37 Moody's assigned a timely payment indicator (TPI) of "Very Improbable", as covered bonds under Russian law accelerate, if the issuer becomes insolvent. Due to Moody's the Law on Mortgage Securities offers limited support for timely payment to the covered bond holders, after issuer default. (Moody's Investors Service: Pre-Sale Report: DeltaCredit Bank Mortgage Covered Bonds, 20 November 2012 and 19 July 2013, in both reports p. 2).

38 Depositor's activity is foreseen in Art. 7/new Securities Market Law for uncertificated securities.

39 In Russian: "Reestr trebovaniy kreditovor – vladelcev obligaciy s ipotchnym pokrytiem".

If a representative of a central depositor is appointed, the bankruptcy receiver shall transfer the money, received from realisation of the cover pool to a special account of the representative or depositor (Art. 16.2 para 3 sec 3 and sec 5/new).

Preferential treatment of mortgage obligations' holders

Mortgage obligations' holders enjoy preferential treatment as the Russian law stipulates the separation of the cover pool from the general insolvency estate of the issuer (Art. 16.1, para. 1).

In case they are not satisfied in the realisation of the cover pool, the mortgage obligations' holders may ask for satisfaction from the general bankruptcy estate of the issuer (Art. 16.1, sec. 1 para. 3).

They are also enjoying a preferential treatment against deposit holders, as the cover pool – securing mortgage obligations – is excluded from the general bankruptcy estate, which in turn secures depositors on preferential bases⁴⁰.

Enforcement into the cover pool

Russian Covered Bond Law allows for enforcement of the covered bond holders into the cover pool (Art. 15). The general realisation rules of the Mortgage Law will apply. In case of different issues with different ranking, the ranking has to be kept in distribution of the receipts (Art. 15, sec. 3).

If an issue sustains of several tranches, the foreclosure in one tranche is only allowed upon an application of the bond holders' representative (Art. 15, sec. 1, para. 3).

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION; ECBC LABEL CONVENTION

Russian mortgage obligations (mortgage obligations, issued by credit organisations) comply with the requirements of Art. 52, sec. 4 UCITS and the ECBC Label Convention (see ECBC Fact Book 2012, pp. 424 - 426). The CRR is fulfilled for mortgage obligations, issued by banks, where the cover pool sustains only of housing mortgage loans (e.g. housing mortgage obligations).⁴¹

Mortgage obligations still enjoy a privileged risk weighting compared to other non-public securities: Mortgage obligations are weighted with 50% instead of 100%.⁴² Up to the amount secured by a guarantee of the Unified Development Institute in the Housing Sphere the risk weighting is 20%.⁴³

By implementing Basel III rules, in 2015 the CBRF adopted the "Statute on the Order on Calculation of the Amount of Market Risk by Credit Organisations"⁴⁴. In pt. 2.1 sec. 9, 10 this Statute CBRF No. 511-P contains for this Statute a definition of securitisation: securitisation instruments are securities, performance of which is partly or in full secured by the cash inflow from pledged assets, which in turn are no securitisation instruments (or which are securitisation instruments itself, if it is a multiple securitisation). Due to the double recourse character of covered bonds – the covered bond gives a claim towards the bank, which the bank has to fulfil also in case, if there are no payments on the cover assets, the cover pool acts as security in case of bankruptcy of the issuing credit institute – the Statute CBRF No. 511-P seems not to be applicable to covered bonds.

40 See the Explanatory Memorandum of the authors dated 01 February 2011, the Official Opinion of the Government of the Russian Federation dated 6 July 2011 and the Conclusions of the Financial Markets' Committee of the State Duma as of 20 September 2011 and 24 January 2012 to draft law no 495103-5 (enacted as Federal law dated 25 June 2012 No 83-FZ).

41 For mortgage obligations, secured by commercial mortgage loans, the CRR requirements (Art. 129, sec. 1, lit. f) are not fulfilled, as a loan up to a value of 80% of the market value is allowed under Russian law as cover asset (see ECBC Fact Book 2014, pp. 399 – 403).

42 This privilege is based on pt. 2.3.28. and pt. 2.3.3., Schedule 1 Designation code "8887.K" of the Instruction CBRF "On mandatory requirements for banks" dated 28.06.2017 No 18-I (Herald (Vestnik) of the Central Bank, no. 65-66, 04.08.2018, registered by the Ministry of Justice 12.07.2017, no. 47383)(following: Instruction CBRF No. 18-I).

43 Pt. 2.3.2 lit d, para 9, Schedule 1, designation code 8943.1 of the Instruction CBRF No. 18-I.

44 Statute approved by the Central Bank on 03.12.2015 No. 511-P (registered by the Ministry of Justice, 28.12.2015, No. 40328; published: Herald (Vestnik) of the Central Bank, No. 122 (1718), 31.12.2015, p. 50 – 70, here following: Statute CBRF No. 511-P. The Statute came into force 1 January 2016 (pt. 5.1).

For calculation of sufficiency of equity of investments of a bank in mortgage securities and shares of a mortgage agent (and other assets) the CBRF set up a new formula of accounting the credit risk.⁴⁵

X. ADDITIONAL INFORMATION

Investment regulations

The EU investment regulations for mortgage obligations are not transferred into Russian law. Nevertheless, different investment rules and privileges for mortgage securities do exist. E. g. in 2017 the Central Bank has set up new rules for investing pension deposits of non-state pension funds in different asset classes.⁴⁶

45 Art. 2 sec 2 and 7 of the Statute approved by the CBRF on 04.07.2018 no. 647-P "Statute of accounting of the amount of credit risk by banks in transactions, outcome of which is the attraction of monies through issue of bonds, settlement of each of it is in full or in part secured by return of monies from assets, used as security" (registered by the Ministry of Justice dated 10.10.2018 no. 52392; published: Herald (Vestnik) no. 79, 24.10.2018).

46 Statute approved by the Central Bank on 01.03.2017 No. 580-P (published: Herald (Vestnik) of the Central Bank, No. 56, 10.07.2017, here following: Statute CBRF No. 580-P). See pt. 1.1.2. of Statute CBRF No. 580-P.

> FIGURE 1: OVERVIEW OVER THE ISSUES OF BANK MORTGAGE OBLIGATIONS (COVERED BONDS)⁴⁷

	Date of issue	Issuer	Tranches	Volume ⁴⁸		Interest rate	Maturity
				RUB	EUR		
1	21.09.2011	VTB 24		5,000.0	116.5		26.11.2043
			A	3,333.3	77.7	9.00%	
			B	1,666.7	38.8	3.00%	
2	14.09.2012	VTB 24		6,000.0	147.9		15.09.2044 15.09.2044
			A	4,000.0	98.6	9.00%	
			B	2,000.0	49.3	3.00%	
3	23.05.2013	VTB 24		6,000.0	148.7		01.09.2044
			A	4,000.0	99.2	9.00%	
			B	2,000.0	49.6	3.00%	
4	18.12.2013	VTB 24		12,300.0	271.7		18.09.2046
			A	8,200.0	181.2	9.00%	
			B	4,100.0	90.6	3.00%	
5	27.03.2014	DeltaCredit		5,000.0	102.1	12.00%	27.03.2024
6	25.06.2014	VTB 24		6,000.0	129.8		14.08.2043
			A	4,000.0	86.5	9.00%	
			B	2,000.0	43.3	3.00%	
7	01.10.2014	Delta Credit		7,000.0	140.1	11.1%	01.10.2024/ 22.10.2021
8	10.10.2014	Delta Credit		5,000.0	98.1	11.92%	10.10.2024
9	10.12.2014	Gazprombank		7,000.0	104.7		27.04.2048
			A	4,666.7	69.8	9.00%	
			B	2,333.3	34.9	3.00%	
10	10.12.2014	VTB 24		5,800.0	86.7		06.12.2044
			A	3,800.0	56.8	9.00%	
			B	2,000.0	29.9	3.00%	
11	23.09.2015	Unicredit		4,000.0	54.1	12.25%	16.09.2020
12	26.02.2016	Gazprombank		15,000.0	178.1	10.90%	19.02.2021
13	24.11.2016	DeltaCredit		7,000.0	102.9	10.29%	24.11.2021
14	28.12.2017	Delta Credit		7,000.0	100.7	7.82%	28.12.2022
Total outstanding				98,100.0	1,782.2		
							Date of redemption
1	16.12.2009	VTB 24		15,000.0	341.3	9.70%	10.12.2014
2	11.10.2007	MIA		2,000.0	56.7	12.50%	01.10.2015
3	12.02.2015	Investtorgbank		2,500.0	33.4	15.35%	12.02.2020
4	14.09.2011	Unicreditbank		5,000.0	121.3	8.20%	07.09.2016
5	02.04.2013	DeltaCredit		5,000.0	125.6	8.50%	02.04.2016
6	09.11.2011	DeltaCredit		5,000.0	119.2	8.33%	02.11.2016
7	11.12.2012	DeltaCredit		5,000.0	125.5	9.15%	05.12.2017
8	04.02.2015	DeltaCredit		5,000.0	65.1	8.50%	04.02.2018
9	10.07.2013	DeltaCredit		5,000.0	117.3	9.15%	04.07.2018
10	05.09.2013	DeltaCredit		5,000.0	113.4	8.50%	30.08.2018
11	30.03.2016	DeltaCredit		5,000.0	65.1	9.15%	30.03.2019
Total redeemed				59,500.0	1,283.9		
Total issued				157,600.0	3,066.1		

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/41/Mortgage_Obligations_

47 Details of the issues can be found on www.cbonds.info and Encyclopedia of Russian Securitization, 5th ed. Saint Petersburg 2018, pp. 185, 186.

48 CBRF exchange rate as of date of issue.

3.33 SINGAPORE

By Colin YS Chen, DBS Bank & Chairman of the ECBC Global Issues Working Group and Franz Rudolf, UniCredit

I. FRAMEWORK

On 31 December 2013, the Monetary Authority of Singapore ("MAS") published its regulations regarding the issuance of covered bonds by banks incorporated in Singapore (MAS Notice 648)¹. The regulations became effective 31 December 2013 and were amended in June 2015. The requirements set out in the notice are mandatory for Singapore's banks as MAS Notice 648 is part of The Banking Act in Singapore. The regulation outlines MAS' rules relating to the issuance of covered bonds by banks incorporated in Singapore and it will enable Singapore's banks to gain access to longer term, stable funding options as well as to facilitate the diversification of funding sources for the banking and financial markets in Singapore.

DBS Bank Ltd was the first to establish its USD10 Billion Covered Bond Programme under these new regulations on 16 June 2015 and on 30 July 2015, issued the inaugural Singapore covered bond, pricing USD1 Billion, fixed rate covered bonds due 2018. Following then, United Overseas Bank Ltd. also launched its USD8 Billion Covered Bond Programme on 23 November 2015. The first series of EUR500 Million fixed-rate covered bonds was subsequently issued on 3 March 2016. The third issuer was Oversea-Chinese Banking Corporation, which issued a EUR500 million fixed rate covered bonds due 2022 on 15 March 2017, as part of its USD10 Billion Covered Bond Programme.

Singapore's covered bonds are based on contractual agreements and governed by the law of contracts under common law, which applies to all elements of the covered bond structure. This, together with the implemented specific covered bond regulations, creates a framework comparable with that of other European jurisdictions, e.g. in the UK, via a more prescriptive regulatory framework.

Singapore's legal system is similar to the legal system in the UK in that the covered bond structure is fundamentally based on statutes or acts, which have been formally enacted by the legislative authority of the Republic of Singapore. It is considered a primary authority and source of law and determines the applicable legislation. The MAS guidelines arising from the MAS Notice 648 and its amendment provide clarity on the characteristics of a Singapore covered bond.

Singapore covered bonds are direct and unconditional obligations of the issuer and in the event of a default or insolvency of the issuer, the covered bond investors will have dual recourse: an exclusive senior secured claim on the pool of cover assets and also a senior unsecured claim on the issuer. The cover pool assets will be held in a special purpose entity, which, in turn, will provide a guarantee in respect of the principal and interest payments under the covered bonds' outstanding. A bond/security trustee is appointed to hold the security over the cover pool for the benefit of the covered bond investors.

II. STRUCTURE OF THE ISSUER

In the MAS Notice 648 covered bonds are defined as "bonds, notes or other debentures issued by a bank or an SPV (Special Purpose Vehicle) where the payments of the liabilities to the holders of such covered bonds and any liabilities arising from the enforcement of the rights of the holders of the covered bonds are: (a) secured by a cover pool; and (b) recoverable from the bank whether or not the cover pool is sufficient to pay off such liabilities." This implies the dual recourse nature of covered bonds with a claim of covered bond holders against the cover pool as well as the issuing bank. The cover pool, in this context, comprises the eligible assets owned by the bank or an SPV for the purpose of securing the liabilities to the holders of the covered bonds only. MAS Notice 648 is applicable to all banks incorporated in Singapore. In order to issue covered bonds, the bank has to notify MAS at least one month prior to the issuance of covered bonds. In addition, issuers will have to submit to the MAS a Memorandum of Compliance, confirming that the guidelines with respect to the program and issuances for covered bonds have been adhered to and complied with.

¹ MAS Notices can be found on MAS website at www.mas.gov.sg.

III. COVER ASSETS

The cover pool may consist of the following assets, according to Paragraph 6 of Notice 648:

- > Mortgage loans secured by residential property ("residential mortgage loans"), whether in Singapore or elsewhere (no geographic limitation to mortgage loans); the loan-to-value (LTV) limit is set at 80% ("soft limit"), taking into account the current market value of the residential property;
- > Any other loans secured by the same residential property as the residential mortgage loans;
- > Assets, including intangible properties, that form part of all the security provided for the residential mortgage loans, such as guarantees and indemnities;
- > Any interest held by the bank as trustee or a replacement trustee for the SPV in relation to the residential mortgage loans or the assets referred to in paragraphs (a) and (b);
- > Derivatives held for the purpose of hedging risks arising from the particular issuance of covered bonds;
- > Cash (including foreign currency);
- > Singapore Government Securities, and
- > MAS Bills.

The aggregate value of substitute collateral (cash, Singapore Government Securities and MAS Bills) is limited to 15% of the cover pool. The 15%-limit can be temporarily exceeded in order to allow the issuer to build up the necessary liquidity to meet payments in the upcoming 12 months or to account for operational timing differences.

MAS imposed to limit the amount of collateral in the cover pool at 4% of total assets of an issuer. Total assets of the bank include assets of the branches but does not include assets of the subsidiaries of the bank. For the purpose of determining the total assets of a bank, the bank shall exclude assets it uses to meet regulatory requirements under sections 38, 39 and 40 of the Banking Act, section 8 of the Deposit Insurance and Policy Owners' Protection Schemes Act and other regulatory requirements as may be prescribed or specified by MAS. Commercial mortgage loans or public sector loans are not eligible.

IV. VALUATION AND LTV CRITERIA

The legal framework sets an 80% loan-to-value (LTV) limit for the eligibility of residential mortgage loans. The LTV limit is a soft limit, meaning that in case a mortgage loan exceeds 80%, the loan can still be included in the cover pool, but only the value up to 80% is given credit to when determining the value of the cover pool. The value of the underlying collateral is determined by the current market valuation of the residential property that is used to secure the residential mortgage loan. A valuation of residential properties used to secure the loans shall be conducted on an annual basis.

V. ASSET – LIABILITY MANAGEMENT

MAS Notice 648 Paragraph 6(h) stipulates a mandatory minimum overcollateralisation (OC) of 3% on a nominal basis as "... the value of assets in a cover pool shall be at least 103% of the outstanding nominal amount of the covered bonds secured by the assets at all times." Covered Bond issuers shall in accordance with MAS Notice 648 Paragraph 8(a) perform regular asset coverage tests (ACTs) to ensure collateral quality and the proper level of overcollateralisation. In addition, regular stress tests on risks related to default, prepayment, currency, interest rate, counterparty and liquidity have to be performed. Details regarding these tests will be addressed in the respective covered bond programs of Singapore issuers.

VI. TRANSPARENCY

Covered bond issuers shall disclose to the covered bond holders the results of asset coverage tests (ACTs) performed and cover pool characteristics on a regular basis and in any event, at least every quarter, according to MAS Notice 648 Paragraph 8(e).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

According to Paragraph 8(b), a cover pool monitor shall be appointed. The cover pool monitor, who has to be an external third party qualified to be an auditor under the Companies Act (Cap 50), has to verify the compliance of the covered bond issuer with Notice 648 regulations and report these to MAS. A certified report has to be submitted to the Authority annually in the first quarter following the end of the bank's financial year. The duties of the cover pool monitor explicitly include to:

- > Verify annually that the bank complies with covered bond-specific regulations (asset cap, eligible assets, LTV limits, overcollateralisation, et al. as defined in Paragraph 6(a) to (h));
- > Verify annually that the bank or SPV, as the case may be, keeps an accurate register of the assets in the cover pool;
- > Assess the adequacy of the bank's or SPV's, as the case may be, risk management process and internal controls relating to the covered bond program annually, including an independent review of ACTs performed by the bank or SPV, as the case may be;
- > Submit a certified report to MAS annually on compliance with covered bond regulations; and
- > Report to MAS immediately if it becomes aware that the bank or SPV has breached any of the conditions imposed.

Singapore's covered bond regulations stipulate that the issuing bank shall ensure adequate risk management processes and that internal controls are in place to manage the risks arising from the issuance of covered bonds, including appropriate governance arrangements and regular stress tests on risks arising from issuing covered bonds such as default, prepayment, currency, interest rate, counterparty and liquidity risks. This also includes having governance processes in place with respect to the authority to approve any issuance of the covered bond. Finally, regulations state that the board and senior management of the issuer are responsible for conducting due diligence in assessing the risks associated with issuing covered bonds and ensuring that risk management processes that are put in place for covered bonds are adhered to.

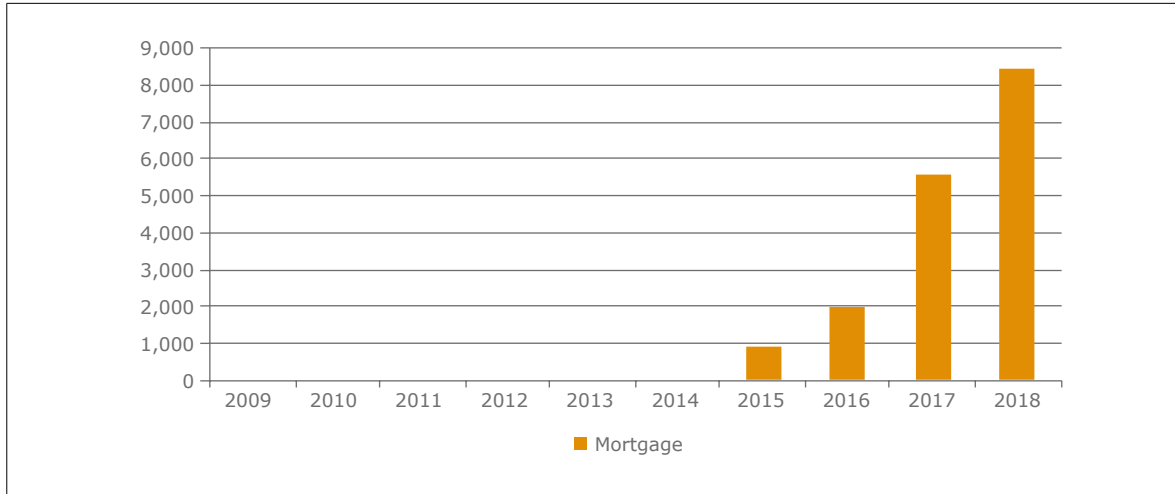
VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Given that Singapore's legal system is based on Commonwealth Common Law, a similar structure applies as used for the issuance of covered bonds in the UK, Canada, Australia, or New Zealand. Thus, covered bonds will be issued by a bank, with the cover pool collateral sold by way of an equitable assignment or by declaring a trust over the collateral to a Special Purpose Vehicle (SPV). The covered bond will benefit from dual recourse on the issuer and the cover pool. This structure ensures the segregation of the cover assets from the insolvency estate of the issuer in the case of an issuer default. The contractual agreements for the issuance of covered bonds are structured within the general legislation in Singapore.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

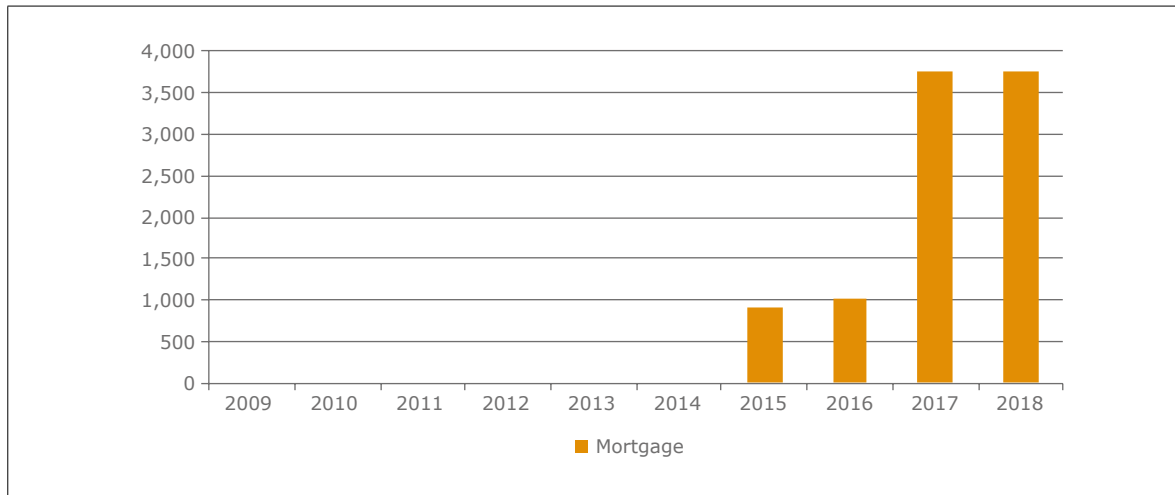
Singapore covered bonds are not UCITS 52(4) or CRR Article 129 compliant given that Singapore is not a Member State of the European Union. As such, it is unlikely that Singapore covered bonds will benefit from preferential risk weighting for regulatory capital purposes. However, given the revised release of the Basel III framework containing preferential risk weights explicitly for covered bonds and the definition of minimum standards, the framework could have a positive impact for covered bonds outside the European Union when it comes into force on 1 January 2022. Covered bonds are LCR eligible in Singapore if they have a long-term credit rating of at least AA- from a recognised external rating agency, and have a proven record as a reliable source of liquidity in the markets even during stressed market conditions.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: DBS Bank Limited, United Overseas Bank Limited, Oversea-Chinese Banking Corporation.

ECBC Covered Bonds Comparative Database: http://www.ecbc.eu/framework/111/Singapore_Covered_Bonds.



COVERED BOND LABEL: DBS Bank Ltd (1 pool), United Overseas Bank Limited (1 pool), Oversea-Chinese Banking Corporation Limited (1 pool).

3.34 SLOVAKIA

By Slavomíra Páleníková, Andrej Zeher, Všeobecná úverová banka, Slovak Republic and Matej Krčmár, National bank of Slovakia

I. FRAMEWORK

With the aim to improve the covered bond legislation and get closer to EBA recommendations, the new legislation was adopted at the end of the year 2017 and it is effective from 1 January 2018. The main changes are:

- > abolishment of the special license granted by National Bank of Slovakia ("NBS") for conducting the mortgage business and its replacement by prior approval of NBS,
- > abolishment of financing ratio,
- > stipulation of the minimum requirements for overcollateralisation,
- > inclusion of hedging derivatives into the cover pool,
- > obligation of keeping the liquidity buffer,
- > obligatory stress testing,
- > special maturity extension of covered bonds in case of bankruptcy of the issuer,
- > new requirements for disclosure.

Covered bonds are regulated by the Act on Bonds (Act No. 530/1990 Coll., Part Four, Article 20b); by the Act on Banks (No. 483/2001 Coll., Part 12); by the Insolvency Act (Act No. 7/2005 Coll., Part 6); by five new Decrees of the NBS for covered bonds programme, for example: stipulating the details of an application for prior approval of the NBS and the Decree of the NBS stipulating Covered Bond Register, reporting and disclosure.

According to the Act on Banks, a covered bond is a secured bond under a special regulation (Act on Bonds) the nominal value and aliquot interest income of which are fully covered by assets or asset values in a cover pool and correspond to the value of assets which, for the whole period of validity of the covered bond, are preferentially intended to satisfy claims arising from this covered bond and these assets, in case the bank issuing these bonds, is not able to properly and timely pay its liabilities arising from them, will be preferentially used to pay the nominal value of the covered bond and aliquot interest income. The covered bond can be issued only by a bank with granted prior approval from NBS to perform activities related to covered bonds programme and the title must include the words "covered bond" ("krytý dlhopis").

Cover pool consist of primary assets representing residential mortgage loans with a maximum loan-to-value (LTV) of 80% of the value of the mortgaged real estate, substitution assets amounting maximum of 10% of the total value of the cover pool, hedging derivatives and buffer of liquid assets.

The coverage ratio, calculating the value of the cover pool and the total of the values of liabilities of covered bonds and operational costs over the next year incurred by the issuing bank, must be kept at the minimum level of 105%. In individual terms and conditions of the issuance of the covered bonds, the bank can determine a higher coverage ratio than 105% and from this moment the bank is obligated to maintain such a higher coverage ratio until the full repayment of the covered bond issuance for the entire relevant covered bonds programme. If the bank determines several higher coverage ratios for different issuances, it is obligated to maintain the highest coverage ratio for the entire relevant covered bonds programme until the full repayment of the covered bonds issuance with such highest coverage ratio, while the bank is also obligated to immediately replenish and continuously replenish the cover pool to the extent corresponding to such highest coverage ratio.

The bank is obligated to calculate the coverage ratio as of the last day of the relevant month.

Covered bond holders have recourse to the issuer as well as a preferential claim on the cover pool. The collateral in the cover pool is recorded in a special register of covered bonds and overseen by a cover pool administrator. The special public supervision is divided between the special administrator and banking supervision performed by the NBS.

II. STRUCTURE OF THE ISSUER

The covered bond in Slovakia can be issued only by a bank with granted prior approval from the NBS to perform activities related to covered bonds programme.

The issuer of covered bonds owns the cover assets and keeps them on its balance sheet. The holder of the covered bond has a direct recourse to the issuing bank.

III. COVER ASSETS

Covered bond is a secured bond the nominal value and aliquot interest income of which are fully covered by assets or asset values in a cover pool.

Mortgage loan according to Act on Banks is a loan secured by a lien or other security right to real estate, including building under construction, apartment, including apartment under construction or non-residential premises, including non-residential premises under construction (hereinafter the "real estate"), a part of real estate or future real estate and granted by a bank, foreign bank or a branch of a foreign bank.

Cover pool consists of the following parts:

- a) primary assets – consist of the receivables of the issuing bank from mortgage loans with a maturity period not longer than 30 years granted only to retail consumers under a special regulation which are secured by liens to real estate and which are registered by the bank in the register of covered bonds at its discretion. The primary assets include, in addition to the receivables also the liens to real estate used to cover these receivables. The primary assets must account for at least 90% of the total value of the cover pool which, for this purpose, excludes the value of liquid assets. The value of the primary assets is calculated on the basis of a residual nominal value of individual receivables together with aliquot interest income. The primary assets, or any part thereof, in relation to which the debtor is considered defaulted (under Article 178 (1) of Regulation (EU) No. 575/2013) must be deleted from the register of covered bonds.
- b) substitution assets – must meet conditions under a special regulation (Article 129 (1)(c) of Regulation (EU) No. 575/2013). The substitution assets can account for not more than 10% of the total value of the cover pool which, for this purpose, excludes the value of liquid assets. The value of the substitution assets will be determined on the basis of their real value.
- c) hedging derivatives – consist of derivatives the purpose of which is to manage and mitigate currency risk or interest rate risk connected with issued covered bonds. The hedging derivatives are included into the calculation of the value of the cover pool as follows:
 - i) the hedging derivatives used to mitigate the currency risk are measured at fair value,
 - ii) the hedging derivatives used to manage and mitigate the interest rate risk of the substitution assets are measured at fair value,
 - iii) the hedging derivatives used to mitigate the interest rate risk of the primary assets and the covered bonds are not included into the calculation of the value of the cover pool.
- d) liquid assets – consist of assets of level 1 assets, level 2A assets (under Articles 10 and 11 of Commission Delegated Regulation (EU) 2015/61 of 10 October 2014 supplementing Regulation (EU) No 575/2013) except own covered bonds issued by the bank issuing the covered bonds and exposure toward institutions (Article 129 (1)(c) of Regulation (EU) No. 575/2013).

If the bank has not aligned the maturities of positive and negative cash flows within the covered bonds programme in every moment during the following 180 days then, in order to cover all expected negative cash flows from the covered bonds programme, it is obligated to cover them from a buffer of liquid assets at least in the value of uncovered negative cash flows. These assets are a part of the cover pool. The value of securities entering the buffer of liquid assets shall be determined on the basis of their fair value including an aliquot interest income. The value of the buffer of liquid assets is a part of the coverage ratio.

Assets and other asset values become a part of the cover pool when registered in a register of covered bonds and are a part of the cover pool until they are deleted from the register.

The cover pool can be used to cover only:

- a) the liabilities of the issuing bank in order to pay the nominal value and aliquot interest income from all covered bonds issued by this bank until they are fully repaid,
- b) the estimated liabilities or costs of the issuing bank (operational cost of covered bonds programme) which arise and are immediately connected with the management thereof and settlement toward persons that conduct activities under the Act, or arising from issuance conditions especially toward the administrator of the covered bonds programme, payment service agents, administrators, representatives of the owners of the covered bonds and other persons performing similar activities at least for twelve months,
- c) the liabilities of the issuing bank which arise from the hedging derivatives included in cover pool.

Assets and other asset values constituting a part of the cover pool are used by the bank preferentially to cover the bank's liabilities mentioned above and the bank must not dispose of them or use them to secure other liabilities until they are deleted from the register of covered bonds.

IV. VALUATION AND LTV CRITERIA

The legislation sets an 80% loan-to-value (LTV) limit for the eligibility of residential mortgage loans. The LTV limit is a soft one, meaning that in case a mortgage loan exceeds 80%, the loan is included into the primary assets only up to the amount that does not exceed 80% of the value of the pledged property. If the value of the pledged property drops below the amount of the outstanding principal of the mortgage loan, such mortgage loan must be immediately deleted from the register of covered bonds.

The value of the property will be determined by the bank based on an overall assessment of the property and the bank is bound solely by own assessment of the property. The bank is obligated to continuously monitor and regularly reappraise the value of the pledged property according to Decree of NBS No.10/2016 at least once in three years.

The lien on the real estate securing the mortgage loan is established by its recording in the Land Register (Act No. 162/1995 Coll.; Cadastre Law) on the basis of a proposal of the bank and owner of the real estate.

V. ASSET – LIABILITY MANAGEMENT

There is a mandatory minimum overcollateralisation of 5% stipulated by the law.

The bank is obliged to keep liquidity buffer in order to cover the liquidity gap for the following 180 days. If the principle of the covered bond issuance becomes due during the following 180 days, the difference between positive cash flows and negative cash flows shall be calculated as follows:

- a) for the period of the following 30 days the calculation includes positive cash flows and negative cash flows in full amount,
- b) for the period of the following 31 to 180 days the calculation includes positive cash flows and negative cash flows from interests and principal in full amount with three year adaptation period:

- (i) as from 1 January 2018, the calculation includes positive cash flows and negative cash flows from interests in full amount and negative cash flows from principal multiplied by a coefficient of 0.6;
- (ii) as from 1 January 2019, the calculation includes positive cash flows and negative cash flows from interests in full amount and negative cash flows from principal multiplied by a coefficient of 0.8;
- (iii) as from 1 January 2020, the calculation includes positive cash flows and negative cash flows from interests in full amount and negative cash flows from principal in full amount.

Liquid assets that are a part of the buffer of liquid assets can be included for the purposes of the fulfilment of liquidity requirements during the period of thirty days under a special regulation (Articles 10 and 11 of Commission Delegated Regulation (EU) 2015/61, supplementing Regulation (EU) No. 575/2013) only to the extent of coverage of uncovered negative cash flows from covered bonds during the period of the following thirty days.

If the bank makes transactions in order to mitigate the currency or the interest rate risk arising from a net open currency position or an interest rate position between the issued covered bonds and the assets making up the cover pool, it is obligated to include these hedging derivatives and financial flows from them, together with their security, into the cover pool. The hedging derivatives must meet qualification criteria of an effective hedging relation.

The bank shall carry out yearly stress tests as part of its covered bonds programme. The stress test shall be set in line with the stress test performed to evaluate the appropriateness of the internal capital and include test for credit risk, interest rate risk, currency risk, liquidity risk, counterparty risk, operational risk and immovable property prices decline risk. The bank is required to prove in the stress test that it is able to keep the coverage ratio also during the stress test period.

VI. TRANSPARENCY

The bank issuing covered bonds shall publish:

- a) the structure of covered bonds, maturity thereof, the number and volume of the covered bond issuance, the currency and the interest rates thereof,
- b) the value, type and asset ratio in the cover pool and important changes in it,
- c) the volume according to the currency of the monetary nominal value, weighted average residual maturity, weighted average interest rate and weighted average value of primary assets security indicator in the cover pool,
- d) the proportional geographical distribution of the primary assets and real estate which secure them and constitute the cover pool,
- e) other documents and information related to the covered bonds programme.

New extended duties for the administrator:

Until 30 April of a current calendar year, the administrator shall submit to the NBS a report on the covered bonds programme covering the preceding year and containing:

- a) number, volume, revenues and maturity dates of the issued covered bond issues,
- b) volume of assets in the cover pool and covered bonds issued in euros or foreign currency,
- c) structure of the cover pool,
- d) coverage indicator,
- e) average value, maturity of the primary assets, as well as the fixation period and weighted interest rate,
- f) volume of failed and eliminated mortgage loans from the cover pool,
- g) reasons of material changes in replenishing, or elimination of assets from the cover pool,

- h) structure of immovable property securing the primary assets, broken down by family houses, flats, building land and unfinished structures,
- i) the relative situation of immovable properties securing the primary assets according to the territorial division of the Slovak Republic and the LTV ratio,
- j) method for calculation and amount of the estimated liabilities or costs incurred by the bank,
- k) methodology and results of stress tests,
- l) activities of the administrator, and the supervision carried out by the NBS in relation to the covered bonds programme,
- m) other factors related to the activities of the bank.

The bank shall publish this report on its website.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The NBS shall appoint the covered bonds programme administrator and his deputy, who shall supervise compliance with the conditions related to the covered bonds programme set out in the Act on Banks and other generally binding legal regulations.

The administrator shall perform his activities individually, independently and impartially. Prior to any issue of covered bonds, the administrator is required to prepare a written certificate evidencing that coverage of those covered bonds is secured in line with the legislation.

The administrator checks and verifies whether:

- a) a) the aggregate nominal value of the issued covered bonds, and the corresponding interest revenues, is covered by the assets comprising the cover pool at least at the coverage indicator value,
- b) the bank complies with the requirements for structure of the cover pool,
- c) the assets comprising the cover pool and registered in the register of covered bonds comply with the Act on Banks,
- d) the agreement dealing with the securing derivatives comprising the cover pool contains provisions pursuant to Section 73(5),
- e) the estimated liabilities are justified,
- f) the immovable property securing the primary assets meet the legal requirements,
- g) the bank keeps the register of covered bonds and documentation serving as basis for making entries in the register separately from other documents, and whether the bank has secured the same against misuse, destruction, damage, theft or loss,
- h) the bank keeps in its accounting records separate analytical records of related transactions.

The bank must allow the administrator to perform his activities; in particular to allow him to inspect accounting records, documents relating to the cover pool and covered bonds programme. Activities of the administrator and his deputy are subject to supervision by the NBS.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

In the event the bank issuing covered bonds is declared bankrupt (such declaration being made in form of a resolution of a bankruptcy court and made known to all creditors via publication in the Official Journal), the assets and asset values comprised in the cover pool are fully segregated from the general insolvency estate of the bankrupt bank. The trustee of the bankrupt bank is obliged to manage those assets and asset values as a special separate bankruptcy estate for the benefit of the covered bond holders having, by operation of

law, a preferential claim and first priority perfected security interest in the cover pool. This means – as the law explicitly states – that the assets and asset values comprised in the cover pool serve the primary purpose of securing the claims of the covered bond holders against the issuing bank. A segregated nature of the cover pool is further emphasised by the legislation in two more aspects.

Firstly, it imposes the obligation on the issuing bank to establish and maintain the special separate evidentiary database where the assets in the cover pool are registered, i.e. the covered bond register. Only the assets and asset values included in this register may serve as collateral for the benefit of the covered bond holders and be used to satisfy their claims in the event of the issuing bank's bankruptcy.

Secondly, special procedures must be observed by the bankruptcy trustee regarding the administration and management of the overall covered bonds programme upon declaration of the issuer's bankruptcy. These procedures seek the ultimate purposes of extending the original maturities of the covered bonds in the event of bankruptcy as well as postponement of immediate acceleration of the covered bonds upon the declaration of bankruptcy. In particular, it is the responsibility of the bankruptcy trustee to assess, with a due and professional care, whether further administration of the covered bonds programme is feasible and does not result in reduction of the covered bond holders' claims.

Once the trustee ascertain that a possible reduction may threaten, he shall cooperate with the special covered bonds programme administrator in the process of notification to the NBS regarding the intention to transfer the entire covered bonds programme to one or more solvent banks. The performance of the transfer of the covered bonds programme is subject to the prior approval by the NBS and must be completed within one year following the date of its notification. The NBS may grant extension to the original period by additional one year in case the transfer has failed to be executed within the original one year's period and it can be presumed that its later performance will result in higher degree of satisfaction of the covered bond holders' claims. During both original as well as additional period for the transfer of the covered bonds programme, the issuer is obliged to make postponement of payments of principals and is allowed to make only yield payments pertaining to the covered bonds within their original maturities.

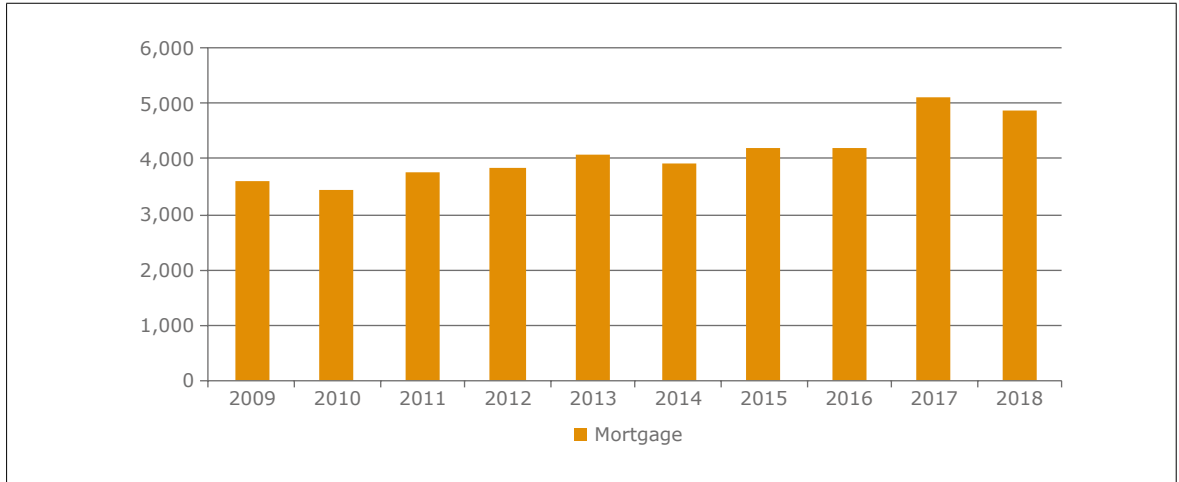
The payments of principals are allowed only in respect of the issuances with original maturities falling due within the first month of the original period for the transfer of the covered bonds programme. For the issuances which mature later but still anytime during the original or additional period for the transfer of the covered bonds programme, the payments of principals are postponed until the expiry date of the relevant period. In addition, there is also no acceleration of the issuer's liabilities relating to the covered bonds during the period for the transfer of the covered bonds programme. The mechanics of the transfer adopts the features identical to the sale of the company's enterprise or its part on a solvent basis ("predaj podniku") and shall include the transfer and assumption of the whole portfolio of claims and liabilities pertaining to the covered bonds and to the assets in the cover pool from the bankrupt issuer to one or more transferee banks. If the trustee has failed to successfully transfer the entire portfolio within the relevant period for the transfer of the covered bond programme, then the acceleration of the issuer's liabilities relating to the covered bonds is triggered immediately following after the trustee has terminated the operation of the covered bond issuer's business.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

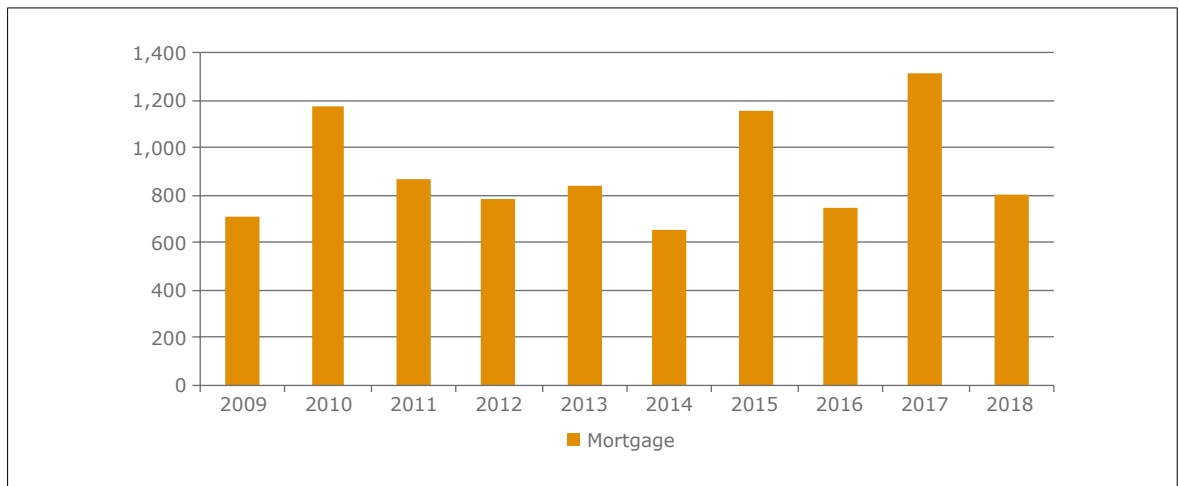
Slovak "Krytý dlhopis" comply with the requirements of Article 52(4) UCITS as well as of Article 129 of Regulation (EU) No. 575/2013.

The listed covered bonds are eligible for repo transactions with the central bank.

¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hyppo.org/ecbc/covered-bonds/>.

X. ADDITIONAL INFORMATION**> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M**

Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M

Source: EMF-ECBC

Issuers: each bank that applies for and obtains prior approval from NBS (as it is a new obligation, as of the publication of this book only Všeobecná úverová banka and Slovenská sporiteľňa has applied).

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/42/Slovakian_Covered_Bonds.

3.35 SLOVENIA

By Franz Rudolf, UniCredit Bank AG

I. FRAMEWORK

Since 2012, covered bonds in Slovenia are governed primarily by the Mortgage Bond and Municipal Bond Act (Official Gazette of the Republic of Slovenia no. 10/12 and no. 47/12; "the Covered Bond Act"). In addition, general rules of the Financial Instruments Market Act (Official Gazette of the Republic of Slovenia no. 67/07 and amendments), the Banking Act (Official Gazette of the Republic of Slovenia no. 25/15, 44/16 and 77/16), the Resolution and Compulsory Dissolution of Credit Institutions Act (Official Gazette of the Republic of Slovenia no. 44/16 and 71/16) and the Consumer Credit Act (Official Gazette of the Republic of Slovenia no. 77/16) are to be applied (Article 6 of the Covered Bond Act).

The Bank of Slovenia¹ ("BoS") issued further relevant by-laws, namely the Regulation on the Conditions for Obtaining an Authorisation for Issuing Mortgage and Municipal Bonds, the Regulation on Matching the Cover Pool with the Outstanding Mortgage and Municipal Bonds, the Regulation on the Conditions for Inclusion of Derivative Instruments in the Cover Pool of Mortgage and Municipal Bonds and the Regulation on the Documentation for Proving the Fulfilment of Conditions for the Cover Register Administrator Appointment (all four regulations published in the Official Gazette of the Republic of Slovenia no. 17/2012). In addition, the Governing Board of the BoS adopted Recommendations for Managing the Records of the Cover Register as of 28 February 2012.

Although the Covered Bond Act altogether with the Regulations of the BoS represents a modern and suitable legal framework for the issuance of covered bonds in Slovenia, there have been no covered bond issuances from the Slovenian market yet.

II. STRUCTURE OF THE ISSUER

Covered bonds can be issued by banks holding a valid banking license and which are authorised from the Bank of Slovenia to issue mortgage covered bonds or public sector covered bonds.

In order to obtain a special license for the issuance of covered bonds, an issuing bank must prove that it fulfils the following conditions, set out in Article 9 of the Covered Bond Act:

- > Suitable risk management procedures and instruments associated with the issuance of covered bonds as well as with the cover pool assets;
- > Adequate number of qualified staff and ability to be organisationally and technically qualified to issue mortgage or public sector covered bonds and to finance the real property, owned by entities, governed by public law, and other legal entities;
- > Separation of services related to the issuance of covered bonds and to the covered assets from the bank's other operations;
- > Rules for maintaining the cover register;
- > Rules for property valuation and at least one independent valuer.

III. COVER ASSETS

Only receivables from mortgage loans and loans that are secured by an eligible state or a local community, that are compliant with provisions of the Covered Bond Act, can be considered as the cover assets for covered bonds.

¹ The Central Bank of the Republic of Slovenia.

The cover assets of mortgage covered bonds can consist of receivables arising from (i) loans secured by a mortgage on residential property that is located in the EEA or Switzerland, (ii) loans secured by a mortgage on commercial property that is located in the EEA or Switzerland (up to 20% of the cover assets).²

The cover assets of public sector covered bonds can consist of receivables arising from (i) loans granted to or debt securities issued by an eligible state³ or an eligible local community⁴, (ii) loans granted to or debt securities issued by another legal entity provided that the obligations in respect to such loans or securities are irrevocably and unlimitedly guaranteed by an eligible state.

Up to a maximum of 20% of the cover pool can be provided by substitute cover assets. Eligible assets are (i) balances on the accounts with the BoS, (ii) investments in marketable debt securities issued or guaranteed by an EEA member state and Switzerland or their central banks or ECB, or (iii) investments in other debt securities issued by EIB, EBRD or any other bank, provided that they are used as the collateral for receivables in accordance with the ECB's criteria, published in the Articles of Association governing the European System of Central Banks (Article 20 of the Covered Bond Act).

Additionally, an issuer can also include derivative financial instruments in the cover pool (up to 12%) in order to reduce/hedge the market risks on its assets, in particular the risks associated with interest rate and currency mismatch.

Finally, an issuer must take into account also the following limitations according to Article 25:

- > Up to 5% of the cover assets can consist of mortgage loans secured by a mortgage on residential property under construction;
- > Up to 10% of the cover assets can consist of mortgage loans secured by a mortgage the registration of which is still pending, provided that the process of registration in the Slovenian land register is completed within 12 months from the date of filing the application;
- > Up to 20% of the cover assets can consist of mortgage loans granted to an individual or to legal entities which are considered as a group of related parties in accordance with the Banking Act; nevertheless, the bank's exposure to these entities must not exceed the maximum admissible exposure set out in the Banking Act.

IV. VALUATION AND LTV CRITERIA

The level of receivables from mortgage loans that can be taken into consideration for the cover assets must not exceed: (i) 80% of the mortgage lending value of mortgaged property or, in case the general market value is used, 50% of the general market value of property for loans secured by mortgage on residential properties; (ii) 60% of the mortgage lending value of mortgaged property for loans secured by mortgage on commercial properties. When the level of receivables from mortgage loans exceeds the above restrictions, only an appropriate portion of the loan can be considered as eligible cover assets (Article 28 of the Covered Bond Act).

Generally, a valuation of residential and commercial property is based on the mortgage lending value.⁵ However, if the latter cannot be determined, the market value is used instead. It is important to note that a valuation must be performed by an independent property valuer and in compliance with the international property valuation standards, adopted by the IVSC (Article 26 (4) of the Covered Bond Act).

² As stipulated in Article 19 (3) of the Covered Bond Act, only receivables from first ranking mortgage loans or lower ranking mortgage loans provided that the issuer also holds the prior-ranking claims are eligible for mortgage cover pools.

³ An eligible state is (i) the Republic of Slovenia and (ii) an EEA member state and (iii) Switzerland, whose credit rating is equal to or higher than the Eurosystem's credit rating threshold, established by the BoS.

⁴ An eligible local community is a local community (i) in the Republic of Slovenia and (ii) in an EEA member state and (iii) Switzerland, whose credit rating is equal to or higher than the Eurosystem's credit rating threshold, established by the BoS.

⁵ The methodology for determining the mortgage lending value is established by property valuation rules, adopted by each individual issuer (Articles 26 and 29 of the Covered Bond Act).

However, as regards residential property, also the general market value, estimated by using the mass appraisal methods, can be used (Article 27 of the Covered Bond Act).

A value of property is determined individually for each real property. During the property mortgage loan term, an issuer must regularly monitor the value of mortgaged property and re-assess this value at least once a year for commercial property and at least once every three years for residential property. In addition, a need for a new valuation of the property also arises when a value of real property and/or general market prices of real properties in the area where the real property is located drop substantially (by more than 20%), or when a borrower is late in meeting his obligations under the mortgage loans by more than 90 days (Article 30 of the Covered Bond Act).

V. ASSET – LIABILITY MANAGEMENT

Article 22 of the Covered Bond Act states, that covered bonds can only be issued to the level that still ensures full coverage of liabilities stemming from outstanding bonds and derivative financial instruments by means of cover assets at all times and in at least the same aggregate nominal amount. Additionally, the matching of cover assets with the liabilities stemming from covered bonds and derivative financial instruments must be at all times ensured also according to the present value principle⁶. In this case, the cover assets' present value must exceed the present value of liabilities stemming from covered bonds by the minimum legal overcollateralisation requirement of 2%. Furthermore, cover assets need to be matched with liabilities stemming from issued covered bonds and derivative financial instruments also in terms of maturities, interest rates and currency exposure.

The compliance with the above-mentioned conditions must be verified at least once a month. In addition, stress tests (e.g. tests of the impact of a change in interest rates and foreign exchange rates) must be performed monthly too. If the present value of cover assets does not exceed the present value of covered bonds by at least 2%, an issuer must immediately start with the activities to increase cover assets accordingly (Articles 4-7 of the Regulation on Matching the Cover Pool with the Outstanding Mortgage and Municipal Bonds).

Additionally, an issuer must compare the amount of matured receivables from the cover assets entered in the cover register with the amount of matured liabilities stemming from the issued covered bonds and from the derivative financial instruments entered in the cover register over the next 180-day period on a daily basis. Subsequently it must provide the coverage in a form of the substitute cover assets following the comparison of the largest calculated difference between the matured liabilities and the matured receivables (the so-called cover assets reserves) (Article 23 of the Covered Bond Act).

VI. TRANSPARENCY

According to the Covered Bond Act (Article 52), issuers are obliged to report to the Bank of Slovenia an extract from the cover register on a quarterly basis. In addition, the issuer's annual report shall also contain information on the cover pool assets, e.g. the number and category of mortgage loans or the area in which the real estate property is located.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Cover register

Each issuing bank needs to keep a cover register (Article 37 (1) of the Covered Bond Act). In case of issuing both mortgage and public sector covered bonds, a bank must keep two separate cover registers (Article 51 (2) of the Covered Bond Act).

⁶ In case of the derivative financial instruments the fair value principle is used instead of the present value principle (Article 3 (3) of the Regulation on Matching the Cover Pool with the Outstanding Mortgage and Municipal Bonds).

The cover register contains the receivables and investments that represent cover assets for the issued mortgage and municipal bonds (public sector covered bonds) as well as the record of all mortgage and municipal bonds issued, all of them clearly individualised. Moreover, it must reveal the nominal value of the cover assets and mortgage/municipal bonds in circulation at all times (Article 37 (2-4) of the Covered Bond Act).

Cover register administrator

A cover register administrator ensures that the cover register is maintained in accordance with the provisions of the Covered Bond Act and its related Regulations. Only a person that is a certified auditor or an otherwise qualified expert that was previously being granted a licence from the BoS to perform the tasks of a cover register administrator can be appointed as a cover register administrator. Moreover, such a person must also be independent from the issuer (Articles 39 and 40 of the Covered Bond Act).

The duties and obligations of a cover register administrator are as following (Articles 38 (1-3), 41 and 42 of the Covered Bond Act):

- > To ensure that the cover assets provide a sufficient coverage for the total value of the covered bonds in circulation and liabilities stemming from derivative financial instruments and to notify the BoS without any delay if he considers such a coverage to be unsatisfactory;
- > To ensure that the assets are recorded in the cover register in accordance with the Covered Bond Act;
- > Prior to the issuance of covered bonds, to confirm that the cover assets provide a sufficient and adequate coverage for covered bonds;
- > To give consent to the issuer's request for a cancellation of a mortgage in the Slovenian land register that serves as a security for the claims, entered as a coverage in the cover register;
- > To regularly notify the BoS of its findings pursuant to the Covered Bond Act;
- > To examine the books of account and other documents of the issuer that could be in any way associated with covered bonds and cover assets;
- > To require from an issuer to keep him regularly informed of the performance of the cover asset-related repayments and any other changes, associated with these assets.

Replacement of inadequate assets

A cover register administrator must require from an issuer to replace receivables from inadequate mortgage loans with receivables from other mortgage loans or other suitable assets if (i) during the term of the mortgage loan the value of real property declines to such an extent that the value of the outstanding mortgage loan exceeds the legally prescribed level of mortgage lending value or the real property's general market value; (ii) the borrower falls behind in meeting its payment obligations under the loan agreement for more than 90 days; or (iii) the time limit for entering the mortgage in the Slovenian land register expires.

In case of a decline in the real property's general market value an issuer may nonetheless supplement existing receivables from mortgage loans by receivables from other mortgage loans or other suitable assets to the minimum extent of the deficit in the cover assets resulting from a decline in the real property's value (Article 31 of the Covered Bond Act).

Role of the BoS

The BoS carries out a constant supervision on the implementation of the Covered Bond Act (Article 53 of the Covered Bond Act). In addition, it grants and withdraws the licence, given to a bank prior to the issuance of covered bonds, as well as it grants and withdraws the license granted to a cover register administrator.

An issuer is required to send to the BoS an extract from the cover register, signed by a cover register administrator, every three months (Article 52 (1) of the Covered Bond Act). Similarly, a cover register administrator and a cover assets trustee have to report to the BoS both on a regular basis and on request.

VII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Segregation of cover assets

Cover assets, entered in the cover register, remain the property of an issuer and are intended primarily for the payment of obligations under covered bonds and derivative instruments that are included in the cover assets (Article 3 (1) of the Covered Bond Act). Moreover, (substitute) cover assets must be free from any encumbrances and cannot be used or pledged for any other purpose (Articles 19 (4) and 20 (2) of the Covered Bond Act).

The issuer must further ensure that services related to granting mortgage loans and loans to entities governed by public law as well as services related to the issuance of mortgage and municipal bonds are conducted separately from the bank's other operations. This encompasses also separate keeping of the books of account, other records and documents (Articles 9 (1) and 10 of the Covered Bond Act).

Only the obligations of the issuer under covered bonds and derivative financial instruments can be enforced against the cover assets (Article 37 (5) of the Covered Bond Act). The law also limits the type of claims that can be – under certain conditions – subject to set-off rights of debtors and their guarantors whose liabilities are included in the cover pool (Article 37 (6) of the Covered Bond Act).

Bankruptcy remoteness of covered bonds

Cover assets are part of the general estate of a bank as long as an issuer is solvent. Upon the commencement of the issuer's insolvency proceedings⁷, the cover assets are automatically separated from the issuer's general insolvency estate. Moreover, covered bond holders and creditors under derivative financial instruments have a primary secured claim (costs included) against all assets in the cover pool. However, in their mutual relationship holders of covered bonds and creditors under derivative financial instruments have the same order of priority (i.g. rank *pari passu*) (Articles 44 (1, 3) and 45 (1, 2) of the Covered Bond Act).

It is important to note that covered bonds and derivative financial instruments do not automatically accelerate as soon as an issuer is insolvent. On the contrary, they are repaid at the time of their contractual maturity. On the proposal of the BoS the insolvency court appoints a cover assets trustee (who must not be the same person as an issuer's insolvency administrator) and he deals with the management and disposal of the cover assets to the extent that is necessary for the continuous timely payment of obligations under covered bonds and derivative financial instruments. Moreover, a covered assets trustee is entitled to obtain liquidity loans in order to ensure continuous compliance with the payment obligations under covered bonds and derivative financial instruments for what no approval of the insolvency court is needed. Only if the redemption of covered bonds prior to their maturity will result in better terms for repayment of the issuer's obligations under covered bonds and derivative financial instruments, a cover assets trustee may ask the insolvency court for approval on the acceleration (Articles 18 and 47 (1-3) of the Covered Bond Act).

In case that the cover assets prove insufficient to ensure the continuous payment of obligations under covered bonds and derivative financial instruments, a separate insolvency proceeding is initiated against the cover assets on the request of the BoS. Moreover, if such separate insolvency proceedings still do not result in a full payment of the obligations under covered bonds and derivative financial instruments, the holders of covered bonds and the creditors under derivative financial instruments are entitled to lodge a claim for the remaining part of their receivables in the issuer's general insolvency proceedings (Article 49 (1-3) of the Covered Bond Act).

⁷ Similarly, in case of the withdrawal of the licence to issue covered bonds (Article 15 of the Covered Bond Act).

It should be added that an issuer's insolvency administrator is entitled to request the cover assets trustee to transfer to the issuer's insolvency estate a certain part of the cover assets that will, beyond any doubt, not be required for the payment of obligations under covered bonds and derivative financial instruments, included in the cover pool. The final decision on the transfer is made by the insolvency court. Furthermore, when all the obligations under covered bonds and derivative financial instruments have been paid, a cover assets trustee nevertheless transfers the remainder of the cover assets to the issuer's insolvency estate (Article 47 (5-7) of the Covered Bond Act).

Finally, the cover assets trustee can transfer the entire cover pool and all obligations arising out of the issued covered bonds to other issuer by a way of contract. A full transfer must be authorised by the BoS (Article 48 of the Covered Bond Act).

VIII. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

With the new Banking Act, adopted in May 2015, the Regulation on the Calculation of Capital Requirements for Credit Risk under the Standardised Approach for Banks and Savings Banks and the Regulation on the Calculation of Capital Requirements for Credit Risk under the Internal Ratings Based Approach for Banks and Savings Banks (both published in the Official Gazette of the Republic of Slovenia no. 135/06) ceased to be valid. Since then, the risk-weighting of covered bonds in Slovenia is regulated directly by Capital Requirements Regulation (CRR).

The provisions of the Covered Bond Act fall within the criteria of Article 129 (1) CRR as well as within the criteria of Article 52 (4) of the UCITS Directive.⁸

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/110/Slovenian_Covered_Bonds.

⁸ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

3.36 SOUTH KOREA

By Hoin Lee, Kim & Chang and Frank Will, HSBC & Chairman of the ECBC EU Legislation Working Group

I. FRAMEWORK

Efforts to create a covered bond market in Korea

The Covered Bond Act of Korea (the “Covered Bond Act”) was passed by the National Assembly on 19 December 2013 and came into effect on 15 April 2014. Prior to the enactment of the Covered Bond Act, domestic banks in Korea had been looking at covered bonds as a potential alternative source of funding and the Korea Federation of Banks, a major association of banks in Korea, set up a task force team in 2008 to pursue the introduction of covered bonds in Korea, including by way of a dedicated covered bond statute. Even prior to the Korea Federation of Banks task force team, market participants were looking into alternative structured covered bond structures utilising Korea’s Act on Asset-Backed Securitisation (the “ABS Act”).

Such efforts eventually led to Kookmin Bank’s offshore covered bond issuance in May 2009 (the “KB Structured Covered Bonds”). Kookmin Bank developed a structure on the basis of the securitisation techniques under the ABS Act and the Trust Act that enabled the relevant asset pool to be “ringfenced” and effectively granted dual-recourse to its investors through contractual arrangements. The KB Structured Covered Bonds were the first covered bonds issued out of Korea and the Asia-Pacific region.

Many Korean banks looked into possible issuance of similar structured covered bonds after Kookmin Bank’s inaugural transaction. Due to the complex structure and favorable market conditions allowing banks to procure funding at acceptable rates, Korean banks did not follow through with covered bond issuance under the Kookmin Bank structured covered bond model.

Separately, in July 2010, the Korea Housing Finance Corporation (“KHFC”) issued the second covered bond out of Korea and the first statutory covered bond transaction out of Asia. KHFC utilised the “mortgaged-backed bonds” (the “KHFC Covered Bonds”) under the Korea Housing Corporation Act (the “KHFC Act”) in issuing the covered bonds. The KHFC Act contemplates various financing options for KHFC and to issue mortgage-backed bonds is one of these options. Mortgaged-backed bonds are economically similar to covered bonds because the bond holders have a statutory priority right over a pool of assets segregated from the other assets of KHFC.

The successful issuance of the KHFC Covered Bonds in 2010 stimulated new interest for covered bonds in Korea, with KHFC Covered Bonds being considered as a potential alternative to traditional residential mortgage backed securities (RMBS) transactions as a funding source for Korean mortgage lenders. Several follow-on transactions have been completed that utilise KHFC as the issuer and the dual recourse feature of mortgage-backed bonds under the KHFC Act. KHFC issued EUR 500 mn of euro denominated social covered bonds in October 2018 and subsequently issued an additional EURO 500 mn of social covered bonds with a AAA rating in June 2019.

Following the enactment of the Covered Bond Act, on 12 June 2015, Kookmin Bank became the first bank in Korea to set up a global covered bond programme pursuant to the Covered Bond Act, which it listed on the Luxembourg Stock Exchange. The KB Covered Bond Programme was the first covered bond programme by an Asian financial institution to be listed and obtained ratings of AAA and Aaa from Fitch and Moody’s, respectively. These ratings were higher than Kookmin Bank’s ratings (A1 at that time) and even Korea’s sovereign ratings (AA, Aa2). This enabled Kookmin Bank to procure funds from the offshore market at reduced costs in subsequent issuances. In October 2015, Kookmin Bank issued the first covered bonds under the KB Covered Bond Programme followed by a second transaction in February 2016 and a third transaction in December 2018. In light of the successful issuances by Kookmin Bank, other commercial banks began showing increased interest in covered bonds as an alternative, long-term funding source.

On January 31, 2019, the Financial Service Commission (“FSC”) announced several measures to stimulate the use of covered bonds as a means to stabilize household debts. The measures included the following: 1) reducing covered bond issuance expenses by exempting registration fees payable to the Korean Financial Supervisory Service, 2) expanding the current limit of 1% in recognizing funds raised from covered bond issuances with a maturity of five years or more as Korean-won deposits when calculating loan-to-deposit ratios, 3) reducing the contribution fee to the Housing Credit Guarantee Fund on the issuance of covered bonds, and 4) (effective in 2022) applying lower risk weights in calculating BIS or RBS when a bank or an insurance company invests in covered bonds. These governmental efforts appear to have further catalysed the domestic covered bond market. For example, on 14 May 2019, Kookmin Bank issued a KRW 400 bn covered bond with a five-year maturity and a KRW 100 bn covered bond with a seven-year maturity pursuant to the Covered Bond Act, both of which represented tenures previously not seen in the domestic covered bond market. On 25 June 2019, Kookmin Bank issued another five-year covered bond in an amount of KRW 400 bn. Subsequently, Standard Chartered Bank Korea issued a KRW 500 bn covered bond with a five-year maturity on 27 June 2019. Besides these banks, other domestic banks are also in the process of issuing covered bonds.

II. STRUCTURE OF THE ISSUER

1. KHFC Act

Eligible issuer

KHFC, which is wholly owned by the Korean government and the Bank of Korea, is the only eligible issuer of KHFC Covered Bonds. Pursuant to Article 31 of the KHFC Act, the holders of KHFC Covered Bonds have a statutory priority right of payment from a separately managed pool of mortgage loans designated as the underlying collateral for KHFC Covered Bonds (the “KHFC Cover Pool”). In addition, if principal and interest on a KHFC Covered Bond are not fully paid out of the KHFC Cover Pool, it can be paid from the general assets of KHFC. KHFC issues these bonds without transferring the cover assets to a separate legal entity and the bankruptcy remote cover assets are left on KHFC’s balance sheet.

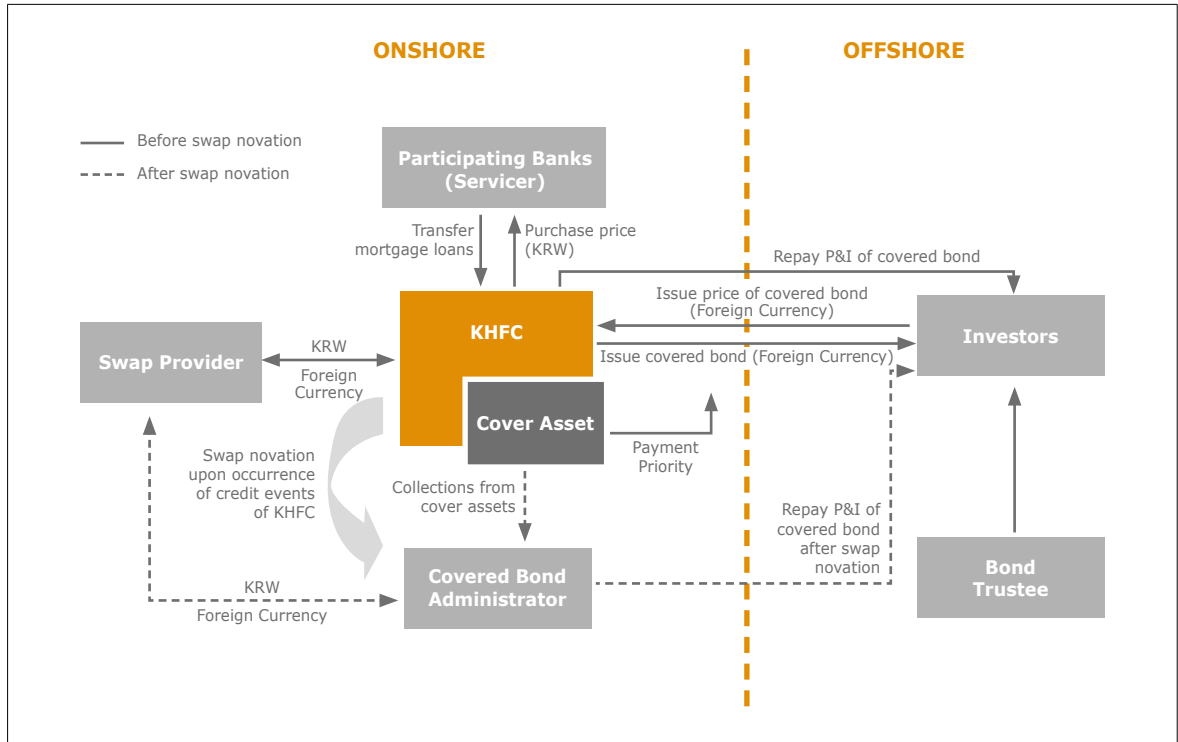
A bond trustee is typically appointed to act on behalf of the investors and an onshore covered bond administrator is appointed for the purpose of the automatic swap novation described below. The investors have dual recourse in respect of the KHFC Covered Bonds: (a) a senior unsecured claim to KHFC prior to the occurrence of an issuer event of default or at maturity; and (b) a statutory priority right of payment over the KHFC Cover Pool upon the occurrence of an issuer event of default.

In the case of KHFC Covered Bonds issued offshore, KHFC enters into a cross currency swap agreement and an interest rate swap agreement with the swap providers, pursuant to which KHFC will deliver KRW interest periodically and principal at maturity to the swap providers in exchange for foreign currency payments. The swap providers pay foreign currency denominated interest periodically and principal at maturity. The swap agreement is subject to an automatic swap novation mechanism (the “Swap Novation”) in which the swap providers, KHFC, and the covered bond administrator entered into a tripartite automatic novation agreement at the closing date, which states that the swap agreement will be automatically terminated with KHFC and novated to the covered bond administrator upon the occurrence of certain events of default regarding KHFC, and that the mark-to-market valuation of the swap agreement as of the novation date will not be exchanged between KHFC and the swap providers or between KHFC and the covered bond administrator.

Subsequent to such events of default, the covered bond administrator will pay KRW generated from the KHFC Cover Pool to the swap providers in exchange for the foreign currency denominated payments, and the swap providers will pay the foreign currency denominated interest periodically and principal at maturity.

The following diagram illustrates the structure of the KHFC Covered Bonds transaction.

FIGURE 1: KHFC COVERED BONDS TRANSACTION STRUCTURE



Source: Kim & Chang

Issuance limit

KHFC may issue KHFC Covered Bonds up to 50 times of its paid-in equity capital.

2. Covered Bond Act

Eligible issuer

Eligible issuers of covered bonds under the Covered Bond Act (the "Covered Bonds") include (i) banks licensed and established under the Bank Act of Korea, (ii) the Korea Development Bank under the Korea Development Bank Act, (iii) the Export-Import Bank of Korea under the Export-Import Bank of Korea Act, (iv) the Industrial Bank of Korea under the Industrial Bank of Korea Act, (v) NH Bank under the Agricultural Cooperatives Act, the credit business division of National Federation of Fisheries Cooperatives under the Fisheries Cooperatives Act, (vii) KHFC under the KHFC Act, or (viii) any other company engaging in finance business pursuant to other laws as prescribed by the Presidential Decree of the Covered Bond Act (the "Presidential Decree"). The Presidential Decree came into effect on 15 April 2014 and does not stipulate any additional eligible issuers other than those already set out in the Covered Bond Act. Eligible issuers of Covered Bonds, however, must have equity capital of not less than KRW 100 bn, Bank for International Settlements (BIS) ratio of not less than 10%, and appropriate funding and operation structures and risk management procedures, etc.

Issuance limit

The Covered Bond Act prescribes that eligible issuers may issue Covered Bonds up to the ceiling set by the Presidential Decree which shall not exceed 8% of its total assets as of the end of the fiscal year immediately preceding the scheduled date of issuance and the Presidential Decree limits this to 4% of its total assets as

of the end of the fiscal year immediately preceding the scheduled date of issuance. The FSC, as the Korean financial regulator, reserves the right to restrict this further to 2% of its total assets taking into consideration various factors, such as collateralisation ratio and financial condition including liquidity position.

III. COVER ASSETS

1. KHFC Act

The mortgage loans in the KHFC Cover Pool are acquired from certain Korean financial institutions that function as the originating banks. The individual mortgage loans included in the KHFC Cover Pool may change from time to time as a result of substitutions by KHFC, and KHFC is responsible for ensuring that the mortgage loans are properly serviced and will delegate its servicing responsibility to the originating banks, with each originating bank servicing those mortgage loans originated and sold by it to KHFC.

2. Covered Bond Act

The cover pool (the "Cover Pool") shall comprise of (1) the Underlying Assets, (2) the Liquid Assets and (3) Other Assets. The "Underlying Assets" shall include (i) residential mortgage loans with 70% or lower loan-to-value (LTV) ratio and first priority mortgage, obligors of which are not subject to insolvency proceedings, (ii) loan receivables against the government, a local government or a corporation incorporated under the special laws, Korean Treasury bonds, municipal bonds or bonds issued by a corporation incorporated under the special laws, (iii) mortgage loans secured by ships or aircraft with 70% or lower LTV ratio and is insured for an amount in excess of a prescribed minimum level (which is currently 110% of the sum of (a) the aggregate outstanding balance of the relevant loan and (b) any other outstanding debt of the issuer that are at least *pari passu* with such loan) and (iv) asset backed securities issued under the ABS Act and KHFC Covered Bonds and residential mortgage backed securities issued pursuant to the KHFC Act. The following limitations are applicable to the residential mortgage loans comprising the Underlying Assets: (x) at least 20% must have a debt-to-income (DTI) ratio of 70% or less, (y) at least 30% must be fixed rate loans, and (z) if there are residential mortgage loans of which 50% or more of their outstanding principal balance may be set off against the relevant issuer, such residential mortgage loans should comprise 10% or less of all residential mortgage loans. The "Liquid Assets" shall comprise of cash, certificates of deposit with a maturity of no more than 100 days issued by financial companies other than the issuer of the Covered Bonds, bonds issued by any government as prescribed by the FSC, financial instruments issued by foreign financial companies as prescribed by the FSC similar to the certificates of deposit referred to above and deposits and term deposits at either domestic or foreign financial companies with maturity of 3 months or less. Finally, "Other Assets" shall comprise of collections and other property rights acquired from the Underlying Assets and the Liquid Assets and the claims acquired from derivatives transactions executed in order to hedge foreign exchange rate or interest rate risks and other risks associated with the cover pool pursuant to the Covered Bond issuance plan.

IV. VALUATION AND LTV CRITERIA

1. KHFC Act

KHFC's detailed rules for the purchase of residential mortgage loans stipulates the requirements of such loans that it can acquire from financial institutions, prescribing that if the DTI ratio is in excess of 60% but no higher than 100% in the case of residential mortgage loans that were transformed from a bullet payment structure to 10+ years instalment payments for repayment, LTV shall not exceed 70% (or 85% in case payment is guaranteed by a credit guarantee fund or insurance company), while LTV can still be recognised up to 100% as collateral on existing loans in the case of residential mortgage loans that were transformed from a bullet payment structure to 10+ years instalment payments for repayment. The value of the mortgage housing should not exceed KRW 900 mn, the loan limit should be less than KRW 500 mn won, and the repayment period should be at least 10 years or longer.

There is no statutory standard for valuation of residential mortgage loans that are included in KHFC Cover Pool. Instead, the valuation methods are set forth in individual transaction documents for the KHFC Covered Bonds which value residential mortgage loans between 100% and 0%, depending on the length of delinquency.

2. Covered Bond Act

LTVs for residential mortgage loans as well as loans secured by ships or aircrafts in the Cover Pool shall be 70% or lower. Valuation shall be carried out by reference to the closing market price of the relevant day on the securities exchange. In cases where no reliable market prices are available on the relevant day, book value, par value, purchase price, transaction price and price provided by an entity which satisfies statutory requirements shall be taken into account, alongside the prevailing exchange rate at the time of valuation. Where derivative transactions have been entered into for the purpose of hedging exposure to movements in foreign currency exchange rates, the exchange rates as specified in such derivative transactions themselves shall be used, and non-eligible assets and derivative transactions shall be valued at "0".

V. HEDGING AND ASSET – LIABILITY MANAGEMENT

1. KHFC Act

In the case of KHFC Covered Bonds issued offshore, the underlying residential mortgage loans are denominated in KRW but the KHFC Covered Bonds are issued in foreign currency and KHFC entered into swap agreements to hedge the resulting currency risk. This swap agreement is subject to the Swap Novation described above.

There are no statutory regulations on overcollateralisation or excess yield of collateralised assets. However, the transaction documents in previous KHFC Covered Bonds have required the KHFC Cover Pool to satisfy an asset coverage test and portfolio yield test and the failure for the KHFC Cover Pool to satisfy the foregoing tests for a certain period of time becomes an issuer event of default which in turn triggers the management of the KHFC Cover Pool to be transferred to a separately appointed covered bond administrator, in addition to the above-mentioned Swap Novation.

2. Covered Bond Act

The total value of the Cover Pool shall be equal to or more than 105% (the "Required Overcollateralisation Ratio") of the total value of the covered bonds and the liquid assets shall not exceed 10% of the total outstanding amount of the Cover Pool. The details of the valuation standard and method, etc. for each type of assets comprising the cover pool are prescribed by the Presidential Decree. The issuer shall prepare and maintain separate books for the management of the Cover Pool. If the total value of the Cover Pool is likely to fall below the Required Overcollateralisation Ratio or cover assets fail to satisfy the Cover Pool eligibility criteria set forth in the Covered Bond Act (the "Cover Asset Eligibility"), the issuer shall add or substitute the Underlying Assets and Liquid Assets without delay in order to comply with the Required Overcollateralisation Ratio and the Cover Asset Eligibility. In this case, the relevant assets shall be deemed to form part of the Cover Pool until the relevant assets are substituted.

Unlike the KHFC Act, the claims acquired from derivatives transactions executed in order to hedge foreign exchange rate or interest rate risks and other risks associated with the Cover Pool pursuant to the Covered Bond issuance plan are included in the Cover Pool as described above and the swap provider also has a priority right of payment from the Cover Pool under the Covered Bond Act. As such, we do not expect there to be a particular need to novate the relevant swap agreement to a third party.

VI. TRANSPARENCY

1. KHFC

To issue KHFC Covered Bonds, KHFC must register a securitisation plan with the FSC and this securitisation plan is available to the public on the FSS website. Amendments to the securitisation plan after the terms and conditions of the KHFC Covered Bonds are confirmed must also be registered with the FSC.

The securitisation plan should include (i) name of KHFC and location of its office, (ii) term of the securitisation plan, (iii) the details, total sum and appraisal value of the residential mortgage loans as cover assets, (iv) types, total sum and issuance conditions of the KHFC Covered Bonds to be issued, (v) matters concerning management, operation and disposition of the residential mortgage loans as cover assets, and (vi) matters concerning the covered bond administrator.

2. Covered Bond Act

Any eligible issuer that intends to issue Covered Bonds must register the Covered Bond issuance plan and details of the Cover Pool with the FSC. The issuer must also register amendments to the issuance plan or the matters concerning the Cover Pool, while minor changes shall be reported to the FSC within seven days from the date of such change. The issuance plan should include (i) the terms and conditions of the Covered Bonds, (ii) qualification requirements of the issuer pursuant to the Covered Bond Act such as equity capital, balance sheet, etc., (iii) the details of the Cover Pool, (iv) total valuation amount and details of such valuation of the Cover Pool, (v) the Required Overcollateralisation Ratio, (vi) details of the Cover Pool monitor and (vii) information relating to protection of debtors, details of further issuance of Covered Bonds if relevant, funding plans for redemption of Covered Bonds and other matters relating to issuance, distribution and redemption of Covered Bonds as prescribed by the FSC.

The issuer is required to establish and monitor at least on a quarterly basis separate risk management standards and procedures relating to the issuance and redemption of the Covered Bonds. The issuer is also obligated to disclose on its website on a quarterly basis the result of risk management monitoring, the report prepared by the Cover Pool monitor and other information necessary. The FSC may request data concerning business or properties of the issuer and its administrator and the Cover Pool monitor, or investigate such business and properties if necessary, for protecting the Covered Bond investors.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

1. KHFC Act

There are no explicit provisions in the KHFC Act on the KHFC Cover Pool monitor but independent third parties are appointed to supervise and monitor KHFC's management of the KHFC Cover Pool. For example, an accounting firm has been appointed as the cover pool monitor in previous KHFC Covered Bond issuances to be responsible for confirming whether the KHFC Cover Pool minimum maintenance requirements have been satisfied. In addition, the KHFC Covered Bond administrator is appointed in advance for the management of the Cover Pool in order to protect the KHFC Covered Bond holders upon occurrence of any issuer event of default including a bankruptcy event of KHFC.

2. Covered Bond Act

The issuer shall appoint with the approval from the FSC a Cover Pool monitor to monitor the eligibility of the Cover Pool independently. The Cover Pool monitor shall be (i) a person who qualifies as a bond administrator under the Korean Commercial Code, (ii) KHFC (excluding the case where the issuer is KHFC) or (iii) a corporation with equity capital of KRW 1 bn or more that has five or more administration personnel necessary for the performance of duties as a Cover Pool monitor including two or more experts such as lawyers, certified

public accountants or certified public appraisers and one or more persons with experience in business related to Covered Bonds.

The Cover Pool monitor is authorised to take any actions in court or otherwise necessary for the management, maintenance and disposition of the Cover Pool. The Cover Pool monitor is obligated to submit on a quarterly basis a report to the FSC within 30 days of the end of each quarter on the performance of its duty as a Cover Pool monitor and provide it to the issuer and, upon request, the Covered Bond investors and other parties, as described below, who have a priority right of payment from the registered Cover Pool.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

1. KHFC Act

Articles 30 and 31 of the KHFC Act state that (i) KHFC may issue the KHFC Covered Bonds with a statutory priority right of payment over the mortgage loans separately managed in accordance with the applicable KHFC Act securitisation plan, and (ii) if mortgage loans in the KHFC Cover Pool are separately managed according to the applicable KHFC Act securitisation plan, the investors will have a priority right of payment against such mortgage loans unless otherwise prescribed in other laws. Considering the legislative intent and history of these provisions, the statutory priority right of payment over the mortgage loans owned by KHFC was considered as having been granted to the investors through the registration with the FSC of the applicable KHFC Act securitisation plan without taking any other actions necessary for the establishment or perfection of the statutory priority right.

KHFC is required to separately manage the mortgage loans included in the Cover Pool from its other assets on the basis of the applicable KHFC Act securitisation plan.

2. Covered Bond Act

Article 13 of the Covered Bond Act states that (i) holders of Covered Bonds, (ii) swap providers, (iii) claim-holders relating to the redemption/maintenance and management of the Covered Bonds and management/disposal and execution of the Cover Pool, and (iv) the Cover Pool monitor have a priority right of payment on the registered Cover Pool over third parties. Article 12 of the Covered Bond Act states that, in case of an issuer's insolvency, the Cover Pool shall not be subject to the issuer's insolvency proceedings, including compulsory execution, preservative measures and stay orders. If the principal of the Covered Bonds is not fully repaid, Covered Bond holders have the right to payment from other assets of the issuer in addition to the Cover Pool. With the consent of the holders of at least 75% of the aggregate outstanding principal amount of the Covered Bonds, FSC may issue an order to transfer relevant contracts to another eligible issuer.

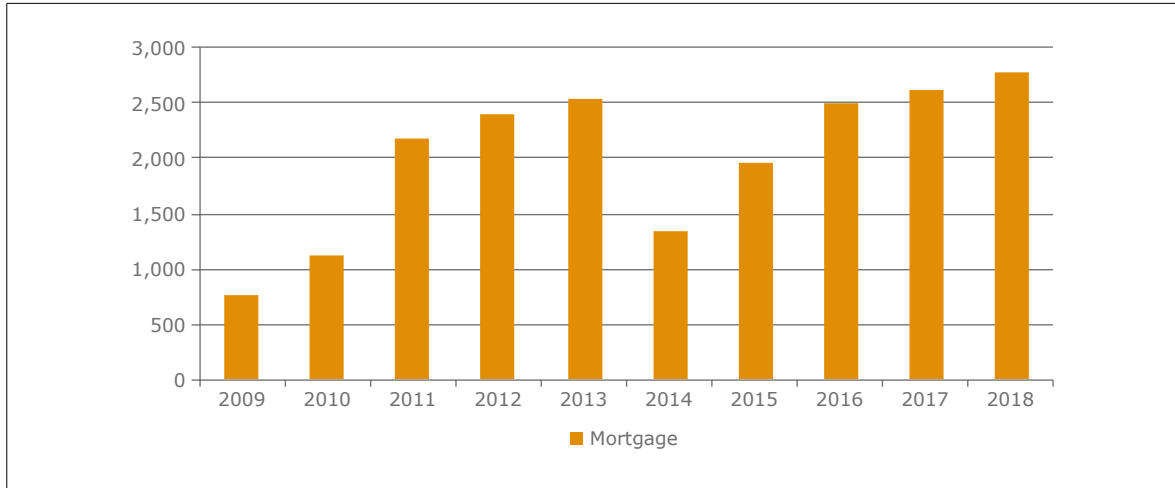
The issuer is required to separately manage the mortgage loans included in a Cover Pool from its other assets on the basis of the applicable issuance plan. The books for the Cover Pool must also be separately maintained and any violation may be subject to criminal sanctions.

IX. RISK-WEIGHTING AND COMPLIANCE WITH EUROPEAN REGULATION

The Covered Bonds under the Covered Bond Act and the KHFC Covered Bonds under the KHFC Act are not compliant with Article 52(4) UCIT and do not benefit from the higher investment limits because neither KHFC nor any of the potential South Korean issuers of the covered bonds is a credit institution with its registered office in a EU member state. These covered bonds cannot be CRD compliant without meeting the requirements of Article 52(4) UCITS.¹ Thus, the covered bonds cannot benefit from special treatment in terms of risk weighting.

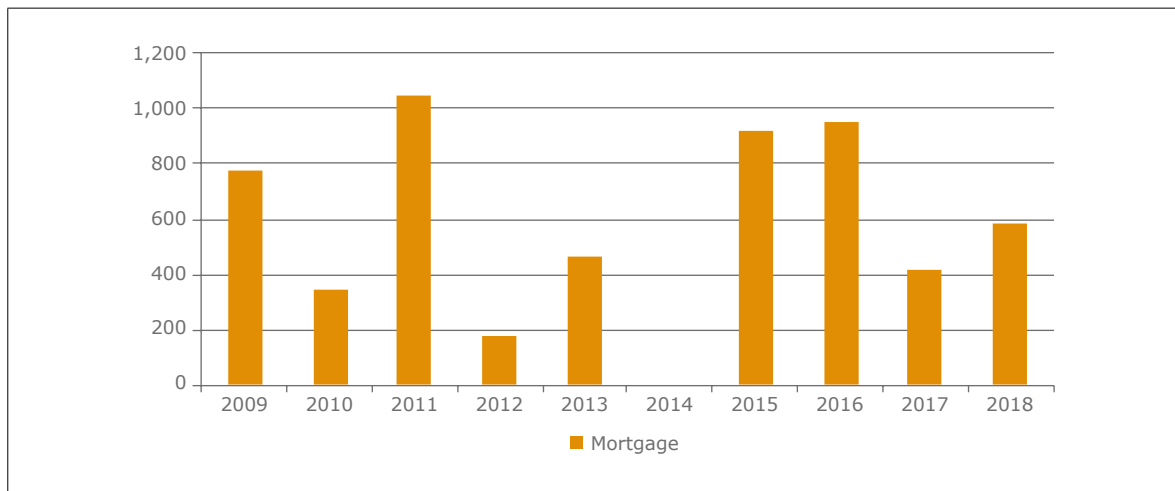
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 2: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

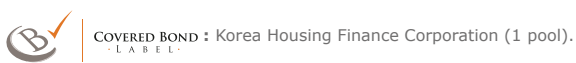
> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Korea Housing Finance Corporation and Kookmin Bank.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/107/South_Korean_Covered_Bonds.



3.37 SPAIN

By Gregorio Arranz, Spanish Mortgage Association

I. FRAMEWORK

The legal framework for Spanish covered bonds – “Cédulas Hipotecarias” (CHs) – is determined by the Law 2/1981 of 25 March on the regulation of the mortgage market (hereinafter, “Law 2/1981”), Law 41/2007 of 7 December, by which Law 2/1981 of 25 March, regulating the mortgage market and other rules of the mortgage and financial system are modified, reverse mortgages and long-term care insurance are regulated and certain tax regulations are established (hereinafter Law “41/2007”) and the Royal Decree 716/2009 of 24 April, which develops certain aspects of Act 2/1981 and other rules of the mortgage and financial system (hereinafter “RD 716/2009”).

As regards consumers protection, firstly in May 2013, a Law on protection of mortgage debtors, restructuring of mortgage debt and rented social housing was approved and partially affected mortgage and procedural laws and some very specific points of Law 2/81 referred below. Finally on March 15 Law 5/2019 was approved in order to incorporate Directive 2014/17/EU relating to residential immovable property.

Regarding bankruptcy regulation, Article 14 of Law 2/1981 (modified by the 19th final provision of Law 22/2003 of 9 July, hereinafter the “Insolvency Law”, and by Law 41/2007) provides for a special treatment for the holders of the CHs in case of insolvency of the issuer. According to this article, CH holders have special privileged claims (*créditos con privilegio especial*) as established in Article 90 of the Insolvency Law.

Article 12 of Law 2/1981 defines that the capital and interests of the CH are secured by the entire mortgage loan book registered in favour of the CH issuer (excl. loans used in securitisations or loans securing mortgage bonds).

Moreover, Article 14 of Law 2/1981 determines that in case of issuer insolvency claims of CH holders shall be treated as privileged claims against the insolvency estate (*créditos contra la masa*). It shall be considered as credits against the mass: all the payments which correspond to the repayment of the capital and interest of the issued CHs and, if any, to the substitution assets which backup the CHs and the economic flows generated by the financial instruments linked to the issues (Article of 14 Law 2/1981). Pursuant to Article 84(2)(7), in combination with Article 154 of the Insolvency Law, claims against the insolvency estate have to be paid on their respective due dates without delay of payment, regardless of the status of the bankruptcy proceedings.

In addition, the second additional provision of the Insolvency Law, modified by Royal Decree – Law 3/2009 of 27 March, establishes that in case of insolvency of credit institutions, their specific legislation, specifically Article 10, Article 14 and Article 15 of Law 2/1981 of the mortgage market, shall be applicable. As a result, the mortgage market law supersedes the Insolvency Law.

II. STRUCTURE OF THE ISSUER

Issuers of CHs have to be credit institutions, entitled to participate in the mortgage market and thus, to grant the mortgage credits or loans that comply with the requirements of the Spanish mortgage market legislation. In practice, issuers of CH are mainly: commercial banks, saving banks and cooperative banks.

The issuer of the CHs holds the cover assets on his balance sheet and they are not transferred to a different legal entity.

The CHs, in addition to being direct, unconditional obligations of the issuer and without prejudice to the unlimited universal nature of the liability, comprise a special privileged credit right of its holder against the issuer, and if any, against the substitution assets which backup the *cédulas hipotecarias* and the economic flows generated by the financial instruments linked to each issue. This right is guaranteed by the entire mortgage loan book registered in favour of the issuer. The effectiveness of this right is also guaranteed by the existence of mandatory over-collateralisation.

Although in 2018 there was not any change in the covered bonds legal framework, it is worth to mention that Spanish regulatory authorities (Treasury, Bank of Spain and CNMV) launched in Autumn of 2014 a public consultation on potential changes to the legal regime of CHs. The main topics of the consultation were the following:

- a) Possible reduction of the levels of asset encumbrance.
- b) Clarification of the rights of *cédulas* holders in case of insolvency.
- c) Introduction of indexation of the cover pool assets.
- d) Creation of the figure of the cover pool monitor.
- e) Additional liquidity management tools.

Four years and a half after the end of the consultation, no legislative measures has been adopted by now, but in the short term, the adoption of the new Directive on Covered Bonds will necessarily oblige Spanish Treasury to take the first steps to change the current legal framework.

Although there is no direct link between the covered bonds and the underlying mortgaged properties, there is a direct link between CHs and the cover assets.

Due to the status of the issuer as a credit institution, one of the requirements to conduct business is to have adequate human and material resources pursuant to the credit institution legislation.

The degree of outsourcing covered bond issuance activities is quite low, almost irrelevant. Usually, the outsourced service has to be provided by a well-known servicer with an adequate rating. In any case, the issuer is responsible and liable for the performance of the service.

Additionally, several entities can group their CHs issuances in a CDO structure (called multi-seller structure). This is based on the issuance of securitisation bonds, backed by the cash-flow generated by such CHs, by an open vehicle that, under Spanish law, is created as a separate fund without legal personality, serviced by a securitisation fund trustee or management company. The bondholders of each of the series issued by the fund will bear the risk of default on the CHs backing the bonds. The holders of these securities, known as "*cédulas multicedentes*" enjoy all of the advantages of the covered bond but as well of a higher degree of risk diversification. Notwithstanding the latter, there have not been "*cédulas multicedentes*" issuances in the last years.

It is important to point out that there is another Spanish covered bond called *Cédulas Territoriales* (CTs) with the same special privilege claim status as CHs. In this case, the cover asset pool consists of all loans to the Spanish State, its autonomous communities and local authorities, as well as their entities and dependent public companies and entities of a similar nature in the European Economic Area. The credit institutions may issue CTs up to 70% of the eligible public loan portfolio, resulting in a minimum overcollateralisation of 43%. Later on, the Law 14/2013 of 27 September on support for the internationalisation of entrepreneurs created the so-called "*Cédulas de Internacionalización*" and "*bonos de internacionalización*" which are covered bonds very similar to *cédulas hipotecarias* and *bonos hipotecarios* (see below) where the cover asset pool consists of loans and credits associated with the financing of export agreements. Secondary legislation was approved by Royal Decree 579/2014 of 4 July but no significant issuance has taken place yet. The total amount cannot exceed 70% of the eligible amounts. Last but not least, another type of covered bonds is the *Bonos Hipotecarios* that, although contemplated in Law 2/1981, have not been used for the time being. These bonds have specific mortgages as collateral and not the whole portfolio.

III. COVER ASSETS

A distinction shall be made between cover assets and eligible assets.

Cover assets consist of the entire mortgage loan book registered in favour of the issuer. The special privileged claims of the holders of CHs are guaranteed by the cover asset pool and if any, by the substitution assets

which backup the *cédulas hipotecarias* and the economic flows generated by the financial instruments linked to each issue.

The Law 2/1981 does not establish specific requirements for mortgage loans that constitute the cover asset pool. For issuance purposes and their limits, it shall be considered as eligible assets in order to determine the maximum amount of CH issued and outstanding for a particular issuer.

All mortgage loans which comply with the following criteria are taken into account for the calculation of the maximum amount of CH issued and outstanding:

- > The object of the loan or credit must be the financing of the construction, reconstruction, or acquisition of residential premises, zoning works and social equipment, construction of agrarian buildings, tourist, industrial and commercial and any other activity or work and any other loan, regardless its purpose.
- > The mortgage that guarantees the loan or credit must be a first-ranked mortgage.
- > The loan or credit guaranteed may not exceed 60% (Article 5 of Law 2/1981 modified by Law 41/2007) of the mortgage lending value of the mortgaged asset, except for the financing of the construction, reconstruction or acquisition of residential premises, in which case it may reach 80% of such value.
- > The 80% limit in the ratio between the guaranteed loan or credit and the value of the mortgaged home mentioned in the previous section can be exceeded, without under any circumstances exceeding 95%, if the mortgage loan or credit has a bank guarantee provided by a different credit institution to the creditor or is covered by credit insurance. The bank guarantee or insurance shall be direct and will cover at least the amount of the guaranteed loan or credit which exceeds 80% of the valuation of the mortgaged asset and interests (Article 5 of RD 716/2009). Although the latter is a theoretical possibility as a matter of fact Spanish issuers have never utilised it. Any possible usage should be under the stringent control of Bank of Spain.

Notwithstanding, mortgaged loans or credits that initially exceed these percentages can be used as cover assets for the issuance of CHs when, as a consequence of the repayment of their principal amount or the modification of the market value of the mortgaged properties the values do not exceed said LTV, in relation to the initial or revised valuation of the mortgaged asset.

The mortgaged properties must have been valued previously by the so-called “*Sociedades de Tasación*” or by the valuation services of the issuer.

- > The mortgaged assets must be insured against damages.
- > Residential mortgage loans cannot exceed 30 years.

All mortgage loans that do not fulfil at least one of the above-mentioned criteria cannot be taken into account for the calculation of the maximum amount of CH.

Excluded from cover asset pool are special types of mortgage credits or loans, such as:

- > Those documented by way of registered securities, either to the order or bearer securities.
- > Those which are partially or totally due.
- > Those which have already been the subject of mortgage participations (“*Participaciones Hipotecarias*”, i.e. loans used in securitisations).
- > Those subject to senior mortgages or seizure.

The right to use and enjoy (“*derecho de usufructo*”) administrative concessions, rights to extended areas (“*derechos de superficie*”) and real estate properties which do not have building codes (i.e. those which are outside the zoning regime) are excluded as well.

The cover asset pool is defined as a dynamic cover pool. ABS/MBS or other assets are not allowed in the cover pool, but mortgages are allowed.

It has been a common practice for the issuer to hedge the interest rate risk by using the corresponding derivative instrument.

The institution issuing the *cédulas hipotecarias* will keep a special accounting register of the loans and credits that serve as collateral of the issues of *cédulas hipotecarias* and, if any, of the substitute assets fixed that cover them, as well as the derivative financial instruments linked to each issue. The annual accounts of the issuing institution shall contain the essential details of said register (Article 12 of Law 2/1981, Article 21 of RD 716/2009 and Circular 7/2010 of 30 November of the Bank of Spain).

In order to guarantee the transparency of the cover assets, the issuers have to provide the Bank of Spain with a monthly cover pool report. Moreover, there is a general duty of disclosure as a result of the continuous supervisory power of the Bank of Spain.

IV. VALUATION AND LTV CRITERIA

According to mortgage market legislation, the value of the mortgaged property has to be appraised prior to the issuance of the CHs by specialised companies, the so-called *Sociedades de Tasación* or by the valuation services of the issuers.

As said before, for eligible assets, the loan or credit guaranteed may not exceed 60% (Article 5 of Law 2/1981 modified by Law 41/2007) of the mortgage lending value of the mortgaged asset, except for the financing of the construction, reconstruction or acquisition of residential premises, in which case it may reach 80% of such value.

The mortgage markets legislation also determines the regulation for the appraisal service and the requirements with which the specialised companies have to comply, such as an exclusive corporate object, minimum corporate capital requirement, registration with the corresponding registry at the Bank of Spain. The last legal reform as of May 2013 prevents credit institutions from owning more than a 10% of appraisal companies' capital. Moreover, those entities are supervised and subject to inspection by the Bank of Spain. These rules were developed by the Ministerial Order of 27 March of 2003 in relation to the appraisal of real estate goods.

V. ASSET – LIABILITY MANAGEMENT

The volume of CHs issued and outstanding by a particular issuer cannot exceed 80% (Article 16 of Law 2/81) of the sum of the unpaid principal amounts corresponding to all the mortgage credits or loans included in the Issuer's portfolio that comply with the requirements mentioned above under section III on cover assets. The issuer cannot issue CHs beyond these percentages at any time.

The CHs can be backed up to a limit of 5% of the issued capital by substitution assets (fixed income securities issued by the State and other EU Member States, CHs, mortgage bonds, securities issued by Mortgage Securitisation Funds or Asset Securitisation Funds and other fixed-income securities listed on an official secondary market or on a regulated market, with a credit rating equivalent to that of the Kingdom of Spain – Article 15 and Article 17 of Law 2/1981).

Notwithstanding this general statement, if the limit is surpassed due to increases in the redemption of the eligible assets or any other event whatsoever, the issuer shall re-establish due balance by means of any of the following actions:

- > Cash deposit or deposit of government paper in the Central Bank of Spain.
- > Acquisition of CHs in the relevant marketplace.

- > Execution of new mortgage loans or acquisition of mortgage participations provided that they are eligible to cover CHs.
- > Redemption of CHs by the pertinent amount until balance has been reinstated, which, if necessary, can be executed through early redemption and drawing the number of securities to be redeemed by lot.

As a general remark it should be noted that it has been a common practice for the issuer to hedge interest rate risk.

Moreover, regulation provides for some particular rules in this respect that can be summarised as follows: issuers shall adopt the necessary measures to avoid inappropriate imbalances between the flows from the cover portfolio and those derived from the payments due for the *cédulas* that they issue (Article 17(6) of RD 716/2009).

Concerning foreign exchange risks, there is no legal provision in relation to the following areas:

- > The currency of the covered bonds;
- > Limiting FX risks between cover assets and the CHs ;
- > Limiting, managing or hedging the exchange risk as in the case of the interest rate risk. Notwithstanding, it is universal market practice to denominate the CHs in Euro if the currency of the cover assets is Euro.

Other risks such as early repayment, reinvestment, etc. are also mitigated by the 25% overcollateralisation as well as by the dynamic nature and structure of the cover pool.

VI. TRANSPARENCY

As mentioned above (Section III, Cover Assets) Spanish legislation obliges Spanish issuers of covered bonds to keep a special and very complete register of their loans and credits. The annual accounts have to contain additionally the essential details of said register.

On top of that, main Spanish issuers of CH, coordinated by the Spanish Mortgage Association, and since the end of 2011, have created a transparency template, consistent with the guidelines of the ECBC Label Initiative. This last version meets the requirements of Article 129(7) of the Capital Requirements Regulation (CRR).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The institution issuing the *cédulas* will keep a special accounting register. Please refer to Section III on cover assets. The Spanish legislation does not require a special pool monitor other than the supervision on a continuous basis by the Bank of Spain which includes the periodic disclosure of information regarding cover assets by credit institutions.

The Bank of Spain beyond its regular prudential supervision is responsible for specifically supervising compliance with the limits and regulatory requirements and is entitled to adopt measures in order to mitigate any breach or deviation from the regulation, including sanctioning such breach or failure.

The issuer is also responsible and liable for cover and eligible assets pool monitoring. The quantitative mandatory limits have to be maintained at all times, thus the monitoring is carried out continuously by the issuer as a part of the risk management and auditing of its activity.

The "special" supervision – as per reference to Article 52(4) UCITS – is also carried out by the *Comisión Nacional del Mercado de Valores* (hereinafter, "CNMV"). The CNMV may also monitor and supervise compliance with statutory requirements and limits upon approval of the issuance and clearly supervise the placing process

The role of the rating agencies shall be decided by the issuer on a case-by-case basis, either for commercial or market reasons, although as matter of fact most issues are rated.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Identification of the cover assets

Any mortgage that is originated in Spain must be registered in the Land Registry. Consequently, the Land Registry is the cover registry which records all the mortgages serving as the collateral for the CHs. The institution issuing the *cédulas* will keep a special accounting register.

Asset segregation from the insolvency estate

Article 14 of Law 2/1981 of the regulation of the mortgage market stipulates that the institution issuing the *cédulas* will keep a special accounting register. This provides the legal framework regarding the position of the rights of the holders of the CHs in case of insolvency of the Spanish issuer.

In this respect, it is worth pointing out the following relevant issues:

1. According to Article 14 of Law 2/1981 claims of CH holders have to be treated as privileged claims against the insolvency estate (*créditos contra la masa*). Article 84(2)(7) and Article 154 of the Insolvency Law require that claims against the insolvency estate have to be paid by the insolvency administrators on their respective due dates without delay of payment, regardless of the status of the bankruptcy proceedings.

In the case of CH, the claims of the CH holders are secured by the entire mortgage loan book registered in favour of the CH issuer (Article 12 of Law 2/1981) and if any, by the substitution assets which backup the CHs and the economic flows generated by the financial instruments linked to each issue. The definition as stated by the Insolvency Law implies the application of the special rule of payment without enforcement of the collateral.

The Insolvency administration is not entitled to adopt any decision against said legal provision and has to use the proceeds from the issuer's mortgage loan book to satisfy CH principle and interest payments on their respective due dates without delay of payments.

2. The Insolvency administrators are obliged to pay such amounts as long as the cash flows produced by the cover assets are sufficient to meet the CHs payments pursuant to Article 84(2)(7) of the Insolvency Law.

In this respect, the Insolvency Law provides a clear definition of the claims of CH holders as special privileged claims without enforcement of the collateral. It also provides an unequivocal classification of the claims of CH holders, as claims against the insolvency estate and clear identification of the cover assets, which are reserved to meet the claims of the CH holders.

Thus, the clarity of the provision leaves no room for a different interpretation. In other words, the same legal provision that states the privilege, states the extent and limits of the same.

All of the holders of *cédulas hipotecarias*, whatever their date of issue, shall have the same preference over the loans and credits covering them and if any, to the substitution assets which backup the *cédulas hipotecarias* and the economic flows generated by the financial instruments linked to each issue.

3. The payments to be effected by the debtor comprise all those deriving from principal and interest of the issued and outstanding CHs on the date on which the insolvency is declared. All CH payments have to be met on their respective due dates, regardless of the status of the bankruptcy proceedings. In the case where the cover assets are insufficient to meet the CH payments, the claims of the CH holders will be realised. The payment to all of the *cédulas hipotecarias* owners shall be done on a pro rata basis, regardless of the issue date of their securities (Article 14 of Law 2/1981). In the case of insufficient cover assets, all CH holders' claims will be met on a pro-rata basis together with ordinary claims (Article 157(2) of the Insolvency Law).

A judicial stay (moratorium) on the insolvency's estate cannot delay the cash flows from the cover assets and, therefore, endanger the timely payment of interest and the principle on CHs.

In case of insolvency of the issuer, liquidity is ensured by the means discussed above, by the flows derived from the cover assets.

In order to comply with the payment obligations to the holders of the cédulas hipotecarias in the event of a temporary gap in the revenue received by the debtor, payments shall be made by means of liquidating the substitution assets serving as collateral of the issue. If this was insufficient, payments shall be made by means of funding operations via subrogation of the debtor in the position of the holder of the cédulas (Article 14 of Law 2/1981).

Administration of the cover assets

In case of insolvency, it is the normal insolvency administrator who administrates the cover assets. In this respect, under Spanish Insolvency Law, the bankruptcy is directed by commercial court of competent jurisdiction and managed by a specific body called the “bankruptcy authority” (“administración concursal”) normally comprising a single person.

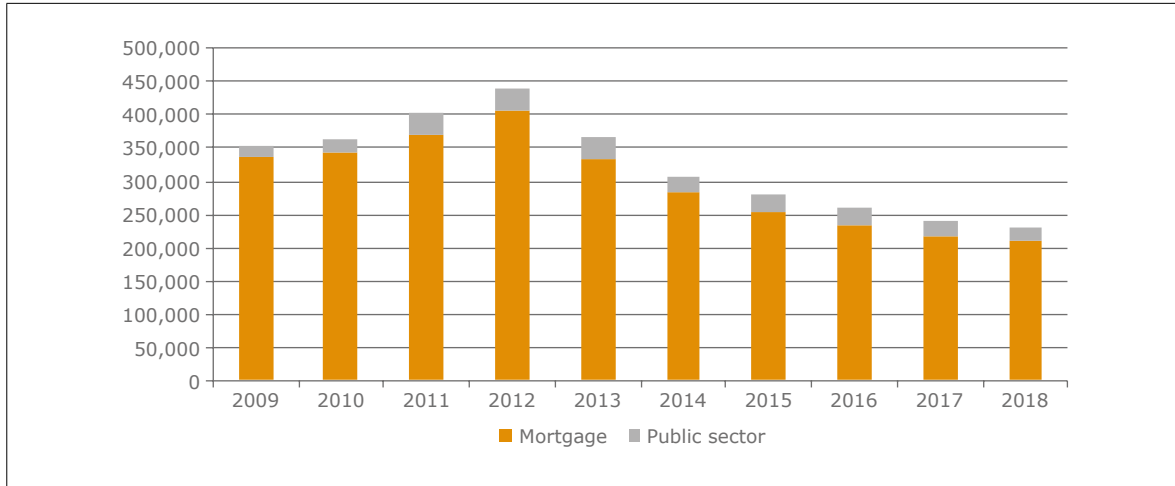
IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The legislation when taken together with the practices, processes and procedures across the industry should fall within the criteria of Article 129 of the Capital Requirements Regulation (CRR). The Spanish covered bonds fulfil the criteria of Article 52(4) UCITS and Article 129 CRR.¹

Finally, the CHs upon being listed or applied for listing are eligible for: i) investment by insurance companies of their technical provisions obligations; ii) the investment by mutual guarantee companies; iii) investment by Pensions Funds.

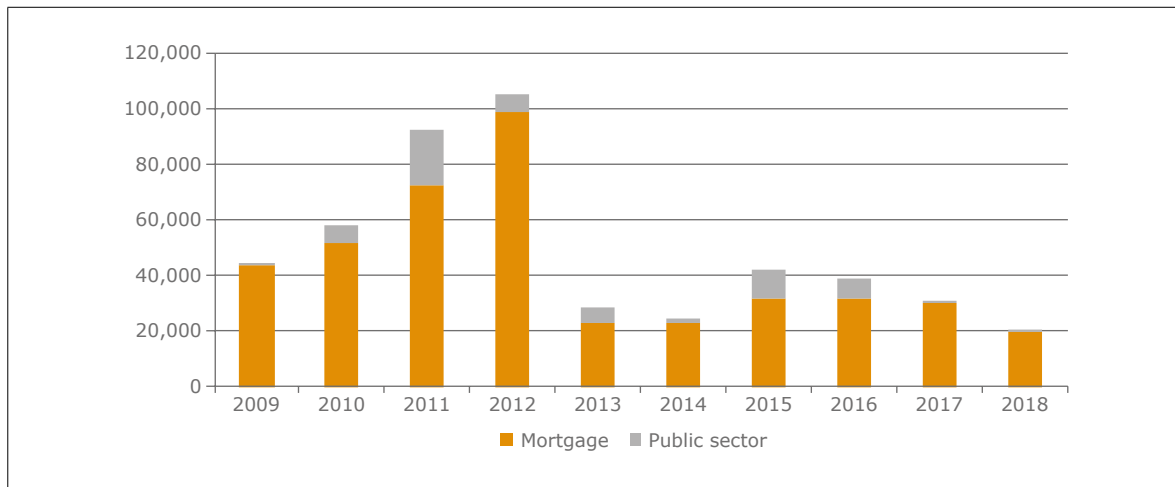
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: ABANCA Corporación Bancaria, S.A., Banca March, Banco Caja Castilla La Mancha, Banco Caminos, Banco de Sabadell S.A., Banco Mare Nostrum, Banco Popular, Banco Popular e.com, Caja Rural de Granada, Banco Santander S.A., Banesto, Bankia, Bankinter, Bankoia, Barclays Bank, BBVA, BES SA, C. Pollença, CaixaBank SA, Caja Laboral, Caja Rural Navarra, Cajas Rurales Unidas, Cajasur, Catalunya Bank, CEISS, Deutsche Bank SAE, Ibercaja, Kutxabank S.A., Liberbank, NCG Banco, Santander Consumer Finance, Unicaja Banco.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/45/C%C3%A9dulas_Hipotecarias.

COVERED BOND LABEL: Banco de Sabadell, S.A. (2 pools), Bankia (1 pool), CaixaBank SA (2 pools), Banco Santander S.A. (1 pool), Kutxabank S.A. (1 pool), Unicaja Banco SA (1 pool), Grupo Cooperativo Cajamar (1 pool), BBVA (2 pools), Bankinter, S.A. (1 pool), Ibercaja Banco S.A. (1 pool), Eurocaja Rural (1 pool), Caja Rural de Navarra, Credit Cooperative (1 pool), ABANCA Corporación Bancaria, S.A. (1 pool).

3.38 SWEDEN

By Therese Mårtensson, Association of Swedish Covered Bond Issuers (ASCB)

I. FRAMEWORK

In Sweden, the issuance of covered bonds is governed by the Swedish Covered Bonds Issuance Act ('CBIA'), which came into force on 1 July 2004¹. The CBIA prevails over the general bankruptcy regulation and grants covered bond investors a priority claim on the eligible cover assets. A regulation and guidelines from Finansinspektionen, the Swedish Financial Supervisory Authority ('SFSA'), complement the legislation. In the SFSA regulation and guidelines, the detailed criteria for obtaining authorisation to issue covered bonds, the cover pool requirements, the coverage requirements and the requirements regarding the cover register are specified.

II. STRUCTURE OF THE ISSUER

The CBIA allows for all banks and credit institutions to issue covered bonds, provided that they have obtained a special authorisation from the SFSA. The issuer has to meet certain criteria to qualify for the authorisation. These criteria include the submission of a financial plan showing the issuer's financial stability for the coming three years, the conversion of any outstanding mortgage bonds into covered bonds and the conduct of business in compliance with the CBIA. The SFSA has the right to withdraw the authorisation should the institution be in material breach of the CBIA or have failed to issue covered bonds within one year of receiving the authorisation (Figure 1). If the SFSA withdraws an authorisation, the SFSA may lay down a plan to wind down the operation.

> FIGURE 1: AUTHORISATION REQUIRED TO ISSUE COVERED BONDS

Requirements for authorisation to issue covered bonds:

- > The institution's articles of association, bylaws or regulations must comply with the CBIA.
- > The issuer must conduct the covered bonds business according to the CBIA and related regulatory provisions.
- > Any outstanding mortgage bonds must be converted into covered bonds or administered in an equivalent manner with respect to the creditors.
- > A financial plan for the next three fiscal years, confirmed by auditors, showing that the issuer is sufficiently stable and that the interest of other creditors is not jeopardised when it issues covered bonds.
- > The issuers have to submit an operational plan that shows sound management and supervision of the covered bond business (including information on the IT operations).

The SFSA may withdraw an authorisation if:

- > The institution is in material breach of its obligations pursuant to the CBIA; and/or
- > The institution has failed to issue any covered bonds within one year of receiving the authorisation.

Source: Lag 2003:1223, FFFS 2013:01

The cover assets correspond to the covered bond investors claims on the issuer and remain on the balance sheet, i.e. there is no transfer of the cover assets to a separate legal entity. The covered bonds are direct, unconditional obligations on the part of the issuer. The cover pool is dynamic and the outstanding covered bonds are secured by the whole cover pool; the individual cover bonds are not linked to any specific cover assets. In the event of insolvency of the issuer, the cover pool is bankruptcy-remote and not included in the general insolvency estate of the issuer but is exclusively available to meet outstanding claims of covered bond holders.

¹ Lag (2003:1223) om utgivning av säkerställda obligationer (the Covered Bonds Issuance Act).

² FFFS 2013:01 Finansinspektionen's Regulations and Guidelines regarding covered bonds.

Moreover, covered bond investors enjoy ultimate recourse to the insolvency estate of the issuer, ranking *pari passu* with senior unsecured investors.

III. COVER ASSETS

Eligible cover assets are mortgage loans and loans to the public sector. There is no requirement for separate cover pools for mortgage and public sector cover assets; both asset classes can be mixed in a single cover pool. However, most of the cover assets are mortgages (more than 95% of the cover pools).

For mortgagees to be eligible as cover assets they should be secured by:

- > real property intended for residential, agricultural, office or commercial use;
- > site-leasehold rights intended for residential, office or commercial use;
- > a pledge against tenant-owner rights; or
- > similar foreign collateral (EEA).

Mortgages to offices and commercial property are limited to 10% of the total value of the cover pool. The collateral for the mortgage loans has to be located in Sweden or the European Economic Area (EEA)³. Neither asset-backed nor mortgage-backed securities are eligible as cover assets. The mortgage loans have to meet valuation criteria and certain loan-to-value ratios specified in the CBIA and the SFSA regulation (see section IV).

Eligible public sector assets are securities and other claims:

- > issued or guaranteed by the Swedish state, a Swedish municipality or a similar public body;
- > issued or guaranteed by a foreign state or central bank, where the investment is in the foreign state's national currency and is refinanced in the same currency⁴;
- > issued or guaranteed by the European Communities, or any of the foreign states or central banks prescribed by the Swedish government; or guaranteed by a foreign municipality or public body that has the authority to collect taxes.

Non-performing loans due over 60 days cannot be included for the purpose of meeting the matching requirements set forth in the CBIA.

Derivative contracts

The CBIA provides for the use of derivatives for hedging of interest and currency risk. The derivatives must be structured so that an early termination is not triggered by an issuer default or on the counterparty's demand. Derivative counterparties must have a minimum long-term rating of A3/A-/A- (Moody's/S&P/Fitch) at the time the agreement is entered into. The law stipulates asymmetrical collateralisation. Collateral, a guarantee or replacement language is required from the counterparty in the event of the rating falling below the minimum rating level. There is no reciprocal requirements on the covered bond issuer, but the derivative counterparty has a priority claim on the cover pool. The derivatives are not included in the nominal coverage calculation and are not limited to a maximum percentage of the cover pool. The derivative contracts are however included in the net present value coverage calculation, the purpose of which is to ascertain a good balance between the value of the assets and the liabilities in the covered bond programme.

Substitution assets

Certain types of highly liquid assets can serve as substitution assets for up to 20% of the value of the cover pool. Eligible substitution assets include public sector assets and cash and qualify for a 0% risk weight. The SFSA can temporarily raise the limit up to 30% and expand the universe of eligible substitution assets.

³ Countries belonging to the European Economic Area are the EU countries plus Norway, Iceland, Liechtenstein.

⁴ The law does not provide for any explicit geographic restriction.

IV. VALUATION AND LTV CRITERIA

The principles for the valuation of collateral for the mortgages in the cover pool are specified in the CBIA. The valuation relating to residential properties may be based on general price levels. The value of any other eligible property class must be based on the market price and determined on an individual basis by qualified professionals. The market value should reflect the price achievable through a commercial sale, without time pressure and excluding any speculative or temporary elements. Issuers are required to monitor the market value of the property regularly, and in the case of a significant decline review the valuation and ensure that the loan to value (LTV) of the related mortgage loan remains within the limit. The valuer can be an employee of the issuer or external.

For the various mortgage types eligible as cover, the following maximum LTV ratios apply:

- > 75% of the value for real estate, site-leasehold rights and tenant-owner rights where the property is intended for residential use;
- > 70% of the value for real estate intended for agricultural purposes;
- > 60% of the value for real estate, site-leasehold rights and tenant-owner rights where the property is intended for office or commercial use.

The LTV limits are relative, not absolute. A loan with a higher LTV ratio can be included in the cover pool up to the legal threshold. The balance is refinanced through other funding instruments (e.g. senior unsecured funding).

The issuer is required to test and analyse how changes in property values may affect LTV ratios and the value of the cover pool at least once a year. The tests should be based on conservative assumptions.

V. ASSET – LIABILITY MANAGEMENT

The CBIA requires the nominal value of the cover assets to at all times be greater than the aggregate nominal value of claims arising from outstanding covered bonds. The cover assets, including derivatives, should, on a net present value (NPV) basis, always be greater than the corresponding value of the interest and principal of outstanding covered bonds, taking into account the effects of stress-test scenarios on interest and currency risks set by the SFSA. The stressed scenario that should be tested regarding interest-rate risk is a sudden and sustained parallel shift in the reference swap curve by 100 bps in an unfavourable direction, and a twist in the swap curve. The currency risk should be tested for a 10% sudden and sustained change in the relevant foreign exchange rate for the currency of the covered bonds and the currency of cover assets. There is a minimum overcollateralisation (OC) requirement of two percent. Both the statutory OC and any additional OC for structural enhancement purposes are bankruptcy-remote and protected in the event of issuer insolvency.

The issuer shall ensure that the cash flow with respect to the assets in the cover pool, any derivative agreements and the covered bonds are such that the issuer is always able to meet its payment obligations towards the bondholders and derivative counterparties. The issuer should be able to account for these funds separately.

VI. TRANSPARENCY

The issuers disclose information regarding their cover pool and outstanding covered bonds every quarter (some more frequently) in line with the harmonized transparency template ('HTT', posted on the Covered Bond Label website⁵) and a national transparency template (NTT). The information is published on each issuer's website. The uniform reporting makes it easy for investors to compare data across issuers' cover pools and to extract data for further analysis.

In addition to the publicly disclosed information, the issuers are required to give their respective independent inspector additional information, specified in the SFSA regulation.

⁵ <https://www.coveredbondlabel.com/issuers/national-information-detail/24/>.

VII. COVER POOL MONITORING AND BANKING SUPERVISION

The covered bond issuers are subject to special supervision by the SFSA. The SFSA supervises the issuers' compliance with the CBIA and related regulatory provisions. If an issuer is in material breach of its obligations under the legal framework, the SFSA can issue a warning or revoke the authorisation to issue covered bonds altogether. The SFSA may also revoke an authorisation if the issuer waives the license or if the institution has failed to issue covered bonds within a year from the date of the authorisation.

For each issuer, the SFSA appoints an independent and suitably qualified cover pool inspector (cover pool trustee), who is remunerated by the covered bond issuer. The duties of the cover pool inspector are to monitor the register and verify that the covered bonds, the derivative agreements and the cover assets are correctly recorded. The inspector also ensures compliance with calculation of coverage and market risk limits in accordance with the CBIA. The inspector is also required to monitor the revaluations of underlying collateral that has been conducted during the year. The issuer is obliged to provide the covered bond inspector with any information requested relating to its covered bond operations. The inspector submits a report of his or her assessment to the SFSA on an annual basis and is required to notify the SFSA as soon as he or she learns about an event deemed to be significant.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Cover register

The issuer is required to keep a register of the cover assets, substitution assets, derivative contracts, and outstanding covered bonds. The law specifies the form and content of the register, which shall be easily accessible for the SFSA and the cover pool inspector. The registration ensures that the covered bondholders and derivative counterparties have a legally enforceable priority claim on the cover pool in the event of issuer insolvency. Prior to an issuer being declared insolvent, cash flows accruing from the cover assets must be accounted for separately by the issuer. In the event of issuer default, covered bond investors and derivative counterparties have the same priority claim on such cash flows as they have on the cover pool. Any cash flows accruing from the cover assets after issuer insolvency should also be recorded in the cover pool register.

Issuer insolvency

In the event of issuer insolvency, the registered cover assets and the covered bonds are segregated from the general insolvency estate. Covered bonds are not accelerated as long as the cover pool fulfils the requirements set out in the CBIA, which also allows for "temporary, minor deviations"⁶. An issuer default does not trigger early termination of any registered derivative contracts. Covered bond holders and registered derivative counterparties have a priority claim on the cover pool and cash that derives from the pool, ensuring timely repayment to original agreed terms, as long as the cover pool is compliant with the CBIA. The cover pool does however not constitute a separate legal estate. According to a legal opinion, the bankruptcy of the issuer should not lead to a debt moratorium on the covered bonds.⁷

Under the Swedish Bankruptcy Code, the insolvency of the parent company does not automatically trigger the insolvency of a subsidiary.

Cover pool default and preferential treatment

In the event of the cover pool being non-compliant with the eligibility criteria, the covered bonds would be accelerated. Covered bond investors and derivative counterparties would have a priority claim on the proceeds from the

⁶ According to the legislative history of the Act, this would be, for example, "temporary liquidity constraints".

⁷ There are no means in the Act that could disrupt or delay payment to covered bondholders. However, the Act does not explicitly derogate from the general provision of the Code of Procedures 1948 or the Bankruptcy Act 1987, of which neither explicitly ensures the integrity of payments on covered bonds.

sale of the cover assets, ranking *pari passu* among themselves but prior to any other creditors. If the proceeds are insufficient to repay all liabilities on the outstanding covered bonds, covered bond investors and derivative counterparties would have an ultimate recourse to the insolvency estate of the issuer, ranking *pari passu* with senior unsecured investors.

Survival of OC

Any OC present in the cover pool at the time of the issuer's insolvency is bankruptcy-remote provided that it is recorded in the cover pool register. Full repayment of outstanding claims related to the covered bonds and registered derivatives is required before the cover assets would be available to satisfy any claims from unsecured creditors.

The law does not provide for the appointment of a special cover pool administrator. The receiver-in-bankruptcy represents the interests of both the covered bond investors and the unsecured investors. The receiver can use the OC to pay advance dividends to other creditors of the bankrupt issuer, if the pool contains more assets than necessary.⁸ If the cover assets later prove to be insufficient, these advance dividend payments can be reclaimed.

Access to liquidity in case of insolvency

In the cases of the issuer's insolvency, the law does not enable the receiver-in-bankruptcy to refinance maturing covered bonds by issuing new covered bonds. The receiver cannot substitute ordinary cover assets for other assets. However, the receiver can utilise available liquid assets included in the cover pool and is allowed to sell assets from the cover pool to create the necessary liquidity.

The receiver-in-bankruptcy also has an express mandate to, on behalf of the bankruptcy estate enter into loan agreements and other contracts for the purpose of maintaining sufficient coverage and liquidity and managing the currency and interest rate risks. The receiver should only enter into agreements if, on the date of execution of the agreement, the agreement is deemed to be in the bondholders' and derivative counterparties' interest and if the assets in the cover pool are deemed to fulfil the legal requirements. When the receiver enters into an agreement, the counterparty has a claim on the bankruptcy estate that ranks ahead of the secured creditors and creditors with rights of priority.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The covered bonds issued on the Swedish market comply with the criteria of UCITS Directive article 52 and with the covered bond criteria in article 129 in CRR. Since the bonds are compliant with CRR article 129, the applicable risk-weight for the Swedish covered bonds will be those for banks that use the standard method. The CBIA explicitly lists mortgages against property for agricultural purposes and mortgages against the pledging of tenant-owner rights as eligible cover assets, while the CRR does not. However, the general opinion of the parties involved is that the term "Commercial Real Estate" in the CRR should be interpreted to include agricultural property. Swedish covered bonds are eligible for repo transactions with the Riksbank (the Swedish Central Bank). The Riksbank's collateral requirements are harmonised with those applied within the Eurosystem.

Covered bonds issued in other jurisdictions enjoy the same preferential capital treatment in Sweden, subject to the relevant foreign supervisory authority having assigned the covered bonds preferential risk-weights (principle of mutual recognition).

The Swedish UCITS Act (Lag (2004:46) om värdepappersfonder) allows for Swedish UCITS to invest up to 25% of their assets in Swedish covered bonds, instead of the 5% generally applicable to other asset classes.

⁸ According to a legal opinion, the receiver-in-bankruptcy would have to take into account a substantial safety margin to ensure that the cover pool's integrity and compliance with the Act is not jeopardized, which would be difficult to prove unless outstanding covered bonds were due to mature imminently

X. ADDITIONAL INFORMATION

Issuing and trading of Swedish domestic covered bonds

Normally the Swedish covered bonds are registered at Nasdaq Stockholm (a Nasdaq Inc. subsidiary), although no actual bond trading takes place there. The base prospectuses used follow the standard of and are compliant with the Prospectus Directive (superseded by the Prospectus Regulation as of 21 July 2019) and are approved by the SFSA. The normally used technique for issues is "on tap".

To ensure a good market liquidity, the large issuers issue their bonds as benchmarks which in the Swedish market mean large issues (SEK 3 billion and more) and that a number of dealers show both bid and offer prices. Only benchmarks are deliverable in the future contracts. When a new benchmark bond is issued, the issuer makes sure that the amount issued meets the requirements for a benchmark sized deal. After the initial day of issuance, the issuer can, without further notice, issue "on tap" the size required to fund the lending. At the peak of the life of the bond it typically has a volume of SEK 50 to 70 bn. After that the volume decreases due to active repurchase operations by the issuer. With one year to go to maturity a loan is no longer of benchmark status. This paves the way for a controlled redemption of the remaining part of the loan.

The bonds are sold into the primary market through banks acting as agents for the issuer. These banks also act as market makers in the secondary market. Currently, there are five banks that act as market makers in covered bonds: Danske Bank, Nordea, SEB, Svenska Handelsbanken and Swedbank. The market for government and domestic covered bonds, as well as treasury bills, is a telephone and screen-based over-the-counter market. Market makers display indicative two-way prices on an electronic information system which is instantaneously relayed by Reuters. Fixed prices are quoted on request and most deals are concluded via telephone. Trading in the secondary market takes place on all business days between 09.00 and 16.15 (local time). The number of bonds to be quoted is regulated in an agreement between the issuer and the market-maker.

Bonds are quoted on a yield basis with bid and ask spreads of (under normal market conditions) 2 bp for the liquid benchmark bonds. The settlement day for bonds is three business days after the trading date. Treasury bills are quoted on a simple yield basis and are settled two business days after the trading day. The normal trading lot in government securities and liquid covered bonds is SEK 200-500 m.

Sweden has a liquid repo market with almost all banks and broker firms involved in the trading. The repo market in Sweden started in the late 1980s and developed fast. The Swedish Debt Office offers a repo-facility in government bonds and treasury bills and the covered bond issuers offer their market makers a repo-facility in their own covered bonds. The repo transactions are viewed as 'sell-buy back' or 'buy-sell back' deals and the ownership of the security must be transferred. There are no standard conditions for a repo transaction and the counterparties agree on maturity, settlement day and delivery for each deal. Mostly, repos are settled two banking days after the trading day. Repo rates are quoted as a spread vs the Riksbank repo rate. Because of quantitative easing there is currently a lack of government bonds in the repo market, which has negative effects on the functionality of the repo market.

Almost all publicly listed securities in Sweden are in book-entry form, registered and settled via Euroclear Sweden's system. Domestic settlement requires a securities account or a custody account with one of the Swedish banks or investment firms. Foreign investors can either have a custodian service with a Swedish bank or investment firm or settle via Euroclear or Clearstream.

Accrued interest is calculated from the previous coupon date to the settlement date. The interest rate is calculated by using ISMA's 30E/360-day count – "End-of-month" convention.

Swedish government bonds and covered bonds have five ex-coupon days, hence there is a negative yield when settlement occurs within five business days before the coupon date.

Swedish krona bonds redeem at par upon maturity and most of them pay coupon annually. All domestic banks act as paying agents.

The ASCB

The Association of Swedish Covered Bond issuers (ASCB), which was established in 2009, performs ongoing work to further improve the conditions for the Swedish covered bond market. More information about the Swedish covered bond market can be found at www.ascb.se.

Essential terms and conditions of a typical Swedish market maker agreement

Typically, the larger issuers have 5-8 covered bond series with benchmark status. For the benchmark issues, the market maker typically has a duty to:

- > Help the issuer sell bonds via taps of the benchmark loans in the market;
- > Actively support trading of these bonds in the secondary market; and
- > Continuously quote indicative rates in the information systems used.

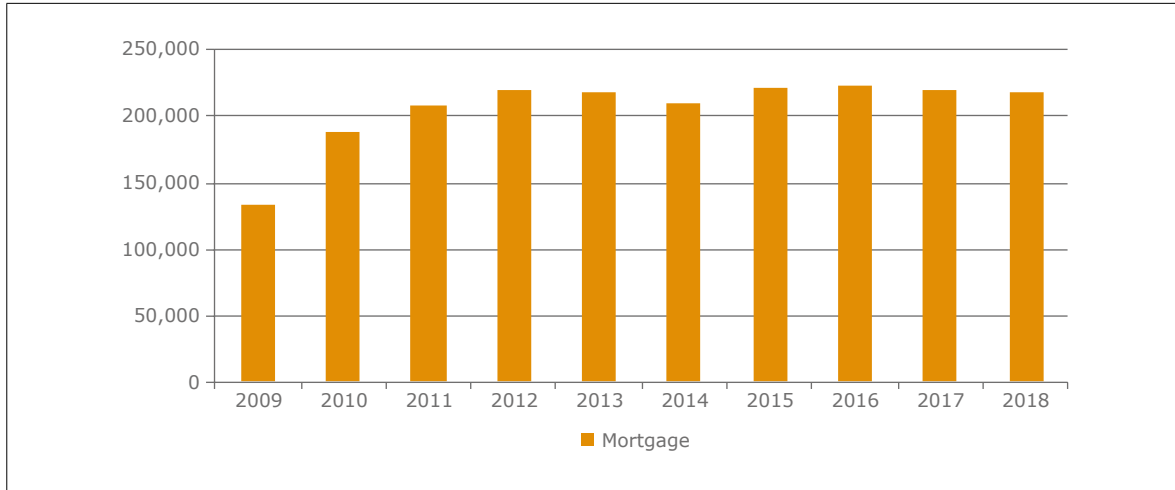
The obligations of a market maker are conditional upon a number of things, inter alia:

- > that no change in the economic, financial or political conditions, which in the reasonable opinion of the market maker would create a major obstacle to the fulfilment of the obligations, have occurred;
- > that the bonds, in the reasonable opinion of the market maker, cannot be placed in the primary or secondary market on normal market conditions.

If the obligations cannot be fulfilled, the market maker shall notify the issuer and may withdraw from the duties wholly or in part for a shorter or longer time.

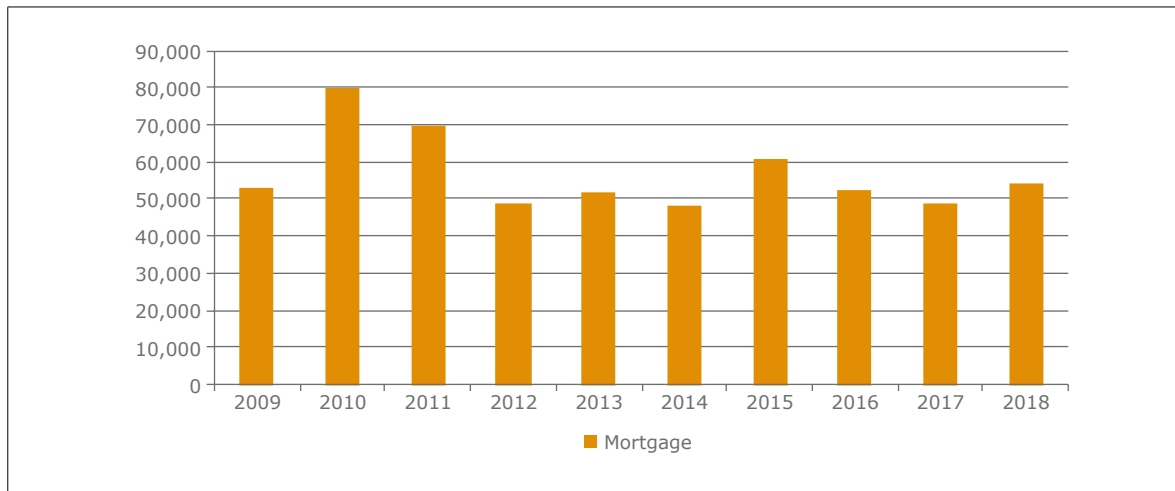
The issuer has an obligation to, under normal market conditions, offer a limited repo facility in the outstanding benchmark bonds to the market maker.

> FIGURE 2: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 3: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: Stadshypotek, Swedbank Mortgage, Nordea Hypotek, Swedish Covered Bond Corporation (SCBC), SEB, Skandiabanken, Länsförsäkringar Hypotek and Landshypotek. The market is dominated by the first five of them and the majority of their exposure is to domestic residential mortgages, with the remainder consisting of commercial property loans and public-sector loans.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/47/Swedish_Covered_Bonds.



COVERED BOND LABEL: Länsförsäkringar Hypotek AB (1 pool), Skandinaviska Enskilda Banken AB (SEB) (1 pool), Stadshypotek AB (publ) (3 pools), Swedbank Mortgage AB (1 pool), The Swedish Covered Bond Corporation (1 pool), Nordea Hypotek (1 pool).

3.39.1 SWITZERLAND – SWISS PFANDBRIEFE®

By Robert Horat and Markus Müller, Pfandbriefbank schweizerischer Hypothekarinstitute AG

I. FRAMEWORK

The legal framework for the Swiss Pfandbrief system is the Pfandbrief Act ('Pfandbriefgesetz', 'PfG'). It is complemented by the Pfandbrief Ordinance ('Pfandbriefverordnung', 'Pfv'), the articles of association of the Pfandbrief institutes and the valuation regulations ('Schätzungsreglement'). The latter two have to be authorised by the Swiss Federal Council.

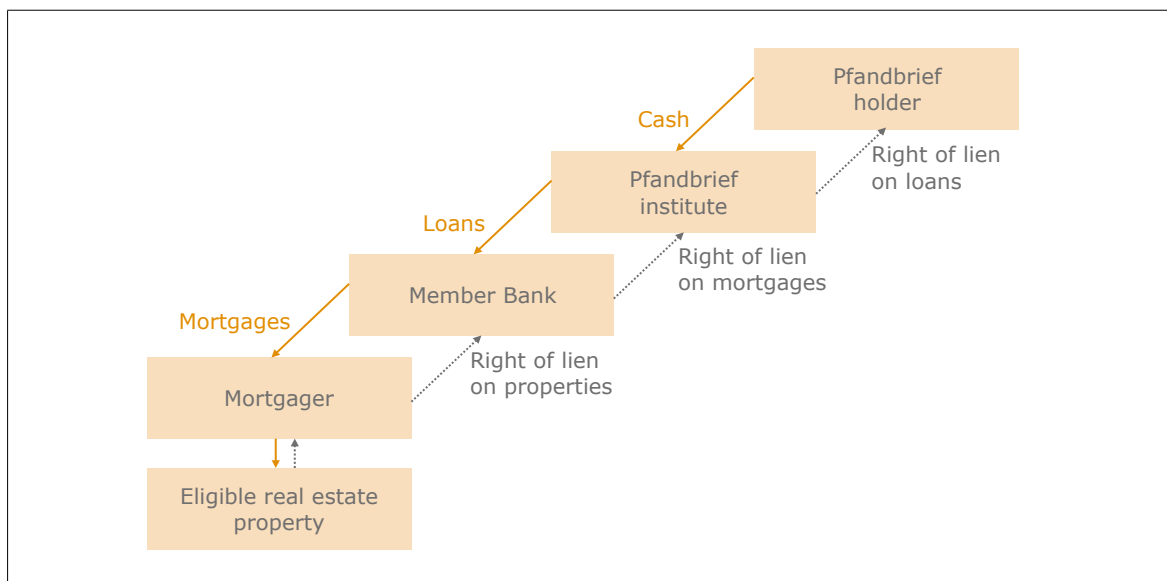
According to the PfG, the issuance of Swiss Pfandbriefe is reserved to two specialised Pfandbrief institutes, namely the 'Pfandbriefzentrale der schweizerischen Kantonalbanken AG' (PZ) and the 'Pfandbriefbank schweizerischer Hypothekarinstitute AG' (PB). They issue Swiss Pfandbriefe to refinance their member banks' Swiss mortgage business. As of article 1 of the PfG the purpose of the Pfandbrief institutes is to enable mortgages for real estate owners at interest rates which are as constant and favourable as possible. The 'Swiss Pfandbrief®' is a registered trademark. The reputation of this brand shall underpin its uniqueness within the world of covered bonds.

The Swiss Pfandbrief system is an indirect one: The Pfandbrief institutes raise money by issuing Swiss Pfandbriefe in order to grant Pfandbrief loans to their member banks. Sourced volume, currency and interest terms must be equal within each series of issuance. To get a loan, each member bank has to pledge first class Swiss mortgages to the Pfandbrief institute as a cover in advance. The Pfandbrief investors have a lien on the granted loans. The investors' lien on the loans as well as the issuers lien on the mortgages in the member banks' cover pool are determined by the Pfandbrief Act.

PfG came into effect in 1930. Its 52 articles are well balanced and the PfG had to be modified only marginally in the meantime. The fact that the Swiss Pfandbrief has a special legal basis, provides legal certainty as well as stability and predictability.

Pfandbrief institutes have a strictly limited scope:

> FIGURE 1: THE SWISS PFANDBRIEF® FRAMEWORK

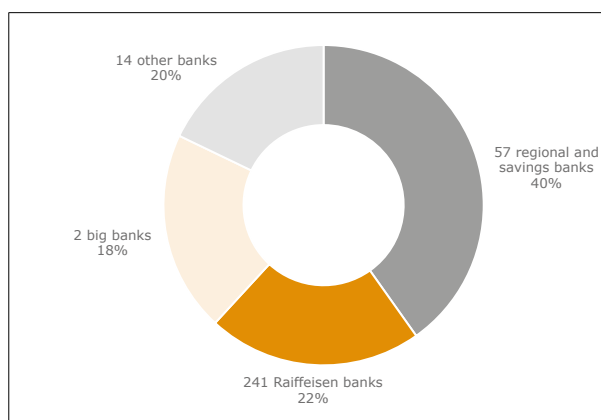


Source: Credit Suisse AG

II. STRUCTURE OF THE ISSUER

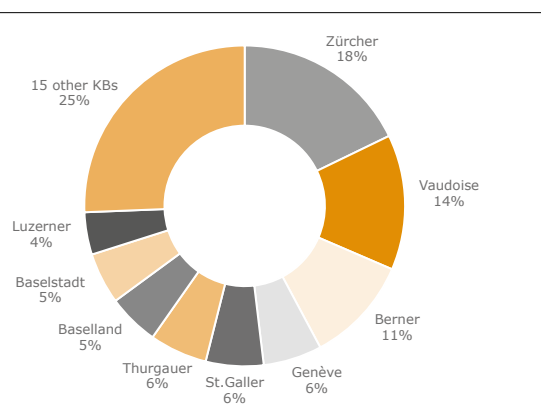
PZ operates as the Pfandbrief issuing vehicle of the Swiss cantonal banks and PB of all other Swiss banks. Both are special institutions with their business scope limited to the issuance of Swiss Pfandbriefe, to granting Pfandbrief loans to their member banks and to investing their share capital and reserves. Both Pfandbrief institutes are supervised by the Swiss financial market authority (FINMA). They are owned by their member banks. The chart below shows the structure of the shareholders:

> FIGURE 2: SHAREHOLDERS OF PB



Source: PB as of 31.12.2018

> FIGURE 3: SHAREHOLDERS OF PZ



Source: PZ as of 31.12.2018

PB was founded in 1931 and counts 309 member banks with loans. Any Swiss bank has the right to become a member of PB, provided that it is headquartered in Switzerland and that Swiss mortgages account for at least 60% of the bank's balance sheet (Article 4 PfG). As of 31 December 2018, the total outstanding Swiss Pfandbriefe of PB amounted to CHF 70.1 billion (EUR 62.2 billion).

PZ was also founded in 1931 and has 24 member banks. Only cantonal banks have the right to become members of the PZ (Article 3 PfG). PZ does not have its own staff but has fully outsourced its operations to Zürcher Kantonalbank. As of 31 December 2018, the total outstanding Swiss Pfandbriefe of PZ amounted to CHF 54.5 billion (EUR 48.4 billion).

The total volume of all outstanding Swiss Pfandbriefe as of 31 December 2018 amounts to CHF 124.6 billion (EUR 110.6 billion). For years the two Swiss Pfandbrief institutes have been the major bond issuers in Switzerland, even more important than the government. In 2018 they issued Swiss Pfandbriefe amounting to CHF 15.0 billion (EUR 13.3 billion).

Swiss Pfandbriefe are standardised to a great extent. They are a commodity, denominated only in Swiss francs, with an original time to maturity of up to 30 years. The size of an issuance depends either on the demand of the member banks for loans or on the demand of the investors for Swiss Pfandbriefe, whichever is smaller. Whenever possible, existing bonds are reopened.

Generally, Swiss Pfandbriefe are issued as public bonds through a banking syndicate at fixed term fees (the last private placement has been placed in 2011). All of these public issuances are listed on the SIX Swiss Exchange AG. In the domestic bond segment in Swiss Francs Pfandbriefe amount to 33%, followed by public sector (Swiss government, cantons, cities, regions) with 30%, the banking and insurance sector with 16% and other industries with 21%.

In total about 12% of all Swiss mortgages are refinanced through Swiss Pfandbriefe (10/2018).

III./IV. COVER ASSETS, VALUATION AND LOAN TO VALUE (LTV) CRITERIA

As a principle, Pfandbrief loans are only granted against a pledge of eligible first class mortgages on Swiss properties.

PB has got an electronic cover pool system. Mortgages are pledged to PB by the member banks through entry of a complete 'cover proposal' into the electronic pool register, which all member banks are linked to. The system immediately evaluates the member bank's 'cover proposal', which is then reviewed by one employee and authorised by another. PB values the mortgages independently from the member bank. Substantial cover proposals are additionally reviewed by a special cover pool committee.

The PfG defines a general maximum cover value LTV of two thirds (Article 5 PfG), however, the cover value is at most as high as the mortgage, but mostly lower. Member banks are obliged to replace impaired, non-performing and other ineligible mortgages. Furthermore, contractual repayments of the mortgage can also reduce the cover value of the asset pool. Therefore, the member banks and PB have to supervise overcollateralisation daily. If total cover value is below the overcollateralisation limit, latest by close of business new eligible mortgages have to be pledged by the member bank.

The 'Pfandbriefbank pool' consists of approx. 185'000 mortgages all over Switzerland, which provides a good diversification. More than 99% are residential properties (the total cover value of the commercial properties is immaterial).

In case of a material change in macro-economic conditions, FINMA may request a new valuation of the real estate properties (Article 32 PfG).

V. ASSET – LIABILITY MANAGEMENT

Cover principles

The PfG stipulates that the principal amount as well as the interest payments of outstanding Swiss Pfandbriefe be at all times covered by an equivalent amount of Pfandbrief loans to the member banks (Article 14 PfG). The loans granted by Pfandbrief institutes to their member banks must be collateralised by liens on eligible real estate property (Article 19 PfG). If the interest proceeds of the pledged mortgages of a member bank are lower than its total Pfandbrief loan interest, the asset cover pool must be increased (Article 20 PfG).

Overcollateralisation

In addition to eligibility and valuation principles (LTV legally at maximum 2/3, for PB the average LTV is lower than 50%), the cover value of the cover assets has to exceed the Pfandbrief loans given to member banks by at least 8% for PB and by 15% for PZ. The higher overcollateralisation of PZ compensates for the fact that PZ does not have a standardised electronic cover pool register.

Additional Limits

Swiss Pfandbriefe are issued in individual series which must match the repayment profile of the Pfandbrief loans to member banks, eliminating interest rate and funding risks. Currency risk does not exist as both the loans to member banks and the Pfandbriefe are issued in Swiss Francs. Therefore, there is no need for derivatives to hedge market risks. Liquidity concentration risk is limited by individual limits for each member bank. The investment policy for free assets limits credit and market risks on counterparty and portfolio level.

Growth of the Pfandbrief institutes is limited as the required capital must exceed 2% of the total Pfandbrief issuance volume of the respective institute (Article 10 PfG).

VI. TRANSPARENCY

Although Switzerland does not yet participate in the 'Covered Bond Label' self-certification programme, PB publishes the 'Pfandbriefbank Pool' report (incl. member bank rating distribution, region, property type, property type by cover value size, loan to value) semi-annually on its home page (www.pfandbriefbank.ch).

VII. COVER POOL MONITOR AND BANKING SUPERVISION

PB values and monitors the cover pool independently of the member bank (which grants the mortgage to the house owner) and monitors eligibility and overcollateralisation of the cover pool daily. Mortgages are back-tested by means of a hedonic valuation model. Additionally, a special cover pool committee reviews substantial mortgages and visits major properties.

The Swiss Federal Council approves the articles of association and valuation regulations and nominates one member of the board of directors.

Swiss Pfandbrief institutes as well as their member banks are supervised by FINMA and audited by external audit firms.

In addition, Moody’s rates all Swiss Pfandbriefe with Triple A, investors analyse the annual reports of the Pfandbrief institutes, various analysts publish research reports and/or ratings and last but not least the capital market values Swiss Pfandbriefe.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS

In the event of a member bank’s insolvency, the Pfandbrief institute has a priority claim on the registered collateral (Article 23 PfG). The insolvency of a member bank does not directly trigger the acceleration of outstanding Pfandbriefe. In this respect, the Pfandbrief institute functions as a buffer between the investors and the member banks. The Pfandbrief institutes have own funds at their disposal and maintain an unencumbered SNB-/repo-eligible bond portfolio within their free assets.

Should there be justified concern that a member bank is overindebted, has serious liquidity problems or that the bank no longer fulfils the capital adequacy provisions (Article 25 Banking Act – BankG), FINMA can order:

- a) protective measures pursuant to Article 26 BankG. However, FINMA can order deferment of payments or payment extension, except for mortgage-secured receivables of the Pfandbrief institutes (Article 26 h BankG). FINMA can also order the delivery of the cover assets and then act as fiduciary (Article 40 PfG).
- b) restructuring procedures pursuant to Article 28 – 32 BankG: If it appears likely that the member bank can continue to provide individual banking services (regardless of the continued existence of the bank concerned) or can recover, FINMA can issue the necessary provisions and restructuring orders (Article 28 BankG):
 - > Convertibility of claims (Article 49 BIV): All bank debt capital may be converted into equity capital, **explicitly excluding a)** defined “privileged claims”, **b) “secured claims to the extent that they are secured” (incl. pfandbrief loans)** and “offsettable claims to the extent that they are offsettable.”
 - > Reduction in claims (Article 50 BIV): In addition to or instead of converting bank debt capital into bank equity capital, FINMA may order a partial or full reduction in claims, again excluding the aforementioned letters a and b (of Article 49 BIV) and letters a to c of Article 48 BIV.
 - > In our view, this framework leads to the Swiss bank loss absorption waterfall as shown on the right-hand figure (source: resolution of global systemically important banks, FINMA, 7 August 2013).

	Common equity tier 1 (CET1)	Equity	Full loss absorbency
Swiss Banks - Loss absorption waterfall	Additional tier 1 (AT1)	Subordinated debt	Automatic loss absorbency or contractual bail-in
	Tier 2 point of non-viability (PONV, incl. CoCo)		
	Old style tier 1 and tier 2		
	Other	3 rd insolvency debt class	Statutory bail-in
	Senior unsecured liabilities		
	Non privileged deposits	Debt	No bail-in
	Privileged claims/deposits, secured claims (incl. pfandbrief loans) and offsettable claims)		

- c) the member bank's liquidation due to bankruptcy pursuant to BankG Article 33 – 37 g: Should there be no prospect of restructuring or if a restructuring were to fail, FINMA will have to revoke the bank's licence, order its liquidation and make this public (Article 33 BankG).

The Banking Insolvency Ordinance (BIV) defines restructuring proceedings and bankruptcy proceedings under Article 28 – 37 g BankG in detail. **This includes that FINMA may draw up a separate schedule of claims for claims secured by a registered pledge of the Pfandbrief institutes, if systemic risks can only be restricted by doing so (Article 27 BIV).**

IX. RISK-WEIGHTING & COMPLIANCE WITH INTERNATIONAL LEGISLATION

The Bank for International Settlements regularly assesses the consistency of implementation of Basel standards. Within the Regulatory Consistency Assessment Programme (RECAP) the Basel Committee on Banking Supervision rated Switzerland with an overall "compliant" grade for the risk based capital standards (June 2013), for G/D-SIB standards (June 2016) and for the Liquidity (LCR) standards (October 2017).

Basel III – capital standards

Switzerland implements Basel III capital requirements by means of the 'Banking Act' and the 'Swiss Capital Adequacy Ordinance' (CAO) into national law. The CAO has two approaches to measure credit risks in banking books: The BIS standard approach and the internal ratings-based approach. Under the BIS standard approach Swiss Pfandbriefe have a 20% risk weighting.

Basel III – liquidity standards

Switzerland implements Basel III liquidity requirements by means of the 'Banking Act' and the 'Liquidity Ordinance' (LiqO) into national law. Swiss Pfandbriefe fulfil the Liquidity Coverage Ratio criteria for high-quality liquid assets (Article 15b of LiqO for LCR HQLA 2a: Covered bonds, not self-issued, rated AAA or AA). As a second minimum liquidity requirement for Swiss banks the Net Stable Funding Ratio (NSFR) is planned to come into effect in 2019.

Beyond the Basel risk framework, Article 9 of the National Bank Act also lists the open market operations and standing facilities that the Swiss National Bank (SNB) may contract. The preconditions for entering into a standing intraday or liquidity facility are the granting of a limit by the SNB and the provision of eligible collateral. Only securities included in the latest SNB GC basket may be pledged as collateral for repo transactions (www.snb.ch, financial markets, monetary policy operations, collateral eligible for SNB repos). Swiss Pfandbriefe are part of the SNB GC list and are therefore eligible.

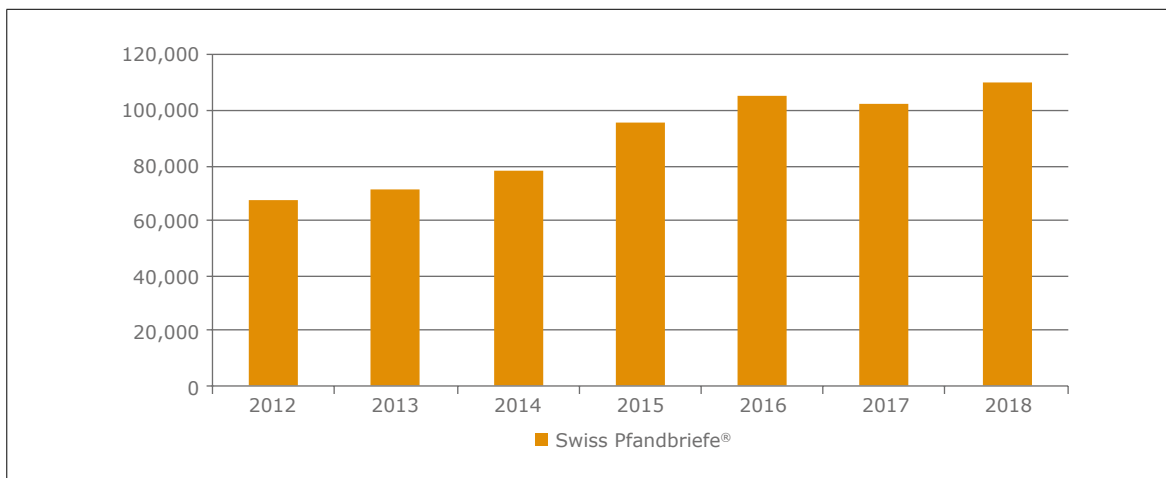
X. INVESTORS BENEFITS

An investor in Swiss Pfandbriefe benefits from:

- > the special institute principle with strictly limited scope.
- > the Swiss legislation applicable for all contracts within the Swiss Pfandbrief collateral chain.
- > the cover pool, which only includes eligible Swiss franc mortgages on Swiss real estate properties.
- > the fourfold security which is 1) the creditworthiness of the Pfandbrief institute, 2) the creditworthiness of the member bank, 3) the creditworthiness of the mortgager and 4) the market value of the real estate property itself.
- > the case of PB: The value of the real estate property is independently determined by PB and not by the member bank.

- > the case of PZ: Explicit state guarantee for most of its member banks¹.
- > the fact that since the establishment of the PfG in 1930 neither an investor nor a Pfandbrief institute have ever suffered a loss.

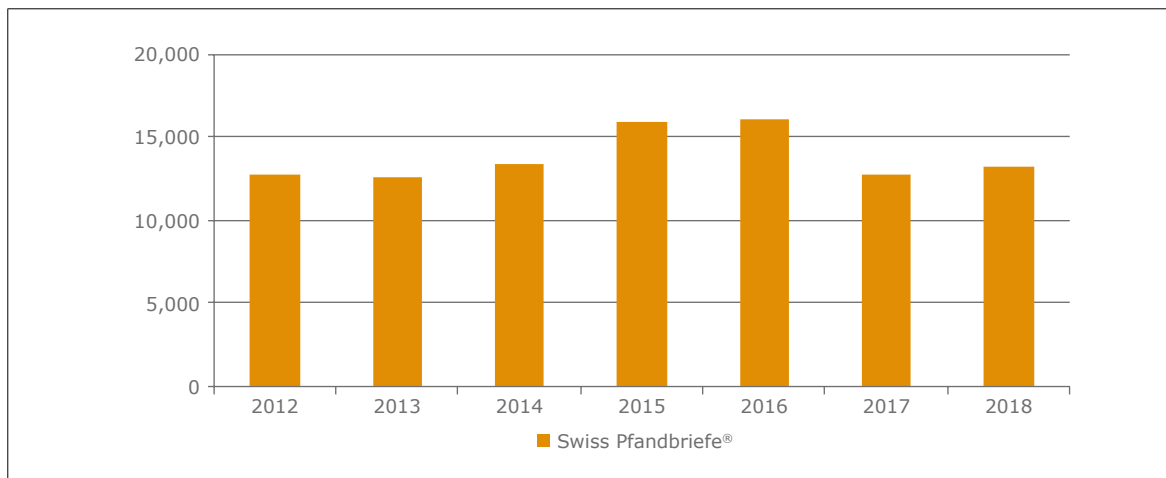
> FIGURE 5: SWISS PFANDBRIEFE OUTSTANDING, 2012-2018, CHF IN EUR M



Source: EMF-ECBC

On 15 January 2015 Swiss National Bank (SNB) discontinued the minimum exchange rate of CHF 1.20 per Euro.

> FIGURE 6: SWISS PFANDBRIEFE ISSUANCE, 2012-2018, CHF IN EUR M



Source: EMF-ECBC

Issuers: Pfandbriefbank schweizerischer Hypothekarinstitute AG (PB) and Pfandbriefzentrale der schweizerischen Kantonalbanken AG (PZ).

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/82/Swiss_Pfandbriefe.

¹ Three of PZ's member banks do not benefit from a cantonal guarantee, namely Banque Cantonale Vaudoise AG, Berner Kantonalbank AG and Banque Cantonale de Genève AG.

3.39.2 SWITZERLAND – CONTRACTUAL LAW BASED COVERED BONDS

By Bernd Volk, Deutsche Bank, Marco Brück, Valiant Bank, Boudewijn Dierick, BNP Paribas, Moderator of the ESN Task Force & Deputy Chairman of the ECBC, and Michael McCormick, Credit Suisse

I. FRAMEWORK

In 2009 and 2010 respectively, UBS AG (UBS) and Credit Suisse AG (Credit Suisse) established contractual covered bond programmes in order to access covered bond funding outside of the CHF market. UBS and Credit Suisse use Swiss and English law contractual provisions to implement structural features that are standard in the covered bond market. However, in response to evolving regulatory environment and to comply with the Swiss “too big to fail” requirements, Credit Suisse and UBS have since implemented changes to their legal entity structures. Among the required changes were the establishment of new Swiss banking subsidiaries intended to hold (among other businesses) their retail mortgage businesses. These changes necessitated structural changes to the covered bond programmes which UBS and Credit Suisse implemented in June 2015 and November 2016, respectively. Following these changes, Credit Suisse and UBS no longer issue covered bonds out of these programmes.

Valiant Bank AG (Valiant) and Credit Suisse (Schweiz) AG (CS Schweiz) have since launched contractual covered bond programmes in order to diversify their funding sources. As with UBS and Credit Suisse legacy covered bond programmes, these are structured programmes that are not subject to the Swiss Pfandbriefe legislation. However, in contrast to UBS and Credit Suisse’s legacy programmes, both of these programmes exclusively use Swiss law provisions and have so far only issued CHF-denominated series.

II. STRUCTURE OF THE ISSUER

In line with the guarantor Special Purpose Vehicle (SPV) model used in the United Kingdom and the Netherlands (among other jurisdictions), the issuers have established Swiss based special purpose companies to guarantee their payment obligations for the benefit of the covered bondholders. All programmes feature direct recourse to the issuer, which remains primarily responsible for payments on the bonds. These guarantor entities hold security over the programmes’ respective cover pools and may use the cover pool assets to make payments on the covered bonds should the issuer fail to do so. In case of Valiant, in addition to mortgage claims, the covered bondholders benefit from accessory preferential claims pledged by the mortgagor for the benefit of the issuer and transferred to the guarantor by way of security. The guarantee comes into operation following an issuer event of default, subject to certain conditions. All covered bonds issued under the respective programmes rank *pari passu* with each other and benefit equally from the guarantee. The guarantors are ring-fenced, bankruptcy-remote entities designed to be unaffected by the insolvency of the group to which they are consolidated (guarantors are majority-owned by their respective issuer).

UBS and Credit Suisse are large, systemically important Swiss financial institutions regulated by the Swiss banking regulator, the Swiss Financial Market Supervisory Authority (FINMA). Valiant Bank is an independent Swiss retail and SME bank that operates exclusively in Switzerland and is regulated by the Swiss banking regulator FINMA. The covered bonds issued by Credit Suisse, UBS and Valiant are direct, unsubordinated, unsecured and unconditional obligations benefiting from a guarantee given by their respective guarantor vehicles. Before an issuer event of default, the issuers must make all payments of interest and principal due on the covered bonds.

In June 2015, UBS transferred its residential mortgage business to UBS Switzerland AG, a newly established domestic subsidiary of UBS. Concurrently, a joint and several liability arrangement was put in place, under which UBS Switzerland AG assumes a contractual joint and several liability for all contractual obligations of UBS under the programme, including UBS’s covered bonds. Similarly, in November 2016, Credit Suisse transferred its residential mortgage business to CS Schweiz, a newly established domestic subsidiary of Credit Suisse and concluded the same joint and several liability arrangements for its programme.

III. COVER ASSETS

The collateral of Swiss contractual law based covered bonds consists of Swiss residential mortgage loans to private individuals and the related mortgage certificates securing such mortgage loans. In case of Valiant, in addition to mortgage claims, the covered bondholders benefit from accessory preferential claims pledged by the mortgagor for the benefit of the issuer and transferred to the guarantor by way of security. The accessory preferential claims are second and third pillar pension fund assets and are not taken into account in the cover pool and in the calculation of the asset coverage test.

Substitution assets can also be used as collateral of the covered bonds as long as their aggregate value does not exceed 15% of the cover pool. They comprise deposits in CHF (foreign currencies eligible only for hedging purpose) and authorised investments. The latter need to comply with stringent ratings to be cover pool eligible.

IV. VALUATION AND LTV CRITERIA

The eligibility criteria for initial inclusion in Credit Suisse's cover pool limits mortgages to those with loan-to-value (LTV) of less than or equal to 100%, while the UBS and Valiant programmes limit eligible mortgages to those with LTV of less than or equal to 80%. Certain provisions within the programmes' asset coverage test (ACT) implement LTV limits by capping the value of each mortgage loan at a specified current LTV. This limit is 70% LTV in the Credit Suisse programme and 80% in the CS Schweiz, UBS and Valiant programmes.

The mortgages' LTV is regularly calculated using current market values. In case of both Credit Suisse and Valiant programmes, appraisals are undertaken for each mortgage loan application by a valuation model (the IAZI). This comparative approach is one of the main methods used for the appraisal of real estate properties in Switzerland. The property is compared with thousands of other objects previously sold on the market. The price of the object is statistically estimated by comparing the price of properties with similar attributes in comparable locations. The credit risk management department, responsible for the continuous monitoring of the bank's mortgage portfolio, has the discretionary power to trigger a revaluation based on its analysis outcomes. UBS conducts an estimate of the collateral value for all residential mortgages based on the Wüest & Partner valuation model, which is also a hedonic regression model. If other valuation methods are available, UBS takes these into consideration and generally uses the lowest of the estimated values as its assessed market value.

V. ASSET – LIABILITY MANAGEMENT

The ACT determines whether the value of the cover pool assets is sufficient for the timely payment of capital and interest owed under the covered bonds. The ACT is used to confirm that the minimum overcollateralisation (OC) requirements are met. The test is carried out monthly and the results are disclosed in the investor reporting. In addition to the LTV limitations described above, a second part of the ACT haircuts the full balance of the mortgages using an asset percentage (AP). The AP is derived from periodic rating agency feedback and sized to maintain a triple-A rating. The value given to the mortgage assets under the ACT is the lower of (i) the result when applying the LTV limits described above or (ii) the value of the mortgage assets multiplied by the AP.

In addition, credit is given to cash and substitute assets while further deductions are made for loans in arrears, borrower set-off risk and potential negative carry. The APs in both UBS and Credit Suisse programmes may fluctuate over time, but are constrained by a maximum value. Valiant uses an alternative ACT ("Aktivendeckungstest"), including a minimum OC. The adjusted value of the Valiant cover pool always has to be equal to at least the nominal value of the outstanding covered bonds including a minimum OC, corresponding to the OC required to maintain the actual ratings up to a maximum committed level capped by contractual provisions at 50%.

The Swiss contractual law covered bond programmes benefit from additional safeguards:

- > Exposure to interest rate and currency risks are mitigated by use of derivatives in the UBS programme and legacy Credit Suisse programme. In case of Valiant and CS Schweiz, the option to implement derivative instruments is available but has not been used until yet.
- > Liquidity risk is mitigated by the requirements to establish reserve funds, maintenance of pre-maturity liquidity for hard bullet covered bonds and the inclusion of 12-month extension periods for soft bullet covered bonds. In case of Valiant, the soft bullet structure may not only be applied to a covered bond series after an issuer event of default but may also applied to all outstanding covered bond series after a guarantor event of default (to reduce fire sale risk).
- > Minimum rating requirements are in place for the third parties that support the transaction, including the account bank, corporate services provider, servicer and cash manager.
- > Commingling risk is mitigated by the requirement of all collections arising from the cover pool assets to be transferred into guarantor cover pool bank account after a specific rating downgrade of the issuer.
- > Independent audits of the calculations undertaken on a regular basis by a cover pool monitor.

Upon an issuer event of default following the service of a notice to pay, the AT is run on each calculation date instead of the ACT, and no- interest cover tests are run. The AT is similar to the ACT and is designed to mitigate time subordination between the covered bond series therefore ensuring that the cover pool will be sufficient to make payments as required under the guarantee. Upon failure of the test, all covered bonds accelerate against the guarantor.

VI. TRANSPARENCY

The issuers have committed to publishing monthly investor reports on a timely basis. These reports provide information relevant to investors including:

- > The monthly calculations of the ACT and the interest coverage test.
- > Details of outstanding covered bonds and list of parties involved in the transaction.
- > The current balance of programme accounts.
- > A mortgage portfolio summary disclosing total balances, average loan balance, number of properties, WA remaining terms and WA LTVs.
- > Tables showing number properties and mortgages by remaining term, current LTV, total balance, interest rate type, property region, property type, and arrears.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

The issuers are regulated Swiss financial institutions, which are subject to regulation and supervision by FINMA. The cover pool tests comprising the ACT and the ICT as well as AT in case of an issuer's event of default, are checked and verified on a regular basis by an independent cover pool monitor. The results of his review are summarised in cover pool monitor reports for the attention of the guarantor, the issuer and the administrator. The administrator, independent from the issuer, has the duty to advise the bondholder representative (trustee) inter alia upon the breach of a cover pool test. The administrator is responsible for an ongoing monitoring of the cover pool. His main task comprises confirming the accuracy of the inclusion in or the removal from the cover pool, inter alia ensuring that the eligibility criteria are met and verifying that the registered amount in the cover pool is correct. In order to constitute a valid security interest the issuer will no longer be able to dispose over the mortgage certificates by its sole acts. The mortgage certificates can only be accessed with the presence and approbation of the administrator. In addition, rating agencies regularly monitor the programme.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

Upon the insolvency of the issuer, the mortgage receivables and the related mortgage certificates and substitute assets would not form part of the issuer's estate. Accordingly, the asset cover pool may be managed and enforced by the guarantors independently from the corporate insolvency proceedings of the issuers.

There are a number of trigger events for default, the first being an issuer event of default. This can occur in a number of situations including the following:

- > Failure to pay any interest or principal amount when due.
- > Bankruptcy proceedings being ordered by a court or authority against the issuer.
- > Failure to rectify any breach of the asset coverage or interest coverage test.

An issuer event of default would not accelerate payments to covered bondholders, but would allow the trustee to activate the guarantee by serving a notice to pay on the guarantor. Upon the guarantee activation, the cover pool is frozen losing its dynamic nature and no further covered bonds may be issued. The guarantor is required to meet the covered bond obligations using the cash flows generated from the cover pool.

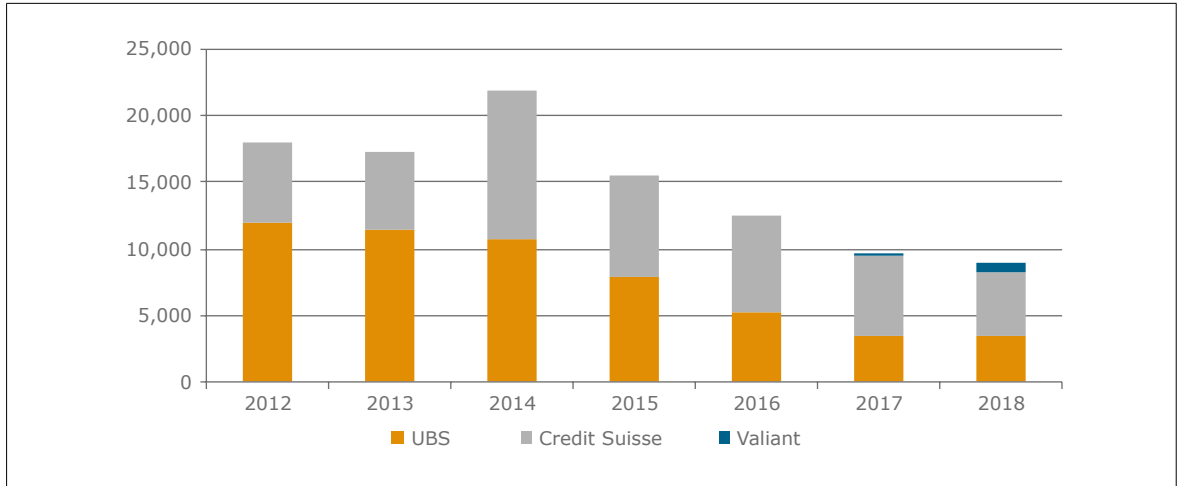
With the exception of one outstanding series issued under the legacy Credit Suisse programme, the covered bonds have been issued under a non-discretionary soft-bullet structure, a maximal 12 months extension of the principal repayment, in order to allow the realisation of the cover pool. The repayment extension is only granted if the bondholder representative (trustee) has served a notice to pay and neither the issuer nor the guarantor have sufficient liquidity for the repayment of the covered bond series concerned. In case of Valiant Bank, the soft bullet structure may not only applied to a covered bond series after an issuer event of default but may also applied to all outstanding covered bond series after a guarantor event of default in order to reduce fire sale risk.

The second event of default is the guarantor event of default. This would arise after an issuer event of default if the guarantor failed to make any payments when due, failure of the amortisation test or bankruptcy of the guarantor. A guarantor event of default would cause the acceleration of payments to covered bondholders and their early redemption at the amount relevant to that particular covered bonds series.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

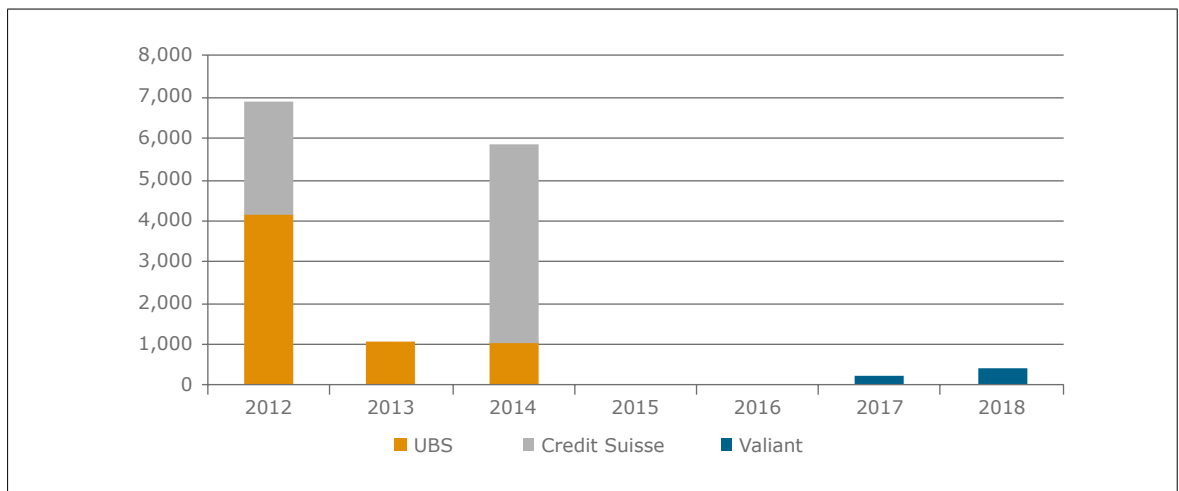
Swiss contractual-law based covered bonds have a 20% risk-weighting under the standard approach in accordance with the EU Capital Requirement Regulation (CRR) due to not being issued by an EU credit institution but may qualify for Haircut Category L1C of the ECB repo eligible assets criteria as "structured covered bonds" (AT13). At this stage, with all outstanding Valiant Bank covered bonds being denominated in CHF, only three EUR denominated Credit Suisse contractual-law based covered bonds are registered in the ECB collateral database. Swiss contractual law based covered bonds are not based on a specific covered bond legislative framework and therefore are not eligible as level 1 or 2 assets under the European Commission LCR Delegated Act.

> FIGURE 1: COVERED BONDS OUTSTANDING 2012-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2012-2018, EUR M



Source: EMF-ECBC

Issuers: Credit Suisse AG, Valiant Bank AG and UBS AG.

ECBC Covered Bond Comparative Database:

http://www.ecbc.eu/framework/92/Credit_Suisse_CB and http://www.ecbc.eu/framework/78/UBS_CB

http://www.ecbc.eu/framework/82/Swiss_Pfandbriefe

http://www.ecbc.eu/framework/92/Credit_Suisse_CB

http://www.ecbc.eu/framework/78/UBS_CB

<http://www.ecbc.eu/framework/115/Valiant>

3.40 TURKEY

By Özlem Gökçeimam, Garanti Bank

I. FRAMEWORK

Turkish mortgage-covered bonds are branded as "*İpotek Teminatlı Menkul Kıymet (İTMK)*" and "Mortgage Covered Bond (MCB)" in Turkish and English respectively and are trademarked by the legislation.

The primary legislation with respect to the İTMKs is the Capital Markets Law No. 6362 ("CML") and the secondary legislation is the Communiqué on Covered Bonds¹ No. III-59.1 ("Communiqué") which was published by the Capital Markets Board (CMB) on 21 January 2014 (as amended from time to time). The Communiqué regulates the MCBs as well as other asset-backed covered bonds; however, this chapter will focus exclusively on MCBs.

Together with its predecessors, the Communiqué is part of a series of legislation following the enactment of "The Housing Finance Law" (No: 5582) on 6 March 2007, which aims to establish a healthy and functioning housing finance system in Turkey.

II. STRUCTURE OF THE ISSUER

İTMKs are capital market instruments qualified as debt instruments, issued within the scope of the issuer's general liability and collateralised by cover assets.

İTMKs may be issued by housing finance institutions (HFIs) and mortgage finance institutions (MFIs). While MFIs are joint stock companies defined in Article 60 of the CML (which entities are joint stock companies, established for the purpose of acquiring and transferring assets with qualifications designated by the CMB, managing such assets or taking such assets as collateral and conducting other activities approved by the CMB within the scope of housing finance and asset finance), HFIs are banks, financial leasing companies and finance companies authorized by the Banking Regulatory and Supervision Agency ("BRSA") to perform housing finance activities.

The issuers are required to obtain CMB approval for the issuance certificate which provides an annual blanket limit and the tranche issuance certificate before each issuance. For the public offerings in Turkey, the prospectus has to be CMB approved as well.

III. COVER ASSETS

An issuer of MCBs is required by the Communiqué to maintain a cover pool for the benefit of such MCBs, which must be in compliance with, inter alia, quantitative statutory tests and the eligibility criteria of the Communiqué. Pursuant to the Communiqué, a cover pool may be created with the following assets:

- > receivables of banks and finance companies, resulting from house financing as defined in Article 57 of the CML, which have been secured by establishing a mortgage at the relevant registry;
- > commercial loans and receivables of the banks and financial leasing companies and finance companies, which have been secured by establishing mortgage at the relevant registry or, if approved by the CMB; otherwise,
- > substitute assets, which include cash (including cash generated from cover assets), Turkish government bonds issued for domestic and foreign investors, securities issued or secured by the central government or the central banks of Organisation for Economic Co-operation and Development (OECD) member states, among some others, and
- > derivative instruments fulfilling the conditions of the Communiqué. The Communiqué caps the ratio of the net present value of commercial loans/receivables and the substitute assets separately at 15% of the total net present value of the cover assets.

¹ <http://www.mevzuat.gov.tr/Metin.Aspx?MevzuatKod=9.5.19314&MevzuatIliski=0&sourceXmlSearch=Teminatli%C4%B1%20Menkul%20K%C4%B1ymetler%20Tebli%C4%9Fi>.

In Turkey, almost all mortgage loans are fixed-rate loans and, as a result of the 2009 reform, requiring loans to Turkish citizens to be denominated in Turkish Lira, all are denominated in Turkish Lira besides the very small number of mortgage loans made to foreign citizens with residences in Turkey. Payments on mortgages are almost always monthly and generally are affected by having the lending bank withdraw funds from a bank account held by the borrower with the lending bank.

The maximum maturity for residential mortgage loans in Turkey is typically 240 months, with only one institution providing loans up to 360 months, while on the other side some major banks have a maximum maturity of 120 months. Finally, as a matter of Turkish law, borrowers of mortgage loans are required to maintain earthquake insurance for the related real property, subject to a maximum claim of TL 190,000.

The Communiqué sets out the specific requirements that derivative instruments need to satisfy in order for such derivative instruments to be recognised as part of the cover pool. In general:

- > the derivative instrument must be traded on exchanges or the derivative counterparty needs to be a bank or financial institution (multi-lateral development agencies also qualify);
- > the derivative counterparty needs to have an investment grade long-term international rating, which is tested at the time of entry into of the derivative instrument;
- > the derivative instrument cannot be unilaterally terminated by the derivative counterparty even in the event of the bankruptcy of the Issuer; with the exception that, a provision that the parties may unilaterally terminate the agreements regarding derivative instruments in case of the events provided below may be included in such agreements:
 - the issuer fails to satisfy fully or partially its total liabilities and the cover assets including derivative instruments are not sufficient to meet the total liabilities,
 - the occurrence of impossibility, illegality under the applicable legislation and material change of legislation with respect to terms of the agreement,
 - the early redemption of the MCBs, and
 - the non-registration to, or removal from, the cover-register of the agreement regarding derivative instruments contrary to the provisions thereof.

In addition, in order to include the provisions that the parties may unilaterally terminate the agreement in the above-mentioned events and in other events that the CMB deems similar to these events, the approval of the CMB must be obtained;

- > the derivative instrument must contain fair price terms and reliable and verifiable valuation methods.

IV. VALUATION AND LTV CRITERIA

The immovable properties securing the mortgage loans must be located in Turkey and the market price of the immovable property is required to have been determined by an independent appraisal company that is listed by the BRSA or the CMB, at the time of utilisation of the mortgage loan.

Typically, the appraisers (a) visit the relevant Land Registry Office, municipality and for on-site measurements the real property to be mortgaged, (b) conduct research regarding reference values.

With respect to loan to value requirements, the portions of the residential mortgage loans and commercial mortgage loans exceeding respectively 80% and 50% of the value of the real estate securing them shall not be taken into consideration in the calculation of the cover matching principles, which are discussed in detail in the following section.

The Communiqué requires the issuers to monitor the general changes in the property prices securing their mortgage loans and determine the ratio of such change annually at the end of each calendar year based upon a generally accepted index, if available. The best-established index in Turkey is the Property Price Index (Konut Fiyat Endeksi "KFE") released by the Central Bank on a monthly basis. The calculation of the KFE is based upon the price data of all the properties sold in Turkey irrespective of the construction year of the properties. The price data is obtained from valuation reports prepared for the purpose of evaluating mortgage loan applications made to 10 Turkish banks. If the issuers identify a decline in the property prices within a specific geographical region or in Turkey in general, then they must decrease the value of the relevant property by applying the property price change ratio and re-calculate whether the cover pool assets comply with the requirements of the Communiqué.

V. ASSET – LIABILITY MANAGEMENT

The cover pool must also comply with certain cover matching principles, which shall be monitored by the issuer at every change relating to the cover assets and, in any case, at least once a month. The matching principles involve:

- > **Nominal value matching:** the nominal value of the cover assets may not be less than the nominal value of the MCB. While calculating the nominal value for purposes of this test, the balance of the principal amounts of the mortgage loans, the issuance price of the discounted debt instruments, and the nominal value of the premium-debt instruments shall be taken into consideration. Contractual value of the derivative instruments shall not be taken into consideration for the calculation of nominal value matching.
- > **Cash flow matching:** the sum of interest, revenues and similar income that are expected to be generated from cover assets within 1 year following the calculation date may not be less than the similar payment obligations expected to arise from total liabilities under the MCBs and derivative instruments if any, during the same period.
- > **Net present value matching:** the net present value of the cover assets must at all times be at least 2% more than the net present value of total liabilities under the MCBs and derivative instruments if any. This mandatory excess cover of 2% must be constituted of substitute assets.
- > **Stress tests:** the responsiveness of the net present value matching to the potential changes in interest rates and currency exchange rates shall be measured with monthly stress tests. In order to measure the effect of the changes in interest rates, the yield curves obtained from swap rates shall be slid downward and upward in parallel. Parallel sliding shall be made by increasing or decreasing the TL interest rate applicable for each maturity by 300 basis points and the foreign currency interest rate applicable for each maturity by 150 basis points. In order to measure the effect of changes to the currency exchange rates on the cash flows in foreign currency, the foreign exchange buying rate shall be increased and decreased by 30%.

VI. TRANSPARENCY

According to Article 15 of the CML, information, events and developments which may affect the value and price of capital market instruments or the investment decision of investors shall be disclosed to the public by issuers or related parties.

The Public Disclosure Platform (PDP) is an electronic system through which electronically signed notifications required by the capital markets and Borsa Istanbul regulations are publicly disclosed. In addition to Borsa Istanbul companies and ETFs, investment firms, mutual funds, pension funds and foreign funds may submit notifications to PDP. Independent audit companies, on the other hand, send the electronically signed financial statements for which independent audit is required, to the relevant company electronically in order to be an-

nounced to the public. However, some information on PDP may be published only in Turkish. Please see <https://www.kap.org.tr/en/menu-content/About-PDP/General-Information> for further information.

In order to ensure that the covered bond holders are informed:

- > compliance reports on the cover matching principles and the notifications made by the cover monitor (a third party who monitors the cover pool) are required to be announced on the website of the issuer and on the PDP on the day on which the cover monitor delivers its report or the notification to the issuer;
- > an investor report is required to be announced on the website of the issuer and on the PDP within six business days following the end of the quarterly accounting period; and
- > the fact that the issuer has not fulfilled its payment liabilities under the MCBs partially or fully is required to be announced on the website of the issuer and on the PDP on the date when such fact is known to the issuer.

If MCBs are issued without any public offering, the above-noted announcements are required to be delivered to the MCB investors online, through the Central Registry Agency, and shall be published in the website of the issuer for access by the MCB investors. The Issuer can freely determine the method of such announcements if MCBs are issued abroad.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

Pursuant to the Communiqué, an issuer is required to appoint a cover monitor who will be responsible for monitoring the cover pool and will report to the CMB and the issuer with regard to the cover pool. The cover monitor is appointed by the issuer and must possess the expertise and experience necessary to fulfill all of its statutory duties. The company that conducts the independent audit on the financial statements of an issuer may not be designated as a cover monitor. The cover monitor is to be appointed through a cover monitor agreement, a copy of which is to be sent to the CMB within three business days of its execution. The cover monitor can only be removed from its duties by the issuer based upon just grounds to be submitted to the CMB in writing and by obtaining the consent of the CMB.

Cover monitor should, among others:

- > monitor formation of the cover pool with eligible assets;
- > monitor cover pool's compliance with cover matching principles and accuracy of the stress test measurements;
- > in case the cover register is kept in electronic form, inspect the adequacy of such system and submit a report including the results of this inspection to the issuer, together with a copy to the Board;
- > examine the accuracy of the entries made regarding addition, removal or replacement of cover assets by reviewing the underlying loan documentation and other information and documents, as it may deem necessary;
- > in the event of a cover matching principle violation or a default by the issuer, inspect whether measures in connection therewith set forth under the Communiqué is followed;
- > prepare a report at least semi-annually, at least quarterly in case of issuances offered to the public in Turkey, indicating its findings regarding compliance with cover matching principles and entries made regarding removal or replacement of cover assets and, if applicable measures to be taken following the violation of cover matching principles or default.

The cover monitor is required to report any inconsistencies in the cover register or failures in matching principles to the issuer.

The cover monitor is also authorised to conduct a discretionary review of the cover assets, including substitute assets as well as the derivative instruments in place.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

A cover register held by the issuer permits the identification and segregation of the cover assets. The collateral backing the MCBs is to be registered in book and/or in electronic form.

Until the MCBs are completely redeemed, even if the management or the supervision of the issuer is transferred to public institutions, cover assets cannot be disposed of for any purpose other than securing MCBs, pledged, or designated as collateral, attached by third parties, including for the collection of taxes or other public receivables, or subject to injunctive decisions of courts or included in the bankruptcy estate of the issuer.

In the event that: (a) the management or supervision of an issuer is transferred to public institutions, (b) the operating license of an issuer is canceled or (c) an issuer is bankrupt, the CMB may appoint another bank or a mortgage finance institution (in both case, satisfying the requirements for issuers of covered bonds), the cover monitor, another independent audit company or an expert third party institution approved by the CMB to act as an administrator. This administrator would not be assuming the liabilities arising from the cover pool but would manage the cover pool and seek to fulfill the liabilities arising from the cover pool from the income generated from the cover pool.

The administrator may actively manage the cover pool to seek to ensure that the payments under the MCBs and derivative instruments arising from the cover pool are made in a timely manner, and if necessary may sell assets, purchase new assets, utilise loans or conduct repo transactions. The administrator also may (after obtaining the approval of the CMB) transfer the cover pool and the liabilities arising from the cover pool partially or fully to another bank or to a mortgage finance institution satisfying the qualifications required for issuers. In such case, transferee bank or MFI shall become the owner of the cover assets upon such transfer and shall become responsible for the payments arising from total liabilities. The administrator may also suggest the CMB that the MCBs be redeemed early.

Pursuant to the Communiqué, the covered bond holders and hedging counterparties do not need to wait until the completion of the liquidation of the assets in the cover pool for recourse to the other assets of the issuer, with respect to which they will rank pari-passu with unsecured creditors of the issuer.

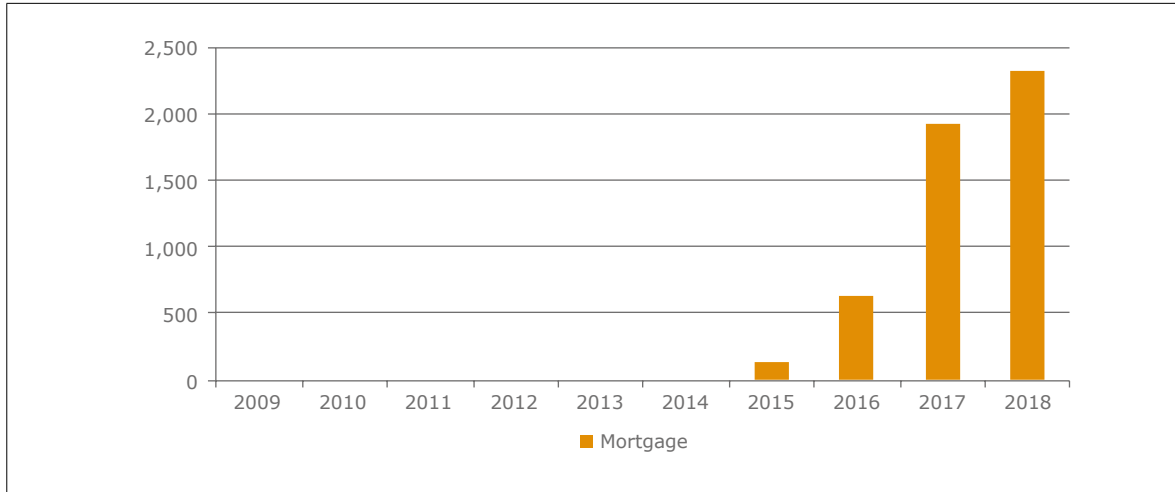
IX. COMPLIANCE WITH EUROPEAN LEGISLATION

As Turkey is not currently a member of the EU, MCBs are not UCITS-compliant and, therefore, are not compliant with the EU's Capital Requirements Regulation (CRR) and do not qualify for beneficial treatment under the CRR.

The EU opened accession negotiations with Turkey on 3 October 2005. As a candidate for EU membership, Turkey will be obliged to be compliant with EU Directives in case of full membership. Thus, in recent years Turkish authorities were strongly aligning banking regulations to EU standards. The revised Accession Partnership of the EU with the Republic of Turkey from 18 February 2008 foresees that Turkey adapts its regulations to the CRR.

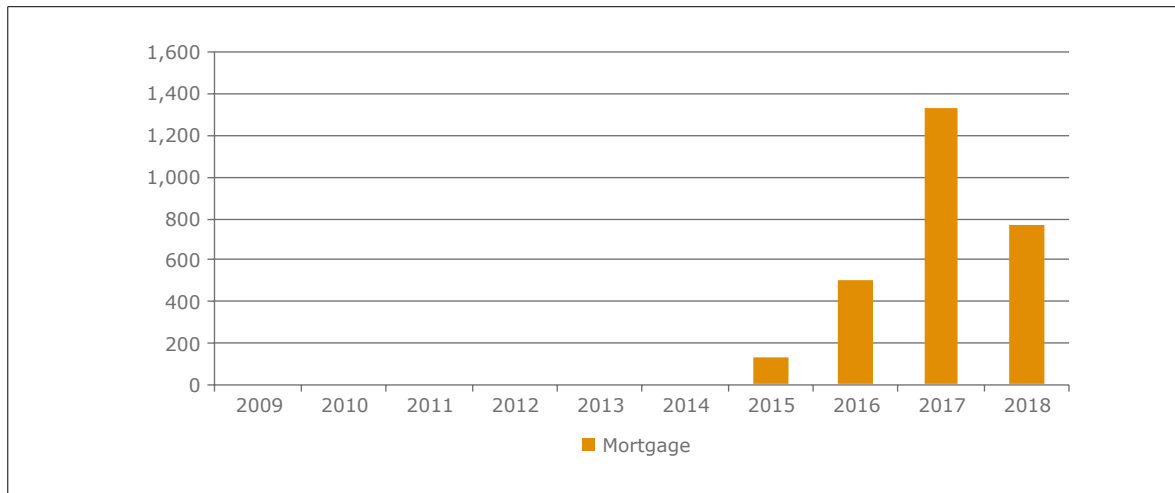
The EU progress report on Turkey, published in October 2013, acknowledges that preparations in the area of financial markets are "advanced" and specifically mentions the newly adopted CML, which aims at "further aligning the legislative framework with the *acquis*", the whole body of EU law.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: VakifBank.

ECBC Covered Bond Comparative Database: http://www.ecbc.eu/framework/50/Turkish_Covered_Bonds.

3.41 UNITED KINGDOM

By John Millward, HSBC and Ian Stewart, RCBC

The UK covered bond market has been established since 2003 and was initially based on general English law structured finance principles before the introduction by HM Treasury in March 2008 of a dedicated covered bond regulatory framework (the Regulated Covered Bonds Regulations 2008 (the “Regulations”). The Regulations overlaid the existing general law and contractual structures, providing the necessary underpinning for compliance under Article 52(4) of Directive 2009/65/EC (the “UCITS Directive”) providing the UK structure with benefits including higher investment limits and higher investment thresholds for insurance companies. All UK regulated covered bonds also comply with the definition of covered bonds set out in Regulation (EU) 575/2013 (Capital Requirements Regulation, or “CRR”) thereby qualifying for lower risk-weightings. The Regulations were further amended in November 2011 and November 2012 to further promote the “transparency of UK covered bonds and creating a more prescriptive regulatory framework”¹. The amendments became effective for regulated programmes from 1 January 2013.

Regulated covered bonds are subject to special public supervision by the Financial Conduct Authority (FCA) as Special Public Supervisor, whose stated aims are to ensure a robust regulated covered bond market in the UK, and to ensure that quality is maintained to preserve investor confidence in the UK regulated covered bond market’s reputation. The FCA has a wide range of enforcement powers under the Regulations, including the power to issue directions, de-register issuers or fine persons for any breaches of the requirements under the Regulations.

I. FRAMEWORK

Under the Regulations, in order to attain “regulated” status there are two general sets of requirements the issuers need to comply with: those relating to issuers and those relating to the covered bond programmes. Issuers are permitted (but are not required) to submit their covered bond programmes to the FCA for recognition. Those issuers and covered bonds that meet all of the criteria set out in the Regulations and are approved by the FCA are added to the register of regulated covered bonds maintained by the FCA². The Regulations only apply to those covered bonds which have been admitted to the register. In practice, all programmes which are still being used for new primary issuance are regulated under the RCB Regulations, with only a small number of legacy programmes remaining unregulated.

Most elements of the regulated covered bond structure are governed by contract, with the Regulations providing an overarching legislative and supervisory framework without prescribing the complete design and contractual arrangements for the product. Structures are, by and large, relatively homogenous among themselves as a consequence of a deliberate intention from relevant market stakeholders to ensure comparability between programmes. The Regulations do, however, prescribe certain key structural principles and requirements, including a minimum statutory overcollateralisation amount of 108%, the requirement that assets must always remain capable of covering claims attaching to covered bonds at all times, and priority of claims against the cover pool in a winding up scenario. The FCA also has a veto over material amendments to the contracts, broad powers to enforce its provisions and conducts its own rigorous ongoing review of regulated programmes.

II. STRUCTURE OF THE ISSUER

The Regulations require the issuer to be a credit institution authorised in the UK to carry out regulated activities, such as deposit-taking. It must also have a registered office in the UK and meet certain additional criteria set out by the FCA.

¹ All UK regulated covered bond key documents are available at the following link:
<https://www.fca.org.uk/firms/regulated-covered-bonds/key-documents>.

² The register may be found at <https://www.fca.org.uk/firms/regulated-covered-bonds/register>.

Regulated covered bonds are direct, unconditional obligations of the issuer; however, investors also have a priority claim over a pool of cover assets in the event of the insolvency of or default by the issuer. The Regulations require all cover assets (including any substitution assets) to be segregated from the insolvency estate of the issuer by being sold to a special purpose entity (referred to in the Regulations as the “owner”), which guarantees the issuer’s obligations under the bonds and provides security over the cover assets to a security trustee on behalf of the investors. All transactions to date have used a limited liability partnership (LLP) for this purpose, with the transfer effected via equitable assignment. The purchase price paid by the LLP for the cover assets is either cash (funded by an inter-company loan from the issuer) or a partnership interest in the LLP (a “capital contribution in kind”).

If the guarantee is activated, the LLP will use the cash flows from the cover pool to service the covered bonds. If these cash flows are insufficient, or within a certain timeframe of the legal final maturity of the bonds, the LLP is permitted to sell cover assets, within certain defined parameters and subject to meeting certain tests to ensure equality of treatment of bondholders.

III. COVER ASSETS

The Regulations broadly allow the following asset types:

- > Assets which are listed in Article 129 of the CRR, subject to the following restrictions:
 - > Exposures to credit institutions with ratings below Credit Quality Step 1 (AA-) as set out in the CRR are not permitted; and
 - > Securitisations are not permitted.
- > Certain assets which are not permitted under the CRR - namely loans to registered social landlords and loans to public-private partnerships (and loans to providers of finance to such companies, and subject in each case to certain restrictions).
- > Liquid or “substitution” assets up to the prescribed limit (10% in most cases to date).

Issuers are required to designate programmes as either “single asset type” or “mixed asset type”. Mixed asset type programmes are allowed to include any of the assets set out above, whereas single asset type programmes would be required to select either residential mortgages, commercial mortgages, or public sector loans (including social housing and PPP loans, which are not CRR-eligible), in each case as defined in the CRR.

The Regulations include a narrow definition of liquid or “substitution” assets, which are defined as UK government bonds (or other government bonds which comply with the requirements set out in Article 129(1)(a) or (b) of the CRR or deposits in GBP or another specified currency held with the issuer or with a credit institution which comply with the requirements set out in Article 129(1)(c) of the CRR.

Cover assets must be situated in EEA states, Switzerland, the US, Japan, Canada, Australia, New Zealand, the Channel Islands or the Isle of Man. If an issuer includes non-UK assets in its cover pool, it must get confirmation that the laws of the relevant jurisdiction would not adversely affect the rights of the LLP or the security trustee.

The Regulations require cover assets to be of high quality, and the FCA is permitted to reject any application for regulated status if it believes that the quality of the proposed assets will be detrimental to the interests of investors in regulated covered bonds or the good reputation of the regulated covered bonds sector in the United Kingdom.

In all of the programmes that have been registered to date, the cover pools consist of assets with narrower eligibility criteria than those allowed under the Regulations, and comprise only UK residential mortgages and the substitution assets described above.

IV. VALUATION AND LTV CRITERIA

The properties securing the mortgage loans are valued using UK mortgage market accepted practice. A surveyor is often used, although other methods (such as automated valuation models) are also accepted. Residential property values are indexed to either the ONS, Halifax or Nationwide real estate price indices, each of which reports quarterly on a region-by-region basis. Price decreases are fully reflected in the revaluation, while in the case of price increases a 15% haircut is generally applied.

The LTV limit for mortgages varies across the different programmes (see Figure 1), but in all existing programmes it is below the 80% level for residential mortgages required under the CRR and the Regulations. Loans with LTV above this limit may be included in the pool, but the amount of the loan which exceeds the limit is excluded from the Asset Coverage Test (ACT). Loans which are in arrears are either repurchased by the issuer or subject to additional haircuts (see Figure 1).

V. ASSET – LIABILITY MANAGEMENT

For UK regulated programmes, over-collateralisation (OC) levels are determined according to the higher of: (i) the regulatory minimum of 108% specified in the Regulations calculated on a nominal basis, (ii) contractual minimum amounts specified in the legal agreements, (iii) requirements imposed by the FCA, and (iv) amounts required to pass the programme's ACT (in particular as required to support the given rating level from the relevant rating agencies). However, in many programmes, the contractual minimum amounts specified are already in excess of this regulatory minimum requirement, and in any case the OC required by the rating agencies and/or FCA are typically higher.

A key principle of the Regulations is that they require the cover pool to be capable of covering all claims attaching to the bonds at all times. In addition to the amounts required either under the regulatory minimum or under the contractual requirements, the minimum OC level for any programme is also considered by the FCA on a case-by-case basis, taking into account the quality of the cover assets, risk-mitigation measures (such as swaps and downgrade triggers) and asset-liability mismatches. The FCA has the power to require the issuer to add further assets to its cover pool if it deems the collateral to be insufficient.

The principal contractual requirement under UK structures is the presence of a dynamic ACT which must be carried out on a monthly basis to ensure that minimum OC requirements are satisfied. The ACT requires the discounted value of the cover pool (after applying the haircuts listed below) to be equal to or exceed the principal amount outstanding of covered bonds. The following haircuts are applied:

- > The adjusted value of the mortgage pool is calculated by taking the lower of: (i) balance of mortgages up to the indexed LTV limit specified in the programme documents, and (ii) the asset percentage multiplied by the balance of mortgages.³ Performing mortgages get credit 60-75% while for non-performing mortgages (i.e. >3m in arrears) this is 0-40%, depending on the programme.
- > Any cash or substitution assets are also included.
- > Additional haircuts are applied to mitigate set-off risk, redraw risk on flexible mortgages (if appropriate), and potential negative carry.

The asset percentage is determined on an on-going basis by the rating agencies and is subject to a maximum as set out in the programme documents (which corresponds to the minimum contractual requirement, Figure 1).

³ For example: Let us assume a cover pool which contains two loans. Each loan has a principal balance of GBP 80 and is secured by a property worth GBP 100. If the ACT applies an LTV cap of 75% and an asset percentage of 90%, the issuer will get credit for GBP 144 of loans: applying the LTV cap would allow GBP 150 (maximum 75% LTV for each loan); but the asset percentage allows a lower amount (GBP 160 x 90% = GBP 144) and therefore takes precedence.

The issuer is required to rectify any breach of the ACT within a specified timeframe by transferring additional cover assets to the LLP. If the breach is not rectified within the allowed remedy period, the trustee will serve a notice to pay on the LLP (see Section VIII below). The issuer may also become liable to enforcement action by the FCA.

An amortisation test is run on each calculation date after the delivery of a notice to pay (see Section VIII below), which is designed to ensure that the cover pool will be sufficient to make payments under the covered bonds as required under the guarantee. The amortisation test is similar to the ACT, but more simply tests whether the principal balance of mortgages is sufficient to make payments in full on covered bonds, taking into account negative carry. If the test is failed, the covered bonds will accelerate against the LLP.

Most UK covered bond transactions currently in the market have been issued with a soft-bullet maturity. Following the service of a notice to pay, the legal final maturity may be extended, typically by 12 months, in order to allow the realisation of the cover assets. It is important to note that the issuer does not have the option to extend the bond's maturity; failure by the issuer to repay the bond in full on the scheduled maturity date would result in an event of default.

Certain programmes include a hard bullet option, whereby a "pre-maturity test" is designed to ensure that the LLP has sufficient cash available to repay the bonds, in full, on the original maturity date in the event of the issuer's insolvency. If, in a specified period before a maturity date (6-12 months, depending on the issuer and the rating agency), the issuer's ratings fall below certain specified triggers (typically A-1 / P-1 / F1), the pre-maturity test requires the LLP to cash-collateralise (either via cash contributions from the issuer or by selling cover pool assets) its potential obligations under the guarantee. Following the implementation of the LCR Delegated Act and the consequent liquidity impact of a hard bullet option, most issuers only use the soft bullet (extendible) maturity option going forward and indeed certain programmes have converted legacy hard bullet issuances to soft bullets via investor consent solicitation processes.

All regulated covered bond programmes include a number of other safeguards. In particular, there are minimum rating requirements for the various third parties that support the transaction, including the swap counterparties and bank account providers, and an independent asset monitor is required to undertake an audit of the cash manager's calculations on a regular basis. Furthermore, if the issuer's short-term ratings are below certain trigger thresholds (typically A-1+/P-1/F1+), the LLP is required to establish and maintain (from the asset cash flows), a reserve fund which is the higher of (i) the next three months' interest payments on a rolling basis, and (ii) the next following interest payment, together with the relevant amount of senior costs including a buffer. This amount is retained in the LLP's bank account.

VI. TRANSPARENCY

UK regulated covered bond programmes benefit from extremely detailed investor reporting conventions. The market has conformed to a relatively high standard of reporting since inception, but in addition the FCA requires detailed reporting to be provided by regulated issuers in its capacity as special public supervisor.

Similarly, transparency is to a large extent driven by the eligibility criteria in the Bank of England (BoE) Sterling market operations, under which (among other things) issuers must publish transaction documentation, provide homogenised transaction summaries and investor reports, and publish loan level data.

FCA reporting requirements are closely aligned with the BoE criteria but also include certain additional items not included in the BoE criteria. Since the introduction of the updated amendments, all regulated issuers comply with both sets of rules.

In addition, seven of the fourteen UK regulated covered bond issuers (Clydesdale Bank, Coventry Building Society, Lloyds Bank, Nationwide Building Society, National Westminster Bank plc, Santander UK and Yorkshire

Building Society) have adopted the ECBC label initiative and report in the UK National Transparency Template: <https://www.coveredbondlabel.com/issuers/national-information-detail/27/>.

VII. COVER POOL MONITOR AND BANKING SUPERVISION

An applicant under the Regulations must be a credit institution authorised in the UK to carry out regulated activities, such as deposit-taking. Issuers must satisfy the FCA that their programmes comply with the criteria set out in the Regulations and provide, among other things:

- > Details on the quality of cover assets and the ability of the assets on the issuer's balance sheet to satisfy substitution requirements;
- > Details concerning the programme structure, such as the cover pool eligibility criteria, the formulae used to calculate compliance with minimum OC requirements, ability to meet payments on a timely basis and ratings triggers;
- > Details concerning asset and liability management, audit and controls, risk management and governance framework;
- > Details on the proficiency of cash management and servicing functions;
- > Detailed analysis on the ability of the assets and the mitigants within the programme structure to address inherent interest rate, currency, asset and liability mismatch and market value risks;
- > Arrangements for the replacement of key counterparties; and
- > Independent legal and audit opinions on the compliance of the issuer and programme with the Regulations.

The issuer is responsible for monthly cover pool monitoring. The FCA must be notified by the issuer of any breaches of the ACT, and may also require the issuer to provide such additional information about the cover pool as it considers fit. All existing programmes have at least one internationally recognised rating agencies who will also undertake detailed reviews both on a condition precedent to each issuance, and thereafter on at least a quarterly basis as part of ongoing transaction surveillance. The rating agencies may revise the asset percentage as part of these review processes, either due to variations in asset quality or embedded transaction risk factors, or due to periodic rating criteria change.

All programmes since inception have included an independent third party asset monitor within the existing contractual arrangements who are required to perform various functions within the transaction including an annual review of the ACT calculation, and periodic audit procedures to be undertaken with respect to the asset pool.

In November 2011, the Regulations were updated to formally codify the role of an independent "Asset Pool Monitor" which (i) must be eligible to act as an independent auditor (ii) is conveyed with certain powers to inspect books and records associated with the relevant programme, (iii) must conduct a biannual inspection of the issuer's compliance with its duties as set out in the Regulations, and (iv) must report to the FCA on an annual basis (or sooner if the issuer is found to be failing to comply with its duties). These additional requirements became effective on 1 January 2013 and regulated programmes have generally been updated to reflect the amendments.

VIII. SEGREGATION OF COVER ASSETS AND BANKRUPTCY REMOTENESS OF COVERED BONDS

The Regulations require all cover assets (including any substitution assets) to be segregated from the insolvency estate of the issuer by being transferred to a special purpose entity (referred to as the "owner" in the Regulations), which guarantees the issuer's obligations under the bonds. All transactions to date have used an LLP for this purpose.

The Regulations require that the cover assets be recorded on a register maintained by or on behalf of the issuer and the LLP. The register must be available for inspection by the FCA. The issuer is responsible for ensuring

that all cover assets meet the relevant eligibility criteria set out in the Regulations and, if applicable, any additional criteria set out in the programme documents.

The LLP becomes obliged to pay the covered bondholders under the guarantee upon delivery by the bond trustee of a notice to pay following the occurrence of an issuer event of default or other trigger event. The events which can trigger a notice to pay typically include:

- > Failure by the issuer or any group guarantors to pay any interest or principal on the covered bonds when due;
- > Bankruptcy or similar proceedings involving the issuer or any group guarantors;
- > Failure to rectify any breach of the asset coverage test (in most cases); and
- > Failure to rectify any breach of the pre-maturity test (if applicable).

To the extent that an issuer event of default has occurred, the bond trustee may commence proceedings against the issuer and any group guarantors on an unsecured basis on behalf of the covered bondholders. The delivery of a notice to pay does not however accelerate payments to noteholders, and the LLP will continue to make payments of interest and principal on the covered bonds on their originally scheduled payment dates (provided that an LLP acceleration event (as described below) has not occurred).

LLP acceleration events typically include:

- > The LLP fails to pay any interest or principal when due under the guarantee;
- > Bankruptcy or similar proceedings are commenced involving the LLP; and
- > After delivery of a notice to pay, the LLP breaches the "amortisation test".

The occurrence of an LLP acceleration event causes the acceleration of payments by the LLP to covered bondholders and the redemption of the bonds at the relevant early redemption amount.

The LLP is reliant on the proceeds derived from the cover assets to make payments under the guarantee. Under the Regulations, in a winding up scenario, no claims against the cover assets can rank ahead of the claims of the regulated covered bondholders. If the proceeds from the cover pool are insufficient to meet the obligations to bondholders in full, investors will continue to have an unsecured claim against the issuer (and any group guarantors) for the shortfall.

IX. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

The list of eligible assets under the Regulations is in some respects narrower than that set out in the CRR (particularly for single asset type programmes as described above). To date, all existing regulated covered bonds are contractually restricted to containing only residential mortgage assets (as well as substitution assets up to the prescribed limit), meaning they are CRR-compliant and therefore benefit from the same preferential treatment as covered bonds from other EU jurisdictions. However, certain assets which are excluded from the CRR – such as loans to UK housing associations – are technically permitted in the cover pool under the Regulations, and so it is possible that in future programmes could be structured which do not qualify for the preferential risk weightings.

At the time of writing there are 14 regulated covered bond issuers in the United Kingdom: Bank of Scotland Plc (BOS); Barclays Bank Plc (BACR); Clydesdale Bank Plc (CLYDES); Co-operative Bank plc (COOP); Coventry Building Society (COVBS); Leeds Building Society (LEED); Lloyds Banking Group (LLOYDS), Nationwide Building Society (NWIDE); National Westminster Bank plc (RBS); Santander UK (SANUK); Skipton Building Society (SKIPTN); TSB (TSBLN); Virgin Money plc (VIRGMN); and Yorkshire Building Society (YBS).⁴

⁴ <http://www.fca.org.uk/firms/regulated-covered-bonds/register>.

> FIGURE 1: OVERVIEW – REGULATED UK COVERED BOND PROGRAMMES

	BACR	BOS	CLYDES	COOP	COVBS	LEEDS	LLOYDS	NWIDE	NATWEST	SANUK	SKIPTON	TSB	YBS
Programme volume (bn)	€ 35	€ 60	€ 10	€ 4	€ 7	€ 7	€ 60	€ 45	€ 25	€ 35	€ 7.5	€ 5.0	€ 7.5
Rating (M/F/S)	Aaa / AAA / AAA	Aaa / AAA / AAA	Aaa / AAA / nr	A+/ Baa1	Aaa / AAA / nr	Aaa / AAA / nr	Aaa / AAA / nr	Aaa / AAA / AAA	Aaa / AAA / nr	Aaa / AAA / AAA	Aaa / AAA / AAA	Aaa / nr / nr	Aaa / AAA / nr
LTV cap	75%	60%	75%	75%	75%	75%	75%	75%	75%	75%	75%	75%	75%
House price index	Halifax	Halifax	Nation-wide	Halifax	Nation-wide	Halifax	Halifax	Nation-wide	Halifax	Halifax	Halifax	Halifax	Avg. of Halifax & Nation-wide
Maximum asset percentage	83.0%	85.8%	86.2%	77.5%	90.0%	89.5%	91.0%	93.0%	90.0%	89.3%	92.5%	89.0%	88.0%
Minimum OC*	20.5%	16.6%	16.0%	29.0%	11.1%	11.7%	9.9%	7.5%	11.1%	12.0%	8.1%	12.3%	13.6%
Current asset percentage	83.0%	85.8%	86.2%	77.5%	87.0%	83.0%	91.0%	90.0%	90.0%	89.3%	90.0%	89.0%	88.0%
Current OC	38.7%	23.4%	40.0%	40.8%	39.3%	34.0%	20.3%	17.2%	20.6%	20.2%	18.7%	131.0%	25.1%
Credit for loans in arrears (>3 months)	LTV < 75: 40% LTV > 75: 25%	No credit	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	< 3M: 75% > 3M: 40%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%	LTV < 75: 40% LTV > 75: 25%
Can issue hard bullets? **	Yes	Yes	Yes	Yes	No	No	Yes	Yes	Yes	No	No	Yes	No
Asset monitor	PWC	KPMG	Deloitte	PWC	Deloitte	Deloitte	PWC	PWC	Deloitte	Deloitte	Deloitte	PWC	Deloitte

Source: Investor reports, FCA Register.

* OC = Overcollateralisation; minimum OC calculated as 1/maximum asset percentage.

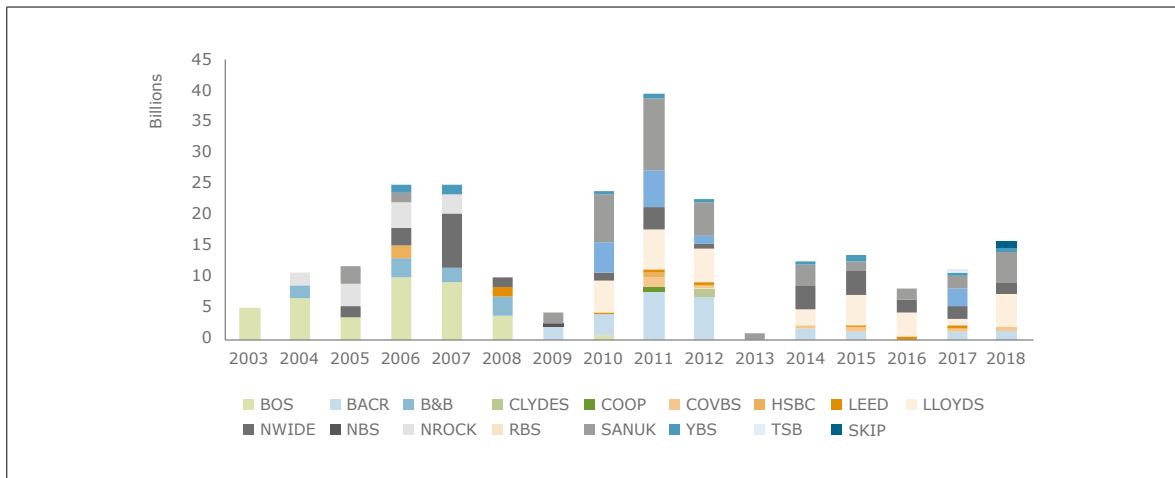
** Hard-bullets possible only if pre-maturity test is in place and passed / soft-bullets issued with 12-months extension.

X. ADDITIONAL INFORMATION

The current outstanding volume of regulated, publicly placed fixed and floating rate benchmark covered bonds and respective taps (benchmark covered bonds hereafter) amounts to EUR 84.8 bn (all amounts in EUR bn equivalent). Total new issuance in 2018 amounted to EUR 15.0 bn with redemptions totalling EUR 8.6 bn. Redemptions decreased 54% year on year whilst gross supply was 33% higher than 2017 issuance levels, with 2016-2017 seeing reduced activity following the inception of the Bank of England's Term Funding Scheme.

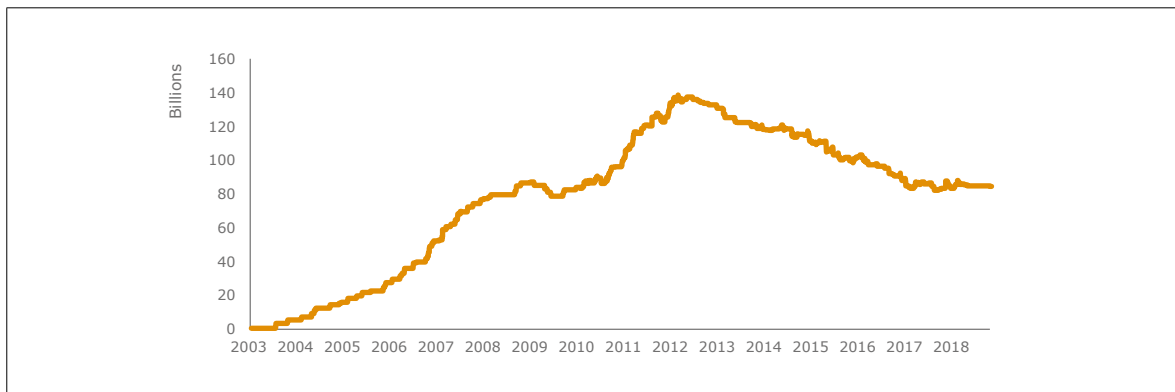
2016-2018 observed a steady positive trajectory in new issuance levels. By the end of 2018, the market registered a positive net supply of EUR 6.4 bn, largely affected by the modest levels of redemptions and partly as a consequence of reduced funding levels in previous years due to the BoE funding schemes.

> FIGURE 2: ANNUAL SUPPLY OF UK BENCHMARK COVERED BONDS BY ISSUER (BY END DEC 2018)



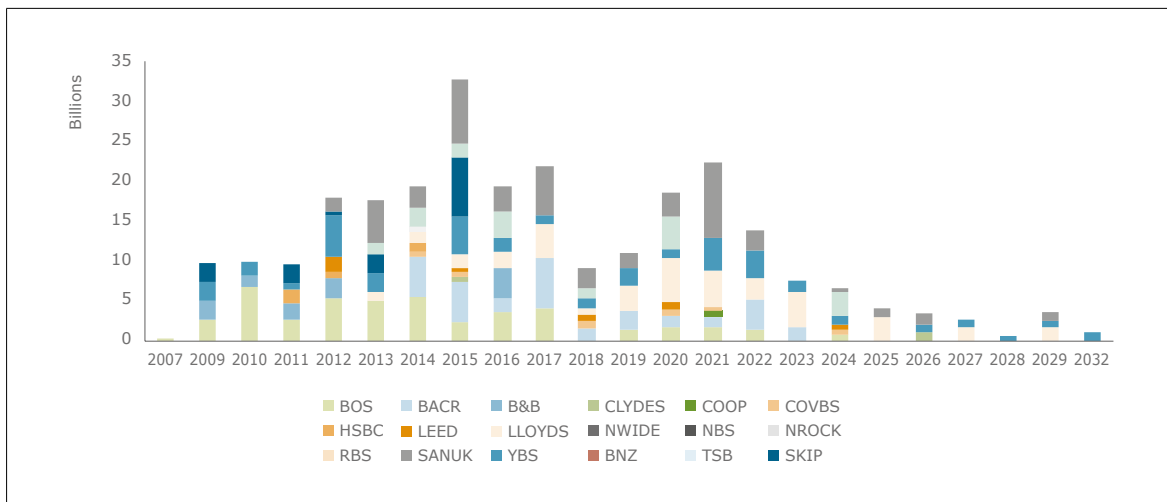
Source: Dealogic

> FIGURE 3: DEVELOPMENT OF OUTSTANDING VOLUMES (BENCHMARK COVERED BONDS)



Source: Dealogic

> FIGURE 4: ANNUAL REDEMPTION OF UK BENCHMARK COVERED BONDS BY ISSUER

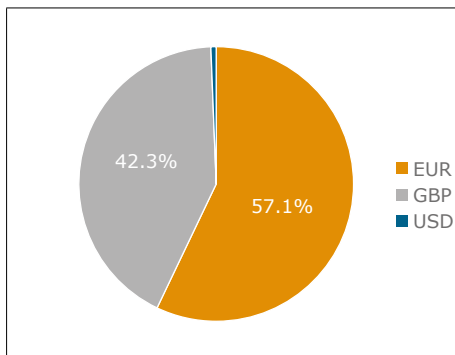


Source: Dealogic

As at 2018 year end, 57% of all UK benchmark covered bonds were denominated in EUR, with GBP making up the majority of the balance at 42% and USD representing only 1% of market share from a single issuance in November 2018. The amount of the market represented by GBP issuance has been steadily growing over recent years as an increasingly deep and efficient wholesale funding source for most issuers. GBP transactions issued since 2014 are almost exclusively 3-5 year floating rate bonds, with only one issuance in GBP fixed rate format. In EUR, issuances over the same period were solely fixed rate, with the vast majority in the 5-10 year tenor.

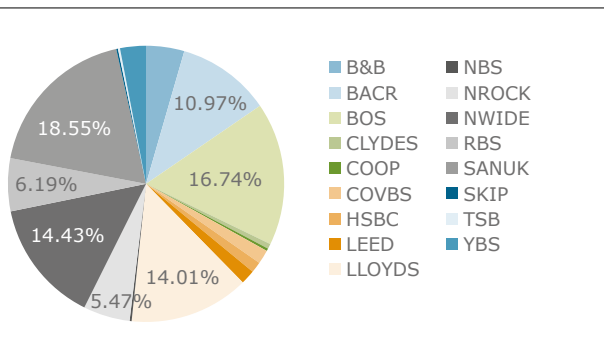
2018 also saw a significant shift in GBP issuance benchmark with compounded daily SONIA becoming the format of choice following the Lloyds 3yr transaction in September 2018. Since then further SONIA based transactions have followed from Santander UK, Coventry, Yorkshire Building Society in 2018 and so far in 2019 from Nationwide, Lloyds, Santander UK, TSB Bank, National Westminster Bank, Skipton, Virgin Money, Leeds and Barclays.

> FIGURE 5: OUTSTANDING BENCHMARK ISSUANCES BY CURRENCY, DEC 2018



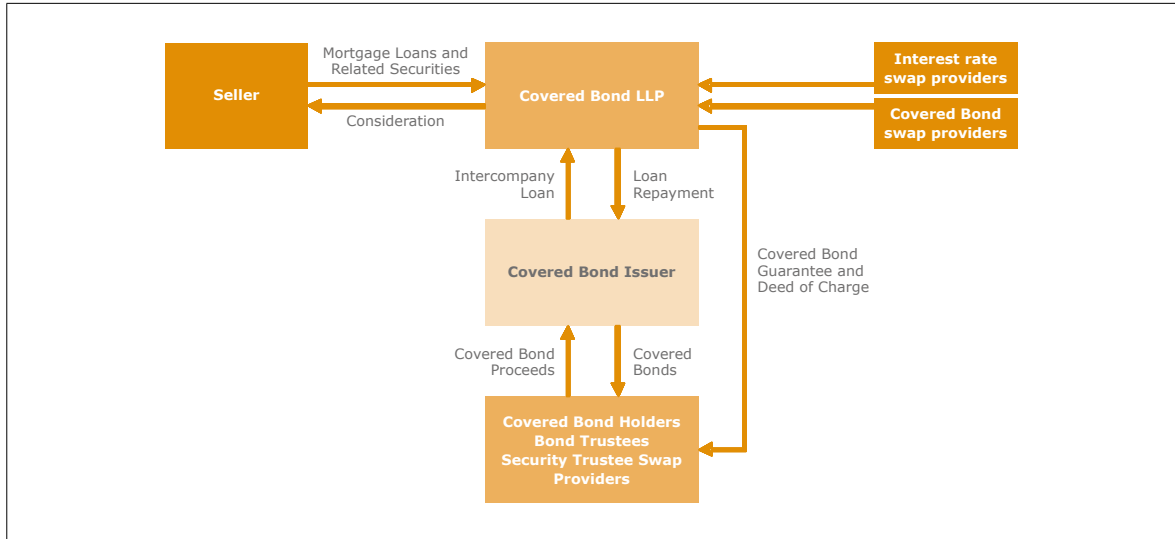
Source: Dealogic

> FIGURE 6: OUTSTANDING BENCHMARK ISSUANCES BY ISSUER, DEC 2018



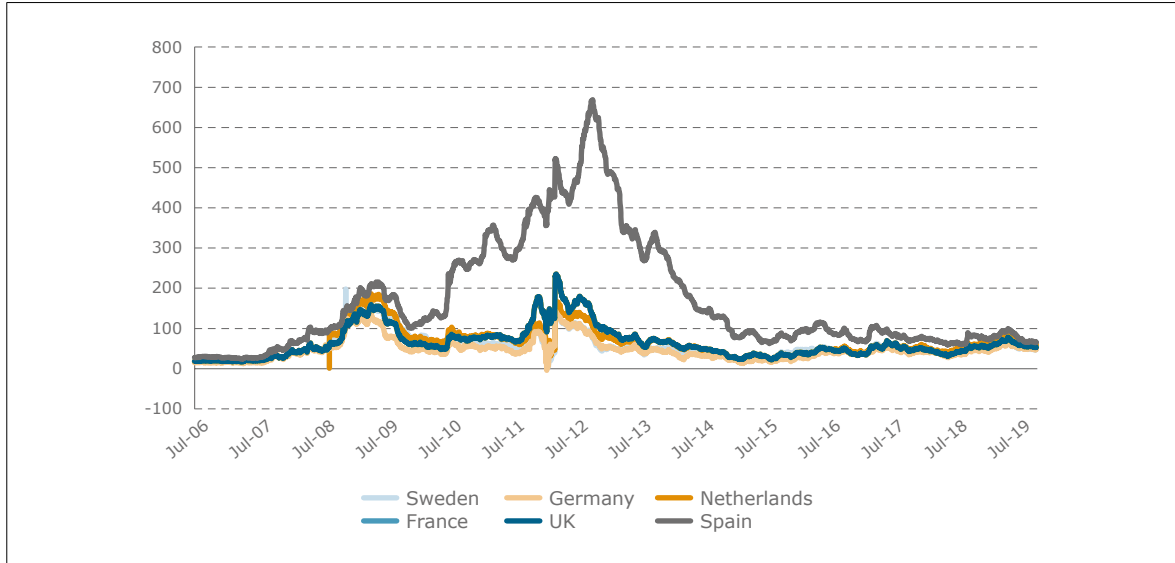
Source: Dealogic

> FIGURE 7: GENERIC UK COVERED BOND PROGRAMME STRUCTURE



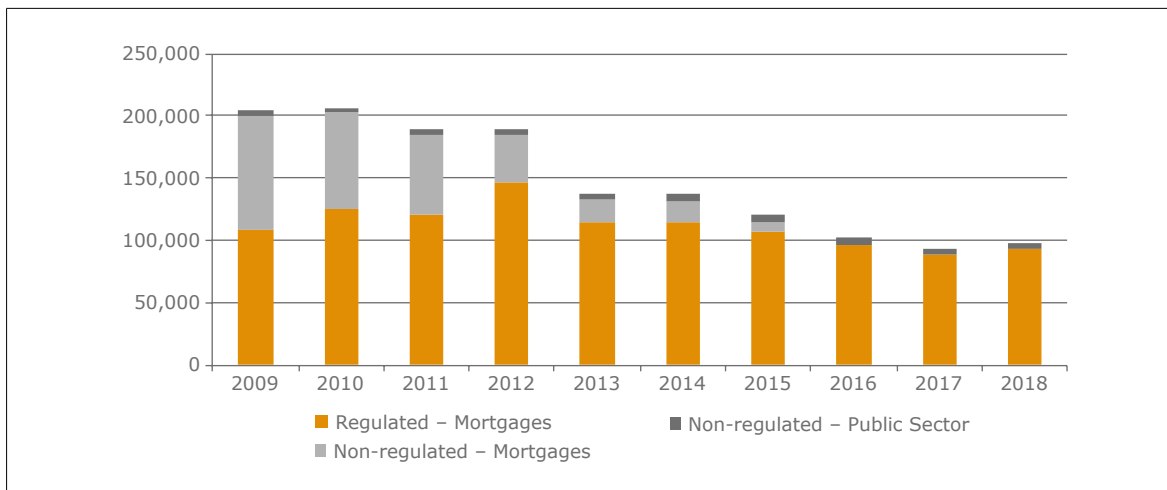
Source: Programme Prospectuses

> FIGURE 8: SPREAD EVOLUTION, 2006-DEC 2018 (IBOXX EUR COVERED INDEX, BPS)



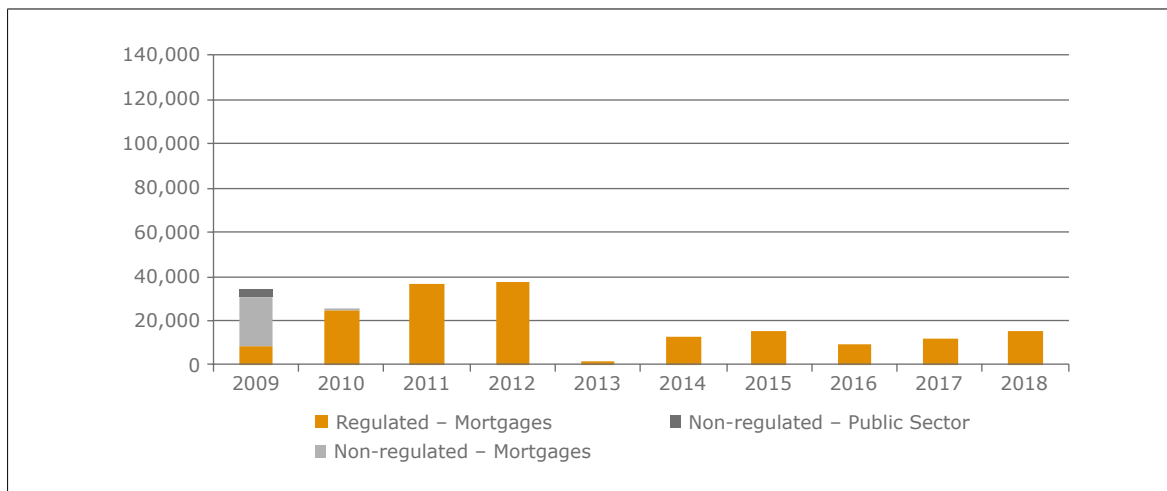
Source: iBoxx

> FIGURE 9: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC. Please note that this data includes private placements, floating rate covered bonds and self-retained issuances that may have been used to access central bank liquidity.

> FIGURE 10: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC. Please note that this data includes private placements, floating rate covered bonds and self-retained issuances that may have been used to access central bank liquidity.

Issuers: There are 12 regulated issuers each with one regulated mortgage programme (some regulated issuers also have unregulated programmes). For more details, please refer to the FCA's website: <http://www.fca.org.uk/firms/systems-reporting/register/use/other-registers/rcb-register>.

ECBC Covered Bond Comparative Database: http://ecbc.eu/framework/52/Regulated_Covered_Bonds_-_RCB.

COVERED BOND LABEL: National Westminster Bank Plc (1 pool), Clydesdale Bank PLC (1 pool), Coventry Building Society (1 pool), Santander UK plc (1 pool), Lloyds Bank plc (1 pool), Nationwide Building Society (1 pool), Yorkshire Building Society (1 pool).⁵

⁵ <https://coveredbondlabel.com/issuers/issuers-directory/>.

3.42 UNITED STATES

By Steffen Dahmer, J.P. Morgan, Moderator of the ECBC Liquidity Task Force & Chairman of the ECBC Market Related Issues Working Group

To date, no covered bond legislation has been passed in the US despite several attempts in the post-crisis period. Moreover, the previously issued structured covered bonds by Bank of America and Washington Mutual (acquired by J.P. Morgan) have now matured and there are currently no outstanding US covered bonds. The Federal Deposit Insurance Corporation (FDIC) published a Covered Bond Policy Statement back in 2008, which was supplemented by the US Treasury's Best Practices for Residential Covered Bonds. However, the covered bond market never took off on that basis, notably due to possible repudiation by the FDIC.

The last two legislation attempts, the United States Covered Bond Act in 2011 and the Protecting American Taxpayers and Homeowners (PATH) Act in 2013, aimed to address this concern together with other details but no proposal has made it through the full legislative process. Within PATH, covered bonds were discussed as a consequence of Government Sponsored Enterprises (GSEs) reform, but as a secondary priority.

In the following years, covered bonds were again mentioned twice by legislators, alluding to the possibility of US covered bond legislation in the future. First, a speech on 26 June 2014 by Jack Lew, then the US Treasury secretary, suggested possible new avenues where covered bonds could have a role to play alongside the GSEs. Second, the oversight plan of the Committee on Financial Services for the 114th Congress, which commenced in January 2015, mentioned explicitly the examination of covered bonds. Since that time, however, little progress related to the development of a US covered bond market has materialised.

We note that the topic of large scale GSE reform has recently re-emerged on the political agenda: first, US Senator Mike Crapo published a Housing Reform Outline in February 2019, which was the subject of a two-part hearing by the United States Senate Committee on Banking, Housing, and Urban Affairs in late March. Additionally, the White House issued a Presidential *Memorandum on Federal Housing Finance Reform* at the end of March that instructs the Secretary of the Treasury to develop a Treasury Housing Reform Plan that would, among other objectives, end the GSEs conservatorships and "[increase] competition and participation of the private sector in the mortgage market". While these developments may ultimately drive meaningful changes to housing finance in the US in the future, we believe that any subsequent discussions related to the establishment of covered bond legislation would take significant time to emerge.

I. WHAT IS CURRENTLY IN FORCE

The FDIC's Covered Bond Policy Statement

The FDIC Covered Bond Policy Statement, effective from 28 July 2008, aimed to clarify the treatment of covered bonds in a conservatorship or receivership. Under the Federal Deposit Insurance Act (FDIA), any liquidation of collateral of an Insured Depository Institution (IDI) placed into conservatorship or receivership requires the consent of the FDIC during the initial 45 days or 90 days after its appointment, respectively. Under such conditions, covered bond issuers would need to hold extra liquidity to prevent any default during that time if the FDIC as a conservator or receiver were to fail to make payment or provide access to the pledged collateral. Conscious that this would impair the efficiency of covered bonds, the FDIC decided to grant consent for expedited access to pledged covered bond collateral for covered bonds meeting specific criteria.

Eligible covered bonds must be authorised by the IDI's primary federal regulator and cannot exceed 4% of total liabilities. They consist of non-deposit, recourse debt obligations of an IDI with maturity between one year and 30 years secured by eligible mortgages or AAA-rated mortgage-backed securities secured by eligible mortgages, if no more than 10% of the cover assets. Substitute assets may be included (namely US Treasury and agency bonds) as need be for prudent management of the cover pool. Eligible mortgages are defined as first-lien mortgages on one-to-four family residential properties underwritten at the fully indexed rate, relying

on documented income and complying with the existing supervisory origination guidance. Issuers should also disclose LTVs for transparency purposes.

The FDIC consents include the following events: (1) if at any time after appointment the conservator or receiver is in default and remains so after actual delivery of a written request to the FDIC for 10 business days, the covered bond holders can exercise their contractual rights including the liquidation of the cover assets; (2) if the FDIC as a conservator or receiver of an IDI provides a written notice of repudiation of a contract to covered bond holders and the FDIC does not pay the damages due by reason of such repudiation within 10 business days after the effective date of the notice, covered bond holders can exercise their contractual rights including the liquidation of cover assets. The liability of a conservator or receiver in such circumstances shall be limited to the par value of the covered bond issued plus interest accrued following its appointment. The statement also highlights that these consents do not waive, limit or affect the rights or powers of the FDIC.

The US Treasury's Best Practices

The Treasury Best Practices issued in July 2008 supplement the FDIC's covered bond policy statement. Their purpose was to support the growth of a transparent and homogeneous covered bond market in the absence of dedicated US legislation. While targeting high-quality residential mortgages to safeguard market liquidity and stability, the US Treasury did not exclude at the time expansion of the covered bond market to other asset classes. As emphasised by the US Treasury, these best practices do not provide or imply any government guarantee but serve only as a template with the following key features:

- > **Issuer:** can be (1) an IDI and/or a wholly owned subsidiary of this IDI (the so-called "direct issuance structure") or (2) a newly created bankruptcy SPV ("SPV structure"). Issuance authorisation must be provided by the IDI's primary federal regulator. Only well-capitalised IDIs may issue covered bonds.
- > **Cover assets:** are owned by the IDI and remain on balance sheet, but must be clearly identified and provide a first priority claim to covered bond holders. The issuer must enter into a Specified Investment contract with one or more financially sound counterparties which, in case of issuer default or FDIC repudiation, will continue to pay interest and/or principal accordingly as long as proceeds from cover assets at least equal the par value of covered bonds.
- > **Covered bond terms:** must be between one and 30 years; issuance may be in any currency as long as currency risks are hedged; bonds can be fixed or floating. Interest rate swaps may be entered for hedging purposes with financially sound counterparties, which must be disclosed to investors. SEC registration is possible but not a requirement.
- > **Eligible assets:** must be performing first-lien residential mortgages on one-to-four family residential properties with 80% maximum LTVs. Underwriting must be at the fully indexed rate, with documented income and in line with the existing supervisory origination guidance. Any loan that has been non-performing for more than 60 days should be replaced. A single Metro Statistical Area must be a maximum 20% of the cover pool.
- > **Overcollateralisation (OC):** must be at least 5% of outstanding covered bonds at all times. When calculating the cover pool value, loans with a LTV exceeding 80% are still eligible but up to the 80% LTV limit only. LTVs must be indexed on a quarterly basis using a nationally recognised, regional housing price index or other comparable measurement.
- > **Issuance limit:** is capped at 4% of the IDI's liabilities after issuance.
- > **Asset Coverage Test (ACT):** must be performed on a monthly basis by an independent Asset Monitor to safeguard the quality and adequacy of the cover pool. Results must be made public. The asset monitor must also periodically check the accuracy of the ACT. Any ACT breach must be remedied within one

month. If not after one month, the trustee may terminate the program and return principal and accrued interest to covered bond investors. During an ACT breach, no covered bond can be issued.

- > **Disclosure:** must be monthly. If substitute assets account for more than 10% of the cover pool within any month (or 20% within any quarter), the issuer must provide updated information on cover assets to investors. Any material information on the IDI's or SPV's financial profile or on any other relevant area must also be made public.
- > **Independent trustee:** must be designated by the issuer to represent the interests of covered bond investors and enforce their rights over the cover pool in case of issuer insolvency. All covered bond holders backed by a common cover pool rank pari-passu.
- > **Insolvency procedures:** the FDIC has three options at its disposal: (1) covered bonds are repaid according to initial terms; (2) covered bonds are paid off in cash, up to the value of the pledged collateral; (3) liquidation of the pledged collateral is permitted to pay off the covered bonds. Options (2) and (3) occur in case of default or FDIC repudiation as mentioned above. In such cases, covered bond holders will recover up to the value of the collateral. Any collateral excess must be returned to the FDIC, while covered bond holders rank pari-passu with unsecured debt holders for the amount due in the event of a shortfall.

II. TWO KEY LEGISLATION ATTEMPTS SO FAR

United States Covered Bond Act

The 112th Congress saw an active push for the establishment of covered bond legislation in the US during 2011. The United States Covered Bond Act of 2011 was the most concerted attempt yet in that respect, although it never completed the full legislative process. For legislation to become law, identical text needs to be approved by both the House of Representatives (HR) and the Senate, and the final legislative text then signed by the President. This was not the case as the Bill approved at the HR ("H.R. 940") contained some differences from that introduced at the Senate ("S. 1835") despite their similarities. These were as follows: an expansion of the definition of eligible issuers; for issuers that are not subject to the jurisdiction of a federal banking agency, the covered bond regulator would be the Board of Governors of the Federal Reserve System rather than the Secretary of the Treasury; a right afforded to the respective covered bond regulator and a majority of covered bond holders to replace the independent asset monitor; the omission of tax provisions. Furthermore, the start of the 113th Congress on 3 January 2013 meant that it needed to be re-introduced.

The US Covered Bond Act, whether in its "H.R. 940" or "S. 1835" format, contained major differences from the FDIC and US Treasury's foundations, especially with respect to the following points:

- > **Covered bond regulators:** must be the Federal banking agency where appropriate, otherwise the Board of Governors of the Federal Reserve System ("S.1835") or the Secretary of the Treasury ("H.R. 940").
- > **Eligible assets:** consist of any first-lien residential mortgage loan secured by a one-to-four family residential property but also (1) any residential mortgage loan insured or guaranteed e.g., under the National Housing Act; (2) commercial mortgage loans (including multi-family); (3) public sector assets – namely any bond or loan from or insured/guaranteed by a State, municipality or other governmental authority; (4) any auto loan or lease; (5) any student loan (guaranteed or unguaranteed); (6) any extension of credit to a person under an open-end credit plan; (7) any loan made or guaranteed by a small business administration; (8) any asset designated by the Secretary, by rule and in consultation with covered bond regulators.
- > **Eligible issuers:** include any FDIC depository institution (or subsidiary), bank or savings and loan holding companies (or subsidiary) but also registered nonbank financial companies such as any intermediate holding company. "S.1835" widens eligible issuers to brokers or dealers and supervised insurers as well.

- > **Substitute assets:** are limited to 20% of cover assets and may be cash, direct obligations of the US State or GSE of the highest credit quality.
- > **Issuance limit:** must be established upon the soundness of the underlying issuer while the maximum amount of covered bond to be issued must be defined as a percentage of the issuer's total assets (with a possible review of this cap, whether up or down, on a quarterly basis).
- > **Overcollateralisation:** must meet the minimum defined by the Secretary for each asset class but no specific amount is mentioned. Cover pool must be single asset only.
- > **Insolvency procedures:** give specific powers to the FDIC which, if appointed as a conservator or receiver prior to a default event, shall have an exclusive right during the one-year period beginning on the date of the appointment to transfer any cover pool owned by the issuer in its entirety, together with all covered bonds and related obligations. During that year, the FDIC shall ensure the full and timely payment of covered bond holders. In case of default prior to conservatorship or receivership, a separate estate shall be created for each affected covered bond programme which comprises all related cover assets and covered bonds. This estate is fully liable for covered and other secured obligations only. In case of collateral insufficiency, covered bond holders retain a residential claim against the issuer.

The PATH Act

In 2013, political interest in covered bond legislation emerged again as part of broader reform initiatives addressed in the Protecting American Taxpayers and Homeowners (PATH) Act. PATH aimed notably to reform the GSEs in order to prevent any future liability to taxpayers and increase mortgage competition, enhance transparency and maximise consumer choices. Details related to covered bonds in the PATH Act were similar to the US Covered Bond Act of 2011, with the Treasury being proposed as a regulator instead of the Fed. However, this bill, a Republican initiative, lacked bipartisan support unlike the previous one, notably as it foresaw the wind-down of the GSEs, and was ultimately unsuccessful.

III. WHERE DO WE STAND?

Covered bonds were mentioned twice by legislators since both the Covered Bond Act of 2011 and PATH. First, a speech made in the summer 2014 by the US Treasury secretary, Jack Lew, revived hopes of US covered bond legislation as the US government was looking for private solutions to support mortgage lending. In a survey published by the US Treasury for market feedback, the emphasis was on residential mortgage-backed private label securities (PLS) and thus not directly targeted at covered bonds. However, they were seen as complementary with a new attempt at covered bond legislation possibly emerging from the political debate.

Second, the oversight plan of the Committee on Financial Services for the 114th Congress, which was released in January 2015, mentioned covered bonds. As stated in the document, "*The Committee will examine the potential for covered bonds to increase mortgage and broader asset class financing, improve underwriting standards, and strengthen U.S. financial institutions.*" However, since this time, limited progress has been made regarding any further attempt to institute a covered bond framework in the US.

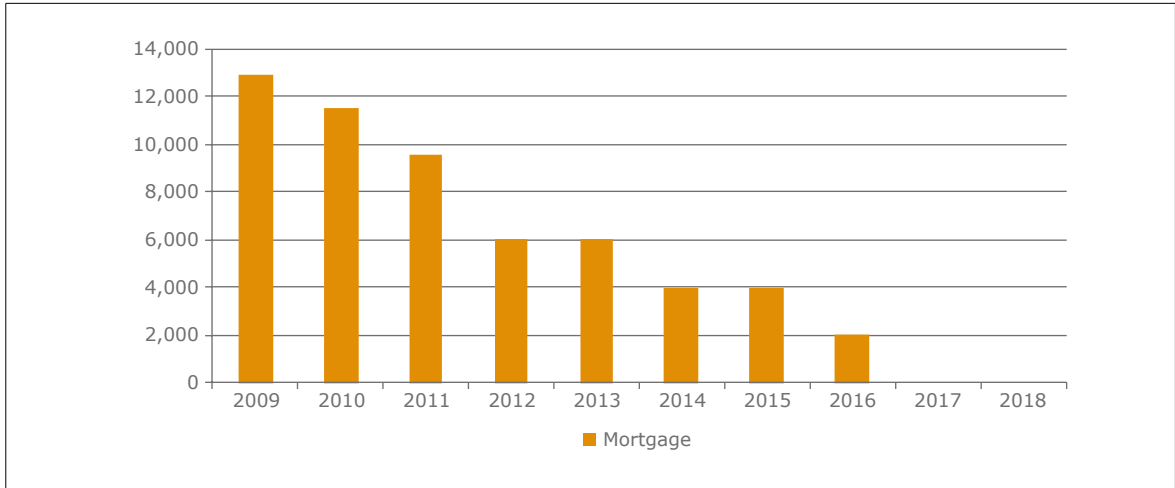
Though the complex topic of GSE reform has recently re-emerged as a political priority, particularly following the release of a Presidential Memorandum on Federal Housing Finance Reform by the White House in late March 2019, we believe that any substantive reform to US housing finance will naturally take time. Thus, while covered bonds might eventually have a role to play in the jurisdiction, we believe that GSE reform at present remains a significant, and lengthy, hurdle to the establishment of a functioning covered bond market in the US.

IV. RISK-WEIGHTING & COMPLIANCE WITH EUROPEAN LEGISLATION

US covered bonds are neither UCITS 52(4)-compliant nor CRR-compliant given the absence of EU membership.¹ Therefore, they do not benefit from preferred risk-weighting for regulatory capital purposes. Under the Standardised Approach, they are treated similarly to senior unsecured bank debt. That said, if denominated in €, US covered bonds are eligible for European Central Bank repo operations, conditional on an investment grade rating. Specific haircuts are applied depending on the rating and characteristics of the covered bond.

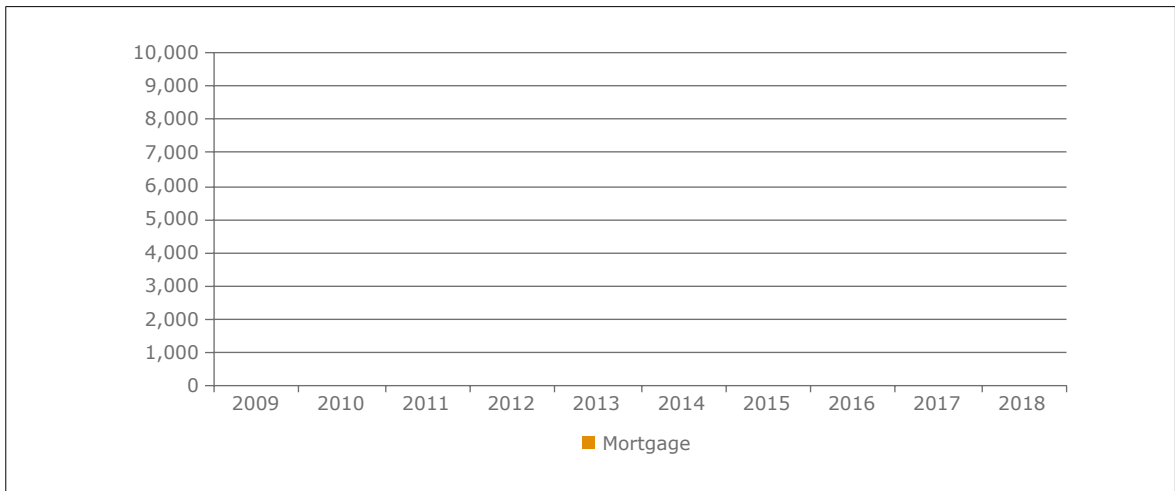
¹ Please click on the following link for further information on the UCITS Directive and the Capital Requirements Regulation (CRR): <https://hypo.org/ecbc/covered-bonds/>.

> FIGURE 1: COVERED BONDS OUTSTANDING, 2009-2018, EUR M



Source: EMF-ECBC

> FIGURE 2: COVERED BONDS ISSUANCE, 2009-2018, EUR M



Source: EMF-ECBC

Issuers: JP Morgan, Bank of America Corporation.

ECBC Comparative Database: http://www.ecbc.eu/framework/57/US_Covered_Bonds.



CHAPTER 4 - RATING AGENCIES & METHODOLOGY



4.1 CREDIT RATING AGENCY APPROACHES: INTRODUCTION

By Elena Bortolotti, Barclays, Chairwoman of the ECBC Rating Agency Approaches Working Group

Looking back over the past 12 months from a Rating Agency Approaches (RAA) Working Group perspective it has been, once again, by and large uneventful. This has been driven mainly by the fact that Rating Agencies have not made any significant changes to their methodologies, which has been well received by covered bond market participants, since outstanding ratings of covered bond programmes remained stable.

Below are some of the key topics considered by the ECBC RAA Working Group:

- > **Covered Bonds' Rating Methodologies:** none of the Rating Agencies introduced material changes to their covered bond rating methodologies since the last edition of the ECBC Covered Bond Fact Book. Below is a brief summary of some of the changes that have been introduced by the Rating Agencies (which will be covered in more detail in the following sections):
 - > **DBRS** has recently merged its European and Canadian approach to rating covered bonds into a "Rating and Monitoring Covered Bonds" global methodology. The latter extends to Canada the rating criteria of the prior "Rating European Covered Bonds", with the application of the same recovery notching schedule and cash flow engine, and the doubling of market value spreads previously applicable to Canadian mortgages. No impact is expected on the DBRS rating of the Canadian covered bonds nor on the European covered bonds rated by DBRS.
 - > **Fitch** has slightly revised its covered bond rating methodology by combining their breakeven overcollateralisation (OC) components into a single one which they called ALM Loss. Going forward the components used to calculate the breakeven OC for a given rating will be the Credit Loss and ALM Loss.
 - > **Scope**, at the time of writing, published a request for comments on its fourth annual update of its covered bond rating methodology. The proposed update introduces Scope's covered bond cash flow model (CobEL – covered bond expected loss model), adds Environmental, Social and Governance (ESG) risk considerations and expands on country, asset or cash flow assumptions for their cover pool analysis. The update also includes additional editorial changes to improve clarity and readability and provides a comprehensive list of analytical changes as an appendix to highlight relevant changes or additions.
 - > **Moody's and Standard & Poor's** have not made any amendments to their Covered Bond Methodologies this year.

A summary of the key features of the rating agencies methodologies can be found in Figure 1.

- > **Green, Social and Sustainable Covered Bonds:** we have seen more and more Issuers access the market with green, social or sustainable covered bonds. As discussed at the ECBC Plenary Meeting in Riga, the Rating Agencies are assigning ratings to these covered bonds under their global covered bond methodologies. Moody's, however, has already started taking into account environmental, social and governance factors affecting credit in the covered bond ratings they assign and are looking to improve transparency on the approach used. Moody's has also assigned its first green bond assessment to Sparebank 1 Boligkreditt, Norway. On the other hand, Scope, as mentioned above, in its request for comments on their proposed amendments to their covered bond methodology includes a section on ESG risk. Once the proposed changes are implemented, Scope will be the first of the rating agencies to introduce ESG considerations in their covered bond rating methodology.
- > **Covered Bond Harmonisation:** significant steps have been made in the European Union's covered bond harmonisation initiative, the Regulation and Directive are due to be approved in October this year. The Rating Agencies all commented on the final Directive as being generally credit positive. In particular, the introduction of minimum standards will prompt the development of covered bond markets and the

improvement of legal frameworks in certain countries. Among the most credit positive features cited is the introduction of a mandatory liquidity buffer covering 180 days of interest and principal outflows as well as a required overcollateralisation limit. The former is expected to benefit, in particular, issuers in countries which currently have no structural features for liquidity protection. Overall, all Rating Agencies agreed that the Directive will provide additional protection for covered bond investors.

In conclusion, I would like to take this opportunity to thank all members of the ECBC RAA Working Group for their input and participation. Furthermore, I would like to thank Luca Bertalot and his team for coordinating, organising and keeping us up to date on all covered bonds related topics.

> Figure 1: Covered Bonds Rating Methodologies

Building Block Towards Rating	Fitch	Moody's	S&P	DBRS	Scope
Minimum Rating (Starting Point):	IDR (Issuer Default Rating)	Counterparty Risk (CR) Assessment	ICR (Issuer Credit Rating)	Senior Unsecured Rating (SUR)	Issuer Rating (IR)
Additional Notches via: CB Law	-	-	-	-	-
EU's BRRD or equivalent	uplift 0-2 notches	uplift 1 notch	uplift 1-2 notches = RRL (Rating Reference Level)	uplift 0-2 notches (Covered Bonds Attachment Point)	Taken into account in Recovery Regime
segregation/ bankruptcy remote systemic importance/ jurisdictional support	Payment Continuity Uplift (PCU) (maximum 8 notches) Recovery Uplift (up to 2 notches; 3 NIG)	TPI (Timely Payment Indicator) (max +9 notches)	RRL + max 3 notches (systemic importance; legal framework; sovereign credit capacity)	LSF (Legal and Structuring Framework) Assessment (max +7 notches)	Legal Framework (+2 notches) Recovery Regime (+4 notches)
Cover Pool/ Asset Quality	Assessed as part of OC stress testing	credit given	uplift of 1-4 notches +2 for credit risk; +2 for refinancing costs	CPCA (Cover Pool Credit Assessment) and Recovery Uplift (up to 2 notches)	Cover Pool Analysis +0-3 notches
Maximal Rating Possible above Starting point: (achievable with CPT Delinkage or appropriate liquidity mitigants)	2+8+2 (12 notches possible for CPT)	+notches capped at country ceiling	7+2 notches	2+7+2 notches	6+3 notches (CPT assessed case by case)
Capped by Country Ceiling	✓	✓	✓	NO	NO (Macroeconomic factors & credit quality main factors)
OC Commitment/ counterparty risk/ hedging	Level of OC relied upon (legal, contractual, used in ACT, lowest OC in last 12 months) is compared with the breakeven OC for a given rating. Counterparty risk mitigation considered	gives credit for contractually committed OC above min level required by legislation and to uncommitted OC with limitations	uncommitted OC: max rating -1 notch counterparty or country risk might limit max rating if adequately mitigated/ hedged	gives credit for contractually committed OC above min level required by legislation and to uncommitted OC deemed sustainable	IR BBB or more: currently available OC; below BBB: take into account the robustness of communication of OC to market

Source: EMF-ECBC

4.2 DBRS COVERED BOND RATING METHODOLOGY

By Ketan Thaker and Claire Mezzanotte, DBRS

INTRODUCTION

DBRS “Rating and Monitoring Covered Bonds” global methodology involves the analysis of four building blocks:

1. Covered Bonds Attachment Point (CBAP);
2. Legal and Structuring Framework (LSF) Assessment;
3. Cover Pool Credit Assessment (CPCA); and
4. Credit for high recovery prospects provided by the cover pool (CP).

The assignment of ratings to covered bonds (CB) transactions involves determining the LSF-implied Likelihood (LSF-L) for the programme based on the CBAP, LSF assessment and CPCA. Once the LSF-L is determined, ratings are assigned by incorporating credit for the CP’s ability to provide support following an assumed default of the CBs.

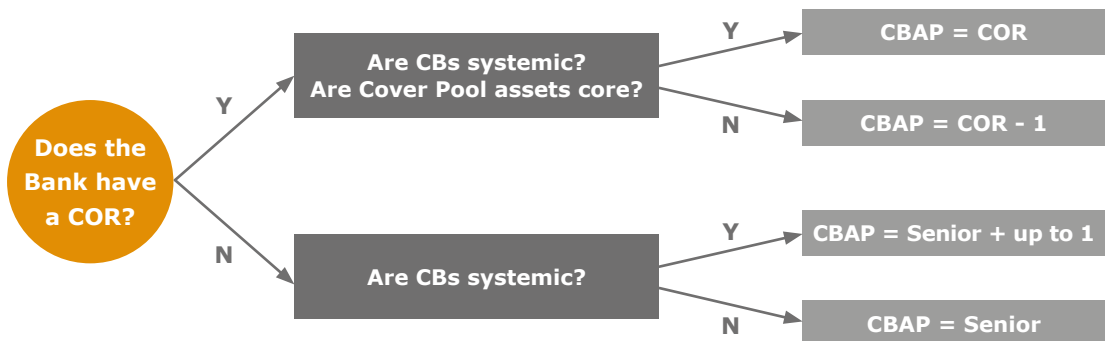
THE FOUR BUILDING BLOCKS

1. Covered Bonds Attachment Point

CBs have dual recourse. The payment obligation initially falls on the debtor of first recourse, called the Reference Entity (RE); failing that, the obligation falls on the CP.

The CBAP designates the RE’s credit strength (i.e., the probability that the RE—not the CP—will fulfil the payment obligation). The CBAP comprises a reference rating and, when applicable, a notching uplift schedule. There are three scenarios under which DBRS determines the CBAP:

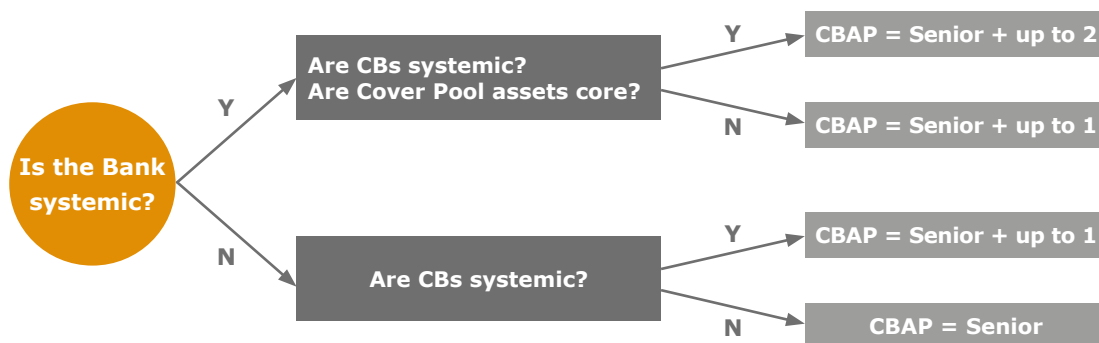
- A. For all European CB programmes where the RE is subject to the Bank Recovery and Resolution Directive (BRRD), DBRS determines the CBAP as follows:



The Critical Obligations Rating (COR) addresses the default risk of particular obligations/exposures at banks that are more likely to be excluded from bail-in and remain in a bank in the event of the resolution of a troubled bank than other senior unsecured obligations. In cases where the bail-in tool is applied and the CB programme in its entirety remains with the going concern part of the RE in resolution, DBRS expects that the COR will continue to be the base for the CBAP.

When the RE does not have a COR, and in cases where the bail-in tool is applied and the CB programme in its entirety remains with the going concern part of the RE in resolution, DBRS expects that the CBAP would decouple from the RE-SUR and can be set in the investment grade category if circumstances warrant.

B. For all European CB programmes where the RE is subject to a resolution regime that DBRS deems equivalent to the BRRD, DBRS determines the CBAP as follows:



C. For Canadian CB programmes, DBRS sets the CBAP at the level of the Long-Term Senior Debt rating of the RE (for the REs that are subject to the Canadian Bank Recapitalization Regime, the Long-Term Senior Debt rating tracks the non bail-inable senior debt).

D. For CB programmes where the RE is not subject to the BRRD nor to a regime that DBRS deems equivalent, DBRS equalises the CBAP with the RE-SUR.

2. Legal and Structuring Framework Assessment

The LSF assessment is programme-specific. It limits the number of notches a rating can achieve above the CBAP.

DBRS's LSF assessment captures the likelihood that payment obligations under the CB will be efficiently transferred from a troubled bank to a performing bank or the CP, administered by a third party. This assessment takes three areas into consideration:

- > Robustness of the CP segregation;
- > Accessibility of CP cash flows on a preferential and timely basis, the need and ability to liquidate the CP, including likelihood of systemic support; and
- > Contingency plans, including the involvement and responsibility of the regulator or the relevant Central Bank to facilitate the transfer, and regulator's support to the CB market.

Cover Pool Segregation

DBRS recognises that CB legislation is written to supersede the bankruptcy and insolvency laws within a jurisdiction. Legislations generally give CB holders privilege over the CP assets, taking preference over claims of any other creditor in the case of issuer insolvency. In the event of an insolvency, legislation typically allows the CP to be segregated from the bankruptcy estate.

DBRS expects contractual CB programmes to largely address the issue of segregation. As such, DBRS does not expect CP segregation to be a major constraining factor for its ratings. If there were serious doubts about effectiveness of segregation, the dual-recourse principle might be undermined, preventing the application of this methodology. However, DBRS expects the issue to be addressed, either by law or the transaction's structural features. Nevertheless, instances where legal frameworks and structures have minor weaknesses in segregation mechanisms that are not effectively mitigated can have a limited impact on DBRS's assessment.

Timely Access to Cover Pool Cash Flows

A reasonable expectation that the cover assets will be available to satisfy the claim of the CB holders following a default of the RE is a first step toward gaining comfort that the CB holders will be paid according to the terms

of their investment. DBRS performs qualitative analyses of the legal framework, structural features, specific characteristics of each CB programme and expectations of systemic support, in order to achieve this comfort.

In general, cover assets amortise over a time horizon beyond the scheduled amortisation of the liabilities. While the RE is able to meet payments on the CBs, the resulting mismatches in the maturity profile are unimportant, as the RE will use its own funding sources to meet maturing liabilities. Upon the failure of the RE, the source of payment switches to the CP. DBRS consequently analyses the effective mismatches, as the conditions of the CB may provide for these to be modified conditionally to a default of the RE, and the manner in which they might be bridged.

The qualitative analysis aims at assessing the extent to which the CP composition, the programme's structural features and the legal framework interact to facilitate the CB investors' receipt of timely payments from the CP in a scenario where the RE is assumed to halt payments. This depends on the interaction of the constraints imposed by the programme structure and legal framework on how quickly the payments would need to be redirected to CB holders and how quickly financing sources become available to fund such needs. Other considerations in this analysis include the type of assets that may need to be liquidated and the time it takes to liquidate them; the presence of maturity extensions, prematurity tests or other features that give more time to explore alternative solutions; and how the programme structure foresees the CP detaching from the RE's influence in this timeframe.

Contingency Plans and Supervision

DBRS views positively the regulator's involvement and the existence of contingency plans for the smooth transition from the RE to the CP as a source of payments to CB holders. Factors reviewed include but are not limited to the existence of a specific supervisor in charge of the CB programme in the normal course of operations, and the quality and content of the contingency plans in case of an issuer's default.

After reviewing these main factors under the LSF assessment, DBRS assigns the CB one of five LSF assessments: Very Strong, Strong, Adequate, Average or Modest.

3. Cover Pool Credit Assessment and Overcollateralisation

Once a CBAP and an LSF assessment are assigned to a CB programme, DBRS assesses the CP quality to determine the LSF-L of the programme. This assessment represents the likelihood that the CBs will be repaid according to their terms, provided there is sufficient overcollateralisation (OC) to which DBRS could give credit.

DBRS analyses the wind-down of the CP and the repayment of the liabilities according to their conditions. The aim is to determine whether the interest and principal can be paid on time solely from the CP (including any structural enhancement) for a given rating scenario.

The CPCA analysis is similar to the analysis performed for RMBS and SME CLOs transactions. It begins with an estimate of the probability of default (PD) and loss given default for each rating category based on the methodology applicable to the underlying assets, followed by an analysis of the stressed asset cash flows (including interest rates and exchange rates) from the underlying assets and an analysis of the way cash flows are allocated to liabilities based on the transaction documents.

Additionally, the CPCA accounts for the timing of RE discontinuing its payments. This warrants an analysis of the periodic defaults on the underlying collateral versus a lifetime default expectation; assumptions regarding principal amortisation and reinvestment; future interest levels, exchange rates and senior costs; assumptions about collections in case of the RE's default under its obligations; and an estimate of the liquidation value of the underlying collateral in the event of the RE's default or inability to pay. In order to estimate liquidation values, DBRS performs a net present value calculation based on projected cash flows generated by the CP and assumed interest rates stresses and market value spreads.

The CPCA is the rating stress scenario that the structure can withstand given the OC to which DBRS gives credit.

Due to the very nature of the product, the OC level changes, for instance, as a result of the amount of CBs issued or amortised under the programme, and assets added to or removed from the CP. Generally, the only legal obligation of the issuer or RE is to maintain a level of assets such that the regulatory tests are satisfied, and the minimum level of OC legally or contractually required is maintained.

Therefore, DBRS typically gives full credit to the level of OC required by the national legislation or the secondary regulation and regulators' guidelines, as well as to the level of OC included in the contractual undertaking of the issuer or RE, provided that non-compliance with such undertakings would cause the RE to be in breach of contract under the program documentation. This point seems to be supported by the BRRD. However, DBRS's conclusion might be affected by the BRRD's implementation in the local legislative framework. For levels above those, or where there is no public announcement, DBRS determines a sustainable OC level by reference to the minimum-observed OC level during the past 12 months, adjusted by any increase that DBRS judges to be persistent. This figure is then reduced by the following scaling factors, which vary by rating:

CBs rating	Scaling factors (x) to observed OC
AAL and above	0.85x
AL to AH	0.90x
BBBL to BBBH	0.93x
Below investment grade	0.95x

Source: DBRS

Issuers may publish an announcement for a target OC level (e.g., in the form of a press release, a statement in the investors' report or on the RE website). However, these announcements are not viewed as favourably as an issuer's legal or contractual obligation. Therefore, the analysis will typically apply the above-detailed scaling factors to the publicly announced OC level. However, when DBRS holds the view that the announced OC level can be considered persistent based on historically observed levels, the analysis may give full credit to it.

4. Credit for High Recovery Prospects Provided by the Cover Pool

In consideration of the essentially senior secured position of CB holders, DBRS may give up to two notches of uplift from the LSF-L if the CP analysis shows that it would provide substantial support following a default of the CBs.

DBRS runs a wind-down cash flow simulation aimed at covering the funding cost under a stress scenario in line with the rating. Then, DBRS determines the percentage of principal payments received under the CBs versus their nominal amount, and assign a rating with an uplift from the LSF-L according to the following scale:

% of principal recovered	Notches uplift
>= 80%	+2
>= 60% but < 80%	+1
< 60%	0

Source: DBRS

COVERED BONDS WITH PUBLIC SECTOR EXPOSURES

CBs with public-sector exposures (PSE) deserve, in certain circumstances, a different type of analysis because of the high correlation between public-sector assets and the domicile sovereign. When the CP of PSE is concentrated in a single domicile sovereign, this materially increases the tail-event risk such that the impact of an assumed default of that sovereign on the credit quality of the PSE pool cannot be sufficiently diversified.

DBRS addresses this risk in its CPCA using its PSE tool. The Modelling Assumptions for Portfolios of Public Sector Exposures methodology provides further detail on this tool.

For CBs where 20% or more of the CP is composed of public-sector assets in the same sovereign where the RE is located (host sovereign), DBRS considers the additional risks separately. The PSE in the host sovereign can increase the likelihood that the creditworthiness of both the debtor of first recourse (the RE) and the CP will deteriorate concurrently, exposing the CB holders to higher risk. DBRS considers that, when the host sovereign concentration is material, it can very rarely (if at all) be expected that the CB be rated over three notches above the host sovereign rating. However, it is possible that a higher rating could be achieved by disregarding the assets concentrated in the host sovereign. Furthermore, when the RE is an entity whose primary business focuses solely on the region where the assets are located, DBRS reflects any additional risks and constraints to the rating.

SOVEREIGN STRESS

A sovereign downgrade may impact factors considered in a CB rating, resulting in ratings changes to the CBs:

1. CBAP: The RE-SUR and the COR (where applicable) consider the operating environment of a banking organisation (including regulatory and supervisory regime). Accordingly, a sovereign downgrade may impact the CBAP by creating a more challenging operational environment. This can lead to downgrades of CB ratings. Moreover, the notching approach of the COR contemplates that the COR can surpass the sovereign rating by a maximum of two notches in certain cases, provided there is no systemic banking crisis, as that would likely put downward pressure on the CBAP.

2. LSF Assessment: The LSF assessment expresses the likelihood of a smooth transition from the issuer or RE to the CP as a source of payments on the CB. A downgrade of the domicile sovereign may affect the LSF assessment associated with a given programme and therefore cause its downgrade. In the case of a CP composed of sovereign exposures, a downgrade of the domicile sovereign may affect the LSF assessment as DBRS assesses less favourably exposures to lower-rated sovereigns. In certain circumstances, a downgrade of the host sovereign may also affect the LSF assessment.

3. CP Credit Assessment: A downgrade of the domicile sovereign may cause a deterioration of the CP assets. It can also trigger greater volatility in the financial markets and result in DBRS factoring in higher levels of market value spreads into its cash flow analysis. This would in turn increase the pass-OC level for a given rating scenario. DBRS may then downgrade the CB even if the level of OC to which DBRS can give credit is unchanged, but it is now lower than the new pass-OC level.

4. CP Support: A downgrade of the domicile sovereign may affect the notching granted above the LSF-L.

5. Sovereign Rating: For Public Sector CBs, when 20% or more of the CP consists of PSE concentrated in the host sovereign, a downgrade of the host sovereign may cause the CBs' rating to be downgraded.

DBRS LSF MATRICES

DBRS considers the PD of a CB to derive from the joint probability that both the RE and CP become unable to fulfil the transaction's payment obligations, assuming that there is usually a correlation between the two instances. Separately, DBRS assumes a non-zero probability that the CB will not receive the full benefit of the cash flows from the CP rapidly enough to avert a CB default. Five LSF categories are assigned so that the probability of not receiving the CP's full benefit increases as the LSF weakens.

Accordingly, DBRS has generated five LSF matrices for each of the LSF grades with a fixed assumption of a CB with a five-year weighted-average life (WAL). The output of the DBRS matrixes (or the LSF-L) points to the rating level for each one of the CBAP and CP credit assessment levels for a given LSF assessment. The LSF-L doesn't reflect the prospect for high recoveries for the CP following a potential default of the CB, which may provide up to an additional two notches uplift to the LSF-L.

COUNTERPARTY RISK

DBRS generally applies the same counterparty criteria to European CBs as stated under Legal Criteria for European Structured Finance Transactions (counterparty criteria) and Derivative Criteria for European Structured Finance Transactions (derivative criteria). Noticeable differences that reflect the nature of the product are detailed in this methodology.

COVERED BONDS SURVEILLANCE

Once DBRS assigns a CB rating, the surveillance process begins and is continued for as long as the rating is maintained, via a periodic review and more frequent monitoring.

In cases where ongoing information is no longer deemed reliable or of sufficient quality, and DBRS is unable to properly monitor the transaction, DBRS may discontinue the existing rating(s).

RELATED RESEARCH

- > "Rating and Monitoring Covered Bonds", June 2019.
<https://www.dbrs.com/research/347574/rating-and-monitoring-covered-bonds>.
- > "DBRS's Assessment of Jurisdictions for Which Covered Bonds are Systemically Important", June 2019.
<https://www.dbrs.com/research/347573/dbrss-assessment-of-jurisdictions-for-which-covered-bonds-are-systemically-important>.
- > "Rating and Monitoring Covered Bonds Addendum: Market Value Spreads", June 2019.
<https://www.dbrs.com/research/347575/rating-and-monitoring-covered-bonds-addendum-market-value-spreads>.
- > "Derivative Criteria for European Structured Finance Transactions", October 2018.
<https://www.dbrs.com/research/333999/derivative-criteria-for-european-structured-finance-transactions>.
- > "Derivative Criteria for Canadian Structured Finance Transactions", October 2018.
<https://www.dbrs.com/research/330022/derivatives-criteria-for-canadian-structured-finance>.
- > "Legal Criteria for European Structured Finance Transactions". September 2018.
<https://www.dbrs.com/research/332604/legal-criteria-for-european-structured-finance-transactions>.
- > "Legal Criteria for Canadian Structured Finance Transactions". July 2018.
<https://www.dbrs.com/research/329914/legal-criteria-for-canadian-structured-finance>.
- > Modelling Assumptions for Portfolios of Public Sector Exposures". August 2018.
<https://www.dbrs.com/research/331833/modelling-assumptions-for-portfolios-of-public-sector-exposures>.
- > Canadian legislation
- > Commentary: "Greek Covered Bonds: Legal and Structuring Framework Review". July 2017.
<https://www.dbrs.com/research/313634/greek-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "UK Covered Bonds: Legal and Structuring Framework Review". March 2017.
<https://www.dbrs.com/research/307845/uk-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Dutch Covered Bonds: Legal and Structuring Framework Review". March 2017.
<https://www.dbrs.com/research/307083/dutch-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Danish Covered Bonds: Legal and Structuring Framework Review". September 2016.
<https://www.dbrs.com/research/299290/danish-covered-bonds-legal-and-structuring-framework-review>.

- > Commentary: "Swedish Covered Bonds: Legal and Structuring Framework Review". July 2016.
<https://www.dbrs.com/research/296730/swedish-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "German Covered Bonds: Legal and Structuring Framework Review". April 2016.
<https://www.dbrs.com/research/293123/german-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Austrian Covered Bonds: Legal and Structuring Framework Review". October 2015.
<https://www.dbrs.com/research/285343/austrian-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Belgian Covered Bonds: Legal and Structuring Framework Review". May 2015.
<https://www.dbrs.com/research/279970/belgian-covered-bonds-legal-and-structuring-framework>.
- > Commentary: "French Covered Bonds: Legal and Structuring Framework Review". March 2015.
<https://www.dbrs.com/research/277383/french-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Irish Covered Bonds Legal and Structuring Framework". December 2014.
<https://www.dbrs.com/research/275028/irish-covered-bonds-legal-and-structuring-framework>.
- > Commentary: "Portuguese Covered Bonds: Legal and Structuring Framework Review".
December 2014.
<https://www.dbrs.com/research/275026/portuguese-covered-bonds-legal-and-structuring-framework-review>.
- > Commentary: "Italian Obbligazioni Bancarie Garantite Legal and Structuring Framework".
December 2014.
<https://www.dbrs.com/research/275023/italian-obbligazioni-bancarie-garantite-legal-and-structuring-framework>.
- > Commentary: "Spanish Mortgage Covered Bonds: Legal and Structuring Framework Review".
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<https://www.dbrs.com/research/275018/spanish-mortgage-covered-bonds-legal-and-structuring-framework-review>.

> FIGURE 1: ADEQUATE LSF

		COVER POOL CREDIT ASSESSMENT											
		AAA	AA (high)	AA	AA (low)	A (high)	A	A (low)	BBB (high)	BBB	BBB (low)	BB (high)	BB
COVERED BOND ATTACHMENT POINT	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AAA
	AA (high)	AAA	AAA	AAA	AAA	AAA	AAA	AAA	AA (high)	AA (high)	AA (high)	AA (high)	AA (high)
	AA	AAA	AAA	AAA	AAA	AAA	AAA	AA (high)	AA	AA	AA	AA	AA
	AA (low)	AAA	AAA	AAA	AAA	AA (high)	AA (high)	AA	AA	AA (low)	AA (low)	AA (low)	AA (low)
	A (high)	AAA	AA (high)	AA (high)	AA (high)	AA	AA	AA	AA (low)	AA (low)	A (high)	A (high)	A (high)
	A	AA (high)	AA (high)	AA (high)	AA	AA	AA	AA (low)	AA (low)	AA (low)	A (high)	A	A
	A (low)	AA	AA	AA	AA (low)	AA (low)	AA (low)	A (high)	A (high)	A (high)	A	A (low)	A (low)
	BBB (high)	AA (low)	AA (low)	A (high)	A (high)	A (high)	A (high)	A	A	A (low)	A (low)	A (low)	BBB (high)
	BBB	AA (low)	A (high)	A (high)	A (high)	A	A	A	A (low)	A (low)	A (low)	BBB (high)	BBB (high)
	BBB (low)	A (high)	A (high)	A	A	A	A	A (low)	A (low)	A (low)	A (low)	BBB (high)	BBB (high)
	BB (high)	A (low)	A (low)	A (low)	A (low)	A (low)	BBB (high)	BBB (high)	BBB (high)	BBB	BBB	BBB (low)	BBB (low)
	BB	A (low)	A (low)	A (low)	BBB (high)	BBB (high)	BBB (high)	BBB (high)	BBB	BBB	BBB (low)	BBB (low)	BBB (low)
	BB (low)	BBB (high)	BBB (high)	BBB (high)	BBB (high)	BBB (high)	BBB	BBB	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BB (high)
	B (high)	BBB	BBB	BBB	BBB	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BB (high)	BB (high)
	B	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BB (high)	BB (high)	BB (high)	BB (high)
	B (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BBB (low)	BB (high)	BB (high)	BB (high)	BB (high)	BB	BB
	CCC (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB	BB	BB (low)	BB (low)
	CCC	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB (high)	BB	BB	BB	BB (low)	BB (low)
CCC (low)	BB	BB	BB	BB	BB	BB (low)	BB (low)	BB (low)	BB (low)	BB (low)	B (high)	B (high)	

Source: DBRS

4.3 FITCH RATINGS COVERED BOND RATING METHODOLOGY

By Carmen Muñoz and H el ene Heberlein, Fitch Ratings

INTRODUCTION

This is a summary of Fitch Rating’s methodology for assigning and monitoring credit ratings for covered bond obligations globally. The complete Covered Bonds Rating Criteria is available at www.fitchratings.com.

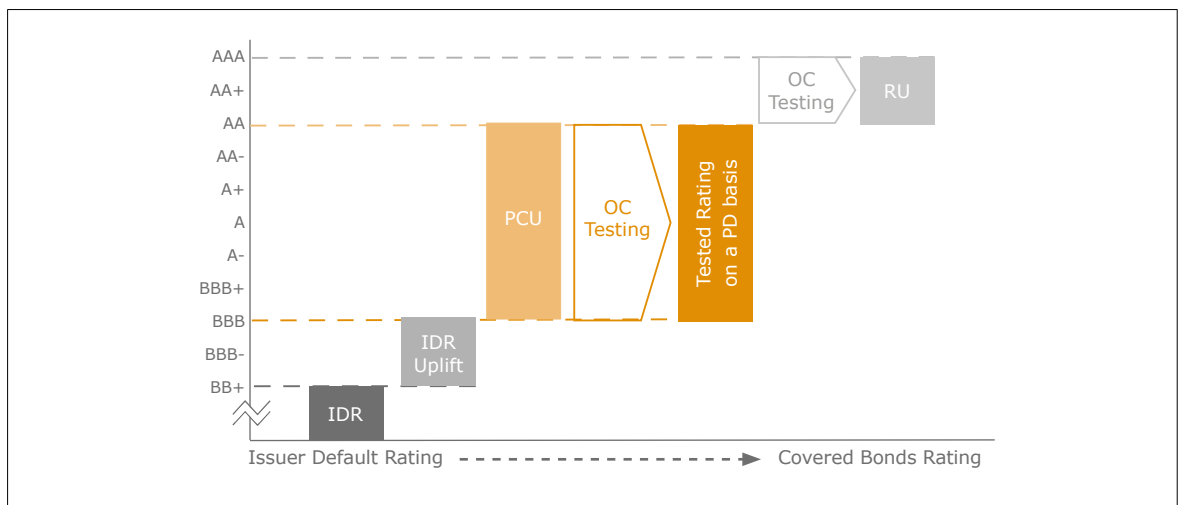
Fitch’s Covered Bonds Rating Criteria focuses on the dual recourse nature of covered bonds; to a financial institution and to a pool of assets that can change over time. Our covered bond ratings address the bonds’ probability of default (PD), and following their hypothetical default, recoveries from the cover pool. Covered bonds have a privileged position over an issuer’s senior debt in a resolution scenario and, in the event of an issuer default, collateral may allow for ongoing covered bond payments, as well as for recoveries from the cover pool. As such, they can be rated above an issuing bank’s Long-Term Issuer Default Rating (IDR), which generally represents the default risk of senior unsecured debt to third-party, non-government creditors.

The main steps to the covered bond rating consist of:

1. **Determining the maximum achievable covered bond rating;**
2. **Stress-testing overcollateralisation (OC) – to determine the rating level compatible with the OC relied upon by Fitch in its analysis.**

As illustrated in the next graph, Fitch’s covered bond ratings can exceed the Long-Term IDR of an issuing bank by a total number of notches corresponding to the sum of the IDR uplift, the Payment Continuity Uplift (PCU) and the recovery uplift applicable to the programme. However, the actual covered bond rating may be lower, at a rating level corresponding to the stress scenario that can be withstood, taking into account the OC level that Fitch gives credit to in its analysis. The IDR, adjusted by the applicable IDR uplift, constitutes a floor for the covered bond rating.

> FIGURE 1: FITCH COVERED BOND RATING STEPS



IDR: Issuer Default Rating; PCU: Payment Continuity Uplift; OC: Overcollateralisation; PD: Probability of Default; RU: Recovery Uplift

Source: Fitch Ratings

Fitch does not always run models when assigning or monitoring covered bonds credit ratings. For example, if an issuer has an IDR of 'AA-', Fitch can assign a covered bond rating of 'AAA' without specific modelling if the programme's characteristics, including maintenance of minimum legal OC, support an IDR uplift of two notches and a recovery uplift of one notch. In this case, the agency will not test cash flows for timely payment nor establish the cover pool's credit loss.

Similarly, if there is ample OC buffer above thresholds established in our Covered Bonds Rating Criteria, we may refrain from running the asset and/or the cash flow model. This depends on further conditions, including no material change to the cover pool composition, origination practices, assets and liabilities profile, the issuer rating, the relevant sovereign rating or our applicable criteria assumptions. In these cases, previous results of Fitch's asset and/or cash flows modelling would be carried forward at future rating reviews.

STEP 1: DETERMINING THE MAXIMUM ACHIEVABLE COVERED BOND RATING

Issuer Default Rating

The bank's Long-Term IDR is the starting point of the covered bond rating analysis, because covered bonds are a full recourse debt instrument. This means that, as long as the issuer is solvent, it will pay covered bond obligations when due pari passu with its senior liabilities, irrespective of the performance of the cover assets. This linkage between the bank's Long-Term IDR and its covered bond rating is also attributable to issuers' capacity to make decisions regarding cover pool composition, asset and liability mismatches, and maintenance of OC.

IDR Uplift

The IDR uplift of up to two notches applies to programmes issuing bonds from jurisdictions with a bank resolution regime, which includes a bail-in tool for senior liabilities, from which fully collateralised covered bonds or secured debt are exempt. It reflects this favourable position of covered bonds over senior debt in a resolution scenario and applies where Fitch believes payments will continue being made without recourse to the cover pool even if the issuer has defaulted on its senior debt. If relevant to our analysis, the risk of undercollateralisation at the point of resolution must be sufficiently low.

The degree of IDR uplift depends on the following considerations.

> FIGURE 2: IDR UPLIFT PER TYPE OF ISSUER

IDR Uplift	Type of Issuers
Two notches	<ul style="list-style-type: none"> > Institutions whose Long-Term IDR or reference IDR is driven by their Viability Rating (VR) or whose Long-Term IDR is above their VR due to sufficient junior debt buffers or other buffers available at a holding company level. > Institutions with a support-driven Long-Term IDR or reference IDR, provided that the parent's Long-Term IDR is not support-driven and that the entity is operationally integrated with a parent bank (in which case either a common VR or no VR is assigned) and located in the same jurisdiction as the parent. > Institutions whose Long-Term IDR is based on their participation/integration in a mutual support scheme.
One notch	<ul style="list-style-type: none"> > Other institutions with a support-driven Long-Term IDR or reference IDR, whether due to institutional or sovereign support. These include subsidiaries with lower VRs than the parent's, subsidiaries whose parent has a support-driven IDR, subsidiaries located in a different jurisdiction than the parent and subsidiaries not operationally integrated into a parent bank.
Zero notch	<ul style="list-style-type: none"> > Specialised mortgage or public sector lenders that form part of a broader banking group and are not operationally integrated with the parent.

Source: Fitch Ratings, Fitch Solutions

Payment Continuity Uplift

Fitch considers that, once the recourse to the cover pool has been enforced, covered bond payments may continue to be met without any interruption, provided that there are satisfactory liquidity protection mechanisms in place. We view liquidity as the main driver of the smooth transition from the issuer to the cover pool as the source of covered bonds interest and principal payments and, hence, normally the main determinant of the PCU, unless other risks constitute a greater threat to payment continuity

The degree of protection against payment interruption risk on bond payments is expressed via the PCU assessed by Fitch to a covered bond, which conveys the maximum number of notches above the bank's Long-Term IDR, as adjusted by the IDR uplift, that the covered bond rating can achieve on a PD basis. PCUs range from zero to eight notches. Fitch discloses the rating scenario corresponding to the expectation of timely payment on covered bonds as the "tested rating on a PD basis".

Fitch has established the following standard maximum PCUs based on the degree of liquidity protection provided through legal requirement or contractual provisions.

> FIGURE 3: STANDARD PAYMENT CONTINUITY UPLIFT

Maximum PCU in notches	Effective liquidity protection for principal payments	Programme types
8	Maturity date extends beyond the longest maturing asset in the cover pool	Pass-through programmes
6	At least 12 months	Mortgage and public sector programmes predominantly exposed to developed banking markets (b)
5	At least six months	Public sector programmes predominantly exposed to developed banking markets (b)
4	At least nine months	Mortgage programmes predominantly exposed to developed banking markets (b)
3(a)	At least six months	Mortgage programmes predominantly exposed to developed banking markets (b)
0	No protection	Any programme exposed to maturity mismatches

(a) Notwithstanding the maximum PCU indicated in this table, German mortgage Pfandbriefe attract a PCU of up to four notches based on their mandatory 180-day liquidity provision, as Fitch gives credit to the larger range of refinancing options offered for cover pools eligible to such Pfandbriefe

(b) For the purpose of the Payment Continuity Uplift, developed banking markets are defined as countries where banking plays a fundamental role in channelling funds to the domestic economy and where several non-foreign-owned lenders are active, facilitating potential portfolio transfers/sales

Source: Fitch

In addition to principal payment protection as described above, Fitch expects some protection for timely interest payment to grant a PCU above zero notches. PCUs in the range of four to eight notches are associated with protection for interest payments, or swap payments and senior expenses as applicable, due over the next three months. For the purpose of payment interruption risk, exposure against counterparties not mitigated in accordance with Fitch's Structured Finance and Covered Bonds Counterparty Rating Criteria is assessed based on materiality for the rating and may lead to a lower PCU than would have been achievable if criteria were fully met. Payment continuity can also be negatively influenced by asset segregation and systemic or cover-pool-specific alternative management. If Fitch views that these risks could undermine a smooth transition from the issuer to the cover pool as a source of bond payments, it could grant a lower PCU than indicated above, depending on the materiality of the deficiency.

- > **Asset segregation:** Fitch analyses the strength of the asset segregation mechanism. It considers whether OC is beyond the reach of other creditors until all covered bonds have been repaid in full. Other identified risks relate to the potential claw back of cover pool assets, commingling with the issuer's other cash flows and borrower set-off rights.
- > **Systemic alternative management:** The agency studies the legal and/or contractual provisions for replacing an insolvent institution as manager of the covered bonds and servicer of the cover assets. The timing of the appointment of a substitute manager or administrator is considered, as well as the scope of their responsibilities — whether exclusively focused on the interests of the covered bond holders or also encompassing other creditors, and if the alternative manager has all powers and means to take the necessary actions.
- > **Cover-pool specific alternative management:** The cover pool-specific assessment focuses on the transferability of relevant data and IT systems to an alternative manager and buyer. Fitch evaluates the quality and quantity of data provided to the agency, whether cover assets, debtors' accounts and privileged swaps can be clearly identified within the issuing bank's IT systems, whether third-party rather than custom-made IT systems are used, the degree of automation and speed of cover pool reporting, as well as recordkeeping standards on cover assets documentation. Wind-down programmes may attract a worse assessment.

Recovery Uplift

Should covered bonds default, they may still benefit from high recoveries from the cover pool. Fitch recognises this through a potential uplift above the covered bonds' tested rating on a PD basis.

> FIGURE 4: RECOVERY UPLIFT – NOTCHES ABOVE COVERED BONDS' TESTED RATING ON A PD BASIS

Recovery prospects	Investment grade	Non-investment grade
Outstanding	+2	+3
Superior	+1	+2
Good	+1	+1
Average	0	0

Source: Fitch

Fitch expects that fully collateralised programmes secured by standard assets such as mortgage loans and public sector exposures should be capable of generating at least a good level of recoveries (above half of the principal value) and will be eligible for a one-notch recovery uplift in all rating scenarios. Programmes where OC given credit to by Fitch in its analysis roughly offsets stressed credit loss levels implied by the agency's asset model output (see Credit Loss below) are expected to experience outstanding recoveries. In these circumstances they will be eligible for Fitch's maximum recovery uplift (two notches if the tested rating on a PD basis is investment grade, three notches if it is non-investment grade). The cover pool's credit loss is stressed in a rating scenario corresponding to the level of the assigned covered bond rating, i.e. two (or three) notches above the tested rating on a PD basis.

The assessed recovery uplift is limited to one notch if Fitch identifies material downside risks to recovery expectations, for example, due to foreign-exchange (FX) risk. This could apply to some hedged programmes where foreign-currency covered bonds secured by assets in a domestic currency are swapped into the domestic currency until their maturity. In this case, Fitch does not stress FX rates when testing cash flows for timely payment. However, upon a default of the covered bonds, Fitch assumes such hedging arrangements in place to terminate. Therefore, in a recovery analysis, if the cover assets have a longer weighted average life (WAL) than the covered bonds, in a devaluation scenario the longer-dated domestic currency cash flows would be detrimental to recoveries on the foreign currency-denominated covered bonds assumed to be in default.

STEP 2: STRESS TESTING OC

Fitch's cash flow model is used to determine the level of OC that in Fitch's view supports timely payment in a given stress scenario above the Long-Term IDR, adjusted by the IDR uplift. It compares stressed incoming cash flows with payments due on covered bonds. It assumes that the cover pool becomes static under the care of a third-party manager at a simulated date, following the hypothetical transition from the issuer to the cover pool as the source of payments of the covered bonds. Cash flows due after this date are modelled to be trapped in an account if not used to meet covered bond interest or principal payments. Stresses applied include credit losses, prepayments and fees for the servicing/management of the assets, refinancing spreads and negative carry-cost assumptions as well as adverse variations of interest and FX rates (if applicable). Asset and liability cash flows are considered after swaps, provided that they are privileged obligations and contracted with eligible counterparties

OC between cover assets and covered bonds, which can be expressed as an asset percentage (AP), is the main source of credit enhancement. Fitch determines the level of OC or AP relied upon and compares it with the breakeven OC or AP for a given rating, based on a combination of tested rating on a PD basis and credit for recoveries given default. No cash flows modelling is conducted if the covered bonds rating is above the IDR adjusted by the IDR uplift solely based on recovery expectations. Nevertheless, in this case, OC is tested to determine the recovery uplift.

Two major sources of risk are assessed when testing cash flows for timely payment: the credit risk of the cover pool inferred from the assets' default probabilities and recovery expectations (credit loss); and the cost of bridging maturity, interest rate and FX mismatches between the cover assets and the covered bonds (loss arising from assets and liabilities mismatches or ALM Loss). The OC corresponding to the tested rating on a PD basis results from the sum of the ALM loss and credit loss in the most stressful scenario tested, considering all quarters where the switch to the cover pool is modelled.

If the programme is exposed to cash flows in foreign currencies without a hedge, the agency will apply stresses published in "Fitch's Foreign-Currency Stress Assumptions for Residual Foreign-Exchange Exposures in Covered Bonds and Structured Finance – Excel File", or disclosed in programme-specific rating communication; provided the agency believes that the open exposure represents a residual risk. The definition of what constitutes a residual risk and the treatment of FX exposures not viewed as residual is in Appendix 5 of Fitch Covered Bonds Rating Criteria.

The components of Fitch's breakeven OC corresponding to a tested rating on a PD basis above the IDR adjusted by the IDR uplift are as follows:

- > **ALM Loss:** This component combines two main aspects: first addressing the impact of interest-rate and FX movements on the net present value (NPV) of assets and liabilities. The second addresses the impact of maturity mismatches between the cover assets and the liabilities. This simulates asset sales or refinancing to meet covered bonds maturities in the event of cash shortfall and calculates the cost of such sales via the application of a spread above the interest rate curve. Conversely, in the event of excess cash, it applies a negative carry margin to funds held until they are needed to pay interest or principal on covered bonds. Also, the ALM loss incorporates the effect of programme features such as pro-rata asset sale clause, pass-through redemption, and amortisation test.
- > **Credit Loss:** The credit risk of cover pools is analysed in line with asset-specific covered bond or relevant structured finance criteria. This component represents the lifetime credit losses on the cover assets simulated by the agency in a stress scenario. It is derived from the weighted average default rate and weighted average recovery rate.

Fitch's Refinancing Spread Levels (RSL), which are found in the Covered Bonds Rating Criteria (Appendix 4), are applied on top of Fitch's stressed interest rate to discount cash flows of the cover assets. The RSL is meant to cover mainly the liquidity cost and profit margin. Fitch applies a unified approach to determine public sector and mortgage RSLs. It is based on the analysis of through-the-cycle observed spreads of sovereign bonds (defined as sovereign bonds' yields over swap rates). It is also based on the assessment of other key liquidity measures of sovereign bonds, such as reserve currency flexibility and sovereign debt outstanding.

RELATIONSHIP BETWEEN OC AND RATING

The breakeven OC (or AP) for a given rating is compared with the level of OC (or AP) that Fitch relies upon and that may be lower (or higher in the case of AP) than the percentage available as of the last reporting date. The agency will give credit to one the following in its cash flow analysis:

- > Legal and contractual commitments, if legally binding and enforceable against the issuer;
- > Non-contractual public statements and/or covenants – such as undertakings given in the programme's investor reports including AP used in the ACT, the bank's annual reports or published on the investor relations section of the issuer's website;
- > The lowest level of OC (highest AP) recorded during the preceding 12 months, provided that the issuer's Short-Term IDR is at least at 'F2' and the programme is not in wind-down.

Fitch will assess the reliability and sustainability of the OC or the AP. Furthermore, we may use another OC (or AP) benchmark where OC or AP levels over the past 12 months are not considered to be consistent with their current levels or indicative of expected levels. This may be based on Fitch's projection and will be disclosed in our rating communications. For issuers with a Short-Term IDR below 'F2', or for programmes Fitch considers to be in wind-down, only the minimum level of OC required by the relevant covered bond legal framework (or maximum legal/contractual AP) will be credited in the absence of valid contractual or otherwise public statements.

COVERED BONDS SURVEILLANCE

Fitch publishes individual surveillance workbooks for covered bond programmes and multi-issuer of cédulas hipotecarias (MICH) transactions on a quarterly basis. They gather in one document the list of information specified by the European Central Bank (ECB) in its guidelines on the implementation of the Eurosystem monetary policy framework (ECB/2016/31).

Specifically, the covered bonds files display the main analytical steps (the IDR, the IDR uplift, the PCU, recovery uplift) as well as the breakeven OC or AP for the assigned covered bonds rating and the level of OC or AP relied upon by Fitch in its analysis. In addition, they contain key information on the cover pool composition and assets and liabilities mismatches, non-confidential records of counterparties and the inventory of outstanding publicly rated bonds. The MICH surveillance publication template includes the key assets and liabilities characteristics for the cédulas hipotecarias of each bank participating in a given transaction, as well as the key assets and liabilities characteristics of the securitisation itself.

Each surveillance file for a given covered bond programme or MICH transaction can be accessed from the issuing entity's page on www.fitchconnect.com, under the Covered Bonds File tab.

Fitch Ratings' Main Criteria Applicable to Covered Bonds

- > Covered Bonds Rating Criteria (24 July 2019)
- > Fitch's Foreign-Currency Stress Assumptions for Residual Foreign-Exchange Exposures in Covered Bonds and Structured Finance – Excel File (24 July 2019)
- > Structured Finance and Covered Bonds Counterparty Rating Criteria (18 April 2019)
- > Structured Finance and Covered Bonds Counterparty Rating Criteria: Derivative Addendum (18 April 2019)
- > Structured Finance and Covered Bonds Interest Rate Stresses Rating Criteria (27 June 2019)
- > Fitch's Interest Rate Stress Assumptions for Structured Finance and Covered Bonds (8 March 2019)
- > Structured Finance and Covered Bonds Country Risk Rating Criteria (23 October 2018)
- > Covered Bonds and CDOs of Public Entities' Asset Analysis Rating Criteria (9 November 2018)

4.4 MOODY'S COVERED BOND RATING METHODOLOGY

By Jane Soldera, Nicholas Lindstrom and Juan Pablo Soriano, Moody's Investors Service

This chapter presents a high-level summary of certain aspects of the covered bond methodology currently used by Moody's Investors Service. For a full explanation of the methodology, please refer to "Moody's Approach to Rating Covered Bonds", 4 February 2019, available at www.moody.com.

OVERVIEW

We determine our rating for a covered bond by applying a two-step process:

- > Moody's Expected Loss Covered Bond Model (*EL model*): Our EL model provides an initial rating based on a largely quantitative calculation of expected loss, taking into account (1) the probability (the *CB anchor*) that the issuer will cease making payments on the covered bonds (a *CB anchor event*) and (2) the estimated value of the cover pool should the issuer cease to make payments on the covered bonds.
- > Timely Payment Indicator (*TPI*) Framework: We then refine the maximum potential rating that the EL model produces to account for certain risks arising on the occurrence of a CB anchor event, particularly refinancing risk. We use our TPI framework to limit the maximum rating that covered bonds may achieve over and above the CB anchor, so that the final covered bond rating may be lower than the rating output of the EL model.

Ratings are assigned by a rating committee. The final covered bond rating is typically the lower of (i) the rating output of the EL model and (ii) if applicable, the maximum rating permitted under the TPI framework.

However, the rating committee may assign a lower rating due to other credit-relevant features. For example, ratings are subject to sovereign risk considerations, and thus are limited by the sovereign ceiling¹, and are also subject to legal risk considerations, such as the risk of comingling of funds on issuer default or claw-back of cover pool loans by the issuer's insolvency estate.

MOODY'S EXPECTED LOSS (EL) MODEL

The EL model assumes that covered bondholders have recourse, first, to the issuer and, second, to the cover pool. The model calculates the expected loss as a function of (1) the probability the issuer will default, giving rise to a CB anchor event; and (2) after a CB anchor event, the losses (if any) incurred on the cover pool.

Following a CB anchor event, we will determine the level of losses on the cover pool by assuming a stressed environment where, most likely, the bank that originated the cover pool assets has failed. The key factors that we assume will influence losses on the cover pool include:

- > The credit quality of the assets in the cover pool;
- > Refinancing risk, that arises when funds need to be raised to refinance the cover pool following a CB anchor event; and
- > Any interest rate and currency mismatch risks that the cover pool is exposed to following a CB anchor event.

Our EL model calculates expected loss on a month-by-month basis, from the issue of a covered bond through to its final maturity. For each monthly period, the model calculates the probability of a CB anchor event, taking into account (1) the issuer's credit strength, based on the CB anchor, and (2) the estimated loss on the collateral (if any) assuming the issuer has ceased making payments on the covered bonds. The results are then summed and discounted back to a net present value to give the overall expected loss on the covered bond.

¹ See "Assessing the Impact of Sovereign Credit Quality on Other Ratings", 20 June 2019 at www.moody.com.

MOODY'S EL MODEL

The main factors that contribute to our EL model are:

1. Prior to a CB anchor event, the credit strength of the issuer; and
2. After a CB anchor event, the value of the cover, comprising:
 - a. Credit quality of the cover pool
 - b. Refinancing of the cover pool; and
 - c. Interest-rate and currency mismatches in the cover pool.

We look at each of these factors in more detail below.

Other factors we may take into account in our EL model, where relevant, include legal risks and the value of any over-collateralisation.

MOODY'S EL MODEL – CREDIT STRENGTH OF THE ISSUER

CB anchor is based on the issuer's credit strength. Before issuer default, the issuer's credit strength will be the most important influence on the covered bond programme's performance. We assume that as long as the issuer is performing its obligations under the covered bonds there should be no loss to covered bondholders. Therefore our CB anchor is a measure of the risk that the issuer will cease performing its covered bond obligations. We typically base the CB anchor on the issuer's counterparty risk (CR) assessment². For the majority of covered bonds in Europe, the CB anchor is the CR assessment plus one notch.

CR assessment measures whether the issuer will continue to pay on covered bonds. When a bank is in resolution³, certain of its key payment obligations are likely to be honoured even while losses are imposed on unsecured debt, senior or otherwise, or junior deposits. The CR assessment measures the probability of default on those key payment obligations, taking into account the effect of resolution and tools available under resolution procedures. For European covered bonds, we typically position the CB anchor at the CR assessment plus one notch, and may do so elsewhere if the legal / regulatory framework means authorities are particularly likely to take steps to support covered bonds. In the majority of other cases, the CB anchor is at the same level as the CR assessment.

In exceptional cases we may decline to incorporate a notch of uplift to the CR assessment of a European covered bond, or we may reduce the CB anchor below the CR assessment (or use a different measure instead of the CR assessment). For example, we may make this kind of adjustment if the covered bond does not fall under a recognised legal regime, or if the covered bond collateral is of low quality and/or insufficient.

Other issuer benefits for covered bonds. Our EL model also takes into account various issuer and issuer group-related benefits in addition to the issuer's CB anchor. For instance,

1. Following a CB anchor event covered bondholders may have a senior unsecured claim on the issuer that may improve recoveries.
2. The issuer will normally actively manage the cover pool to the benefit of the covered bondholders: this may include replacing defaulted assets with performing assets, or replacing high loan-to-value (LTV) loans with lower LTV loans, particularly if this is required by law. This kind of support from the issuer explains why the issuer's role is more important than that of a simple guarantor.

² For European banks the CR assessment is typically positioned at the issuer's adjusted baseline credit assessment (BCA) plus zero to three notches. For more details see the "Banks" methodology referenced at the end of this article. If the issuer has no CR assessment, we may use the CR assessment of another group entity provided it has a sufficiently robust obligation to provide financial support to the issuer.

³ In the context of the European Union we refer here to the possibility of resolution proceedings and use of the bail-in tool under the EU Bank Resolution and Recovery Directive, adopted 15 April 2014.

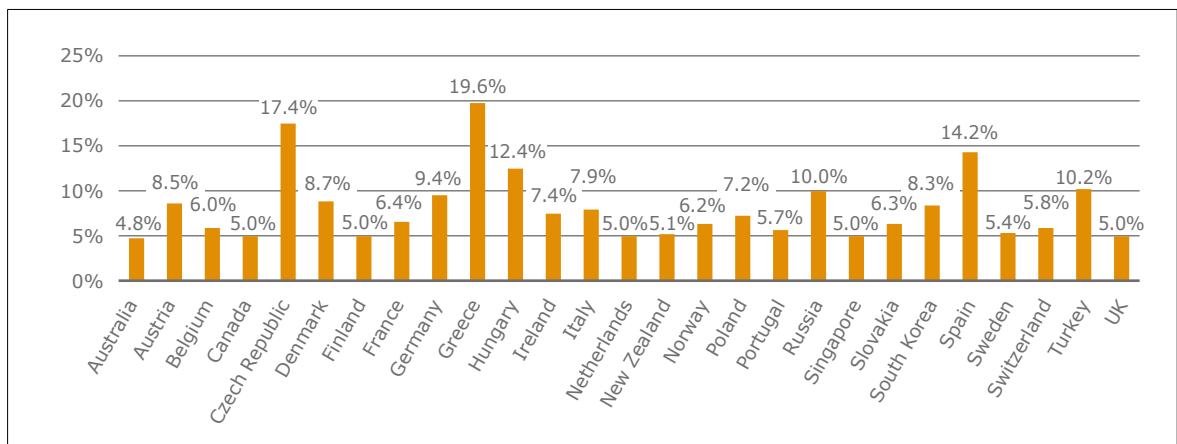
MOODY'S EL MODEL – VALUE OF THE COVER POOL AFTER A CB ANCHOR EVENT

To avoid losses on covered bonds following a CB anchor event, the realisable value of the cover pool, including any overcollateralisation, will need to be sufficient to cover the principal and interest payable on the covered bonds and any other equal or senior-ranking obligations. In our analysis, there are three key factors affecting the value of the cover pool: (1) the credit quality of the collateral; (2) refinancing of the cover pool; and (3) interest rate and currency mismatches. We describe the combined risk of refinancing the cover pool and interest rate and currency mismatches as *market risk*.

Credit quality of the cover pool

The credit quality of the cover pool is based on our estimate of borrower loan losses that will occur after a CB anchor event, in a highly stressed environment. The *collateral score* measures the actual level of loss, so that the lower the collateral score, the better the credit quality of the cover pool (see Figure 1). Factors that affect the collateral score vary, but the quality of a pool of mortgage loans will normally be affected by (1) the range and distribution of LTVs; and (2) the quality of the loan underwriting and, in particular, the calculation of whether the borrower can afford the loan. The quality of a pool of public sector loans will normally be affected by the credit strength of the public-sector borrowers and the concentration levels of the loans. The credit quality of a cover pool may vary over time, as issuers typically have discretion to add and remove assets, but we monitor this by re-calculating the collateral score for most programmes on a quarterly basis.

> FIGURE 1: SIMPLE AVERAGE COLLATERAL SCORE BY COUNTRY: MORTGAGE-BACKED COVERED BONDS



Source: Moody's, data as of Q3 2018

Refinancing of the cover pool

The assets in the cover pool will generally have a natural amortisation period that is longer than the maturity of the covered bonds. This mismatch means that, following a CB anchor event, funds may need to be raised against the cover pool to enable timely payment of principal on the covered bonds. Moody's EL model assumes that when funds must be raised against the cover pool this will be done at a discount to the notional value of the cover pool. The refinancing environment for the assets at this time is likely to be stressed and we take this into account in the level of discount we build into our credit enhancement assumptions.

The credit enhancement necessary to address refinancing risk is based on three factors:

- (1) The refinancing margin, which is the annualised discount rate necessary to sell or refinance the cover pool assets;
- (2) The portion of the cover pool exposed to refinancing risk, which we typically assume is at least 50%; and

(3) The average life of the refinancing risk, i.e., the amount of time a purchaser would have to hold the cover pool assets before they either repay or re-price. We typically assume this is at least five years.

Refinancing margins are set by reference to each jurisdiction and then adjusted for individual programmes. Factors that influence the refinancing margins in our analysis vary, but key factors include (i) on a jurisdiction level, the margins observed for covered bonds in a given market; (ii) on programme and/or jurisdiction level, the mitigants to refinancing risk; and (iii) on a programme level, the collateral quality.

Interest-rate and currency mismatches in the cover pool

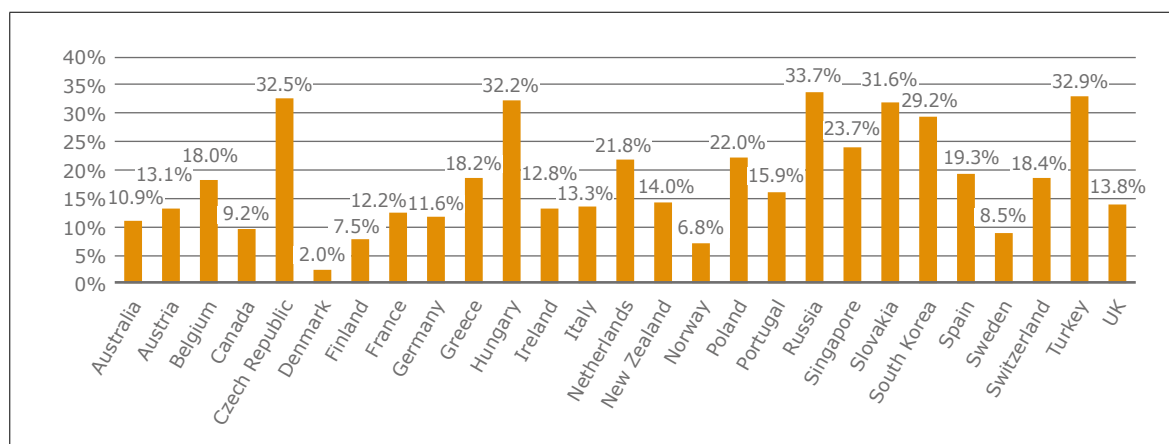
Following a CB anchor event, investors in covered bonds may be exposed to interest rate and currency mismatches. These mismatches result from different interest rates on cover pool assets and covered bonds, the duration of those rates, and the different currencies in which cover pools and covered bonds may be denominated.

Under Moody’s EL model, the potential mismatches are estimated by taking into account:

- (1) The size of the possible interest rate (or currency) movement over the relevant period, for example looking at the impact of increasing and decreasing interest rates and taking the path that leads to the harshest expected loss on the covered bonds;
- (2) The portion of the assets with interest-rate (or currency) mismatches; and
- (3) In the case of interest-rate risk, the average duration of the mismatch based on how quickly the rates or margins on the assets in the cover pool may be adjusted.

Moody’s EL model takes into account whether derivatives hedging is in place at the point of a CB anchor event and the probability of the covered bonds subsequently becoming unhedged. After a CB anchor event the transaction may become un-hedged following a default of either the swap counterparty or the issuer. We assess the risk of counterparty default by applying the principles outlined in our cross-sector methodology for assessing swap counterparties in structured finance.⁴ We assess the risk of issuer default under a swap by assuming that the risks of the issuer having insufficient cover pool proceeds to respectively pay the swap and the covered bonds will be equivalent (typically based on legal or contractual priorities). The risk of non-payment can therefore be estimated by the TPI (see next section). However, in no case do we currently assume that derivatives used to hedge interest rate and currency risk completely remove these risks from a covered bond.

> FIGURE 2: SIMPLE AVERAGE MARKET RISK BY COUNTRY: MORTGAGE-BACKED COVERED BONDS



Source: Moody’s, data as of Q3 2018

⁴ “Moody’s Approach to Assessing Counterparty Risks in Structured Finance”, 29 January 2019, available at Moodys.com.

MOODY'S TIMELY PAYMENT INDICATORS (TPIs): LINKAGE AND DELINKAGE

TPIs link the issuer, via the CB anchor, to the covered bond rating

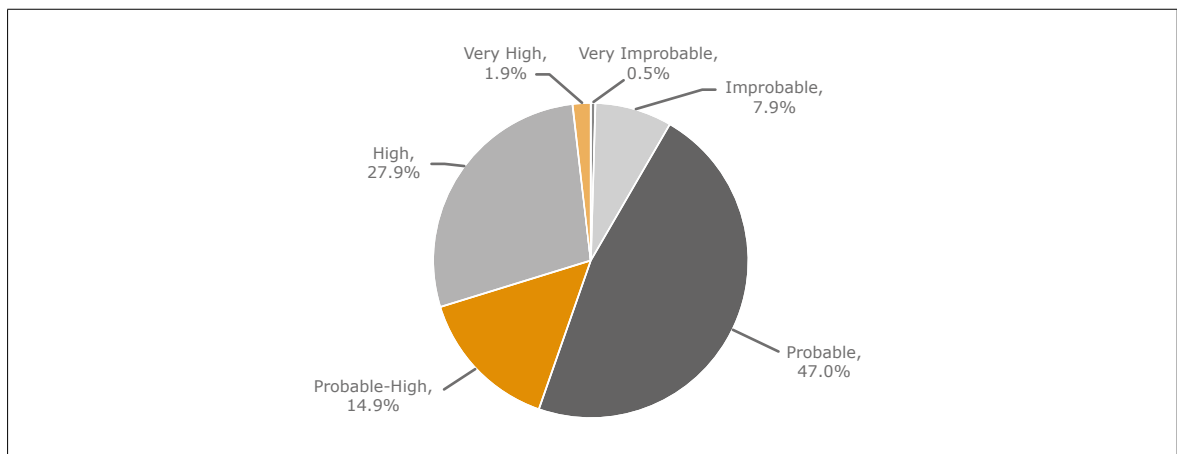
A "timely payment indicator" or "TPI" is our assessment of the likelihood of timely payment of interest and principal to covered bondholders following a CB anchor event. Following a CB anchor event, we assume the issuer can no longer make payments on the covered bonds from its general resources. Instead, we assume that the issuer will make payments to bondholders using funds deriving from, or proceeds raised against, the cover pool or that payments will follow from third-party support for the covered bond programme. TPIs are Very High, High, Probable-High, Probable, Improbable and Very Improbable.

We publish TPI tables setting out the expected maximum covered bond ratings for different CB anchor/TPI combinations (see Moody's rating methodology report referred to at the end of this chapter). We will normally determine the rating ceiling based on the TPI table. However, for some programmes the actual rating ceiling may be higher or lower, particularly if the issuer has a low investment grade rating, or is rated below investment grade.

We determine TPIs by considering the range of qualitative factors supporting timely payment. In this analysis the most important consideration – and the biggest risk to timely payment for most covered bonds – is the existence of refinancing risk. Refinancing risk is highly volatile, which is why our highest ratings cannot be maintained on covered bonds that are materially subject to refinancing risk unless the bonds are also backed by a highly-rated issuer. A key TPI factor relevant to refinancing risk is whether other market participants or the financial authorities might act to avoid default on the covered bonds despite the issuer failing. Important considerations in this regard are the strength of the covered bond market and regulatory framework. We typically look at broadly applicable aspects of TPIs at the jurisdiction level and determine a benchmark TPI for the jurisdiction and asset class, e.g. mortgage or public sector.

We may then adjust TPIs at the programme level to reflect particular features of a programme. On a programme level, factors that we consider relevant to TPI levels include (1) continuity of servicing and cash management; (2) the risk that any relevant swaps might be terminated; (3) the risk of acceleration of the covered bonds; (4) overcollateralisation levels; (5) existence of maturity extensions; and (6) the issuer's ability to change the programme (in particular to add new assets that may be more/less liquid and enter into new hedging arrangements).

> FIGURE 3: TPI DISTRIBUTION ACROSS COVERED BOND PROGRAMMES



Source: Moody's, data as of Q3 2018

TPI de-linkage

Covered bonds can be TPI “de-linked”. TPI de-linkage implies a reduced level of credit linkage between the issuer and the covered bonds that is broadly analogous to the credit linkage between a securitisation originator and senior securitisation notes. For us to consider a covered bond as TPI de-linked we would consider whether refinancing risk and the risks around the role of the issuer have been reduced sufficiently to minimise their impact on the covered bonds. For example, one method of minimising refinancing risk that we have seen is to replace a hard or soft bullet principal repayment on the bonds with a pass-through or conditional pass-through repayment from the cover pool cash-flows.

References (all available at www.moodys.com):

- > Rating Methodology – Moody’s Approach to Rating Covered Bonds; 4 February 2019
- > Rating Methodology – Banks; 1 August 2018
- > Covered bonds – Sector update, published quarterly
- > Cross Sector Rating Methodology: Local Currency Country Risk Ceiling for Bonds and Other Local Currency Obligations, 3 May 2019
- > Covered bonds – Global – 2019 Outlook – Credit quality will remain strong; 10 December 2018
- > European Covered Bond Legal Frameworks: Moody’s Legal Checklist; 9 December 2005

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4.5 S&P GLOBAL RATINGS COVERED BOND RATING METHODOLOGY

By Barbara Florian and Antonio Farina, S&P Global Ratings

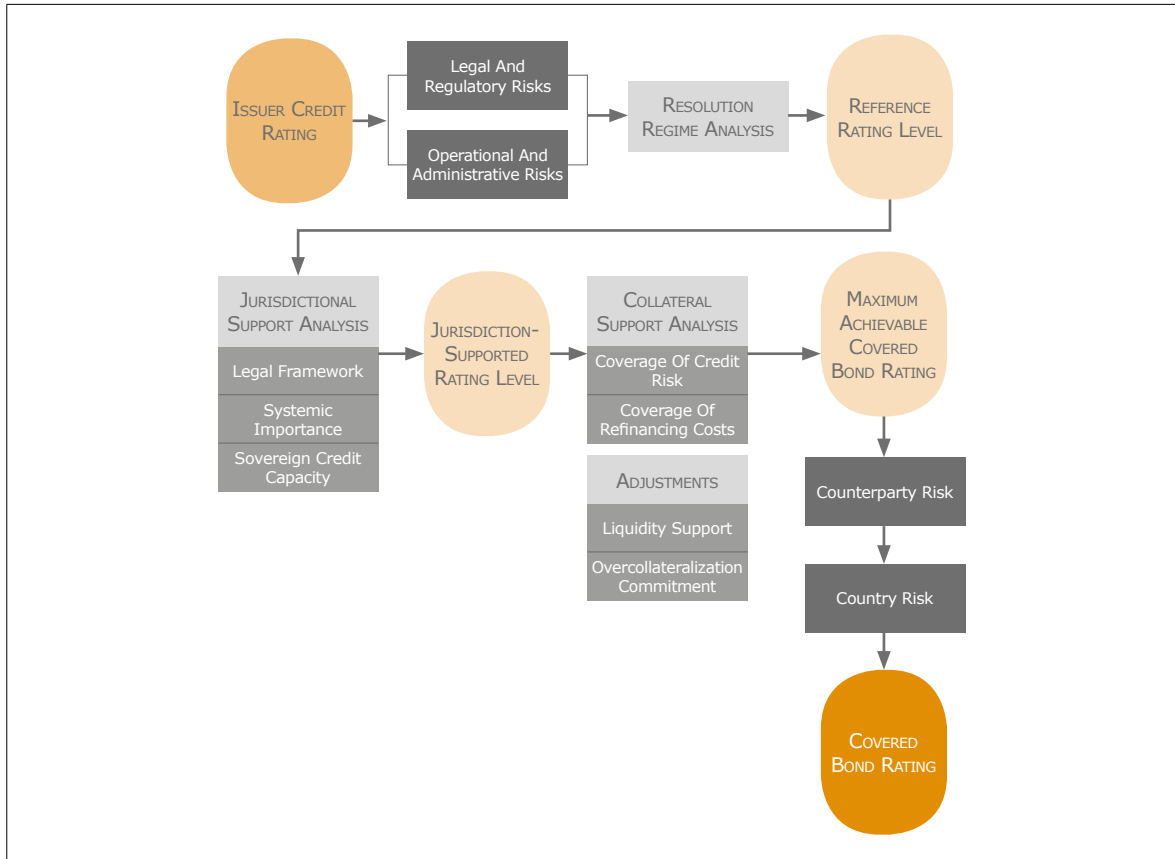
S&P Global Ratings' covered bonds rating approach is explained in the criteria "Covered Bonds Criteria," published on 9 December 2014, and "Covered Bond Ratings Framework: Methodology and Assumptions," published on 30 June 2015. These articles are available on Ratings Direct on the S&P Capital IQ platform and at www.spratings.com/coveredbonds. While this paper summarises certain covered bond criteria and rating methodologies, these articles remain S&P Global Ratings' definitive treatment of the subject.

S&P Global Ratings organises the analytical process for rating covered bonds into four stages (see Figure 1):

1. Performing an initial analysis of legal and regulatory risks and operational and administrative risks specific to the issuing bank (issuer) which contribute to our assessment of whether the covered bond programme is sufficiently "distanced" from the credit risk of the issuer so as to permit the ratings on the programme (and on the covered bonds) to be higher than the issuer's own credit rating (ICR).
2. Assessing the starting point for the analysis of the potential uplift above the ICR, based on the relevant resolution regime.
3. Determining the potential bond rating solely based on cover pool-specific factors and jurisdictional support.
4. Combining the results of the above and incorporating any additional factors, such as counterparty risk and country risk, to assign the final covered bond rating.

The outcome of S&P Global Ratings rating analysis is a rating on the covered bond programme and the bonds issued under the programme. The quarterly publication "Global Covered Bond Characteristics And Rating Summary" gives an overview on the key rating factors, including credit and cash-flow indicators of the programmes that S&P Global Ratings rates (see www.spratings.com/coveredbonds).

> FIGURE 1: COVERED BOND RATINGS FRAMEWORK



Source: S&P Global Ratings

COVERED BOND ISSUER – SPECIFIC FACTORS

We conduct our initial analysis of covered bond ratings with the primary aim of determining whether the covered bond rating may exceed the ICR. Due to the dual-recourse nature of covered bonds, the covered bond rating is typically no lower than the relevant rating on the covered bond issuer. A bank’s resolution counterparty rating (RCR), where we have assigned one, reflects its creditworthiness in reference to the timely fulfillment of the terms of certain financial obligations that may be protected from default within an applicable bail-in resolution process. For that reason, if we assess that covered bonds would be protected in such a process, the covered bond rating can also not be lower than the RCR on the issuing bank (if we have assigned one).

Legal and regulatory risks

The assessment of legal and regulatory risks focuses primarily on the degree to which a covered bond programme isolates the cover pool assets from the bankruptcy or insolvency risk of the issuer. If the asset isolation analysis concludes that covered bonds are not likely to be affected by the bankruptcy or insolvency of the issuer, then we may assign a rating to the covered bonds that is higher than the rating on the issuer.

S&P Global Ratings typically reviews the following legal aspects when assigning a rating to a covered bond programme:

- > The nature of the segregation of the assets and cash flows if the issuer becomes insolvent;
- > Whether there is any acceleration of payments to noteholders if the issuer becomes insolvent – whether payments of interest and principal will continue in accordance with the original terms of the covered bonds;
- > Whether there is any payment moratorium or forced restructuring of the programme or the covered bonds if the issuer becomes insolvent; Whether there are any limits to overcollateralisation levels, i.e., if a programme may overcollateralise its covered bonds above the minimum limit defined under the legislation or the programme documents, and whether this additional overcollateralisation is available to the covered bondholders, notwithstanding any issuer insolvency;
- > The treatment of any hedging agreements if the issuer becomes insolvent;
- > Whether the programme can access funding if the issuer becomes insolvent; and
- > The management of the cover pool both before and after the issuer becomes insolvent.

Operational and administrative risks

The analysis of operational and administrative risks focuses on individual transaction parties to assess whether they are capable of managing a covered bond programme while bonds remain outstanding.

The primary transaction party in a covered bond programme is the issuer which it is why we perform a risk analysis on its origination, underwriting, and servicing operations.

RESOLUTION REGIME ANALYSIS

Our criteria recognise that effective resolution regimes that exempt covered bonds from bail-in like the EU's Bank Recovery and Resolution Directive (BRRD) can increase the likelihood that an issuer can continue to service its covered bonds despite its own insolvency and defaulting on its senior unsecured obligations. Should an issuer become insolvent and thereupon be subject to a resolution regime that excludes covered bonds from the issuer's insolvency proceedings, our assessment of the likelihood that the issuer would still service the programme's covered bonds without receiving support from the jurisdiction or reverting to a sale of programme assets determines the reference rating level (RRL).

In countries subject to effective resolution regimes, depending on the systemic importance of the covered bond programmes to that country, our criteria provide that we may add up to two notches above the ICR. This RRL reflects our view of the increased likelihood that the issuer will service its covered bonds even if insolvent. For countries without an effective resolution regime that exempts covered bonds from bail-in, our criteria specify that we set the RRL at a level equal to the issuer's ICR.

JURISDICTIONAL SUPPORT ANALYSIS

If the issuer becomes insolvent, fails to return to being a going concern following resolution proceedings, and is unable or unwilling to service the programme, the programme administrator would turn to sources other than the issuer to meet payments due and mitigate the refinancing risk. In our opinion, jurisdictional support would likely be forthcoming in countries with a robust covered bond statutory and regulatory framework and where covered bonds play a systemically important role in government policy.

The criteria reference the support of a "jurisdiction" rather than a "government." That is because we believe support may come through direct government intervention such as from a central bank; indirect intervention such as a government's use of private-sector mechanisms to provide support; or through trustees, administrators, or other parties acting to protect covered bonds according to specific laws or other requirements.

Under S&P Global Ratings criteria, we consider the likelihood for the provision of governmental support when the cost of a failed covered bond programme to an economy and financial system would be considered greater than the cost of providing support. To assess this, we analyse: 1.) the strength of the legal framework, 2.) the

systemic importance of the covered bonds in the country, and 3.) the credit capacity of the sovereign to support the covered bonds (see Figure 2). Based on these specific factors, the criteria establish a four-point classification of jurisdictional support of “very strong,” “strong,” “moderate,” and “weak”. Depending on our assessment, the criteria provide for a potential rating uplift of up to three notches above the covered bond’s RRL. This rating uplift reflects the strength of jurisdictional support that we believe might be forthcoming.

This jurisdictional-supported rating level (JRL) is our assessment of the creditworthiness of a covered bond programme once we have taken into consideration jurisdictional support for the programme, but before giving benefit to the programme administrator’s ability to access other refinancing sources.

> FIGURE 2: ASSESSING JURISDICTIONAL SUPPORT

Assessments	Factors			Jurisdictional support uplift
	Legal framework	Systemic importance	Sovereign credit capacity	
Very Strong	Robust legal framework that establishes a minimum level of overcollateralization, and sets out a dedicated public supervision and eligibility criteria for high-quality cover pool assets. The framework rests solely on the specific covered bond legislation.	Covered bonds play a material role as a funding source for the financial system, with material economic impact.	Sovereign has sufficient financial resources to support covered bonds, not subject to third-party conditions, and its foreign currency rating is ‘BBB-’ or above.	Very strong: up to three notches of uplift above the RRL
Strong	Robust legal framework that establishes a minimum level of overcollateralization and provides eligibility criteria that allow only high-quality assets in the cover pool.	Covered bonds play an important role as a funding source for the financial system, with important economic impact.	Sovereign has sufficient financial resources to support covered bonds (subject to third-party conditions) and its foreign currency rating is ‘BBB-’ or above.	Strong: up to two notches of uplift above the RRL
Moderate	Same as for strong.	Covered bonds play a modest role as a funding source for the financial system, with modest economic impact.	Sovereign has sufficient financial resources to support covered bonds (subject or not to third-party conditions) and its foreign currency rating is ‘BB-’ or above.	Moderate: up to one notch of uplift above the RRL
Weak	Meets minimum legal provisions but does not meet all of the characteristics of a moderate legal framework.	Does not meet the characteristics of at least moderate support.	Does not meet the characteristics of at least moderate support.	Weak: no uplift above the RRL

Source: S&P Global Ratings

COLLATERAL SUPPORT ANALYSIS

We then consider to what extent overcollateralisation enhances the creditworthiness of a covered bond issuance by allowing the programme cover pool to raise funds from a broader range of investors and so address its refinancing needs. This overcollateralisation may cover the credit risk only, that is the expected losses incurred by the cover pool in a stressed scenario such as where defaults on underlying assets in the cover pool exceed assumed amounts, or such credit risk plus the refinancing costs, that is, the additional collateral required to raise funds against its assets to repay maturing covered bonds (due to the mismatch between assets and liabilities). We refer to this as “collateral-based uplift”.

Our analysis starts with the calculation under our criteria of the credit enhancement for each notch of collateral-based uplift to meet a specific rating level for the programme. This is a function of the maximum number of notches of uplift for collateral, i.e., the maximum collateral-based uplift, and the “target credit enhancement” (TCE), which is the level of overcollateralisation that is commensurate with this maximum collateral-based uplift (see Figure 3).

We then compare the required credit enhancement with the available credit enhancement to calculate the “potential collateral-based uplift”. We adjust this uplift for liquidity risk and uncommitted overcollateralisation to arrive at the maximum achievable covered bond rating.

The “maximum collateral-based uplift” for a given covered bond programme depends on our view about the presence of active secondary markets for the assets in the cover pool. In particular, we may allow up to four notches of collateral-based uplift above the JRL for overcollateralisation covering credit risk and refinancing costs where we believe active secondary markets exist to enable the covered bond to raise funds against its assets. Alternatively, we may allow up to two notches of collateral-based uplift above the covered bond’s JRL for overcollateralisation to cover credit risk only, in jurisdictions that we believe do not have a sufficiently active secondary market to enable the covered bond to raise funds against its assets.

Figure 3 below shows the credit enhancement necessary to achieve each additional notch of uplift above the RRL, before adjusting for liquidity risk and uncommitted overcollateralisation.

> FIGURE 3: CREDIT ENHANCEMENT FOR UPLIFT ABOVE THE RRL

Assigned jurisdictional uplift	Notches of uplift above the issuer’s RRL						
	1	2	3	4	5	6	7
No jurisdictional uplift	Credit risk at RRL plus 1 rating category	Credit risk at RRL plus 2 rating categories	Credit risk at ‘AAA’ and 75% of the refinancing costs	Credit risk at ‘AAA’ and 100% of the refinancing costs	N/A		
1 notch of jurisdictional uplift	Legal minimum	Credit risk at RRL plus 2 rating categories	Credit risk at ‘AAA’ and 50% of the refinancing costs	Credit risk at ‘AAA’ and 75% of the refinancing costs	Credit risk at ‘AAA’ and 100% of the refinancing costs	N/A	
2 notches of jurisdictional uplift	Legal minimum	Legal minimum	Credit risk at ‘AAA’ and 25% of the refinancing costs	Credit risk at ‘AAA’ and 50% of the refinancing costs	Credit risk at ‘AAA’ and 75% of the refinancing costs	Credit risk at ‘AAA’ and 100% of the refinancing costs	N/A
3 notches of jurisdictional uplift	Legal minimum	Legal minimum	Legal minimum	Credit risk at ‘AAA’ and 25% of the refinancing costs	Credit risk at ‘AAA’ and 50% of the refinancing costs	Credit risk at ‘AAA’ and 75% of the refinancing costs	Credit risk at ‘AAA’ and 100% of the refinancing costs
Color coding	Notches of uplift allocated on the basis of regulatory minimum overcollateralization, or, in order to achieve a ‘AAA’ rating on the covered bond, the higher of regulatory minimum and credit risk at a ‘AAA’ level of stress				Notches of uplift allocated on the basis of coverage of credit risk only		Notches of uplift allocated on the basis of coverage of ‘AAA’ credit risk and refinancing costs

Note: This applies to programmes with no adjustments for liquidity or uncommitted overcollateralization and assuming that a secondary market for the cover pool assets exists to cover refinancing costs. N/A—Not applicable.

Source: S&P Global Ratings

Credit risk analysis

S&P Global Ratings analyses the underlying cover pools to form a view on the expected stressed asset performance using jurisdiction- and asset-specific assumptions. These cover pool assets typically contain residential mortgage loans, public sector bonds and loans, or some other form of high credit-quality collateral. The credit analysis also incorporates issuer-specific aspects, such as the impact of its underwriting policies or its collateral management.

Refinancing risk analysis

S&P Global Ratings models refinancing risk by applying an additional asset dependent “spread shock” when calculating a stressed net-present value of the cash flows of the assets to be sold. In its calculation of the target credit enhancement, we also incorporate asset default stresses (including any amounts for counterparty risks that are not structurally mitigated) and any interest and currency stresses that are not appropriately hedged.

After comparing the required credit enhancement with the available credit enhancement to calculate the “potential collateral-based uplift”, we adjust this uplift for liquidity risk and uncommitted overcollateralisation to arrive at the maximum achievable covered bond rating.

We reduce the collateral-based uplift by one notch if the programme does not benefit from at least six months of liquidity. This adjustment reflects our view that accessing the market to raise funds against the assets may take time, during which the bonds may be exposed to payment disruption.

S&P Global Ratings considers the issuer’s commitment on overcollateralisation levels, reducing the potential collateral-based uplift when we believe there is a risk that the overcollateralisation level, on which we base our analysis, may decrease over time.

EXTERNAL FACTORS

Finally, in addition to the analysis of the risks outlined above, S&P Global Ratings reviews any counterparty or country risk exposures. These risks might constrain the achievable covered bond rating even if sufficient overcollateralisation to cover other risks exists. Therefore, we analyse whether these risks would limit the maximum achievable covered bond rating as determined, based on the previous steps of the analysis.

Counterparty risks

If a programme benefits from interest rate or currency hedges to mitigate interest rate or currency mismatches, S&P Global Ratings reviews the underlying agreements to assess whether they conform with its counterparty criteria. Deviations can result in either incorporating the unhedged risks into the sizing of the target credit enhancement or capping the maximum achievable covered bond rating.

In its analysis, S&P Global Ratings also assesses how other counterparties that provide support to the transaction could affect the rating. This also includes whether account bank risk is adequately mitigated or whether, if the issuer becomes insolvent, cash flows could become commingled and ultimately lost. The loss of cash flows, in our view, must also be seen as an asset default related risk. If not mitigated in accordance with our counterparty criteria, we typically incorporate any such risk in our analysis of the cover pool’s payment structure and cash flow mechanics, alternatively, the covered bond rating will be further constrained.

Country risks

We also analyse the underlying assets’ and transaction’s sensitivity to country risk and the asset portfolio’s diversification by jurisdiction. For covered bonds exposed to refinancing risk, we assign up to five notches of uplift above the sovereign rating.

We determine the maximum rating differential between sovereign and covered bond ratings based on the sovereign rating level and the covered bond programme's country-risk exposure. This assessment caps any potential further uplift typically available under our criteria for rating covered bonds.

DELINKING COVERED BOND RATINGS

A covered bond rating is delinked from the RRL of the issuing bank when the programme structurally has no mismatch between assets and liabilities and the covered bond's overcollateralisation is legally or contractually committed. In this case, we determine the rating according to whether the available credit enhancement is sufficient to pass our stress scenarios. In other words, we do not cap it as a function of the issuer's RRL or a predetermined level of rating uplift.

The assignment of outlooks

Under its criteria for rating covered bonds, S&P Global Ratings assigns an outlook to all covered bond ratings that are linked to the issuer's creditworthiness. These outlooks provide a view of a programme's potential for a rating change and its direction over the intermediate term. The covered bond outlooks take into account S&P Global Ratings views on the outlook on the issuer, the level of ratings uplift achieved, as well as potential rating changes due to the performance of the collateral.

S&P Global Ratings' Covered Bonds Criteria

- > Counterparty Risk Framework: Methodology and Assumptions, March 8, 2019
- > Incorporating Sovereign Risk in Rating Structured Finance Securities: Methodology and Assumptions, Jan. 30, 2019
- > Global Methodology and Assumptions: Assessing Pools of Residential Loans, Jan. 25, 2019
- > Methodology and Assumptions: Assessing Pools of European Residential Loans, Aug. 4, 2017
- > Structured Finance: Asset Isolation and Special-Purpose Entity Methodology, March 29, 2017
- > Covered Bond Ratings Framework: Methodology and Assumptions, June 30, 2015
- > Methodology and Assumptions: Analyzing European Commercial Real Estate Collateral in European Covered Bonds, March 31, 2015
- > Covered Bonds Criteria, Dec. 9, 2014
- > Methodology and Assumptions for Assessing Portfolios of International Public Sector and Other Debt Obligations Backing Covered Bonds and Structured Finance Securities, Dec. 9, 2014
- > Use of CreditWatch and Outlooks, Sept. 14, 2009

4.6 SCOPE RATINGS COVERED BOND RATING METHODOLOGY

By Karlo Fuchs and Mathias Pleißner, *Scope Ratings*

More detail can be found in the document titled 'Rating Methodology: Covered Bonds', available at www.scope-ratings.com.

SUMMARY

Our covered bond rating methodology reflects the strong prudential metrics and enhanced regulatory and supervisory framework for banks. The methodology considers that the scenario in which an insolvent issuer relies solely on a cover pool for repayments has become extremely remote. As a result, our covered bond ratings reflect:

- 1) The importance of the issuer rating as the fundamental anchor for the covered bond analysis.
- 2) The fundamental credit support provided by the applicable legal and bank resolution frameworks, which can further elevate the covered bond rating. The strength of fundamental credit factors provides a minimum credit uplift and establishes the anchor for the additional support provided by the cover pool.
- 3) Cover pool credit support reflecting the availability of a second recourse when the issuer becomes insolvent (after resolution).

> FIGURE 1: BUILDING BLOCKS OF SCOPE'S COVERED BOND METHODOLOGY

1) Rating anchor	2) Fundamental credit support	3) Cover pool analysis	Max Differentiation
Issuer rating	Resolution regime +4	Cover pool support +3	+9 Notches
		Cover pool support +2	+8 Notches
		Cover pool support +1	+7 Notches
	Resolution regime +3	Covered Bonds Rating Floor = Fundamental Credit Support	+6 Notches
			+5 Notches
	Resolution regime +2		+4 Notches
	Resolution regime +4		+3 Notches
Legal framework +2	+2 Notches		
Legal framework +1	+1 Notch		
Issuer rating	Issuer rating	Issuer rating	Issuer rating

Source: Scope Ratings

The **anchor point** to our covered bond rating, our bank rating, represents a credit opinion on a bank's ability to meet its contractual financial commitments on a timely basis, and in full, as a going concern. Scope's bank ratings reflect to what extent credit fundamentals and other factors assessed through the rating process influence the probability that regulatory action would lead to default-like events.

The **fundamental credit support** reflects that covered bonds receive preferential treatment in a resolution scenario, are likely to remain a going concern funding instrument and that a sole recourse to a clearly defined standalone cover pool would only materialise if:

- i) early supervisory intervention has not helped to stabilise the bank;
- ii) regulatory capital is fully depleted, and significant amounts of bail-in able debt converted into capital or written down are insufficient to ensure the continuation of the issuer; and
- iii) the restructured or resolved bank becomes insolvent.

We consider that fundamental credit factors can support a credit enhancement of up to six notches above the rating of a resolvable bank that has sizeable bail-in able debt and is a regular and visible covered bond issuer in a covered-bond-supportive country.

The **cover pool analysis** can further support the rating by up to three additional notches above that suggested by the fundamental credit strength of the covered bond (regulatory frameworks applicable to the issuer and its covered bonds). The credit differentiation between the bank's rating and the covered bonds can thus be as high as nine notches.

In general, our covered bond ratings are linked to the bank, except when features similar to that of a structured finance transaction override the issuer's influence on a covered bond risk and refinancing structure. For example, the cover pool benefits for covered bonds that become pass-through are not likely to be capped at three notches above our fundamental view on the supporting frameworks.

LEGAL FRAMEWORK AND RESOLUTION REGIME ASSESSMENT

The legal framework and resolution regime analysis in our methodology covers relevant aspects before and after an issuer becomes insolvent and can provide a credit uplift of up to two and four notches, respectively, to the bank rating (i.e. a total of six notches for fundamental aspects). It provides a credit differentiation based on the clarity of provisions behind the ongoing maintenance of a high-credit-quality cover pool as well as when the cover pool is the sole source of repayment for a covered bond.

The resolution regime analysis also addresses how well statutory provisions avoid negative repercussions on the covered bond in a resolution scenario. Systemic importance might mobilise regulators, supervisors or the private sector to support and proactively avoid uncertainty among covered bond investors during resolution. The resolution regime assessment also identifies the importance of relevant covered bond types in each country to understand incentives for market-led solutions. We also reflect whether a proactive and cohesive stakeholder community is actively working together to preserve the credit quality of covered bonds.

For highly rated banks, covered bond ratings can primarily be driven by the fundamental benefits from regulatory frameworks applicable to banks and their covered bonds. Therefore, benefits from the cover pool only become relevant for the covered bond rating when a bank's credit quality and ratings start to shift down.

Legal framework analysis

A supportive legal framework can provide a covered bond rating with up to two notches of credit uplift from the issuer rating. Scope's legal framework assessment identifies whether the covered bond structure can transit smoothly away from the insolvent issuer. The transition should avoid acceleration and allow the cover pool to be maintained. Preserving the cover pool upon the restructuring or insolvency of the issuer helps to ensure that full and timely payments on outstanding covered bonds continue. Programme enhancements, in particular overcollateralisation, should remain available, valid and enforceable to other creditors, and neither a regulatory action nor an issuer event of default should impact the ability to manage the covered bond structure in the best interests of investors.

The framework should also advise on how to contain credit, market and liquidity risks before insolvency. Proactive liquidity management before and after insolvency, which helps with timely payment to covered bond holders, should also be possible. Furthermore, we seek to understand how well a legal framework resolves potential conflicts of interest between covered bond holders and other debtors in the case of regulatory action or insolvency. Lastly, we identify whether a supervisor or special trustee monitors the programme's structure independently and regularly (asset composition/structural risk) and whether this function can effectively act as a gatekeeper against any adverse cover pool management by the issuer.

If the above elements only partially apply, credit differentiation will be limited. For instance, if covered bonds were to accelerate upon the issuer's insolvency, because of either contractual or statutory provisions, the legal

framework analysis may only warrant a maximum uplift of one notch for the covered bond rating. Similarly, weak covered bond oversight, or the absence of it, will likely prevent the highest credit differentiation. The limitation reflects that some main assumptions for a covered bond are unmet, i.e. the uninterrupted payment of bonds after insolvency, or special oversight.

The European covered bond harmonisation addresses all major structural aspects relevant for the legal framework uplift. Neither national discretion in the translation of the directive nor the difference between standard and premium European covered bonds will likely impact the ability to provide the full uplift for most European covered bonds. Remaining legal differences will instead have implications in our resolution regime analysis (i.e. lower uplift for non-standard asset types) or the cover pool risk analysis.

Resolution regime analysis

We assign up to four notches of uplift for a supportive resolution framework to reflect a high likelihood that an issuer can maintain their covered bonds as a going-concern funding instrument. The uplift reflects the extreme unlikelihood that an investor would need to rely solely on the cover pool if the issuer operates in a framework similar to the Bank Recovery and Resolution Directive (BRRD). We analyse the following factors that would prevent an issuer's regulatory intervention from affecting the covered bond's credit quality:

- > whether statutory provisions in resolution regimes explicitly address that covered bonds will generally not be impacted upon a regulatory intervention in the issuer (no bail-in);
- > whether the issuer's business model and balance sheet structure suggest that regulators will very likely use available resolution tools to restructure the issuer to maintain the covered bond programme as a going concern. In this context, we also look at the extent and sustainability of support provided by stakeholders (including the issuer's shareholders);
- > whether covered bonds are a systemically important funding tool used by most banks in the country, the covered bond type is used to refinance cover pool assets that are important for the economy, and the covered bond issuer is actively and visibly using the product; and
- > whether an active domestic stakeholder community (regulators, issuers and investors) proactively monitors market developments, maintains confidence in the product and encourages improvements to relevant regulations. We further assess the clarity and predictability of relevant statutory provisions, their interpretation as well as the track record of relevant authorities. In addition, the analysis also addresses incentives or documented support mechanisms of direct stakeholders (including shareholders) to the issuing entity which enhance the likelihood of a going concern of the covered bonds.

COVER POOL ANALYSIS

To assess the credit strengths of the cover pool, we evaluate the expected loss on a covered bond. We look at issuer-specific asset performance and portfolio characteristics, as well as cash flow risks including interest rate, currency and maturity mismatches. The cover pool analysis informs on how specific characteristics of the covered bond structure, including the supporting overcollateralisation, may affect the instrument's loss given default, as well as on the rating stability the cover pool adds to the instrument.

A cover pool with a strong credit profile may add to the credit differentiation of the covered bond by up to three notches above that from the fundamental framework analysis. The credit differentiation between the bank and the covered bonds can thus be as high as nine notches. The highest covered bond ratings can in principle be supported by a strong cover pool, provided the covered bonds are issued by a resolvable and visible investment-grade issuer (at least BBB-) located in a covered-bond-supportive country.

Asset analysis

We rely on market-standard approaches to establish portfolio default distributions. Concentrated cover pools, typical for public sector or commercial real estate-backed covered bonds, are analysed with Monte Carlo simulation tools. For homogenous, granular cover pools, typical for residential-mortgage loan portfolios, we employ the large homogeneous portfolio approximation (LHPA) approach. Assumptions are typically established based on issuer specific performance data, but can also be blended with generic, country and asset-specific assumptions.

Cash flow analysis

This analysis takes the scheduled cash flows of the cover pool assets, outstanding covered bonds and related derivatives into account. We identify the maximum level of credit differentiation a cover pool can support by increasing the severity of stresses for credit, market, and, in particular, refinancing risks. We also consider various levels of overcollateralisation to gain insight to the sensitivity of this premier risk mitigant. We complement our static cash flow analysis with forward-looking views on the potential evolution of risk factors.

Assessing the covered bonds' repayment risk is important for their ratings. Timely repayment of bullet maturities is generally the highest risk covered bonds can be exposed to. Structural features may mitigate, but in most cases not fully eliminate, refinancing risk. Our assessment of how much refinancing risk impacts the credit quality of covered bonds also reflects their role in the financial system. We reflect in the quantitative assessment the options available to generate liquidity to repay maturing covered bonds. Generally, we recognise that proceeds from asset sales will be higher in countries where the product is systemically important and where there is an established covered bond market, compared to countries where covered bonds are only used occasionally.

Availability of overcollateralisation

Overcollateralisation is the variable which is managed most actively by issuers to support and maintain covered bond ratings. The assessment of an issuer's ability and willingness to provide such funding is essential and must be reflected in the rating analysis. In the absence of contractual commitments, we assume that the lower the bank rating falls, the more likely an issuer's management no longer provides adequate overcollateralisation.

If the issuer has a rating of at least BBB, our analysis considers available overcollateralisation. If the rating is below BBB, our decision to take available overcollateralisation into account depends on whether the issuer engages in sufficiently robust communication to capital markets on overcollateralisation and whether this falls in line with expectations. We adjust the level of overcollateralisation downwards if there are no such statements, reflecting past volatility and our forward-looking view on expected levels. We only consider the legal minimum for issuers rated BB and below if there are no public contractual commitments.

Counterparty risk

We assess the exposure to key counterparties and how this could impact the cover pool analysis. The guiding principles are the materiality of counterparty risk, differentiation between financial and operational risk exposures, and the analysis of risk remedies in the specific context of the covered bond transactions.

This analysis also indicates whether the inadequate credit strength of external counterparties could also impact the performance and creditworthiness of a covered bond. This could constrain the potential benefit from the cover pool analysis. An effective replacement framework or other structural risk-mitigating mechanisms for key agents can typically prevent a negative impact. Ineffective remedies result in quantifying counterparty risk, which can ultimately constrain the benefit of the cover pool analysis for the covered bond rating. This is especially relevant for counterparty obligations that are very significant or bespoke. An excessive counterparty exposure may result in a direct link of the cover pool benefit to the providing counterparty.

ESG Risk considerations

Cover assets often already comply with Environmental, social and governance (ESG) standards and, if not yet, 'use of proceeds' promises can introduce them into cover pools over time.

Asset credit risk and secondary-market liquidity are the most likely areas where ESG aspects will impact the covered bond credit analysis. ESG compliant collateral may benefit from lower market value volatility and borrowers could demonstrate higher affordability, thus have a lower default probability. Further, the likely increase in secondary-market liquidity and or lower spreads for ESG eligible cover assets could also be incorporated into the rating analysis.

Scope's credit risk analysis is non-mechanistic and uses available performance data. As such, we will incorporate available issuer-specific or market information related to ESG collateral into the analysis.

Sovereign risk

We do not mechanistically limit the maximum rating achievable by a covered bond to the credit rating of the country in which the issuing bank is based or where cover pool assets are originated in. Imposing a mechanistic rating cap, particularly regarding eurozone countries, does not adequately allow for a relative ranking of covered bonds' credit quality, in our view.

However, macroeconomic factors remain important to our rating analysis. We analyse the impact of sovereign and macroeconomic developments to ensure our view on the credit fundamentals of the relevant home sovereign are included in the asset and cash flow stresses that support covered bond ratings. The weight given to these factors may differ in both the covered bond and the bank analysis, as the cover pool's composition and risk profile may exhibit different risk characteristics than the rest of the balance sheet. As a result, sovereign considerations will differ in significance among issuers, even between different covered bond types from the same issuer.

Related criteria:

- > Covered Bond Rating Methodology, July 2019
- > Bank Rating Methodology, May 2019
- > General Structured Finance Methodology, December 2018
- > Methodology for Counterparty Risk in Structured Finance, August 2018

Related research:

- > Covered Bond Outlook 2019, November 2018
- > Scope's Covered Bond Quarterlies
- > ECB liquidity stress turning covered bonds into a fair-weather funding product, February 2019

The above are available at www.scooperatings.com.

CHAPTER 5 - COVERED BOND STATISTICS



5.1 INTRODUCTION AND METHODOLOGY

By Florian Eichert, Crédit Agricole CIB and Chairman of the ECBC Statistics & Data Working Group

The ECBC Statistics and Data Working Group has been collecting statistics on the outstanding volume and annual gross supply of covered bonds at year end for 16 years now. From the start its aim has been to provide a complete set of numbers that can serve as guidance for interested parties from issuers and investors to regulators.

The collection of statistics is a significant undertaking each year which is only possible thanks to the cooperation of the Working Group members, covered bond issuers and banking associations. One representative per country (the list of country representatives can be found on the ECBC website) undertakes the initial data collection by approaching each issuer separately in most countries. These figures are then cross checked on the basis of publicly available data by a small number of Working Group members. The 2018 numbers were cross checked by Joost Beaumont from ABN Amro, Agustin Martin from BBVA, Thorsten Euler from DZ Bank, Maureen Schuller from ING as well as myself and Nofal Shehzad.

GENERAL REMARKS ON THE 2018 STATISTICS

The aim of the ECBC statistics is to paint as realistic a picture of the actual market and picture relevant trends as accurately as possible. Having changed the methodology slightly for the 2016 statistics by adding the breakdown by maturity structures, we kept the methodology unchanged for the 2018 data exercise.

We have tried in the past and will continue to try to improve the quality of the data even for previous years. It is always possible that we miss a bond or still include a bond that has been repaid early (just think of retained covered bonds). Wherever we realise that there was a mistake in last year's data we amend the numbers. As a result of this, there are some slight differences in the numbers for 2017 compared to what was published last year. In our view, these adjustments are perfectly normal and we would rather adjust historic data to reflect a more realistic picture than mechanically hold on to data that was once published but proven incorrect.

Before going into the actual statistics, we want to make some general remarks about the figures which are necessary to interpret them correctly:

- > Covered bonds are divided into those denominated in euro, those in domestic currency (if not the euro), and those in a currency other than the euro and the domestic currency. The exchange rate used to convert all outstanding volumes at the end of 2018 in non-EUR-denominated bonds is the end-of-year 2018 rate published by the European Central Bank. This does of course add an exchange rate component to the volumes of non-Eurozone covered bond markets. However, the aim is to show volumes that allow a potential investor to get a feel for the relative size of the various countries rather than the funding volumes obtained by issuers, which typically are swapped back into their domestic currency at issuance.
- > For the purpose of counting the number of issuers and of new issuers the following applies. Issuers are entities with at least one outstanding covered bond at year-end. Issuers with multiple programmes still only count as one. The only exception to this rule is French covered bonds. In case of France, the actual issuer is a specialised bank rather than the mother company. As a result, one mother company with two covered bond programmes also counts as two issuers as the issuance actually comes from two separate legal entities. New issuers are entities with at least one outstanding covered bond at year-end, but with no outstanding covered bond at the prior year-end.
- > Spain: Spain's covered bond statistics are based on the data provided by Spain's AIAF (Asociación de Intermediarios de Activos Financieros). We have complemented this with registered unlisted covered bonds from the ECBC Covered Bond Label Database. The breakdown into public and private placements as well as the breakdown into fix and floating coupons in Spain is entirely based on non-AIAF sources.

- > Sweden: Sweden's covered bond statistics exclude retained transactions used for the purpose of accessing central bank liquidity, and include only converted bostadsobligationer (mortgage bonds) and säkerställda obligationer (covered bonds).

We have one last comment to make at this point. The ECBC covered bond label has become a widely used tool by issuers. As of August 2019 a total of 109 issuers had covered bond labels on 128 cover pools and EUR 1.7 tn outstanding covered bonds. Part of the ECBC label is the label database which lists all labelled covered bonds. When comparing the label statistics to those presented in the factbook there are some discrepancies in the public-private classification in especially Nordic countries such as Denmark and Sweden.

The reason for these discrepancies is the different market structure those two countries have where bonds are frequently tapped, repurchased and then tapped again. The label as well as the ECBC statistics definitions requires a bond to be listed as well as syndicated to be classified as public and while Danish and Swedish covered bonds are listed, the way they are issued doesn't comply with the syndication requirement. In the ECBC statistics presented below we try to capture the "liquid" part of the market with our classifications and in justified cases can be more flexible than the ECBC label database. We have therefore tried to eliminate the differences between both data sets wherever possible. But we have granted Denmark and Sweden an exception and consider bonds that for the ECBC label database are classified as private as public as long as we are talking about liquid benchmarks by these two countries' standards.

EVOLUTION OUTSTANDING VOLUMES 2018

After five years of seeing outstanding covered bond volumes contract by 13%, global covered bond markets have returned to growth in 2018. At EUR 2,577 bn outstanding volumes grew by 4.7% last year after falling by 1.2% in 2017 and 0.3% in 2016.

While public sector backed covered bond volumes dropped by 5.9%, mortgage backed covered bonds proved to be the growth driver increasing volumes by 6.3%. As a result their share in overall outstanding volumes has continued to go up as well. At the end of last year, mortgage backed covered bonds represented 88.3% of all outstanding volumes (87.0% in 2017) while public sector backed covered bonds stood for 11.4% (12.7% in 2017). Covered bonds backed by other collateral types such as ship or aircraft mortgages continue to be a niche only representing 0.25% of overall volumes. Compared to 2017, this niche has even become smaller as outstanding volumes fell from EUR 7.9 bn in 2017 to EUR 7.0 bn in 2018.

After not seeing any new countries join the family in 2017, 2018 saw two newcomers with Brazil and Japan. We also had Panama rejoin after not having had any outstanding bonds during 2017. This brings the number of active countries to 32. The issuer universe also expanded to 325 up from 318 in 2017, the number of programmes (some issuers have public sector as well as mortgage covered bond programmes while some are working with multiple mortgage backed ones) increased to 439 up from 430.

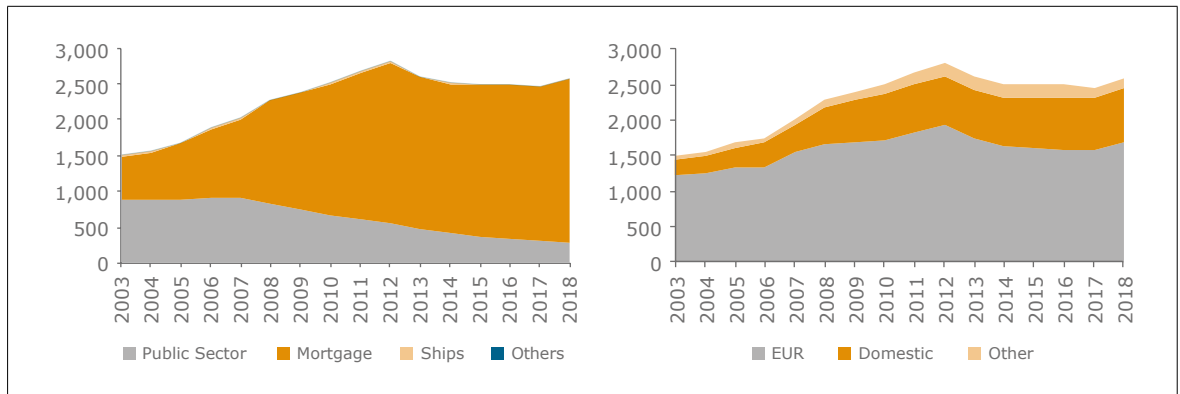
Out of those 32 countries, a mere 5 saw outstanding volumes contract highlighting just how broad the growth momentum was spread globally. In 2017, we still had 12 countries with falling volumes. Breaking volumes down by region, Europe still dominates the outstanding volumes representing 92.4%. Asia / Pacific represents 3.4% while the Americas stand for 4.2%. However, in terms of growth, the Americas lead the pack with 16%, followed by Asia / Pacific at 7% and Europe with 4%.

Looking into more detail at the country level shows some familiar themes remain. For example, volumes have continued to contract in Spain (-4%) and Sweden (-1%). However, countries such as Germany have for the first time since we started collecting the ECBC statistics turned the corner. After outstanding volumes declined by 65% since 2003 in that was mostly drive by public sector backed Pfandbriefe, Germany registered a 1% increase last year. For the first time, the growth in mortgage Pfandbriefe which started in 2014 outweighed the on-going decline in public sector backed Pfandbriefe.

Looking at the ranking of countries by size, we only had one position change in the top ten as Canada and the United Kingdom swapped positions at number 9 and 10 with Canada now occupying ninth place. Greece managed to achieve the biggest rank improvement of any country by improving two spots to number 18.

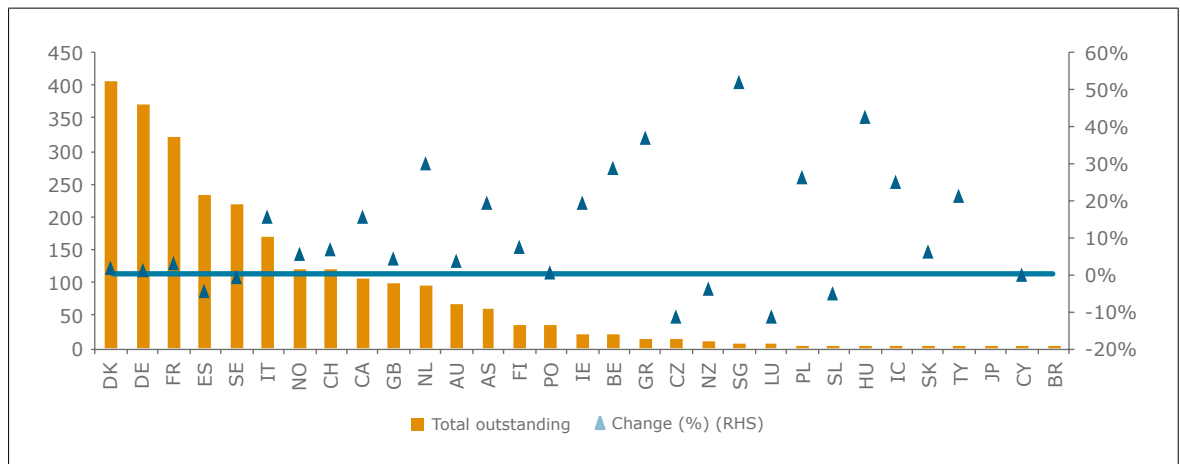
As a consequence, Denmark (EUR 406 bn) still occupies first position ahead of Germany (EUR 370 bn), France (EUR 321 bn) as well as despite the drop in volumes Spain (EUR 231 bn).

> FIGURE 1: OUTSTANDING COVERED BONDS BY COLLATERAL TYPE (LHS) AS WELL AS CURRENCY (RHS) IN EUR BN



Source: Crédit Agricole CIB

> FIGURE 2: OUTSTANDING COVERED BONDS BY COUNTRY AS WELL AS CHANGE VS. 2017 (EUR BN)

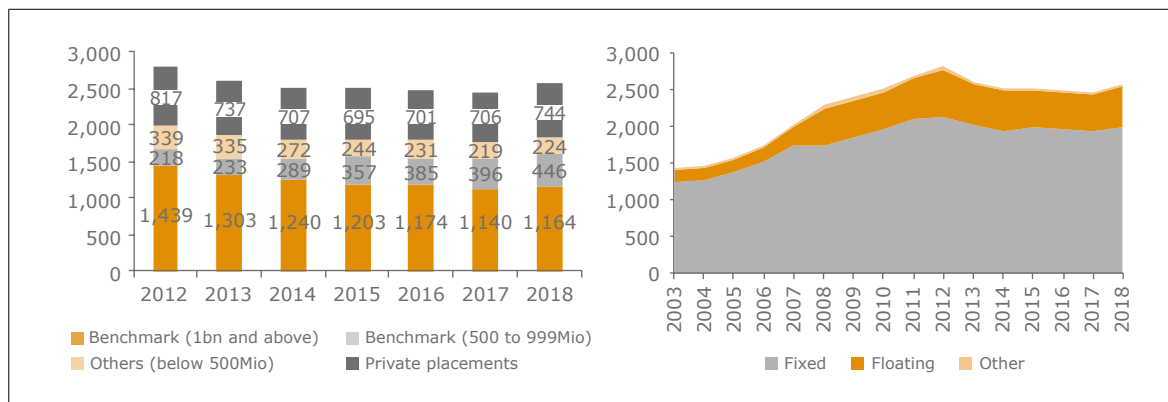


Source: Crédit Agricole CIB

We have had some major swings in the breakdown by placement type over the years. Having seen a big surge in volumes as banks in a number of countries used retained covered bonds as repo collateral during the crisis, the private placement category saw a big drop in 2013 (-85 bn or 11%) as European lenders paid back part of their LTRO money and consequently cancelled out retained covered bonds. Since then we have seen the ECB conduct the TLTRO II operations while announcing the TLTRO III. Privately placed bonds thus stabilized and then increased again in 2016, 2017 and also in 2018.

Another trend that has been ongoing for a few years now is the growth in benchmark bonds below EUR 1 bn. The category now stands for EUR 446 bn in outstanding covered bonds after EUR 396bn in 2017. Benchmarks of EUR 1 bn and above did grow as well in 2018 but in percentage (+12.6%) as well as absolute volume terms (+EUR 50.0 bn) the EUR 500-999 m benchmark category was the big driver for outstanding volumes in 2018.

> FIGURE 3: OUTSTANDING COVERED BONDS BY ISSUE TYPE (LHS) AS WELL AS BY COUPON TYPE (RHS) IN EUR BN



Source: Crédit Agricole CIB

Covered bond markets continue to be dominated by fixed rate bonds. Despite the low interest rate environment this coupon type continues to make up 77% of the market (slightly down vs. 2017 by 1.2%). Especially in EUR markets, floating rate covered bonds are extremely rare when looking at publicly placed securities. Those that do carry a floating coupon are often retained bonds used for repo purposes with the ECB in an effort to minimise repo-haircuts. Low absolute levels of yield as well as less far advanced efforts to replace Euribor certainly add to the lack of appeal for EUR floating rate bonds. In countries such as the UK, floating rate covered bonds have in fact become the norm and Sonia linked coupons are the new standard.

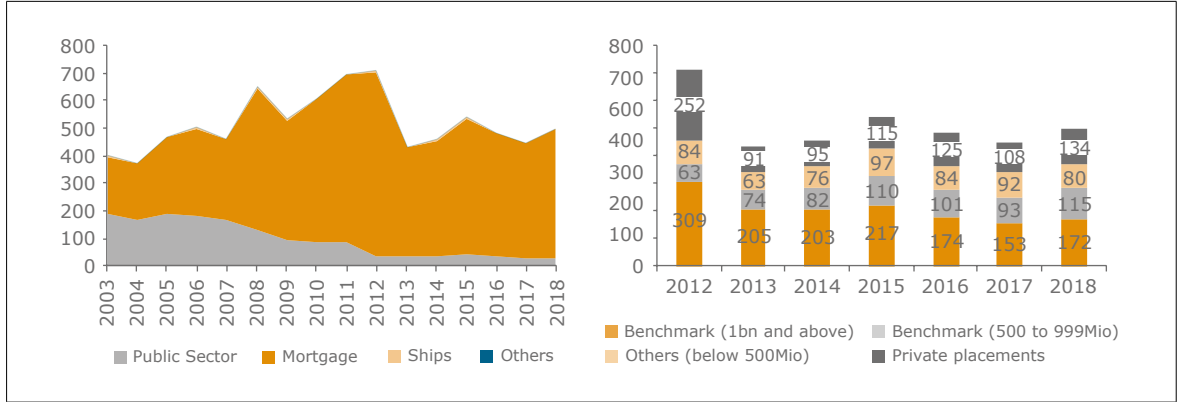
Looking at the breakdown by currencies, the increase in outstanding volumes was above all driven by the Euro market (up by EUR 95 bn or 6.0%) as well as to a lesser extent by domestic currencies (up by EUR 31 bn equivalent or 4.2%). Volumes in other currencies (German issuers issuing in GBP, Australian issuers issuing in USD, etc.) even contracted in 2018 (down by EUR 10 bn or 7.4%).

EVOLUTION OF COVERED BOND ISSUANCE 2018

For the first time since 2015, covered bond issuance globally has moved above EUR 500 bn equivalent again. At EUR 500.1 bn this is an increase of 12.3% compared to 2017.

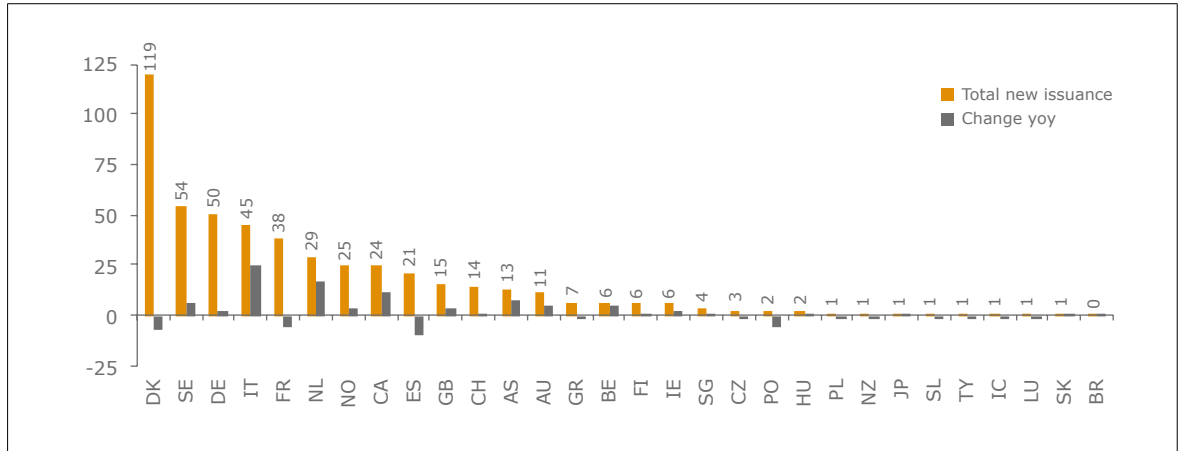
The dominance of mortgage backed covered bonds mentioned above in the context of outstanding volumes is even more pronounced when it comes to new issuance. While public sector backed covered bond issuance represents a mere 4.8% of 2018 issuance, mortgage backed covered bond issuance represents 95.0%. And while mortgage backed issuance grew by EUR 62.6 bn to EUR 475.2 bn, public sector backed issuance contracted by EUR 6.7 bn to a mere EUR 21.8 bn. As we mentioned above already, covered bonds backed by other asset classes represent a tiny share in outstanding volumes. In 2018 issuance backed by ship or aircraft mortgages came to EUR 1.2 bn down from an already low EUR 2.5 bn the year before.

> FIGURE 4: COVERED BOND NEW ISSUANCE BY COLLATERAL TYPE (LHS) AS WELL AS ISSUE TYPE (RHS) IN EUR BN



Source: Crédit Agricole CIB

> FIGURE 5: COVERED BONDS NEW ISSUANCE BY COUNTRY AS WELL AS CHANGE VS. 2017 (EUR BN)



Source: Crédit Agricole CIB

Denmark is still by far the country with the largest new issue volumes (EUR 119 bn). The trend towards longer dated maturities and away from 1Y bullet bonds has, however, led to lower volumes being rolled every year. 2018 is the third consecutive year with shrinking issuance volumes from the country (down by EUR 6.7 bn). Before 2016 Danish issuers rolled around 40% of the outstanding market each year. In 2018 this dropped to below 30% for the first time in the last ten years.

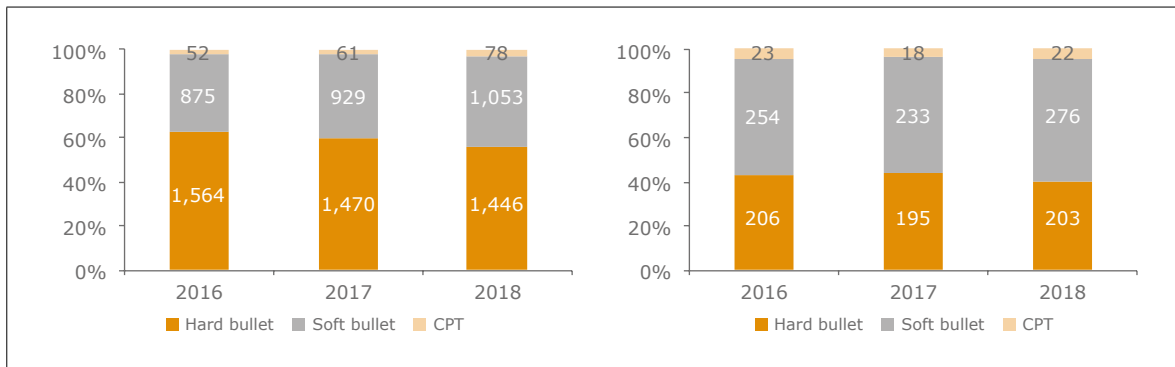
At EUR 54 bn as well as EUR 50 bn Sweden and Germany follow the Danes as the second and third largest countries for new issuance. The country with the biggest increase in issuance compared to 2017 was Italy which saw issuance volumes rise by EUR 24 bn to help the country secure fourth spot with EUR 45 bn in issuance moving ahead of France with EUR 38 bn.

CLOSER LOOK AT MATURITY STRUCTURES...

In the past few years, a lot of attention has been placed on maturity structures. As a consequence, we did add maturity structure breakdowns to the ECBC statistics in 2016. Especially conditional pass through (CPT) covered bonds have been in the focus of authorities (especially the ECB) but also on soft bullets and the trigger mechanisms for the extension has been an actively discussed topic in the context of the covered bond harmonisation debate.

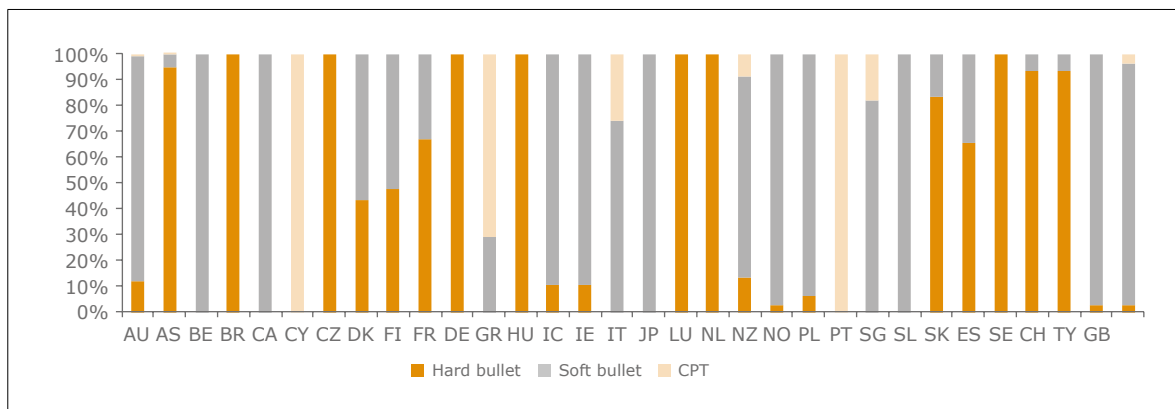
Looking at the 2018 statistics shows that CPT structures continue to be a niche product. Outstanding volumes did move up by EUR 16.9 bn. However, at EUR 78.3 bn they still only represent around 3.0% of the overall market. Soft bullet covered bonds on the other hand are continuing their trend to become the dominant maturity structure in the market. Looking at outstanding volumes, they now represent 40.9% (up from 38% in 2017). In terms of new issuance they are, however, already in the majority (55% up from 52% in 2017). In our view, both trends are set to continue (CPT remaining a niche and soft bullet becoming the dominant maturity type).

> FIGURE 6: BREAKDOWN OF COVERED BONDS OUTSTANDING (LEFT) AND NEW ISSUANCE (RIGHT) BY MATURITY TYPE (%)



Source: Crédit Agricole CIB

> FIGURE 7: BREAKDOWN OF COVERED BONDS OUTSTANDING BY MATURITY TYPE (%)



Source: Crédit Agricole CIB

HOW HAS 2019 STARTED IN EUR, GBP AND USD BENCHMARK MARKETS?

The end of 2018 saw covered bond spreads widen quite substantially as the market tried to find a balance in a post ECB purchase programme net additions world. The end of 2018 had still seen issuers as well as investors take a cautious approach. After the first trades of 2019 went well, however, demand immediately came back at the wider levels and issuers did not need to be asked twice before jumping into EUR covered bond markets. As a result, January saw the largest EUR benchmark volumes in over ten years (EUR 39 bn) while USD and GBP markets remained fairly quiet. Given the still wider spread levels in senior preferred and non-preferred markets, issuers focussed most of their funding on covered bonds.

However, after January, EUR benchmark covered bond issuance started to slow down for a number of reasons. On the one hand issuers increasingly started to turn to funding tools further down the capital structure as spreads tightened. Yields dropping to below 0% for maturities out to 8 years also held many issuers back. While some moved to the very long end, not all issuers have the assets to do so and preferred to issue other products in shorter maturities at higher spreads to keep re-offer yields positive. We have seen German issuers price new issues at negative re-offer yields proving that there is demand. For now, however, issuers from other countries have yet to take the plunge.

GBP and USD markets were beneficiaries of the rates environment in EUR markets. Starting in Q2, especially issuers from outside the Eurozone (but also some Germans) started to price 3-5Y deals in USD as well as 3-5Y Sonia linked covered bonds in GBP. Both markets are good alternatives for issuers requiring shorter duration who do not dare to go negative in EUR markets. However, should EUR yields remain low for longer, they will not be deep enough to fully replace EUR markets. Hence, there will eventually be no alternative to returning to the EUR and attempting issuance at negative re-offer yields.

Primary markets have continued to be driven by central bank policy. Looking at the BoE, UK banks will have to repay their TFS in the coming one to two years. This could lead to increased issuance from the country. For Eurozone issuers, the market expectations for the ECB reviving asset purchases in 2020 could possibly make them sit back somewhat and wait for Eurosystem orders to grow well beyond the current 5% from early next year onwards. However, at the tighter spreads levels we have reached Eurozone banks can issue longer dated covered bonds at very competitive rates vs the TLTRO II and TLTRO III.

Last but not least, green, sustainable, social or positive impact covered bonds have continued to grow, albeit, from a very low base. They are still a niche product and setting up criteria for identifying the assets has been a big challenge in the absence of harmonised European rules. However, especially in times of negative rates, adding these elements to a covered bond can be of bigger value (diversifying investors and reducing execution risk) than was the case in the past. Hence, while remaining a niche for now, the growth will most certainly continue.

5.2 STATISTICS

5.2.1 TOTAL

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total CB Outstanding										
Public Sector	733,076	653,022	616,551	543,977	464,761	408,617	371,530	335,525	312,458	294,007
Mortgage	1,644,362	1,836,449	2,041,648	2,254,388	2,131,211	2,088,468	2,116,116	2,146,478	2,140,271	2,275,873
Ships	15,151	14,527	12,640	13,571	11,306	9,824	10,379	8,295	7,367	6,524
Others	-	-	-	506	506	1,006	1,006	1,006	505	505
Total Outstanding	2,392,589	2,503,998	2,670,839	2,812,442	2,607,784	2,507,915	2,499,031	2,491,304	2,460,601	2,576,909
Public Placements										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	1,438,710	1,302,543	1,239,657	1,203,034	1,174,136	1,139,513	1,163,672
Benchmark (500mio to below 1bn)	n.a.	n.a.	n.a.	218,255	232,511	289,337	356,990	385,000	395,844	446,008
Others (below 500Mio)	n.a.	n.a.	n.a.	338,884	335,427	272,288	244,317	231,165	219,442	223,951
Private Placements	n.a.	n.a.	n.a.	816,593	737,303	706,634	694,688	701,003	705,802	743,279
Total	2,392,489	2,503,998	2,670,840	2,812,441	2,607,783	2,507,916	2,499,030	2,491,304	2,460,601	2,576,911
Denominated in EURO	1,672,557	1,703,410	1,834,407	1,928,952	1,743,184	1,630,760	1,592,989	1,580,921	1,578,519	1,673,721
Denominated in domestic currency	610,742	674,389	673,074	690,151	671,345	682,550	719,529	740,994	744,982	776,216
Denominated in other currencies	109,291	126,198	163,357	193,337	193,254	194,606	186,513	169,388	137,099	126,973
Total	2,392,589	2,503,997	2,670,838	2,812,441	2,607,784	2,507,915	2,499,031	2,491,304	2,460,600	2,576,911
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,563,697	1,470,119	1,445,995
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	875,176	929,033	1,052,925
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	52,431	61,448	77,839
Total	2,392,489	2,503,998	2,670,840	2,812,441	2,607,783	2,507,916	2,499,030	2,491,304	2,460,600	2,576,911
Outstanding fixed coupon	1,844,852	1,955,481	2,096,016	2,121,714	2,022,352	1,944,703	1,985,143	1,967,177	1,926,765	1,987,158
Outstanding floating coupon	511,725	507,882	542,469	650,616	548,442	534,912	493,133	496,811	515,098	545,478
Outstanding other	35,913	40,635	32,354	40,111	36,989	28,301	20,755	27,316	18,738	44,276
Total	2,392,490	2,503,997	2,670,838	2,812,441	2,607,783	2,507,916	2,499,031	2,491,304	2,460,601	2,576,912
Number of Programmes	n.a.	n.a.	n.a.	n.a.	412	422	435	424	430	439
Number of Issuers	301	303	322	308	311	314	317	308	318	325
Issuance (in EUR million)										
Total CB Issuance										
Public Sector	91,526	84,018	82,711	36,495	36,096	34,537	43,486	33,554	30,510	23,841
Mortgage	436,816	522,919	612,290	666,391	395,348	421,705	493,214	449,384	412,580	475,057
Ships	2,221	3,325	1,016	4,643	761	1,319	3,163	883	2,524	1,193
Others	-	-	-	506	-	500	-	-	-	-
Total Issuance	530,562	610,262	696,017	708,034	432,205	458,061	539,863	483,821	445,614	500,092
Public Placements										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	308,776	204,900	202,950	217,361	173,759	153,174	171,719
Benchmark (500mio to below 1bn)	n.a.	n.a.	n.a.	62,773	74,031	81,969	110,252	101,371	93,021	114,846
Others (below 500Mio)	n.a.	n.a.	n.a.	84,084	62,678	76,357	96,787	84,188	91,636	79,838
Private Placements	n.a.	n.a.	n.a.	252,401	90,594	94,838	115,465	124,505	107,783	133,689
Total	530,562	610,262	696,017	708,034	432,204	456,114	539,864	483,822	445,614	500,092
Denominated in EURO	302,589	373,730	437,190	405,271	213,868	227,734	275,003	252,062	235,355	271,813
Denominated in domestic currency	215,370	200,886	207,701	248,382	188,399	207,133	232,050	202,150	186,637	201,570
Denominated in other currencies	12,603	35,646	51,125	54,381	29,937	23,193	32,811	29,609	23,622	26,707
Total	530,562	610,262	696,016	708,034	432,205	458,060	539,864	483,821	445,614	500,092
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	206,369	194,598	202,820
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	254,023	233,403	275,583
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	23,429	17,613	21,688
Total	530,562	610,262	696,016	708,034	432,205	458,060	539,864	483,821	445,614	500,092
Issuance fixed coupon	405,130	492,585	497,337	272,029	339,953	339,104	421,494	349,268	323,802	353,880
Issuance floating coupon	120,902	115,329	195,736	411,133	91,461	117,878	117,198	133,323	120,841	144,230
Issuance other	4,530	2,348	2,943	24,872	790	1,079	1,171	1,231	971	1,980
Total	530,562	610,262	696,016	708,034	432,205	458,060	539,864	483,821	445,614	500,092
Number of New Issuers	36	27	23	20	8	9	14	8	14	16

Please note that a few changes were undertaken in 2013 to the way data is grouped and shown. These changes impact the figures from 2012 onwards. A number of them, especially the size and placement type category changes, are substantial to how data is displayed. Backdating data to fit the new categories and maintaining consistent data history for previous years is a major challenge. Therefore, there is a full dataset going back to 2003 for some countries while there is only data from 2012 going forward for others. Consequently, on the aggregate covered bond market level, only data for the new categorisation for 2012 and 2013 is shown. The old categories together with the historic data can be found on the 2012 edition of the ECBC Fact Book. For further information on these changes, please see the Statistics introduction of the Fact Book.

Please note that the statistics contain "n.a." when data is not available, "-" when the value is zero and "*" indicates that the figure in question does not correspond to the sum of the above sub-components due to the unavailability in some countries of these breakdowns. In addition, please note that totals are calculated using available data only, and that any fluctuations of values in this table over time may be partly due to one or more countries' data becoming available or unavailable from one year to the next. In order to be sure about what causes changes in the totals, please see the individual country statistics. Finally, please also note that any small difference between Totals in the same year is due to rounding.

Source: EMF-ECBC

5.2.2 TOTAL 2018 STATISTICS BY TYPE OF ASSETS

COVERED BONDS OUTSTANDING 2018 in EUR million						
	Public Sector	Mortgage	Ships	Others	Mixed Assets	TOTAL
Australia	-	65,855	-	-	-	65,855
Austria	16,926	42,001	-	-	-	58,928
Belgium	2,461	20,092	-	-	-	22,553
Brazil	-	454	-	-	-	454
Canada	-	107,496	-	-	-	107,496
Cyprus	-	650	-	-	-	650
Czech Republic	-	13,757	-	-	-	13,757
Denmark	4,375	396,246	5,370	-	-	405,991
Finland	-	37,257	-	-	-	37,257
France	64,482	194,227	-	-	62,602	321,311
Germany	134,717	233,372	1,154	505	-	369,747
Greece	-	13,840	-	-	-	13,840
Hungary	-	3,762	-	-	-	3,762
Iceland	-	3,123	-	-	-	3,123
Ireland	2,531	20,788	-	-	-	23,319
Italy	5,625	163,311	-	-	-	168,936
Japan	-	1,000	-	-	-	1,000
Latvia	-	-	-	-	-	-
Luxembourg	6,103	-	-	-	-	6,103
The Netherlands	-	94,797	-	-	-	94,797
New Zealand	-	9,803	-	-	-	9,803
Norway	1,784	119,398	-	-	-	121,182
Panama	-	10	-	-	-	10
Poland	79	4,925	-	-	-	5,004
Portugal	600	35,795	-	-	-	36,395
Singapore	-	8,466	-	-	-	8,466
Slovakia	-	4,858	-	-	-	4,858
South Korea	-	2,771	-	-	-	2,771
Spain	18,362	213,253	-	-	-	231,615
Sweden	-	217,979	-	-	-	217,979
Switzerland	-	119,422	-	-	-	119,422
Turkey	-	2,334	-	-	-	2,334
United Kingdom	4,662	93,530	-	-	-	98,192
United States	-	-	-	-	-	-
Total	262,706	2,244,572	6,524	505	62,602	2,576,909

COVERED BONDS ISSUANCE 2018 in EUR million						
	Public Sector	Mortgage	Ships	Others	Mixed Assets	TOTAL
Australia	-	11,075	-	-	-	11,075
Austria	2,040	11,007	-	-	-	13,047
Belgium	161	5,842	-	-	-	6,003
Brazil	-	454	-	-	-	454
Canada	-	24,384	-	-	-	24,384
Cyprus	-	-	-	-	-	-
Czech Republic	-	2,573	-	-	-	2,573
Denmark	4,382	113,441	1,183	-	-	119,006
Finland	-	5,650	-	-	-	5,650
France	5,483	27,108	-	-	5,218	37,809
Germany	7,230	43,142	10	-	-	50,382
Greece	-	6,650	-	-	-	6,650
Hungary	-	2,004	-	-	-	2,004
Iceland	-	755	-	-	-	755
Ireland	-	5,575	-	-	-	5,575
Italy	-	45,200	-	-	-	45,200
Japan	-	1,000	-	-	-	1,000
Latvia	-	-	-	-	-	-
Luxembourg	726	-	-	-	-	726
The Netherlands	-	28,714	-	-	-	28,714
New Zealand	-	1,250	-	-	-	1,250
Norway	332	24,331	-	-	-	24,663
Panama	-	10	-	-	-	10
Poland	79	1,244	-	-	-	1,323
Portugal	-	2,350	-	-	-	2,350
Singapore	-	3,762	-	-	-	3,762
Slovakia	-	800	-	-	-	800
South Korea	-	587	-	-	-	587
Spain	800	19,935	-	-	-	20,735
Sweden	-	54,199	-	-	-	54,199
Switzerland	-	13,725	-	-	-	13,725
Turkey	-	766	-	-	-	766
United Kingdom	-	14,916	-	-	-	14,916
United States	-	-	-	-	-	-
Total	21,232	472,448	1,193	-	5,218	500,092

Source: EMF-ECBC

5.2.3 AUSTRALIA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,001	65,855
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,001	65,855
Public Placement										
Benchmark (1bn and above)	-	-	-	15,160	18,160	24,846	27,005	46,350	38,911	41,307
Benchmark (500mio - below 1bn)	-	-	-	3,061	7,285	8,945	11,151	6,887	8,587	7,341
Others (below 500Mio)	-	-	949	3,529	3,832	4,241	3,756	303	559	599
Private Placement	-	-	1,530	14,212	22,554	26,710	27,400	17,256	16,504	16,609
Total	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,561	65,855
Denominated in EURO	-	-	-	10,243	14,355	21,415	26,119	28,814	31,199	35,935
Denominated in domestic currency	-	-	-	8,427	9,677	10,694	10,728	10,146	6,344	7,712
Denominated in other currencies	-	-	2,478	17,293	27,799	32,633	32,465	31,836	26,459	22,208
Total	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,001	65,855
Hard Bullet	-	-	2,478	30,423	30,772	31,897	30,849	17,544	13,032	7,678
Soft Bullet	-	-	-	5,539	21,058	32,844	38,464	53,252	50,469	57,678
Conditional Pass Through	-	-	-	-	-	-	-	-	500	500
Total	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,001	65,855
Outstanding fixed coupon	-	-	2,478	28,940	43,309	55,503	61,902	63,995	58,777	60,836
Outstanding floating coupon	-	-	-	7,022	8,522	9,238	7,410	6,801	5,224	5,019
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	-	-	2,478	35,962	51,831	64,741	69,312	70,796	64,001	65,855
Number of Programmes	-	-	n.a	5	5	5	5	6	7	8
Number of Issuers	-	-	3	5	5	5	5	6	7	8
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	11,075
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	11,075
Public Placement										
Benchmark (1bn and above)	-	-	-	15,160	3,000	6,686	3,250	5,392	2,814	7,155
Benchmark (500mio - below 1bn)	-	-	-	3,061	4,224	1,660	2,790	3,026	2,144	500
Others (below 500Mio)	-	-	949	2,581	303	409	1,090	-	-	-
Private Placement	-	-	1,530	12,682	8,342	4,499	2,873	2,965	2,393	3,420
Total	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	11,075
Denominated in EURO	-	-	-	10,243	4,112	7,060	4,705	4,445	4,885	5,736
Denominated in domestic currency	-	-	-	8,427	1,250	1,359	34	2,227	1,473	2,004
Denominated in other currencies	-	-	2,478	14,814	10,506	4,834	5,265	4,710	993	3,335
Total	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	11,075
Hard Bullet	-	-	2,478	27,945	349	1,125	2,250	100	-	-
Soft Bullet	-	-	-	5,539	15,519	12,128	7,754	11,282	6,851	10,995
Conditional Pass Through	-	-	-	-	-	-	-	-	500	-
Total	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	10,995
Issuance fixed coupon	-	-	2,478	26,462	14,369	12,195	9,245	9,453	6,255	9,466
Issuance floating coupon	-	-	-	7,022	1,500	1,058	759	1,929	1,096	1,609
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	2,478	33,484	15,868	13,253	10,004	11,382	7,351	11,075
Number of New Issuers	-	-	3	2	-	-	-	1	1	1

Source: Macquarie Group, ECBC

5.2.4 AUSTRIA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	19,617	19,555	25,116	25,831	23,682	19,279	17,620	17,155	17,590	16,926
Mortgage	5,317	7,645	17,174	17,010	18,854	22,450	27,345	30,894	31,915	42,001
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	24,934	27,200	42,290	42,841	42,536	41,729	44,965	48,049	49,505	58,928
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	6,000	7,087	5,000	3,000	4,087	3,000	3,000	4,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	9,915	11,328	12,870	13,050	14,550	16,800	20,050	23,100
Others (below 500Mio)	n.a.	n.a.	5,821	5,897	87	-	600	600	1,003	1,761
Private Placement	n.a.	n.a.	20,554	18,529	24,579	25,679	25,728	27,649	25,452	30,067
Total	24,934	27,200	42,290	42,841	42,536	41,729	44,965	48,049	49,505	58,928
Denominated in EURO	24,002	21,510	37,576	39,068	39,184	39,287	43,065	46,119	48,444	57,743
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	932	5,690	4,714	3,773	3,352	2,442	1,900	1,930	1,061	1,185
Total	24,934	27,200	42,290	42,841	42,536	41,729	44,965	48,049	49,505	58,928
Hard Bullet	24,934	27,200	42,290	42,841	42,536	41,729	44,715	47,769	49,315	55,848
Soft Bullet	-	-	-	-	-	-	-	-	-	2,800
Conditional Pass Through	-	-	-	-	-	-	250	280	190	280
Total	24,934	27,200	42,290	42,841	42,536	41,729	44,965	48,049	49,505	58,928
Outstanding fixed coupon	16,593	17,900	32,275	32,696	34,793	29,680	31,611	47,769	33,794	40,256
Outstanding floating coupon	6,309	6,600	7,650	7,750	7,342	12,049	12,720	-	15,200	17,169
Outstanding other	2,032	2,700	2,364	2,395	402	-	634	280	511	1,503
Total	24,934	27,200	42,290	42,841	42,536	41,729	44,965	48,049	49,505	58,928
Number of Programmes	n.a.	n.a.	n.a.	n.a.	39	45	48	48	48	49
Number of Issuers	26	23	24	26	27	28	27	26	26	27
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	2,501	8,125	7,114	6,882	3,373	5,146	3,177	2,355	3,115	2,040
Mortgage	1,442	3,600	3,664	3,805	6,093	7,111	5,457	7,181	3,165	11,007
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	3,943	11,725	10,778	10,687	9,466	12,257	8,634	9,536	6,280	13,047
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	3,000	1,000	-	-	-	-	-	1,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	2,750	2,500	3,800	3,000	4,000	2,750	2,750	5,000
Others (below 500Mio)	n.a.	n.a.	321	318	-	-	327	390	550	605
Private Placement	n.a.	n.a.	4,707	6,869	5,666	9,256	4,308	6,396	2,980	6,441
Total	3,943	11,725	10,778	10,687	9,466	12,256	8,635	9,536	6,280	13,047
Denominated in EURO	3,943	10,725	10,008	10,447	9,466	12,256	8,635	9,536	6,280	12,935
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	1,000	770	240	-	-	-	-	-	112
Total	3,943	11,725	10,778	10,687	9,466	12,256	8,635	9,536	6,280	13,047
Hard Bullet	3,943	11,725	10,778	10,687	9,466	12,256	8,385	9,506	6,280	10,207
Soft Bullet	-	-	-	-	-	-	-	-	-	2,800
Conditional Pass Through	-	-	-	-	-	-	250	30	-	40
Total	3,943	11,725	10,778	10,687	9,466	12,256	8,635	9,536	6,280	13,047
Issuance fixed coupon	3,252	10,200	5,922	8,155	6,609	4,671	5,317	9,506	4,164	8,481
Issuance floating coupon	435	525	4,561	2,201	2,812	7,346	3,304	-	2,083	4,264
Issuance other	256	1,000	295	331	45	239	13	30	34	301
Total	3,943	11,725	10,778	10,687	9,466	12,256	8,634	9,536	6,280	13,047
Number of New Issuers	1	2	1	2	1	1	1	-	-	1

5.2.5 BELGIUM

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	1,750	1,800	2,300	2,300	2,461
Mortgage	-	-	-	2,590	8,188	10,575	15,105	16,700	15,250	20,092
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Public Placement										
Benchmark (1bn and above)	-	-	-	2,500	4,500	5,750	9,750	11,000	8,500	9,750
Benchmark (500mio - below 1bn)	-	-	-	-	2,500	5,175	5,175	5,925	6,925	10,175
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	-	90	1,188	1,400	1,980	2,075	2,125	2,628
Total	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Denominated in EURO	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Outstanding fixed coupon	-	-	-	2,590	8,188	12,185	16,765	18,860	17,410	22,413
Outstanding floating coupon	-	-	-	-	-	140	140	140	140	140
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	8,188	12,325	16,905	19,000	17,550	22,553
Number of Programmes	-	-	-	2	3	4	4	5	5	5
Number of Issuers	-	-	-	2	3	3	3	4	4	4
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	1,750	50	500	-	161
Mortgage	-	-	-	2,590	5,598	2,387	4,530	2,345	1,050	5,842
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	-	2,590	5,598	4,137	4,580	2,845	1,050	6,003
Public Placement										
Benchmark (1bn and above)	-	-	-	2,500	2,000	1,250	4,000	1,250	-	2,250
Benchmark (500mio - below 1bn)	-	-	-	-	2,500	2,675	-	1,500	1,000	3,250
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	-	90	1,098	212	580	95	50	503
Total	-	-	-	2,590	5,598	4,137	4,580	2,845	1,050	6,003
Denominated in EURO	-	-	-	2,590	5,598	4,137	4,580	2,845	1,050	6,003
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	5,598	4,137	4,580	2,845	1,050	6,003
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	2,590	5,598	3,997	4,580	2,845	1,050	6,003
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	5,598	3,997	4,580	2,845	1,050	6,003
Issuance fixed coupon	-	-	-	2,590	5,598	3,997	4,580	2,845	1,050	6,003
Issuance floating coupon	-	-	-	-	-	140	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	2,590	5,598	4,137	4,580	2,845	1,050	6,003
Number of New Issuers	-	-	-	2	1	-	-	1	-	-

5.2.6 BRAZIL

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total Outstanding	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Outstanding fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Outstanding floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Outstanding other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Number of Programmes	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	4
Number of Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	4
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total Issuance	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Issuance fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Issuance floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Issuance other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	454
Number of New Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	4

5.2.7 CANADA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Public Placement										
Benchmark (1bn and above)	6,238	14,600	34,009	43,495	45,372	59,481	76,749	84,273	77,075	88,943
Benchmark (500mio - below 1bn)	496	2,230	3,653	4,130	1,205	4,877	7,538	6,328	6,478	6,307
Others (below 500Mio)	467	1,173	948	1,496	3,882	478	571	1,728	1,183	1,899
Private Placement	324	-	-	-	-	-	901	8,500	8,360	10,347
Total	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Denominated in EURO	6,574	4,250	4,250	2,576	6,750	19,250	34,401	47,262	50,012	56,662
Denominated in domestic currency	496	1,201	2,043	2,055	1,840	1,387	2,183	5,498	5,187	6,376
Denominated in other currencies	455	12,552	32,317	44,490	41,869	44,200	49,175	48,070	37,897	44,458
Total	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Outstanding fixed coupon	6,999	17,763	38,610	48,743	48,962	60,588	76,427	89,939	82,362	93,478
Outstanding floating coupon	526	240	-	378	1,497	4,249	9,332	10,891	10,734	14,019
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	7,525	18,003	38,610	49,121	50,459	64,836	85,759	100,830	93,095	107,496
Number of Programmes	3	5	7	7	9	13	13	12	8	8
Number of Issuers	3	5	7	7	7	7	7	7	7	8
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Public Placement										
Benchmark (1bn and above)	-	10,290	18,544	11,937	9,030	15,851	18,246	20,569	11,167	18,390
Benchmark (500mio - below 1bn)	496	2,058	1,433	834	324	1,155	2,051	2,850	648	3,352
Others (below 500Mio)	455	299	-	166	-	321	2,515	701	-	222
Private Placement	-	-	-	-	-	-	6,475	4,028	625	2,420
Total	951	12,648	19,977	12,937	9,354	17,328	29,287	28,148	12,441	24,384
Denominated in EURO	-	-	-	-	5,500	12,500	15,151	12,861	4,000	12,750
Denominated in domestic currency	496	638	832	-	-	-	1,455	3,172	-	1,762
Denominated in other currencies	455	12,010	19,145	12,937	3,854	6,775	12,681	12,115	8,441	9,871
Total	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Issuance fixed coupon	749	12,648	19,977	12,558	8,219	16,939	24,739	25,596	9,815	18,808
Issuance floating coupon	202	-	-	379	1,135	2,336	4,548	2,552	2,626	5,575
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	951	12,648	19,977	12,937	9,354	19,275	29,287	28,148	12,441	24,384
Number of New Issuers	-	2	2	-	-	-	-	-	-	1

Note: Outstanding and issuance amounts include registered (legislative) and non-registered covered bonds. For a breakdown, please refer to Figure [1] from the Canada chapter in 3.5 section of the Fact Book.

5.2.8 CYPRUS

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Total	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Denominated in EURO	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	-	1,000	1,000	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	650	650	650	650
Total	-	-	-	-	1,000	1,000	650	650	650	650
Outstanding fixed coupon	-	-	-	-	-	-	-	-	-	-
Outstanding floating coupon	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	-	-	5,200	4,550	1,000	1,000	650	650	650	650
Number of Programmes	-	-	n.a.	n.a.	1	1	1	1	1	1
Number of Issuers	-	-	2	2	1	1	1	1	1	1
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	5,200	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	5,200	-	-	-	-	-	-	-
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	5,200	-	-	-	-	-	-	-
Total	-	-	5,200	-	-	-	-	-	-	-
Denominated in EURO	-	-	5,200	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	5,200	-	-	-	-	-	-	-
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Issuance fixed coupon	-	-	-	-	-	-	-	-	-	-
Issuance floating coupon	-	-	5,200	-	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	5,200	-	-	-	-	-	-	-
Number of New Issuers	-	-	2	-	-	-	-	-	-	-

5.2.9 CZECH REPUBLIC

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	700	-	-
Others (below 500Mio)	5,439	5,454	5,194	5,522	6,731	4,316	6,156	5,856	3,107	4,861
Private Placement	2,740	2,780	3,352	3,534	3,624	6,790	5,500	6,504	12,415	8,896
Total	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Denominated in EURO	119	128	111	571	914	735	1,187	1,702	3,688	1,346
Denominated in domestic currency	8,060	8,106	8,435	8,485	9,441	10,371	10,469	11,358	11,834	12,411
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Hard Bullet	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,757
Outstanding fixed coupon	3,756	3,608	3,740	3,280	6,110	5,279	6,101	7,386	10,591	9,334
Outstanding floating coupon	3,900	4,063	4,119	5,096	4,105	5,654	5,462	5,571	4,838	4,407
Outstanding other	523	563	687	680	140	173	93	103	93	16
Total	8,179	8,234	8,546	9,056	10,355	11,106	11,656	13,060	15,522	13,758
Number of Programmes	n.a.	n.a.	n.a.	n.a.	8	8	8	7	8	8
Number of Issuers	8	8	8	8	8	8	8	7	8	8
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	187	705	711	742	622	369	1,138	387	376	187
Private Placement	551	18	59	567	1,169	1,819	1,591	1,306	3,698	2,386
Total	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Denominated in EURO	89	18	-	500	886	286	623	200	2,318	500
Denominated in domestic currency	649	705	770	809	905	1,902	2,106	1,493	1,756	2,073
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Hard Bullet	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Issuance fixed coupon	76	420	378	484	1,717	2,013	2,090	1,551	4,035	2,442
Issuance floating coupon	662	178	169	745	74	136	639	142	39	131
Issuance other	-	125	223	80	-	39	-	-	-	-
Total	738	723	770	1,309	1,791	2,188	2,729	1,693	4,074	2,573
Number of New Issuers	-	-	-	-	-	-	-	-	1	-

5.2.10 DENMARK

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	4,375
Mortgage	319,434	332,505	345,529	359,560	359,646	369,978	377,903	389,200	393,447	396,246
Ships	7,197	6,722	5,999	6,325	5,514	5,013	5,221	4,744	4,947	5,370
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	326,631	339,227	351,528	365,885	365,160	374,991	383,124	393,944	398,394	405,991
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	231,421	234,504	228,111	216,822	241,463	270,245	282,575
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	52,156	54,170	64,229	76,880	78,434	57,504	54,836
Others (below 500Mio)	n.a.	n.a.	n.a.	80,692	74,355	78,721	77,125	69,261	66,636	64,449
Private Placement	n.a.	n.a.	n.a.	1,616	2,131	3,931	12,297	4,786	4,009	4,131
Total	326,631	339,227	351,528	365,885	365,160	374,992	383,124	393,944	398,394	405,991
Denominated in EURO	37,675	42,848	43,753	46,451	40,856	38,682	36,934	38,481	30,805	27,290
Denominated in domestic currency	287,317	294,019	302,938	312,065	316,603	327,442	337,631	346,368	357,977	369,111
Denominated in other currencies	1,639	2,360	4,837	7,368	7,701	8,867	8,559	9,095	9,612	9,590
Total	326,631	339,227	351,528	365,885	365,160	374,991	383,124	393,944	398,394	405,991
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	211,224	183,166	176,393
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	182,720	215,228	229,598
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	326,631	339,227	351,528	365,885	365,160	374,991	383,124	393,944	398,394	405,991
Outstanding fixed coupon	254,894	267,075	275,092	285,754	284,483	285,721	285,004	287,779	293,255	298,456
Outstanding floating coupon	71,737	72,152	76,436	80,131	80,677	89,271	98,120	105,165	105,139	107,535
Outstanding other	-	-	-	-	-	-	-	1,000	-	-
Total	326,631	339,227	351,528	365,885	365,160	374,992	383,124	393,944	398,394	405,991
Number of Programmes	n.a.	n.a.	n.a.	n.a.	24	23	23	23	23	23
Number of Issuers	10	10	10	10	10	9	9	9	9	9
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	4,382
Mortgage	125,484	148,475	145,147	185,845	149,989	154,310	163,050	130,329	123,205	113,441
Ships	935	136	121	1,474	458	399	955	883	2,524	1,183
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	126,419	148,611	145,268	187,319	150,447	154,709	164,005	131,212	125,729	119,006
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	140,705	112,880	78,323	74,213	48,361	48,179	42,693
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	18,339	17,573	31,779	33,205	34,322	28,429	30,205
Others (below 500Mio)	n.a.	n.a.	n.a.	27,843	19,657	44,592	54,531	48,110	49,121	45,497
Private Placement	n.a.	n.a.	n.a.	432	337	15	2,056	419	-	611
Total	126,419	148,611	145,268	187,319	150,447	154,709	164,005	131,212	125,729	119,006
Denominated in EURO	22,255	24,833	25,415	25,074	23,553	15,412	11,390	8,865	8,594	7,821
Denominated in domestic currency	101,183	122,374	116,911	158,335	124,331	134,368	147,944	118,030	114,873	109,434
Denominated in other currencies	2,981	1,404	2,942	3,910	2,563	4,929	4,671	4,317	2,262	1,751
Total	126,419	148,611	145,268	187,319	150,447	154,709	164,005	131,212	125,729	119,006
Hard Bullet	-	-	-	-	-	-	-	29,630	28,786	36,362
Soft Bullet	-	-	-	-	-	-	-	101,582	96,943	82,644
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	131,212	125,729	119,006
Issuance fixed coupon	122,851	133,846	128,195	-	130,290	131,949	129,815	90,328	89,319	89,194
Issuance floating coupon	3,568	14,765	17,073	163,680	20,157	22,760	34,190	40,884	36,410	29,812
Issuance other	-	-	-	23,638	-	-	-	-	-	-
Total	126,419	148,611	145,268	187,319	150,447	154,709	164,005	131,212	125,729	119,006
Number of New Issuers	-	-	-	-	-	-	-	-	-	-

Note: Since a large share of Danish mortgage covered bonds are tap-issued over a period of typically 3 years, Benchmark (1bn and above) issues and outstanding are defined as covered bond with more than EUR 1 bn in the year, the bond reach EUR 1 bn. The same way, Benchmark (500Mio - below 1bn) issues and outstanding are defined as covered bond with 500Mio - below 1bn euro in the year, the bond reach EUR 500 Mio, and at the same time does not exceed EUR 1 bn. The definition includes both covered bonds denominated in DKK and in EUR. Danish covered bonds denominated in euro and issued in a jurisdiction outside Denmark are included in the Danish data.

5.2.11 FINLAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	7,625	10,125	18,839	26,684	29,783	32,031	33,974	33,822	34,625	37,257
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	7,625	10,125	18,839	26,684	29,783	32,031	33,974	33,822	34,625	37,257
Public Placement										
Benchmark (1bn and above)	5,250	7,250	14,750	20,750	22,500	25,750	27,250	26,000	28,000	27,750
Benchmark (500mio - below 1bn)	600	1,600	2,200	2,200	2,200	2,100	2,070	2,000	2,500	4,000
Others (below 500Mio)	1,775	1,275	1,606	2,874	4,115	3,116	500	1,207	2,777	2,067
Private Placement	-	-	283	861	969	1,065	4,154	4,615	1,348	3,440
Total	7,625	10,125	18,839	26,684	29,783	32,031	33,974	33,822	34,625	37,257
Denominated in EURO	7,625	10,125	18,453	26,114	29,230	31,738	33,663	33,665	34,458	36,842
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	386	571	553	293	311	157	167	414
Total	7,625	10,125	18,839	26,684	29,783	32,031	33,974	33,822	34,625	37,257
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	17,202	16,305	17,643
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	16,620	18,320	19,614
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	-	-	-	-	-	-	-	33,822	34,625	37,257
Outstanding fixed coupon	6,500	9,250	17,863	23,247	26,425	28,665	30,476	30,996	32,995	35,584
Outstanding floating coupon	1,125	875	976	3,437	3,358	3,366	3,498	2,826	1,630	1,673
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	7,625	10,125	18,839	26,684	29,783	32,031	33,974	33,822	34,625	37,257
Number of Programmes	n.a.	n.a.	n.a.	n.a.	8	9	9	8	9	9
Number of Issuers	3	4	4	5	6	6	6	8	9	8
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Public Placement										
Benchmark (1bn and above)	1,250	4,000	8,500	7,000	2,750	5,500	6,500	2,250	4,500	3,250
Benchmark (500mio - below 1bn)	600	1,000	600	-	500	500	500	500	500	2,000
Others (below 500Mio)	275	250	581	1,790	370	469	250	550	550	400
Private Placement	-	-	283	578	151	-	175	1,379	-	-
Total	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Denominated in EURO	2,125	5,250	9,578	9,186	3,771	6,283	7,425	4,679	5,550	5,650
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	386	182	-	186	-	-	-	-
Total	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,279	1,500	3,000
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	3,400	4,050	2,650
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Issuance fixed coupon	2,000	5,000	9,613	6,783	3,621	6,170	7,410	3,679	5,550	5,650
Issuance floating coupon	125	250	351	2,585	150	299	15	1,000	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	2,125	5,250	9,964	9,368	3,771	6,469	7,425	4,679	5,550	5,650
Number of New Issuers	-	1	-	1	1	-	-	2	1	-

5.2.12 FRANCE

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	71,905	75,548	77,835	72,033	68,349	67,696	66,717	64,228	64,115	64,482
Mortgage	134,757	156,239	198,395	208,297	202,822	188,925	188,669	177,813	185,820	194,227
Mixed Assets	82,572	88,693	89,768	81,560	73,015	68,896	67,685	66,587	62,289	62,602
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	289,234	320,480	365,998	361,890	344,185	325,517	323,072	308,627	312,224	321,311
Public Placement										
Benchmark (Above 1bn)	n.a.	n.a.	n.a.	241,775	209,885	208,784	201,947	188,508	181,069	180,484
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	4,949	23,992	14,788	17,128	18,858	25,765	32,431
Others	n.a.	n.a.	n.a.	36,595	32,253	7,865	10,121	5,427	4,806	4,804
Private Placement	n.a.	n.a.	n.a.	78,570	78,055	94,081	93,876	95,836	100,584	103,593
Total	289,234	320,480	365,998	361,890	344,186	325,518	323,072	308,627	312,224	321,311
Denominated in EURO	256,798	285,501	327,874	331,212	316,562	303,435	303,710	292,233	302,504	314,880
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	32,436	34,979	38,123	30,678	27,624	22,083	19,362	16,395	9,720	6,431
Total	289,234	320,480	365,998	361,890	344,186	325,517	323,072	308,627	312,224	321,311
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	246,233	225,423	216,228
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	62,394	86,801	105,083
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	289,234	320,480	365,998	361,890	344,186	325,517	323,072	308,627	312,224	321,311
Outstanding fixed coupon	236,106	266,080	284,266	297,009	287,504	279,149	295,639	284,807	289,169	275,856
Outstanding floating coupon	42,600	43,710	75,068	47,805	43,002	32,725	16,640	12,690	14,493	8,536
Outstanding other	10,528	10,690	6,665	17,076	13,680	13,643	10,792	11,131	8,562	36,920
Total	289,234	320,480	365,998	361,890	344,186	325,517	323,072	308,627	312,224	321,311
Number of Programmes	n.a.	n.a.	n.a.	n.a.	23	21	19	19	19	18
Number of Issuers	14	16	19	20	21	21	19	16	19	18
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	13,915	12,508	8,851	1,150	4,179	5,318	6,785	6,441	8,681	5,483
Mortgage	29,373	42,895	84,416	49,260	19,637	14,483	29,705	19,482	28,347	27,108
Mixed Assets	15,824	17,261	8,719	8,101	3,498	6,149	8,395	5,366	6,455	5,218
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	59,112	72,664	101,986	58,511	27,314	25,950	44,885	31,289	43,483	37,809
Public Placement										
Benchmark (Above 1bn)	n.a.	n.a.	n.a.	25,672	12,250	15,250	14,500	17,050	18,745	15,800
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	1,185	5,550	4,250	5,650	4,250	7,800	9,950
Others	n.a.	n.a.	n.a.	4,830	1,755	496	2,431	-	421	-
Private Placement	n.a.	n.a.	n.a.	26,824	7,759	5,955	22,304	9,989	16,517	12,059
Total	59,112	72,664	101,986	58,511	27,314	25,951	44,885	31,289	43,483	37,809
Denominated in EURO	56,155	64,375	96,020	55,851	26,596	25,455	44,562	31,102	43,312	37,809
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	2,957	8,289	5,967	2,660	718	495	323	187	171	-
Total	59,112	72,664	101,986	58,511	27,314	25,950	44,885	31,289	43,483	37,809
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	11,272	12,966	10,791
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	20,017	30,517	27,018
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	59,112	72,664	101,986	58,511	27,314	25,950	44,885	31,289	43,483	37,809
Issuance fixed coupon	50,443	64,503	67,612	36,003	23,556	24,027	43,642	30,395	40,208	35,821
Issuance floating coupon	8,519	7,953	34,286	22,368	3,558	1,549	1,243	840	3,275	1,000
Issuance other	150	208	89	140	200	374	-	54	-	988
Total	59,112	72,664	101,986	58,511	27,314	25,950	44,885	31,289	43,483	37,809
Number of New Issuers	4	4	3	1	1	-	-	-	-	-

Note: The "Mixed assets" category refers to covered bonds that are backed by a mix of public sector assets, mortgage loans. The bonds (outstanding and issuance) have been allocated equally between mortgage and public sector categories in the total (5.2.1 section of the Fact Book).

5.2.13 GERMANY

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	486,406	412,090	355,673	301,125	245,961	206,535	180,524	161,871	148,081	134,717
Mortgage	225,100	219,947	223,676	215,999	199,900	189,936	197,726	207,338	215,199	233,372
Ships	7,954	7,805	6,641	7,246	5,792	4,811	5,158	3,551	2,420	1,154
Others	-	-	-	506	506	1,006	1,006	1,006	505	505
Total Outstanding	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,747
Public Placement										
Benchmark (1bn and above)	224,042	170,068	141,393	112,869	81,030	55,608	48,462	34,635	32,235	37,110
Benchmark (500mio - below 1bn)	27,683	28,644	28,704	36,862	46,798	56,987	69,883	85,807	90,494	102,175
Others (below 500Mio)	66,030	46,344	43,634	75,244	63,864	60,229	43,828	41,913	40,133	51,073
Private Placement	401,705	394,786	372,259	299,901	260,467	229,464	222,241	211,411	203,343	179,390
Total	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,747
Denominated in EURO	690,510	620,420	565,529	506,639	437,737	387,772	370,419	357,884	350,976	357,184
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	28,950	19,422	20,461	18,237	14,422	14,516	13,995	15,882	15,229	12,563
Total	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,747
Hard Bullet	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,596
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,747
Outstanding fixed coupon	619,364	546,791	493,983	433,787	375,537	339,705	334,264	328,143	326,595	342,427
Outstanding floating coupon	90,136	78,105	74,340	76,840	59,170	51,956	44,359	34,657	33,844	24,557
Outstanding other	9,959	14,946	17,667	14,249	17,452	10,627	5,791	10,966	5,766	2,764
Total	719,460	639,842	585,990	524,876	452,159	402,288	384,414	373,766	366,205	369,747
Number of Programmes	n.a.	n.a.	n.a.	n.a.	116	121	121	120	117	120
Number of Issuers	61	63	66	71	72	78	79	78	78	78
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	52,251	41,574	30,990	14,341	15,611	15,334	15,544	10,364	11,935	7,230
Mortgage	56,852	42,216	40,911	38,540	33,583	29,145	40,369	35,070	36,841	43,142
Ships	1,286	3,189	895	3,169	303	920	2,208	-	-	10
Others	-	-	-	506	-	500	-	-	-	-
Total Issuance	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Public Placement										
Benchmark (1bn and above)	17,125	16,853	21,406	4,008	2,125	5,500	5,500	5,250	4,250	9,000
Benchmark (500mio - below 1bn)	7,650	10,297	5,319	11,879	15,725	14,100	22,201	20,469	15,882	22,441
Others (below 500Mio)	18,732	11,835	15,632	11,816	11,816	9,045	11,263	6,492	11,758	6,850
Private Placement	66,882	47,994	30,439	28,853	19,831	17,254	19,157	13,223	16,886	12,091
Total	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Denominated in EURO	107,488	84,459	68,585	52,608	45,757	42,811	55,470	40,754	42,750	45,610
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	2,901	2,520	4,211	3,948	3,740	3,088	2,651	4,680	6,026	4,772
Total	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Hard Bullet	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Issuance fixed coupon	89,605	62,518	54,023	32,274	37,878	36,917	50,618	43,888	41,490	45,116
Issuance floating coupon	20,091	23,468	16,692	23,702	11,302	8,755	6,743	1,303	7,100	5,241
Issuance other	693	993	2,081	580	317	227	760	243	186	25
Total	110,389	86,979	72,796	56,556	49,497	45,899	58,121	45,434	48,776	50,382
Number of New Issuers	5	5	3	5	1	6	2	-	2	2

5.2.14 GREECE

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Public Placement										
Benchmark (1bn and above)	1,500	1,500	1,500	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	846	846	846	846	-	1,250	1,750
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	5,000	18,250	18,250	17,200	15,700	13,700	4,115	4,485	8,850	12,090
Total	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Denominated in EURO	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	6,500	19,750	19,750	18,046	16,546	5,546	896	3,725	6,350	3,990
Conditional Pass Through	-	-	-	-	-	9,000	4,065	760	3,750	9,850
Total	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Outstanding fixed coupon	1,500	1,500	1,500	846	846	846	846	-	1,250	2,550
Outstanding floating coupon	5,000	18,250	18,250	17,200	15,700	13,700	4,115	4,485	8,850	11,290
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	6,500	19,750	19,750	18,046	16,546	14,546	4,961	4,485	10,100	13,840
Number of Programmes	n.a.	n.a.	n.a.	n.a.	6	6	6	6	7	8
Number of Issuers	3	4	4	4	4	4	4	4	4	4
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Public Placement										
Benchmark (1bn and above)	1,500	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	1,250	500
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	17,250	5,000	-	-	750	-	3,675	6,125	6,150
Total	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Denominated in EURO	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	1,500	17,250	5,000	-	-	-	-	3,675	2,625	2,050
Conditional Pass Through	-	-	-	-	-	750	-	-	4,750	4,600
Total	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Issuance fixed coupon	1,500	-	-	-	-	-	-	-	1,250	1,300
Issuance floating coupon	-	17,250	5,000	-	-	750	-	3,675	6,125	5,350
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	1,500	17,250	5,000	-	-	750	-	3,675	7,375	6,650
Number of New Issuers	-	2	1	-	-	-	-	-	-	-

5.2.15 HUNGARY

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	2,290	-	-	-	-	-	-
Others (below 500Mio)	n.a.	n.a.	n.a.	865	20	-	19	612	71	543
Private Placement	n.a.	n.a.	n.a.	1,803	3,996	3,272	3,003	1,577	2,569	3,219
Total	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Denominated in EURO	3,799	2,904	2,167	1,863	1,616	1,116	1,036	537	35	25
Denominated in domestic currency	3,559	3,419	2,934	3,059	2,354	2,154	1,986	1,652	2,605	3,737
Denominated in other currencies	17	-	74	36	46	2	-	-	-	-
Total	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Hard Bullet	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Outstanding fixed coupon	6,737	5,713	3,195	3,318	2,650	2,205	1,699	1,387	1,814	3,275
Outstanding floating coupon	638	610	1,980	1,640	1,366	1,067	1,323	802	827	449
Outstanding other	-	-	-	-	-	-	-	-	-	38
Total	7,375	6,323	5,175	4,958	4,016	3,272	3,022	2,189	2,641	3,762
Number of Programmes	n.a	n.a	n.a	n.a	3	3	4	4	5	5
Number of Issuers	3	3	3	3	3	3	3	4	5	5
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	3,209	542	2,264	1,140	559	91	888	625	1,166	2,004
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	3,209	542	2,264	1,140	559	91	888	625	1,166	2,004
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	510	500	-	-	-	-	-
Others (below 500Mio)	n.a.	n.a.	n.a.	630	57	-	-	293	16	505
Private Placement	n.a.	n.a.	n.a.	-	2	91	888	333	1,150	1,499
Total	3,209	542	2,264	1,140	559	91	888	626	1,166	2,004
Denominated in EURO	1,102	300	1,600	510	515	-	500	5	-	-
Denominated in domestic currency	2,107	242	565	630	42	91	388	620	1,166	2,004
Denominated in other currencies	-	-	99	-	2	-	-	-	-	-
Total	3,209	542	2,264	1,140	559	91	888	625	1,166	2,004
Hard Bullet	3,209	542	2,264	1,140	559	91	888	625	1,166	2,004
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	3,209	542	2,264	1,140	559	91	888	625	1,166	2,004
Issuance fixed coupon	3,200	477	538	630	57	44	121	402	552	1,599
Issuance floating coupon	9	65	1,726	510	502	48	767	224	614	405
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	3,209	542	2,264	1,140	559	92	888	626	1,166	2,004
Number of New Issuers	-	-	-	-	-	-	-	1	1	-

5.2.16 ICELAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Hard Bullet	685	807	808	497	520	489	421	489	354	338
Soft Bullet	-	-	-	396	283	438	784	1,413	2,152	2,786
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Outstanding fixed coupon	-	-	-	15	66	199	254	490	541	612
Outstanding floating coupon	-	-	-	-	-	-	-	-	-	-
Outstanding other	685	807	808	878	737	728	951	1,412	1,965	2,512
Total	685	807	808	893	803	927	1,205	1,902	2,506	3,123
Number of Programmes	n.a.	n.a.	1	3	4	4	4	4	4	4
Number of Issuers	1	1	1	2	3	3	3	3	3	3
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	25	113	51	91	414	560	850	755
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	25	113	51	91	414	560	850	755
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	25	113	51	91	414	560	850	755
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	-	-	25	113	51	91	414	560	850	755
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	25	113	51	91	414	560	850	755
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	25	113	51	91	414	560	850	755
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	25	113	51	91	414	560	850	755
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	25	113	51	91	414	560	850	755
Issuance fixed coupon	-	-	-	15	23	35	158	255	99	89
Issuance floating coupon	-	-	-	-	-	-	-	-	-	-
Issuance other	-	-	25	98	28	56	256	305	751	667
Total	-	-	25	113	51	91	414	560	850	755
Number of New Issuers	-	-	-	1	1	-	-	-	-	-

5.2.17 IRELAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	50,951	36,492	31,760	27,546	22,154	20,258	15,389	6,757	3,114	2,531
Mortgage	29,725	29,037	30,007	25,099	20,827	18,473	16,916	17,062	16,416	20,788
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	80,676	65,529	61,767	52,645	42,981	38,731	32,305	23,819	19,530	23,319
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	26,402	23,079	17,169	13,254	8,010	1,675	2,000	1,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	500	500	2,500	4,611	7,134	8,668	5,750	7,355
Others (below 500Mio)	n.a.	n.a.	1,092	868	239	-	232	476	472	-
Private Placement	n.a.	n.a.	33,773	28,198	23,073	20,866	16,930	13,000	11,308	14,964
Total	80,676	65,529	61,767	52,645	42,981	38,731	32,305	23,819	19,530	23,319
Denominated in EURO	67,626	54,940	53,054	44,725	36,360	31,987	27,108	22,263	18,974	23,103
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	216
Denominated in other currencies	13,050	10,589	8,713	7,920	6,621	6,743	5,198	1,556	556	-
Total	80,676	65,529	61,767	52,645	42,981	38,731	32,305	23,819	19,530	23,319
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	6,853	3,210	2,541
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	16,966	16,320	20,778
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	80,676	65,529	61,767	52,645	42,981	38,731	32,305	23,819	19,530	23,319
Outstanding fixed coupon	43,717	40,069	35,853	32,658	27,652	26,187	23,003	15,622	11,244	10,190
Outstanding floating coupon	33,607	22,507	22,919	17,008	12,730	10,240	7,045	6,267	8,230	13,058
Outstanding other	3,353	2,953	2,995	2,979	2,598	2,303	2,258	1,930	56	70
Total	80,676	65,529	61,767	52,645	42,981	38,731	32,305	23,819	19,530	23,319
Number of Programmes	6	6	6	5	5	5	5	5	5	5
Number of Issuers	6	6	6	5	5	5	5	5	5	5
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	3,174	60	-	-	25	-	-	-	-	-
Mortgage	14,801	6,000	9,290	5,500	3,235	2,535	5,225	3,542	3,250	5,575
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	17,975	6,060	9,290	5,500	3,260	2,535	5,225	3,542	3,250	5,575
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	1,000	1,000	-	1,000	1,000	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	500	2,000	1,250	3,000	-	-	750
Others (below 500Mio)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	4,000	260	1,285	1,225	2,542	3,250	4,825
Total	17,975	6,060	9,290	5,500	3,260	2,535	5,225	3,542	3,250	5,575
Denominated in EURO	17,975	6,060	9,290	5,500	3,260	2,535	5,225	3,542	3,250	5,575
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	17,975	6,060	9,290	5,500	3,260	2,535	5,225	3,542	3,250	5,575
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	#REF!	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	3,542	3,250	5,575
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	17,975	6,060	9,290	5,500	3,260	2,535	5,225	#REF!	3,250	5,575
Issuance fixed coupon	4,175	210	-	1,500	3,035	1,385	4,225	1,042	-	875
Issuance floating coupon	13,750	5,850	9,290	4,000	225	1,150	1,000	2,500	3,250	4,700
Issuance other	50	-	-	-	-	-	-	-	-	-
Total	17,975	6,060	9,290	5,500	3,260	2,535	5,225	3,542	3,250	5,575
Number of New Issuers	1	-	-	-	-	-	-	-	-	-

5.2.18 ITALY

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	9,063	10,092	12,999	10,300	6,945	8,700	8,400	7,575	6,725	5,625
Mortgage	14,000	26,925	50,768	116,405	122,099	122,464	122,135	138,977	139,937	163,311
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	23,063	37,017	63,767	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	37,927	39,602	44,453	46,503	42,423	42,073	38,103
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	4,450	8,450	8,400	12,628	12,500	16,575	18,750
Others (below 500Mio)	n.a.	n.a.	n.a.	1,783	1,170	140	500	375	-	-
Private Placement	n.a.	n.a.	n.a.	82,544	79,822	78,171	70,904	91,254	88,014	112,083
Total	23,063	37,017	63,767	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Denominated in EURO	23,000	36,925	63,668	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	63	92	99	-	-	-	-	-	-	-
Total	23,063	37,017	63,767	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	112,212	110,857	124,951
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	34,340	35,805	43,985
Total	23,063	37,017	63,767	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Outstanding fixed coupon	15,563	27,100	44,954	50,059	57,724	63,924	68,111	63,603	64,115	64,070
Outstanding floating coupon	500	2,825	18,814	76,646	71,320	67,240	62,424	82,950	82,497	104,816
Outstanding other	7,000	7,092	-	-	-	-	-	-	50	50
Total	23,063	37,017	63,767	126,705	129,044	131,164	130,535	146,552	146,662	168,936
Number of Programmes	n.a.	n.a.	n.a.	n.a.	19	21	24	24	25	23
Number of Issuers	7	11	12	13	13	14	14	14	14	13
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	3,000	2,000	5,900	-	4,200	1,000	1,700	2,375	1,650	-
Mortgage	7,500	12,925	29,261	70,768	24,520	39,475	27,650	41,780	19,180	45,200
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	6,304	5,250	7,750	7,250	3,250	2,250	1,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	1,700	3,500	2,750	5,500	2,750	3,575	4,250
Others (below 500Mio)	n.a.	n.a.	n.a.	-	250	-	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	62,764	19,720	29,975	16,600	38,155	15,005	39,950
Total	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Denominated in EURO	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	25,105	14,015	31,475
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	19,050	6,815	13,725
Total	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Issuance fixed coupon	7,500	12,600	18,750	11,013	12,170	10,585	12,250	8,000	7,825	6,000
Issuance floating coupon	-	2,325	16,411	59,755	16,550	29,890	17,100	36,155	13,005	39,200
Issuance other	3,000	-	-	-	-	-	-	-	-	-
Total	10,500	14,925	35,161	70,768	28,720	40,475	29,350	44,155	20,830	45,200
Number of New Issuers	3	4	1	1	-	1	1	-	1	-

5.2.19 JAPAN

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total Outstanding	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Outstanding fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Outstanding floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Outstanding other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Number of Programmes	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1
Number of Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total Issuance	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Issuance fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Issuance floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Issuance other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1,000
Number of New Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1

5.2.20 LATVIA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	85	63	37	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	85	63	37	-	-	-	-	-	-	-
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	85	63	37	-	-	-	-	-	-	-
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	85	63	37	-	-	-	-	-	-	-
Denominated in EURO	64	45	25	-	-	-	-	-	-	-
Denominated in domestic currency	17	14	12	-	-	-	-	-	-	-
Denominated in other currencies	4	4	-	-	-	-	-	-	-	-
Total	85	63	37	-	-	-	-	-	-	-
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Outstanding fixed coupon	26	27	12	-	-	-	-	-	-	-
Outstanding floating coupon	59	36	25	-	-	-	-	-	-	-
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	85	63	37	-	-	-	-	-	-	-
Number of Programmes	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Number of Issuers	5	4	2	-	-	-	-	-	-	-
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	-	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	-	-	-	-	-	-	-	-
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Issuance fixed coupon	-	-	-	-	-	-	-	-	-	-
Issuance floating coupon	-	-	-	-	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Number of New Issuers	-	-	-	-	-	-	-	-	-	-

5.2.21 LUXEMBOURG

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Mortgage	-	-	-	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	1,768	1,000	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	973	2,781	2,310	2,810	2,068
Others (below 500Mio)	n.a.	n.a.	n.a.	9,696	10,052	8,041	1,150	810	440	375
Private Placement	n.a.	n.a.	n.a.	13,395	10,656	6,987	6,235	4,744	3,655	3,660
Total	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Denominated in EURO	16,592	15,826	15,496	14,994	12,925	8,226	5,578	5,360	4,267	4,057
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	15,053	13,063	11,204	9,864	8,783	7,775	4,589	2,504	2,638	2,046
Total	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Hard Bullet	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Outstanding fixed coupon	21,126	20,390	16,547	14,766	13,182	11,417	8,250	6,589	6,509	5,973
Outstanding floating coupon	9,355	7,710	9,377	8,507	7,080	3,802	1,710	816	142	116
Outstanding other	1,164	789	776	1,585	1,445	783	206	460	254	14
Total	31,645	28,889	26,700	24,859	21,708	16,002	10,166	7,864	6,905	6,103
Number of Programmes	n.a.	n.a.	n.a.	n.a.	6	5	3	3	3	3
Number of Issuers	5	5	5	6	6	5	3	3	3	3
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Mortgage	-	-	-	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	-	1,000	500	500	568
Others (below 500Mio)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	2,660	825	398	220	155	244	158
Total	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Denominated in EURO	2,661	3,260	2,422	2,587	825	233	1,220	655	640	158
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	422	264	366	73	-	165	-	-	104	568
Total	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Hard Bullet	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Issuance fixed coupon	1,526	1,213	336	187	-	398	1,205	655	744	726
Issuance floating coupon	1,530	2,289	2,452	2,473	825	-	15	-	-	-
Issuance other	27	22	-	-	-	-	-	-	-	-
Total	3,083	3,524	2,788	2,660	825	398	1,220	655	744	726
Number of New Issuers	-	-	-	1	-	-	-	-	-	-

5.2.22 THE NETHERLANDS

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	27,664	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	27,664	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Public Placement										
Benchmark (1bn and above)	20,650	29,150	38,850	44,487	44,188	40,335	37,228	38,773	40,001	42,330
Benchmark (500mio - below 1bn)	-	-	500	500	1,000	1,000	2,750	4,750	7,750	10,500
Others (below 500Mio)	1,281	1,819	2,345	2,319	2,281	2,329	1,523	1,211	812	399
Private Placement	5,633	9,211	10,276	12,516	13,547	15,158	19,600	22,870	24,317	41,568
Total	27,564	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Denominated in EURO	25,822	36,854	47,795	53,884	55,362	53,030	55,897	63,694	69,722	91,990
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	1,842	3,326	4,175	5,938	5,653	5,792	5,204	3,910	3,158	2,807
Total	27,664	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Hard Bullet	21,037	32,957	45,122	53,242	53,938	53,303	17,557	16,151	15,038	12,762
Soft Bullet	6,627	7,223	6,848	6,580	6,576	4,519	40,793	47,203	51,092	73,786
Conditional Pass Through	-	-	-	-	501	1,000	2,751	4,250	6,750	8,250
Total	27,664	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Outstanding fixed coupon	25,558	37,954	51,230	58,902	60,016	57,864	59,142	62,181	67,858	89,775
Outstanding floating coupon	1,956	2,176	700	880	959	928	1,928	5,392	4,992	4,992
Outstanding other	50	50	40	40	40	30	30	30	30	30
Total	27,564	40,180	51,970	59,822	61,015	58,822	61,101	67,604	72,880	94,797
Number of Programmes	5	5	5	5	6	5	8	8	10	11
Number of Issuers	5	5	5	5	5	5	7	7	9	9
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Public Placement										
Benchmark (1bn and above)	6,375	9,750	9,700	8,387	2,750	1,500	1,750	3,500	6,750	7,770
Benchmark (500mio - below 1bn)	-	-	500	-	500	500	1,750	2,000	3,000	3,250
Others (below 500Mio)	-	300	473	290	-	-	-	-	-	-
Private Placement	1,350	3,611	3,470	2,062	1,228	1,910	4,408	4,408	2,175	17,694
Total	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Denominated in EURO	7,725	12,337	13,207	8,859	4,478	3,910	7,908	9,908	11,925	28,714
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	1,324	937	1,879	-	-	-	-	-	-
Total	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Hard Bullet	6,725	11,320	13,639	9,738	3,977	3,235	-	-	-	-
Soft Bullet	1,000	2,341	504	1,000	-	-	6,157	8,408	9,425	26,714
Conditional Pass Through	-	-	-	-	501	675	1,751	1,500	2,500	2,000
Total	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Issuance fixed coupon	7,725	13,603	14,013	10,558	4,398	3,895	6,908	6,333	11,925	28,714
Issuance floating coupon	-	57	130	180	80	15	1,000	3,575	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	7,725	13,660	14,143	10,738	4,478	3,910	7,908	9,908	11,925	28,714
Number of New Issuers	-	-	-	-	-	-	2	-	2	-

5.2.23 NEW ZEALAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Public Placement										
Benchmark (1bn and above)	-	1,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Benchmark (500mio - below 1bn)	-	-	1,050	3,051	3,954	5,472	5,470	6,750	6,750	7,000
Others (below 500Mio)	-	247	427	1,353	1,436	1,347	788	605	555	134
Private Placement	-	-	179	477	461	645	891	1,322	883	669
Total	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Denominated in EURO	-	1,000	2,500	4,500	5,500	7,000	7,200	8,950	8,950	9,200
Denominated in domestic currency	-	247	606	982	940	1,014	879	1,122	683	469
Denominated in other currencies	-	-	550	1,399	1,411	1,449	1,070	605	555	134
Total	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Hard Bullet	-	1,247	3,656	6,131	5,979	6,839	5,061	2,889	932	293
Soft Bullet	-	-	-	750	1,872	2,625	4,088	7,788	9,256	9,510
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Outstanding fixed coupon	-	1,247	3,477	6,259	7,244	8,834	8,961	10,479	10,010	9,627
Outstanding floating coupon	-	-	179	622	607	630	188	198	178	176
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	-	1,247	3,656	6,881	7,851	9,464	9,149	10,677	10,188	9,803
Number of Programmes	-	1	4	4	5	5	5	5	5	5
Number of Issuers	-	1	4	4	5	5	5	5	5	5
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Public Placement										
Benchmark (1bn and above)	-	1,000	1,000	-	-	-	-	1,000	1,000	-
Benchmark (500mio - below 1bn)	-	-	1,050	2,000	1,000	750	1,250	2,500	1,250	1,250
Others (below 500Mio)	-	247	179	902	122	-	-	-	-	-
Private Placement	-	-	179	290	-	-	200	198	-	-
Total	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Denominated in EURO	-	1,000	1,500	2,000	1,000	750	1,450	3,500	2,250	1,250
Denominated in domestic currency	-	247	358	343	-	-	-	198	-	-
Denominated in other currencies	-	-	550	849	122	-	-	-	-	-
Total	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Hard Bullet	-	1,247	2,409	2,442	-	-	-	-	-	-
Soft Bullet	-	-	-	750	1,122	750	1,450	3,698	2,250	1,250
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Issuance fixed coupon	-	1,247	2,229	2,757	1,122	750	1,450	3,698	2,250	1,250
Issuance floating coupon	-	-	179	435	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	1,247	2,409	3,192	1,122	750	1,450	3,698	2,250	1,250
Number of New Issuers	-	1	3	-	1	-	-	-	-	-

5.2.24 NORWAY

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	751	1,837	3,759	2,742	2,035	1,820	1,672	2,199	1,824	1,784
Mortgage	53,582	70,401	91,852	107,242	105,202	102,704	107,694	113,051	113,359	119,398
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	54,333	72,238	95,611	109,984	107,237	104,524	109,366	115,251	115,183	121,182
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	51,179	47,342	51,185	46,834	52,192	49,390	53,375
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	20,125	18,471	14,523	18,953	21,430	30,183	29,086
Others (below 500Mio)	n.a.	n.a.	n.a.	32,354	31,763	26,434	32,463	32,681	26,212	29,305
Private Placement	n.a.	n.a.	n.a.	6,327	9,661	12,382	11,116	8,947	9,397	9,416
Total	54,333	72,238	95,611	109,985	107,237	104,524	109,366	115,251	115,183	121,182
Denominated in EURO	14,522	22,022	29,953	38,597	44,510	49,928	51,537	55,256	56,257	60,396
Denominated in domestic currency	39,022	45,803	55,325	59,533	49,965	41,502	44,081	50,159	49,490	52,640
Denominated in other currencies	789	4,413	10,333	11,854	12,762	13,094	13,748	9,837	9,435	8,145
Total	54,333	72,238	95,611	109,984	107,237	104,524	109,366	115,251	115,183	121,182
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	8,232	8,484	7,646
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	107,019	106,699	113,535
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	54,333	72,238	95,611	109,984	107,237	104,524	109,366	115,251	115,183	121,182
Outstanding fixed coupon	17,064	28,809	44,813	56,918	63,088	66,831	70,368	68,106	68,908	71,896
Outstanding floating coupon	37,269	43,429	50,798	53,066	44,148	37,694	38,998	47,146	45,246	49,285
Outstanding other	-	-	-	-	-	-	-	-	1,029	-
Total	54,333	72,238	95,611	109,984	107,236	104,524	109,366	115,251	115,183	121,182
Number of Programmes	n.a.	n.a.	n.a.	n.a.	23	23	27	28	29	28
Number of Issuers	22	22	23	22	22	22	24	25	25	24
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	751	1,421	2,374	943	239	664	312	781	457	332
Mortgage	30,105	21,062	28,135	22,946	18,339	14,474	17,750	23,058	21,256	24,331
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	30,856	22,483	30,509	23,888	18,578	15,138	18,063	23,839	21,713	24,663
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	10,916	7,441	6,823	4,937	9,143	7,699	10,595
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	4,748	1,458	2,157	4,346	6,400	6,767	6,049
Others (below 500Mio)	n.a.	n.a.	n.a.	7,664	8,267	5,082	8,574	7,115	6,295	7,304
Private Placement	n.a.	n.a.	n.a.	560	1,412	1,076	206	1,181	951	716
Total	30,856	22,483	30,509	23,888	18,578	15,138	18,063	23,839	21,713	24,663
Denominated in EURO	2,044	11,232	8,800	12,431	8,382	4,590	6,773	10,342	9,688	11,618
Denominated in domestic currency	28,745	7,777	15,808	9,463	7,546	9,854	9,206	12,807	9,675	11,465
Denominated in other currencies	67	3,474	5,901	1,994	2,651	694	2,084	690	2,350	1,580
Total	30,856	22,483	30,509	23,888	18,578	15,138	18,063	23,839	21,713	24,663
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	196	633	1,167
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	23,643	21,080	23,496
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	30,856	22,483	30,509	23,888	18,578	15,138	18,063	23,839	21,713	24,663
Issuance fixed coupon	2,207	16,074	15,961	15,462	11,423	3,475	9,173	10,719	11,896	13,992
Issuance floating coupon	28,649	6,409	14,548	8,427	7,155	11,519	8,748	12,525	9,817	10,671
Issuance other	-	-	-	-	-	144	142	594	-	-
Total	30,856	22,483	30,509	23,888	18,578	15,138	18,063	23,839	21,713	24,663
Number of New Issuers	15	-	1	-	-	1	2	1	-	-

Note: The breakdown for public/private issuance may be based on different definitions with the ECBC guidelines.

5.2.25 PANAMA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	-	152	218	247	276	80	-	10
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	-	-	-	152	218	247	276	80	-	10
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	152	218	247	276	80	-	-
Private Placement	-	-	-	-	-	-	-	-	-	10
Total	-	-	-	152	218	247	276	80	-	10
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	152	218	247	276	80	-	10
Total	-	-	-	152	218	247	276	80	-	10
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	152	218	247	276	80	-	10
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	152	218	247	276	80	-	10
Outstanding fixed coupon	-	-	-	152	218	247	276	80	-	10
Outstanding floating coupon	-	-	-	-	-	-	-	-	-	-
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	152	218	247	276	80	-	10
Number of Programmes	-	-	-	1	1	1	1	1	-	1
Number of Issuers	-	-	-	1	1	1	1	1	-	1
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	-	152	73	-	-	-	-	10
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	-	152	73	-	-	-	-	10
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	152	73	-	-	-	-	-
Private Placement	-	-	-	-	-	-	-	-	-	10
Total	-	-	-	152	73	-	-	-	-	10
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	152	73	-	-	-	-	10
Total	-	-	-	152	73	-	-	-	-	10
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	152	73	-	-	-	-	10
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	152	73	-	-	-	-	10
Issuance fixed coupon	-	-	-	152	73	-	-	-	-	10
Issuance floating coupon	-	-	-	-	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	152	73	-	-	-	-	10
Number of New Issuers	-	-	-	1	-	-	-	-	-	1

5.2.26 POLAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	139	126	112	110	84	82	35	-	-	79
Mortgage	583	511	527	657	707	882	1,230	2,216	3,959	4,925
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	722	636	639	768	791	964	1,266	2,216	3,959	5,004
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	-	-	500	1,500	2,000
Others (below 500Mio)	n.a.	n.a.	n.a.	768	791	964	1,266	1,556	2,284	2,846
Private Placement	n.a.	n.a.	n.a.	-	-	-	-	160	175	158
Total	722	636	639	768	791	964	1,266	2,216	3,959	5,004
Denominated in EURO	4	-	-	20	117	250	378	1,046	2,170	2,882
Denominated in domestic currency	711	636	639	748	674	714	888	1,170	1,789	2,122
Denominated in other currencies	7	-	-	-	-	-	-	-	-	-
Total	722	636	639	768	791	964	1,266	2,216	3,959	5,004
Hard Bullet	722	636	639	768	791	964	1,266	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	2,216	3,959	5,004
Total	722	636	639	768	791	964	1,266	2,216	3,959	5,004
Outstanding fixed coupon	4	-	-	-	30	107	139	721	1,990	2,781
Outstanding floating coupon	718	636	639	768	761	857	1,127	1,495	1,969	2,223
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	722	636	639	768	791	964	1,266	2,216	3,959	5,004
Number of Programmes	n.a.	n.a.	n.a.	3	3	3	4	3	6	6
Number of Issuers	3	3	2	2	2	2	3	3	3	3
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	25	-	61	-	-	-	-	-	79
Mortgage	88	138	269	228	116	269	416	1,099	2,048	1,244
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	88	164	269	289	116	269	416	1,099	2,048	1,323
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	-	-	500	1,000	500
Others (below 500Mio)	n.a.	n.a.	n.a.	289	116	269	416	439	801	744
Private Placement	n.a.	n.a.	n.a.	-	-	-	-	160	247	79
Total	88	164	269	289	116	269	416	1,099	2,048	1,323
Denominated in EURO	-	-	-	20	96	135	127	668	1,204	800
Denominated in domestic currency	88	164	269	269	20	135	290	431	844	523
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	88	164	269	289	116	269	416	1,099	2,048	1,323
Hard Bullet	88	164	269	289	116	269	416	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	1,099	2,048	1,323
Total	88	164	269	289	116	269	416	1,099	2,048	1,323
Issuance fixed coupon	-	-	-	-	30	78	31	582	1,267	814
Issuance floating coupon	88	164	269	289	86	192	385	517	781	509
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	88	164	269	289	116	269	416	1,099	2,048	1,323
Number of New Issuers	-	-	-	-	-	-	1	-	-	-

For the Polish issuer community a placement is considered public when there is one external lead involved and not at least two as per the underlying definition of the Fact Book. This is the reason why there is a discrepancy between the Fact Book and Covered Bond Label statistics for Poland.

5.2.27 PORTUGAL

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	1,150	1,400	1,400	1,300	1,200	400	500	500	600	600
Mortgage	20,270	27,690	33,248	34,321	36,016	33,711	34,461	32,970	35,530	35,795
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Public Placement										
Benchmark (1bn and above)	18,150	17,900	15,358	11,550	9,706	8,656	6,906	4,500	5,000	5,000
Benchmark (500mio - below 1bn)	-	-	-	-	750	1,500	3,000	3,000	3,750	3,000
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	3,270	11,190	19,290	24,071	26,760	23,955	25,055	25,970	27,380	28,395
Total	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Denominated in EURO	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Hard Bullet	300	300	300	300	300	300	300	-	-	-
Soft Bullet	21,120	28,790	34,348	35,321	36,916	33,811	30,961	27,020	29,630	29,895
Conditional Pass Through	-	-	-	-	-	-	3,700	6,450	6,500	6,500
Total	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Outstanding fixed coupon	18,170	17,960	15,418	11,610	10,516	10,966	11,466	10,260	12,970	12,200
Outstanding floating coupon	3,250	11,130	19,230	24,011	26,700	23,145	23,495	23,210	23,160	24,195
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	21,420	29,090	34,648	35,621	37,216	34,111	34,961	33,470	36,130	36,395
Number of Programmes	8	9	11	11	11	10	11	10	9	7
Number of Issuers	6	7	9	9	9	9	9	8	8	7
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	1,000	250	-	-	-	-	100	150	350	-
Mortgage	6,000	11,570	8,450	4,850	4,500	3,825	8,675	5,950	8,200	2,350
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Public Placement										
Benchmark (1bn and above)	6,000	3,000	-	-	-	1,000	1,000	-	3,000	-
Benchmark (500mio - below 1bn)	-	-	-	-	750	1,500	750	-	750	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	1,000	8,820	8,450	4,850	3,750	1,325	7,025	6,100	4,800	2,350
Total	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Denominated in EURO	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	7,000	11,820	8,450	4,850	4,000	3,825	4,575	4,350	7,550	2,350
Conditional Pass Through	-	-	-	-	500	-	4,200	1,750	1,000	-
Total	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Issuance fixed coupon	6,000	3,040	-	-	750	3,250	2,500	3,700	5,500	-
Issuance floating coupon	1,000	8,780	8,450	4,850	3,750	575	6,275	2,400	3,050	2,350
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	7,000	11,820	8,450	4,850	4,500	3,825	8,775	6,100	8,550	2,350
Number of New Issuers	1	1	2	-	-	-	-	-	-	-

5.2.28 SINGAPORE

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total Outstanding	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	949	834	1,092
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	1,014	4,644	7,282
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	98	92
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	3,250	5,250
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,463	2,326	3,216
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Outstanding fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,449	4,598	6,871
Outstanding floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	514	977	1,596
Outstanding other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,963	5,576	8,466
Number of Programmes	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1	2	3	3
Number of Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1	2	3	3
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total Issuance	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	-	-	1,092
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	1,014	3,656	2,671
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	98	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	2,750	2,000
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	514	1,003	1,762
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Issuance fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	500	3,265	3,092
Issuance floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	514	489	671
Issuance other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	919	1,014	3,753	3,762
Number of New Issuers	-	-	-	-	-	-	1	1	1	-

5.2.29 SLOVAKIA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Others (below 500Mio)	n.a.	n.a.	n.a.	1,606	1,477	1,197	927	-	-	-
Private Placement	n.a.	n.a.	n.a.	2,229	2,590	2,742	3,271	4,197	5,118	4,858
Total	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Denominated in EURO	3,516	3,350	3,625	3,680	3,925	3,814	4,094	4,076	5,036	4,810
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	92	92	143	155	142	124	104	121	82	48
Total	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Hard Bullet	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,058
Soft Bullet	-	-	-	-	-	-	-	-	-	800
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Outstanding fixed coupon	1,845	1,571	1,886	2,224	2,611	2,754	3,262	3,197	4,235	4,372
Outstanding floating coupon	1,762	1,871	1,882	1,606	1,451	1,185	936	995	883	486
Outstanding other	-	-	-	5	5	-	-	5	-	-
Total	3,608	3,442	3,768	3,835	4,067	3,939	4,198	4,197	5,118	4,858
Number of Programmes	n.a.	n.a.	n.a.	n.a.	8	8	8	8	6	6
Number of Issuers	8	8	8	8	8	8	8	8	6	6
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	707	1,179	867	785	841	654	1,159	751	1,316	800
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	707	1,179	867	785	841	654	1,159	751	1,316	800
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Others (below 500Mio)	n.a.	n.a.	n.a.	248	167	154	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	537	674	500	1,159	751	1,316	800
Total	707	1,179	867	785	841	654	1,159	751	1,316	800
Denominated in EURO	707	1,179	820	735	815	654	1,159	685	1,316	800
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	47	50	26	-	-	66	-	-
Total	707	1,179	867	785	841	654	1,159	751	1,316	800
Hard Bullet	707	1,179	867	785	841	654	1,159	751	1,316	-
Soft Bullet	-	-	-	-	-	-	-	-	-	800
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	707	1,179	867	785	841	654	1,159	751	1,316	800
Issuance fixed coupon	529	349	414	703	757	585	940	690	1,316	800
Issuance floating coupon	178	830	452	77	84	69	219	56	-	-
Issuance other	-	-	-	5	-	-	-	5	-	-
Total	707	1,179	867	785	841	654	1,159	751	1,316	800
Number of New Issuers	-	-	-	-	-	-	-	-	-	-

5.2.30 SOUTH KOREA

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,619	2,771
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,619	2,771
Public Placement										
Benchmark (1bn and above)	773	773	773	758	725	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	347	721	758	1,088	1,235	1,837	2,372	2,501	2,684
Others (below 500Mio)	-	-	-	-	-	-	-	118	117	-
Private Placement	-	-	677	891	723	113	117	-	-	87
Total	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,619	2,771
Denominated in EURO	-	-	-	-	-	-	-	-	-	500
Denominated in domestic currency	-	-	527	740	723	113	117	118	117	-
Denominated in other currencies	773	1,120	1,644	1,667	1,813	1,235	1,837	2,372	2,501	2,271
Total	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,618	2,771
Hard Bullet	773	1,120	2,171	2,407	2,536	1,349	1,495	1,541	1,785	1,810
Soft Bullet	-	-	-	-	-	-	459	949	833	961
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,618	2,771
Outstanding fixed coupon	773	1,120	2,021	2,255	2,536	1,349	1,954	2,490	2,619	2,771
Outstanding floating coupon	-	-	150	152	-	-	-	-	-	-
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	773	1,120	2,171	2,407	2,536	1,349	1,954	2,490	2,619	2,771
Number of Programmes	1	2	2	2	2	1	2	2	2	2
Number of Issuers	1	2	2	2	2	1	2	2	2	2
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	773	347	1,051	178	466	-	919	949	417	587
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	773	347	1,051	178	466	-	919	949	417	587
Public Placement										
Benchmark (1bn and above)	773	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	347	374	-	363	-	919	949	417	500
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	677	178	103	-	-	-	-	87
Total	773	347	1,051	178	466	-	919	949	417	587
Denominated in EURO	-	-	-	-	-	-	-	-	-	500
Denominated in domestic currency	-	-	527	178	466	-	-	-	-	-
Denominated in other currencies	773	347	524	-	-	-	919	949	417	87
Total	773	347	1,051	178	466	-	919	949	417	587
Hard Bullet	773	347	1,051	178	466	-	459	474	417	500
Soft Bullet	-	-	-	-	-	-	459	474	-	87
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	773	347	1,051	178	466	-	919	949	417	587
Issuance fixed coupon	773	347	901	178	466	-	919	949	417	587
Issuance floating coupon	-	-	150	-	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	773	347	1,051	178	466	-	919	949	417	587
Number of New Issuers	1	1	-	-	-	-	1	-	-	-

5.2.31 SPAIN

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	16,724	19,098	32,657	33,609	30,352	25,495	28,505	26,887	25,362	18,362
Mortgage	336,750	343,401	369,208	406,736	334,572	282,568	252,383	232,456	216,498	213,253
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	353,474	362,499	401,865	440,345	364,924	308,063	280,888	259,344	241,860	231,615
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	243,207	211,343	172,344	156,845	129,777	107,096	96,706
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	11,850	14,098	10,714	11,690	12,190	10,190	9,850
Others (below 500Mio)	n.a.	n.a.	n.a.	200	-	-	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	185,088	139,483	125,006	120,882	117,376	124,574	125,059
Total	353,474	362,499	401,865	440,345	364,924	308,063	289,417	259,344	241,860	231,615
Denominated in EURO	352,780	361,751	401,092	438,641	363,731	306,522	279,969	258,395	241,860	231,615
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	694	748	773	1,703	1,193	1,541	919	949	-	-
Total	353,474	362,499	401,865	440,345	364,924	308,063	280,888	259,344	241,860	231,615
Hard Bullet	353,474	362,499	401,865	440,345	364,924	308,063	280,888	259,344	241,860	231,615
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	353,474	362,499	401,865	440,345	364,924	308,063	280,888	259,344	241,860	231,615
Outstanding fixed coupon	291,929	310,499	343,067	311,719	260,831	200,975	181,033	160,646	138,141	126,806
Outstanding floating coupon	61,545	52,000	58,797	128,625	103,631	107,088	99,855	98,698	103,299	104,450
Outstanding other	-	-	-	-	462	-	-	-	421	359
Total	353,474	362,499	401,865	440,345	364,924	308,063	280,888	259,344	241,860	231,615
Number of Programmes	n.a.	n.a.	n.a.	n.a.	40	39	40	35	33	31
Number of Issuers	68	59	64	38	32	31	31	28	26	24
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	500	5,900	20,334	6,407	5,895	1,853	10,400	7,250	350	800
Mortgage	43,580	51,916	72,077	98,846	22,919	23,038	31,375	31,393	30,000	19,935
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	7,200	7,000	8,250	15,000	11,536	2,600	3,625
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	3,600	4,840	500	4,750	2,000	-	1,500
Others (below 500Mio)	n.a.	n.a.	n.a.	-	-	-	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	94,453	16,974	16,141	22,025	25,107	27,750	15,610
Total	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Denominated in EURO	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Hard Bullet	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Issuance fixed coupon	37,480	50,891	52,507	27,559	16,169	8,800	23,837	25,043	10,198	5,821
Issuance floating coupon	6,600	6,925	39,904	77,694	12,445	16,091	17,938	13,600	20,152	14,914
Issuance other	-	-	-	-	200	-	-	-	-	-
Total	44,080	57,816	92,411	105,253	28,814	24,891	41,775	38,643	30,350	20,735
Number of New Issuers	1	2	1	3	-	-	2	-	-	-

Source: AIAF, Bloomberg, Reuters, Moody's, Fitch, S&P, ECBC

Note: Please note that the breakdown public vs private placements is an estimation made by the ECBC.

Please also note that the methodology used for counting the number of issuers has changed. Until 2011, the number of "new issuers" included the new financial institutions established as part of the restructuring of the Spanish banking sector whose inaugural issue occurred during the year of reporting. The number of issuers also included all the former financial institutions with outstanding covered bonds at the end of each year – even if, as a consequence of the aforementioned restructuring, they were integrated into a new one – along with the new institutions. From 2012 onwards, however, only the new entities are reported as active issuers.

5.2.32 SWEDEN

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	175,163	173,333	163,281	172,823	177,385	173,105	171,336
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	8,234	10,775	12,149	14,836	13,623	16,212	18,046
Others (below 500Mio)	n.a.	n.a.	n.a.	29,055	26,071	26,047	24,859	22,918	23,432	18,117
Private Placement	n.a.	n.a.	n.a.	7,921	7,676	8,364	9,472	8,518	6,463	10,481
Total	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Denominated in EURO	25,787	35,697	37,554	39,995	39,423	36,108	37,931	38,224	39,094	43,610
Denominated in domestic currency	103,809	144,969	159,628	164,501	161,651	156,791	165,682	167,831	165,874	164,307
Denominated in other currencies	4,308	8,085	11,712	15,878	16,780	16,942	18,377	16,389	14,244	10,062
Total	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Hard Bullet	133,903	188,750	208,894	220,374	217,854	208,848	216,945	214,177	207,424	203,566
Soft Bullet	-	-	-	-	-	993	5,045	8,267	11,788	14,413
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Outstanding fixed coupon	126,116	172,693	191,013	198,372	195,770	187,395	200,034	201,061	199,424	200,840
Outstanding floating coupon	7,169	16,013	17,659	21,778	22,055	22,432	21,956	21,383	19,788	17,139
Outstanding other	619	45	222	224	29	14	0	0	0	0
Total	133,903	188,750	208,894	220,374	217,854	209,842	221,990	222,444	219,212	217,979
Number of Programmes	n.a.	n.a.	n.a.	n.a.	10	10	9	10	10	12
Number of Issuers	7	7	7	7	8	8	8	8	8	10
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	37,148	35,519	34,881	47,756	37,508	30,206	34,876
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	92	6,753	5,989	5,608	7,360	7,766	10,715
Others (below 500Mio)	n.a.	n.a.	n.a.	10,078	8,276	5,883	6,410	6,895	10,315	6,027
Private Placement	n.a.	n.a.	n.a.	1,620	1,086	1,672	955	424	237	2,582
Total	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Denominated in EURO	6,705	20,797	13,263	2,485	5,745	6,531	10,066	7,065	11,689	5,620
Denominated in domestic currency	44,354	55,117	52,118	41,971	41,220	39,866	47,364	43,741	34,981	46,375
Denominated in other currencies	2,047	3,997	4,419	4,481	4,668	2,027	3,299	1,381	1,855	2,204
Total	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Hard Bullet	53,106	79,910	69,800	48,936	51,633	47,464	56,642	50,005	44,881	50,571
Soft Bullet	-	-	-	-	-	960	4,087	2,182	3,643	3,628
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Issuance fixed coupon	47,375	68,023	53,137	38,294	42,949	41,346	54,618	46,046	44,358	47,056
Issuance floating coupon	5,376	11,888	16,562	10,642	8,684	7,077	6,111	6,141	4,166	7,143
Issuance other	354	-	102	-	-	-	-	-	-	-
Total	53,106	79,910	69,800	48,936	51,633	48,424	60,729	52,187	48,525	54,199
Number of New Issuers	-	-	-	-	1	-	-	-	-	2

Note: In the Swedish domestic market it is common practice to tap issue and to buy back issuances if the bond has a maturity of less than 12–18 months. In order to best represent the liquidity of the market, tapped issuance which per ECBC definition fall under private placement have been considered as public placement according to the benchmark of their yearly cumulative issuance and their size of outstanding volume. This explains the discrepancy between the figures of the Fact Book and the Covered Bond Label.

5.2.33 SWITZERLAND

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Outstanding CBs - Pfandbriefe	43,283	58,046	60,729	67,652	71,716	78,468	95,940	105,012	101,962	110,556
Outstanding CBs - Structured	3,000	7,000	11,152	18,055	17,348	21,967	15,602	12,553	9,670	8,867
Total Outstanding	46,283	65,046	71,881	85,707	89,064	100,436	111,542	117,564	111,632	119,422
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	17,926	17,120	21,133	14,898	11,500	8,750	7,500
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	23,839	6,218	40,767	60,457	64,107	59,627	74,316
Others (below 500Mio)	n.a.	n.a.	n.a.	35,986	61,351	37,701	35,483	41,247	42,549	37,505
Private Placement	n.a.	n.a.	n.a.	7,956	4,376	834	704	710	706	101
Total	46,283	65,046	71,881	85,707	89,064	100,436	111,542	117,564	111,632	119,422
Denominated in EURO	3,000	7,000	10,250	13,000	11,500	15,350	13,100	12,100	9,350	8,101
Denominated in domestic currency	43,283	58,046	60,729	67,652	71,716	78,468	95,940	105,012	102,176	111,221
Denominated in other currencies	-	-	902	5,055	5,848	6,617	2,502	453	106	100
Total	46,283	65,046	71,881	85,707	89,064	100,436	111,542	117,564	111,632	119,422
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	105,464	102,068	111,256
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	12,100	9,564	8,167
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	46,283	65,046	71,881	85,707	89,064	100,436	111,542	117,564	111,632	119,422
Outstanding fixed coupon	46,283	65,046	71,752	85,707	89,064	100,312	111,542	117,564	111,632	119,422
Outstanding floating coupon	-	-	-	-	-	124	-	-	-	-
Outstanding other	-	-	129	-	-	-	-	-	-	-
Total	46,283	65,046	71,881	85,707	89,064	100,436	111,542	117,564	111,632	119,422
Number of Programmes	n.a.	n.a.	n.a.	n.a.	4	4	4	4	5	5
Number of Issuers	3	4	4	4	4	4	4	4	5	5
Issuance (in EUR million)										
Total Covered Bonds Issuance										
New Issues of CBs - Pfandbriefe	9,414	10,834	11,227	12,804	12,568	13,343	15,840	16,106	12,708	13,282
New Issues of CBs - Structured	3,000	4,000	4,152	6,919	1,015	5,850	-	-	214	444
Total Issuance	12,414	14,834	15,379	19,723	13,583	19,193	15,840	16,106	12,922	13,725
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	6,919	906	5,250	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	2,394	2,171	4,562	8,822	3,850	2,437	2,983
Others (below 500Mio)	n.a.	n.a.	n.a.	10,410	10,397	8,782	7,018	12,256	10,485	10,742
Private Placement	n.a.	n.a.	n.a.	-	109	600	-	-	-	-
Total	12,414	14,834	15,379	19,723	13,583	19,193	15,840	16,106	12,922	13,725
Denominated in EURO	3,000	4,000	3,250	2,750	-	5,850	-	-	-	-
Denominated in domestic currency	9,414	10,834	11,227	12,804	12,568	13,343	15,840	16,106	12,922	13,725
Denominated in other currencies	-	-	902	4,169	1,015	-	-	-	-	-
Total	12,414	14,834	15,379	19,723	13,583	19,193	15,840	16,106	12,922	13,725
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	16,106	12,708	13,282
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	214	444
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	12,414	14,834	15,379	19,723	13,583	19,193	15,840	16,106	12,922	13,725
Issuance fixed coupon	12,414	14,834	15,250	19,723	13,474	19,193	15,840	16,106	12,922	13,725
Issuance floating coupon	-	-	-	-	109	-	-	-	-	-
Issuance other	-	-	129	-	-	-	-	-	-	-
Total	12,414	14,834	15,379	19,723	13,583	19,193	15,840	16,106	12,922	13,725
Number of New Issuers	1	1	-	-	-	-	-	-	1	-

Note: from 2008 only Limmat bonds are considered as "Private Placements"

5.2.34 TURKEY

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total Outstanding	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	500	500
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	128	1,423	1,834
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	500	500
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	128	1,423	1,834
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	68
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,266
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Outstanding fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Outstanding floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Outstanding other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	628	1,923	2,334
Number of Programmes	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1	1	4	6
Number of Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1	1	4	6
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Mortgage	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Ships	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Others	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total Issuance	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Public Placement										
Benchmark (1bn and above)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Benchmark (500mio - below 1bn)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	-	-
Others (below 500Mio)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Private Placement	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	-	1,334	766
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Denominated in EURO	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	500	-	-
Denominated in domestic currency	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	-	1,334	766
Denominated in other currencies	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	68
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	698
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Issuance fixed coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Issuance floating coupon	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Issuance other	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-	-
Total	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	128	500	1,334	766
Number of New Issuers	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	1	1	2	2

5.2.35 UNITED KINGDOM

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Regulated - Mortgages	109,473	125,250	121,623	147,425	114,395	114,654	106,674	97,127	89,509	93,530
Regulated - Public Sector	-	-	-	-	-	-	-	-	-	-
Non-regulated - Mortgages	90,993	77,965	63,429	37,818	18,077	16,143	8,236	-	-	-
Non-regulated - Public Sector	3,439	3,548	3,656	3,742	5,784	6,152	6,358	4,894	4,697	4,662
Total Outstanding	203,905	206,763	188,707	188,985	138,255	136,949	121,268	102,021	94,206	98,192
Public Placement										
Benchmark (1bn and above)	174,036	171,202	147,473	148,608	112,064	107,687	93,997	75,733	70,229	72,312
Benchmark (500mio - below 1bn)	24,555	27,738	29,424	27,127	13,341	16,995	10,233	9,546	7,548	11,457
Others (below 500Mio)	5,304	6,643	9,231	9,137	8,637	7,948	971	280	248	-
Private Placement	10	1,180	2,580	4,113	4,213	4,319	16,068	16,462	16,181	14,423
Total	203,905	206,763	188,707	188,985	138,255	136,949	121,268	102,021	94,206	98,192
Denominated in EURO	73,324	81,475	102,084	118,667	84,633	77,968	67,651	57,703	55,876	56,426
Denominated in domestic currency	122,395	115,625	76,905	61,012	44,957	50,972	47,613	38,532	36,977	40,482
Denominated in other currencies	8,186	9,663	9,718	9,306	8,665	8,009	6,004	5,786	1,353	1,284
Total	203,905	206,763	188,707	188,985	138,255	136,949	121,268	102,021	94,206	98,192
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	7,508	5,331	2,581
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	91,028	85,531	92,291
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	3,485	3,344	3,320
Total	203,905	206,763	188,707	188,985	138,255	136,949	121,268	102,021	94,206	98,192
Outstanding fixed coupon	71,342	83,820	111,426	123,888	106,995	101,816	91,567	78,951	72,038	71,144
Outstanding floating coupon	132,563	122,943	77,282	65,097	31,260	35,133	29,701	23,070	22,168	27,048
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	203,905	206,763	188,707	188,985	138,255	136,949	121,268	102,021	94,206	98,192
Number of Programmes	n.a.	n.a.	n.a.	n.a.	18	17	16	14	14	14
Number of Issuers	21	20	16	15	17	16	15	12	12	13
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Regulated - Mortgages	8,254	25,000	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Regulated - Public Sector	-	-	-	-	-	-	-	-	-	-
Non-regulated - Mortgages	22,177	900	-	-	-	-	-	-	-	-
Non-regulated - Public Sector	3,439	-	-	-	-	-	-	-	-	-
Total Issuance	33,870	25,900	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Public Placement										
Benchmark (1bn and above)	27,407	15,412	20,190	22,921	1,000	9,135	11,540	6,701	10,013	12,224
Benchmark (500mio - below 1bn)	6,001	6,603	9,659	9,432	-	2,892	2,159	1,381	1,500	2,662
Others (below 500Mio)	462	2,706	5,734	3,222	380	396	409	-	-	-
Private Placement	-	1,180	1,400	1,534	100	106	907	1,517	50	30
Total	33,870	25,900	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Denominated in EURO	5,535	22,095	27,211	20,024	1,480	6,406	8,135	6,833	4,800	4,030
Denominated in domestic currency	28,335	2,788	8,290	15,041	-	6,123	6,880	2,766	6,763	10,231
Denominated in other currencies	-	1,018	1,482	2,044	-	-	-	-	-	655
Total	33,870	25,900	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Hard Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Soft Bullet	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	9,599	11,563	14,916
Conditional Pass Through	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	-	-	-
Total	33,870	25,900	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Issuance fixed coupon	3,750	20,542	35,102	17,991	1,200	6,406	8,816	6,808	4,800	4,685
Issuance floating coupon	30,120	5,359	1,881	19,118	280	6,123	6,199	2,791	6,763	10,231
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	33,870	25,900	36,983	37,109	1,480	12,529	15,015	9,599	11,563	14,916
Number of New Issuers	3	1	-	-	-	-	-	-	1	1

Note: There are 14 Regulated issuers each with one Regulated residential mortgage programme (two regulated issuers also have unregulated programmes).

Please refer to the FCA's website for more details of the Regulated issues (<http://www.fca.org.uk/firms/systems-reporting/regulated-covered-bonds-register>).

5.2.36 UNITED STATES

Outstanding (in EUR million)	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Covered Bonds Outstanding										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Outstanding	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Public Placement										
Benchmark (1bn and above)	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Denominated in EURO	11,500	10,000	8,000	6,000	6,000	4,000	4,000	2,000	-	-
Denominated in domestic currency	1,388	1,497	1,546	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Outstanding fixed coupon	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Outstanding floating coupon	-	-	-	-	-	-	-	-	-	-
Outstanding other	-	-	-	-	-	-	-	-	-	-
Total	12,888	11,497	9,546	6,000	6,000	4,000	4,000	2,000	-	-
Number of Programmes	2	2	2	2	2	2	2	1	-	-
Number of Issuers	2	2	2	2	2	2	2	2	-	-
Issuance (in EUR million)										
Total Covered Bonds Issuance										
Public Sector	-	-	-	-	-	-	-	-	-	-
Mortgage	-	-	-	-	-	-	-	-	-	-
Ships	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-
Total Issuance	-	-	-	-	-	-	-	-	-	-
Public Placement										
Benchmark (1bn and above)	-	-	-	-	-	-	-	-	-	-
Benchmark (500mio - below 1bn)	-	-	-	-	-	-	-	-	-	-
Others (below 500Mio)	-	-	-	-	-	-	-	-	-	-
Private Placement	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Denominated in EURO	-	-	-	-	-	-	-	-	-	-
Denominated in domestic currency	-	-	-	-	-	-	-	-	-	-
Denominated in other currencies	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Hard Bullet	-	-	-	-	-	-	-	-	-	-
Soft Bullet	-	-	-	-	-	-	-	-	-	-
Conditional Pass Through	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Issuance fixed coupon	-	-	-	-	-	-	-	-	-	-
Issuance floating coupon	-	-	-	-	-	-	-	-	-	-
Issuance other	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Number of New Issuers	-	-	-	-	-	-	-	-	-	-

5.2.37 ANNEX: EUROPEAN CENTRAL BANK EXCHANGE RATES WITH THE EURO, YEAR END

	Australian dollar	Brazilian real	Canadian dollar	Swiss franc	Czech koruna	Danish krone	UK pound sterling
2003	1.6802	3.6698	1.6234	1.5579	32.41	7.445	0.7048
2004	1.7459	3.6201	1.6416	1.5429	30.464	7.4388	0.70505
2005	1.6109	2.7462	1.3725	1.5551	29	7.4605	0.6853
2006	1.6691	2.8141	1.5281	1.6069	27.485	7.456	0.6715
2007	1.6757	2.5914	1.4449	1.6547	26.628	7.4583	0.73335
2008	2.0274	3.2436	1.6998	1.485	26.875	7.4506	0.9525
2009	1.6008	2.5113	1.5128	1.4836	26.473	7.4418	0.8881
2010	1.3136	2.2177	1.3322	1.2504	25.061	7.4535	0.86075
2011	1.2723	2.4159	1.3215	1.2156	25.787	7.4342	0.8353
2012	1.2712	2.7036	1.3137	1.2072	25.151	7.461	0.8161
2013	1.5423	3.2576	1.4671	1.2276	27.427	7.4593	0.8337
2014	1.4829	3.2207	1.4063	1.2024	27.735	7.4453	0.7789
2015	1.4897	4.3117	1.5116	1.0835	27.023	7.4626	0.73395
2016	1.4596	3.4305	1.4188	1.0739	27.021	7.4344	0.85618
2017	1.5346	3.9729	1.5039	1.1702	25.535	7.4449	0.88723
2018	1.622	4.444	1.5605	1.1269	25.724	7.4673	0.89453

	Hong Kong dollar	Hungarian forint	Iceland krona	Japanese yen	Korean won (Republic)	Lithuanian litas	Latvian lats
2003	9.8049	262.5	89.46	135.05	1506.32	3.4524	0.6725
2004	10.5881	245.97	83.6	139.65	1410.05	3.4528	0.6979
2005	9.1474	252.87	74.57	138.9	1184.42	3.4528	0.6962
2006	10.2409	251.77	93.13	156.93	1224.81	3.4528	0.6972
2007	11.48	253.73	91.9	164.93	1377.96	3.4528	0.6964
2008	10.7858	266.7	250*	126.14	1839.13	3.4528	0.7083
2009	11.1709	270.42	179,48*	133.16	1666.97	3.4528	0.7093
2010	10.3856	277.95	153,78*	108.65	1499.06	3.4528	0.7094
2011	10.051	314.58	159*	100.2	1498.69	3.4528	0.6995
2012	10.226	292.3	168,91*	113.61	1406.23	3.4528	0.6977
2013	10.6933	297.04	158,29**	144.72	1450.93	3.4528	0.7028
2014	9.417	315.54	154,31**	145.23	1324.8	3.4528	1.000
2015	8.4376	315.98	141,38**	131.07	1280.78	1.000	1.000
2016	8.1751	309.83	119,15**	123.4	1269.36	1.000	1.000
2017	9.372	310.33	124,30**	135.01	1279.61	1.000	1.000
2018	8.9675	320.98	127,89**	125.85	1277.93	1.000	1.000

* Bloomberg "Compound New York" Rates, ** Bloomberg "Bloomberg Generic Pricing (BGN)" Rates (On December 10, 2008, the European Central Bank has stopped publishing foreign exchange reference rates of the Icelandic Króna).

	Norwegian krone	New Zealand dollar	Polish zloty	Swedish krona	Singapore dollar	Turkish lira	US dollar
2003	8.4141	1.9244	4.7019	9.08	2.145	1.7716	1.263
2004	8.2365	1.8871	4.0845	9.0206	2.2262	1.8362	1.3621
2005	7.985	1.727	3.86	9.3885	1.9628	1.5924	1.1797
2006	8.238	1.8725	3.831	9.0404	2.0202	1.864	1.317
2007	7.958	1.9024	3.5935	9.4415	2.1163	1.717	1.4721
2008	9.75	2.4191	4.1535	10.87	2.004	2.1488	1.3917
2009	8.3	1.9803	4.1045	10.252	2.0194	2.1547	1.4406
2010	7.8	1.72	3.975	8.9655	1.7136	2.0694	1.3362
2011	7.754	1.6737	4.458	8.912	1.6819	2.4432	1.2939
2012	7.3483	1.6045	4.074	8.582	1.6111	2.3551	1.3194
2013	8.363	1.6762	4.1543	8.8591	1.7414	2.9605	1.3791
2014	9.042	1.5525	4.2732	9.393	1.6058	2.832	1.2141
2015	9.603	1.5923	4.2639	9.1895	1.5417	3.1765	1.0887
2016	9.0863	1.5158	4.4103	9.5525	1.5234	3.7072	1.0541
2017	9.8403	1.685	4.177	9.8438	1.6024	4.5464	1.1993
2018	9.9483	1.7056	4.3014	10.2548	1.5591	6.0588	1.145

Source: European Central Bank (ECB), Statistics Data Warehouse.

Note: The Euro is the denominator.

Note: The exchange rate protocol used for ECBC covered bond statistics is to take the ECB bilateral exchange rate on the last business day of the year.





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