UBI Finance S.r.l.

Interim financial statements as at 30 June 2022

Review report on the interim financial statements
(Translation from the original Italian text)

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Review report on the interim financial statements
(Translation from the original Italian text)

To the Board of Directors of
UBI Finance S.r.l.

Introduction

We have reviewed the interim financial statements, comprising the statement of financial position, the statement of income, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows and the related explanatory notes of UBI Finance S.r.l. as at 30 June 2022 and for the six-month period then ended. The Directors of UBI Finance S.r.l. are responsible for the preparation of the interim financial statements in conformity with the International Financial Reporting Standard applicable to interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to express a conclusion on these interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the interim financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements of UBI Finance S.r.l. as at 30 June 2022 and for the six-month period then ended are not prepared, in all material respects, in conformity with the International Financial Reporting Standard applicable to interim financial reporting (IAS 34) as adopted by the European Union.

Emphasis of matter

We draw attention to "Part A – Accounting policies" of the explanatory notes to the interim financial statements where the Directors state that the Company has the sole purpose of acquiring loans and securities funded in accordance with Law n. 130 of 30 April 1999, in connection with covered bonds transactions. As described by the Directors, the Company has recorded the acquired receivables and the other transactions connected with the covered bonds in the explanatory notes consistently with the provisions of Law n. 130 of 30 April 1999 according to which the receivables and securities involved in each covered bond transaction are, to all effects, separated from the net assets of the Company and from those related to other transactions. Our conclusion is not qualified in respect of this matter.

Other matters

The interim financial statements of UBI Finance S.r.l. as at 30 June 2021 and for the six-month period then ended have not been audited or reviewed by us.

Milan, 29 July 2022

EY S.p.A.
Signed by: Giovanni Pesce, Auditor

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

UBI FINANCE S.r.l.

(Translation from the Italian original which remains the definitive version)

Half-Yearly Report
as at 30 June 2022

UBI FINANCE S.r.l.

UBI FINANCE S.r.l.
Registered Office: Via Monte di Pietà 8, 20121 Milan. Company incorporated pursuant to Law no. 130 of 30 April 1999. Quota capital €10,000. Tax code and Registration number in the Milan Company Register 06132280964. Member of the Intesa Sanpaolo VAT Group no. 11991500015 (IT11991500015). Company subject to management and coordination by Intesa Sanpaolo S.p.A., and member of the Intesa Sanpaolo Banking Group, included in the register of banking groups.

Contents

Company bodies

Board of Directors

Chair	Renzo Parisotto
Director	Giuseppe Gilardi
Director	Andrea Di Cola

Independent Auditors

EY S.p.A.

Half-yearly report on operations

General information

UBI Finance S.r.l. (below the "Vehicle" or the "Company") is a securitisation special purpose vehicle incorporated on 18 March 2008 and, pursuant to Article 2 of its Articles of Association, its sole business purpose is the acquisition for consideration from banks of mortgage loans, loans to public administration entities or guaranteed by them, including those identified as a block, as well as securities issued within securitisations involving loans of the same nature, through one or more issuances (understood as both single transactions and issuance programmes) of covered bonds carried out in accordance with Article 7-bis of Law no. 130 of 30 April 1999 ("Law 130/99"), as amended, and the related implementing measures, by means of loans granted or guaranteed, also by the originators, as well as the provision of guarantees for the bonds issued by those banks or other banks.

On 4 May 2022 the registered office of UBI Finance S.r.l. was moved from Corso Vercelli no. 40 to Via Monte di Pietà no. 8, still in the Municipality of Milan, as per the resolution of the meeting of the vehicle's Board of Directors held on that date.

The vehicle has no branches.

The vehicle does not have any employees and outsources all the functions necessary for the management of its operations, including the internal control systems, to specifically appointed third parties. Specifically, the vehicle has assigned the management of the loan portfolio acquired to the Servicer Intesa Sanpaolo S.p.A. in accordance with the provisions of Law 130/1999.
On 1 January 2022, the management of administrative, accounting, tax and corporate obligations of the vehicle was assigned to Intesa Sanpaolo S.p.A., as the new Guarantor Corporate Servicer, following the termination, on 7 January 2022, by entering into a Termination and Appointment Agreement, of the Administrative Services Agreement in force between the Vehicle and TMF Italy S.r.l., the original Guarantor Corporate Servicer of the Programme.

In accordance with its business purpose, in 2008, the Vehicle, with the assistance of Barclays Bank PLC, as Arranger, and the law firms Clifford Chance and Chiomenti, initiated a series of negotiations with UBI Banca (now Intesa Sanpaolo, also the "Issuer") aimed at the implementation of the programme for the issuance by Intesa Sanpaolo of covered bonds pursuant to Law 130/1999 (the "Programme").

Specifically, the Programme involves the issuance of one or more covered bonds (the "Covered Bonds") by Intesa Sanpaolo (formerly UBI Banca) for an amount of up to €10,000,000,000 and in this context the Vehicle has undertaken to guarantee the aforementioned issuances. More specifically, the Covered Bond Guarantee agreement, signed on 30 July 2008, establishes that the Company shall issue an irrevocable, on-demand, unconditional and autonomous guarantee in favour of the holders of the covered bonds in respect of the loan portfolios sold from time to time by the Originators, under which the Vehicle shall guarantee the repayment by the Issuer of all the sums due as principal and interest in relation to the covered bonds (the "Guarantee"). The Vehicle has therefore agreed to increase the Guarantee issued where necessary, from time to time, based on the amount of the individual issuance.

Significant Events and Performance

With regard to the macroeconomic scenario, after two years of the COVID-19 pandemic, the first half of 2022 was particularly uncertain due to the effects of a new external shock due to the direct and indirect economic and financial implications of the international geopolitical crisis caused by the conflict between Russia and Ukraine and its repercussions on Russia-EU relations, specifically in the energy area. Global economic activity showed signs of slowdown, while inflation rose almost everywhere, continuing to reflect the hikes in energy prices. The Governing Council of the European Central Bank assessed that the conflict will have significant repercussions on economic activity and inflation in the Eurozone and, in order to mitigate the effects of inflation and guarantee financial stability, announced that it will raise interest rates for the first time in ten years and will end its main government securities purchase programme, which has been in force for over eight years, on 1 July 2022.

During the first half, there were a series of payment dates relating to cash flows from loan collections, from December 2021 to May 2022.

The payments relating to loan collections for June 2022 are expected on 28 July 2022.

During the period, the following covered bonds were partially redeemed:
on 27 January 2022:

- the thirtieth series, for €200 million, with a new residual nominal amount of €100 million, which was subsequently redeemed in full;

on 27 May 2022:

- the twenty-eighth series, for €100 million, with a new residual nominal amount of €600 million.

During the period, the following covered bonds were fully redeemed:
On 24 February 2022:

- the thirtieth series, with a residual nominal amount at the time of redemption of €100 million and an original maturity date of 11 December 2023;

On 30 April 2022:

- the third series, with a residual nominal amount of €11 million and an original maturity date of 30 April 2022;

on 27 May 2022:

- the twenty-ninth series, with a residual nominal amount of €600 million and an original maturity date of 12 December 2022.

The maximum total amount of the Programme authorised by the Board of Directors on 25 June 2014 is €15 billion.

The table below summarises the main features of the covered bonds issued by Intesa Sanpaolo S.p.A. (formerly UBI Banca) since the start of the Programme that had not yet matured and/or been cancelled and redeemed as at 30 June 2022.

Issues (Programme maximum amount: €15 billion)						
Series	**Date of issue**	**Legal maturity date**	**Issue Amount**	**Rate**	**Listing exchange**	**Type**
14	05/02/2014	05/02/2024	1,000,000,000	3.13%	Irish Stock Exchange	market
17	07/11/2014	07/02/2025	1,000,000,000	1.25%	Irish Stock Exchange	market
18	27/10/2015	27/01/2023	1,250,000,000	1.000%	Irish Stock Exchange	market
22	14/09/2016	14/09/2026	1,000,000,000	0.375%	Irish Stock Exchange	market
23	04/10/2017	04/10/2027	1,250,000,000	1.125%	Irish Stock Exchange	market
24	15/01/2018	15/07/2024	750,000,000	0.500%	Irish Stock Exchange	market
25	15/01/2018	15/01/2030	500,000,000	1.250%	Irish Stock Exchange	market
26	23/02/2018	23/02/2033	90,000,000	1.780%		private placement
27	26/02/2018	25/02/2033	160,000,000	0.0175		private placement
28	16/10/2018	16/10/2028	600,000,000	3-month Euribor +1.00%		private placement
31	25/02/2019	25/09/2025	500,000,000	1.00%	Irish Stock Exchange	market
			8,100,000,000			

On 27 January 2022, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 24 January 2022 and legal effect from 27 January 2022, in relation to several loans identified as a block pursuant to article 58 of the Consolidated Law on Banking.
The loans, consisting of mortgage loans in “bad loan” or “unlikely-to-pay” status, were returned by the vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €71,864,261.88.
The sales notice was published in the Italian Official Journal, Part 2, no. 20 of 19 February 2022.

A twenty-first sale of loans was made to the vehicle on 16 June 2022, effective from 13 June 2022. The portfolio of mortgage loans (secured by mortgages on residential properties granted to consumer households resident in Italy) was sold without recourse for €822,761,016.20 by Intesa Sanpaolo S.p.A..
The sales notice was published in the Italian Official Journal, Part 2, no. 75 of 30 June 2022.
The consideration paid for the assets was determined using the carrying amounts in the originator’s financial statements as required by sector regulations, adjusted appropriately to reflect quantitative and objective changes made up until the sale’s effective date.
On 30 June 2022, Intesa Sanpaolo S.p.A. granted the vehicle a subordinated loan of the same amount to allow it to finance the acquisition of the portfolio.

See paragraph H of Part D – Other information in the Explanatory notes, for more information on the vehicle’s operations.

There were no other significant events in the period.

Transactions with Group Companies

As required by article 2497 and following of the Italian Civil Code, it is noted that the vehicle has current accounts with Intesa Sanpaolo S.p.A., which currently bear agreed interest rates.
In accordance with the contractual documentation signed for the completion of the Transaction and valid until its termination, the vehicle recognised the following amounts during the period in its segregated assets, as fees for the services provided by Intesa Sanpaolo through the Administration & Tax Department, the Corporate Affairs and Advisory Department, and the Banca dei Territori Division:

- €2,081,269 for servicing fees;
- €15,000 for administrative services fees;
- €10,000 for account bank fees

The contractual documentation includes, *inter alia,* the Servicing Agreement, the Cash Allocation Management and Payment Agreement, the Administrative Services Agreement, and the Mandate Agreement (and any amendments and/or additions thereto subsequent to the finalisation of the Transaction).
The Explanatory notes provide more information about the vehicle's cash transactions and commitments with the other group companies.

Related-party transactions

With regard to the disclosure of related-party transactions, significant and non-recurring events and transactions, and positions or transactions deriving from atypical and/or unusual transactions, the following is noted:

Related-party transactions
See Part D - Other information, Section 6 - Related-party transactions, of the Explanatory notes for details of the related-party transactions.
Significant and non-recurring transactions
No significant and non-recurring transactions were carried out in the first half of 2022.

Atypical and/or unusual transactions
No atypical and/or unusual transactions were carried out in the first half of 2022.

Treasury quotas and/or shares in the parent company

The vehicle does not hold, nor has it ever held in its portfolio, treasury quotas and/or shares of the parent company.

Research and development

The vehicle does not carry out research and development.

Composition of the Quota Capital

The Quota Capital, subscribed and paid in for a total of €10,000, is divided into quotas and is held as follows:

- Intesa Sanpaolo S.p.A. holds a nominal amount of €6,000, equal to 60% of the Quota Capital;
- Stichting Mara, a foundation under Dutch law, with registered office in Amsterdam (the Netherlands), holds a nominal amount of €4,000, equal to 40% of the Quota Capital.

Management and coordination activities

In accordance with the provisions of article 2497 bis of the Italian Civil Code, we specify that the vehicle is subject to management and coordination by the parent company Intesa Sanpaolo S.p.A..

Subsequent events

No events after the reporting date are noted.

Outlook

The vehicle's future operations will be aimed at the orderly continuation of the covered bond issue.

Going concern

In preparing the interim financial statements as at 30 June 2022, the Board of Directors made an assessment of the existence of the conditions relating to the vehicle's ability to operate as a going concern over a period of at least twelve months form the reporting date. In making this assessment, all available information was taken into account, as well as the specific activity conducted by the vehicle, whose exclusive purpose, in accordance with Law No. 130 of 30 April 1999, is to carry out one or more securitisations.

Therefore, the Board of Directors, even in the current situation marked by the evolution of the pandemic and the military conflict between Russia and Ukraine, and their repercussions on the economy, has a reasonable expectation that the vehicle's operations will continue in a stable manner, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.

Accordingly, the interim financial statements as at 30 June 2022 have been prepared on a going concern basis as there are no events or conditions that could cast doubt on the vehicle's ability to continue as a going concern.

Also as regards segregated assets, which do not include any exposures to counterparties resident in the countries involved in the conflict, currently no elements have arisen that could significantly impact the management of the securitisation, which will be carefully monitored over the rest of the year.

Net income/(loss) for the period

The vehicle ended the first half of 2022 at break-even because the operating costs were charged back to segregated assets in accordance with the contractual agreements.

Milan, 26 July 2022

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Interim Financial Statements as at 30 June 2022

Financial statements

Statement of financial position

(amounts in Euros)

	Assets	30/06/2022	31/12/2021
10.	Cash and cash equivalents	9,742	9,742
100.	Tax assets:	738	1,366
	a) current	738	1,366
120.	Other assets	43,274	49,632
	TOTAL ASSETS	**53,754**	**60,740**

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Statement of financial position

(amounts in Euros)

	Liabilities and equity	30/06/2022	31/12/2021
80.	Other liabilities	43,719	50,705
110.	Quota capital	10,000	10,000
150.	Reserves	35	35
170.	Net income (loss) (+/-)	-	-
	TOTAL LIABILITIES AND EQUITY	**53,754**	**60,740**

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Statement of income

(amounts in Euros)

	Statement of Income items	1ST HALF 2022	1ST HALF 2021
160.	Administrative expenses:	-32,779	-23,205
	a) personnel expenses	-12,259	-12,009
	b) other administrative expenses	-20,520	-11,196
200.	Other operating expenses/income	33,407	23,205
210.	**OPERATING EXPENSES**	**628**	**-**
260.	**INCOME (LOSS) BEFORE TAX FROM CONTINUING OPERATIONS**	**628**	**-**
270.	Taxes on income from continuing operations	-628	-
280.	**INCOME (LOSS) AFTER TAX FROM CONTINUING OPERATIONS**	**-**	**-**
300.	**NET INCOME (LOSS)**	**-**	**-**

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Statement of comprehensive income

(amounts in Euros)

		1ST HALF 2022	1ST HALF 2021
10.	**Net income (loss) (+/-)**	-	-
	Other comprehensive income, net of tax, that w ill not be reclassified to the statement of income		
20.	Equity instruments at FVOCI	-	-
30.	Financial liabilities at FVTPL (change in credit rating)	-	-
40.	Hedges of equity instruments at FVOCI	-	-
50.	Property and equipment	-	-
60.	Intangible assets	-	-
70.	Defined benefit plans	-	-
80.	Non-current assets held for sale and discontinued operations	-	-
90.	Share of valuation reserves connected w ith investments carried at equity	-	-
	Other comprehensive income, net of tax, that w ill be reclassified to the statement of income		
100.	Hedges of foreign investments	-	-
110.	Foreign exchange differences	-	-
120.	Cash flow hedges	-	-
130.	Hedging instruments (elements not designated)	-	-
140.	Financial assets (other than equity instruments) at FVOCI	-	-
150.	Non-current assets held for sale and discontinued operations	-	-
160.	Share of valuation reserves connected w ith investments carried at equity	-	-
170.	**Total other comprehensive income**	-	-
180.	**Comprehensive income (captions 10+170)**	-	-

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Statement of changes in equity

30 June 2022

(amounts in Euros)

	Quota capital		Quota premium	Reserves		Valuation reserves	Equity instruments	Treasury quotas	Net income (loss)	Equity
	ordinary quotas	savings quotas		income-related	other					
AMOUNTS AT 01.01.2022	10,000	-	-	-	35	-	-	-	-	10,035
ALLOCATION OF NET INCOME OF THE PREVIOUS YEAR										
Reserves	-	-	-	-	-	-	-	-	-	-
Dividends and other distributions	-	-	-	-	-	-	-	-	-	-
CHANGES IN THE PERIOD										
Changes in reserves	-	-	-	-	-	-	-	-	-	-
Equity transactions										
Issue of new quotas	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	-	-	-	-
Comprehensive income for the period	-	-	-	-	-	-	-	-	-	-
EQUITY AT 30.06.2022	**10,000**	**-**	**-**	**-**	**35**	**-**	**-**	**-**	**-**	**10,035**

30 June 2021

(amounts in Euros)

	Quota capital		Quota premium	Reserves		Valuation reserves	Equity instruments	Treasury quotas	Net income (loss)	Equity
	ordinary quotas	savings quotas		income-related	other					
AMOUNTS AT 01.01.2021	10,000	-	-	-	35	-	-	-	-	10,035
ALLOCATION OF NET INCOME OF THE PREVIOUS YEAR										
Reserves	-	-	-	-	-	-	-	-	-	-
Dividends and other distributions	-	-	-	-	-	-	-	-	-	-
CHANGES IN THE PERIOD										
Changes in reserves	-	-	-	-	-	-	-	-	-	-
Equity transactions										
Issue of new quotas	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	-	-	-	-
Comprehensive income for the period	-	-	-	-	-	-	-	-	-	-
EQUITY AT 30.06.2021	**10,000**	**-**	**-**	**-**	**35**	**-**	**-**	**-**	**-**	**10,035**

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Statement of cash flows

(amounts in Euros)

	1ST HALF 2022	1ST HALF 2021
A. OPERATING ACTIVITIES		
1. Operations	-	-
- interest income collected (+)	-	-
- interest expense paid (-)	-	-
- dividends and similar income (+)	-	-
- net fee and commission income(+)	-	-
- personnel expenses (-)	-3,392	-12,009
- other expenses (-)	-26,296	-11,196
- other revenue (+)	29,688	23,205
- taxes and duties (-)	-	-
- expenses/revenue related to discontinued operations net of the tax effect (+/-)	-	-
2. Cash flows generated by/used for financial assets	**-29,688**	**-79,627**
- financial assets held for trading	-	-
- financial assets at fair value	-	-
- financial assets mandatorily measured at fair value	-	-
- financial assets at FVOCI	-	-
	-	-
- financial assets at amortised cost	-	-
- other assets	-29,688	-79,627
3. Cash flows generated by/used for financial liabilities	**29,688**	**79,627**
- financial liabilities at amortised cost	-	-
- financial liabilities held for trading	-	-
- financial liabilities at fair value	-	-
- other liabilities	29,688	79,627
Net cash flows generated by/used in operating activities	**-**	**-**
B. INVESTING ACTIVITIES		
1. Cash flows generated by:	-	-
- sales of equity investments	-	-
- dividends from equity investments	-	-
- sales of property and equipment	-	-
- sales of intangible assets	-	-
- sales of business units	-	-
2. Cash flows used to acquire:	-	-
- equity investments	-	-
- property and equipment	-	-
- intangible assets	-	-
- business units	-	-
Net cash flows generated by/used in investing activities	**-**	**-**
C. FINANCING ACTIVITIES		
- quotaholders' capital account payments	-	-
- issue/repurchase of treasury quotas	-	-
- issue/purchase of equity instruments	-	-
- dividends and other distributions	-	-
Net cash flows generated by/used in financing activities	**-**	**-**
NET CASH FLOWS FOR THE PERIOD	**-**	**-**
RECONCILIATION		
Opening cash and cash equivalents	9,742	10,006
Net cash flows for the period	-	-
Closing cash and cash equivalents	**9,742**	**10,006**

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Explanatory notes

PART A - ACCOUNTING POLICIES

A.1 - GENERAL PART

SECTION 1 –Statement of compliance with the IAS/IFRS

In compliance with Legislative Decree no. 38 of 28 February 2005, the vehicle (or Company) has prepared its interim financial statements as at 30 June 2022 in accordance with the International Accounting Standards (IAS) and the International Financial Reporting Standards (IFRS) applicable at the reporting date, issued by the International Accounting Standards Board (IASB) and the related interpretations of the International Financial Reporting Interpretations Committee (IFRIC), endorsed by the European Commission and in force at the reporting date, in accordance with Regulation (EC) No. 1606 of 19 July 2002.
Specifically, the interim financial statements have been prepared in accordance with IAS 34 (Interim financial reporting).

SECTION 2 –Basis of preparation

The Company has the sole purpose of acquiring loans and securities funded in accordance with Law n. 130 of 30 April 1999, in connection with covered bonds transactions.
The Company has recorded the acquired receivables and the other transactions connected with the covered bonds in the explanatory notes consistently with the provisions of Law n. 130 of 30 April 1999 according to which the receivables and securities involved in each covered bond transaction are, to all effects, separated from the net assets of the Company and from those related to other transactions.

For purpose of full disclosure, we note that the IAS/IFRS accounting treatment to be applied to financial assets and/or groups of financial assets and financial liabilities arising from "covered bank bond issues" is still subject to further examination by the bodies responsible for interpreting the accounting standards.

The interim financial statements, drawn up in condensed format, as permitted by IAS 34, comprise a statement of financial position, a statement of income, a statement of comprehensive income, statements of changes in equity, a statement of cash flows, and these notes. They are accompanied by a report on operations.
As required by the current regulations, the vehicle has prepared the interim financial statements using the Euro as its functional currency.
The amounts in the interim financial statements, these explanatory notes and the half-yearly report on operations are presented in Euros.

The interim financial statements are prepared with the application of the general principles set out by IAS 1 and the specific financial reporting standards endorsed by the European Commission, as well as in compliance with the general assumptions set forth by the Conceptual Framework for the preparation and presentation of Financial Statements issued by the IASB.
No departures from the IAS/IFRS have been made.
Pursuant to the provisions of Legislative Decree no. 38 of 28 February 2005, the vehicle has opted to prepare its interim financial statements in accordance with the IAS/IFRS, as it is included in the consolidation scope of Intesa Sanpaolo S.p.A.
To give priority to substance over form, and in view of the fact that IAS 1 does not establish rigid formats, the financial statement layouts that apply to financial intermediaries have been used in these interim financial statements, in accordance with the guidance provided in the document "The financial statements of IFRS intermediaries other than banking intermediaries" issued by the Bank of Italy on 29 October 2021.
The interim financial statements are prepared with the intention of presenting a true and fair view of the assets and liabilities, financial position, results of operations for the period and cash flows, according to the following basis of presentation:

- Going concern (IAS 1 paragraphs 25 and 26): In preparing the interim financial statements as at 30 June 2022, the Board of Directors made an assessment of the existence of the conditions relating to the vehicle's ability to operate as a going concern over a period of at least twelve months form the reporting date. In making this assessment, all available information was taken into account, as well as the specific activity conducted by the vehicle, whose exclusive purpose, in accordance with Law No. 130 of 30 April 1999, is to carry out one or more transactions involving the issuance of covered bonds/securitisations.

Therefore, the Board of Directors, even in the current situation marked by the evolution of the pandemic and the military conflict between Russia and Ukraine, and their repercussions on the economy, has a reasonable expectation that the vehicle's operations will continue in a stable manner, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.
Accordingly, the interim financial statements as at 30 June 2022 have been prepared on a going concern basis as there are no events or conditions that could cast doubt on the vehicle's ability to continue as a going concern.
Also as regards segregated assets, which do not include any exposures to counterparties resident in the countries involved in the conflict, currently no elements have arisen that could significantly impact the management of the Programme, which will be carefully monitored over the rest of the year.

- Accrual basis of accounting (IAS 1 paragraphs 27 and 28): except for the cash flow reporting, the interim financial statements are prepared on the basis of accrual of costs and revenues, irrespective of the time of their monetary settlement and according to the matching principle;
- Consistency of presentation (IAS 1 paragraph 29): the criteria for the presentation and classification of captions in the interim financial statements are retained from one period to the next in order to ensure the comparability of information, unless otherwise required by an international accounting standard or an interpretation, or the need arises, in terms of significance, for a more appropriate presentation of the information. Where feasible, the change is adopted retrospectively and the nature, reason and amount of the items affected by the change is disclosed;
- Aggregation and materiality (IAS 1 paragraph 29): all significant aggregations of items with a similar nature or function are presented separately. Items of a dissimilar nature or function, if material, are presented separately;
- Offsetting (IAS 1 paragraph 32): assets and liabilities and costs and revenues cannot be offset against each other, unless specifically required or permitted by the international accounting standards or by an interpretation of those standards or by the instructions issued by the Bank of Italy;
- Comparative information: except when otherwise permitted or required by an international accounting standard or interpretation, comparative information is presented in respect of the preceding period for all the amounts recorded in the interim financial statements.

The accounting policies applied to prepare these interim financial statements as at 30 June 2022 did not change from those used for the annual financial statements as at 31 December 2021.

The interim financial statements and the Explanatory notes include the corresponding figures as at 31 December 2021 (statement of financial position) and for the six months ended 30 June 2021 (statement of income and statement of comprehensive income).
Some comparative figures as at 31 December 2021 were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A., the new Guarantor Corporate Servicer of the vehicle from 1 January 2022.
The restatements regarded the comparative figure of "Tax assets" and "Tax liabilities" following offsetting, separately for IRES and IRAP taxes, of tax receivables and payables, as at 31 December 2021, separately posted in the financial statements, as well as the comparative figure of "Other assets" and "Other liabilities", following the offsetting of receivables to and payables from segregated assets, as at 31 December 2021, separately posted in the financial statements.

Moreover, the assignment to Intesa Sanpaolo S.p.A. of the accounting and tax management of the vehicle made it important to complete the alignment of the methods for representing the securitisation of the vehicle in the accounts with the accounting rules and operating practices of the Intesa Sanpaolo Group.
The main alignments related to:

(i) representing in the explanatory notes the performance of the securitisation through the tables usually presented for securitisations in which Intesa Sanpaolo S.p.A. is the Servicer;
(ii) adopting the accounting rule of the Intesa Sanpaolo Group which requires closing the statement of income of the segregated assets of the securitisation at breakeven;
(iii) adopting the operating methods of accounting for collections and captions adjusting the securitised loans currently outstanding for all securitisations in which Intesa Sanpaolo S.p.A. is the Servicer.

As a result, some comparative figures as at 31 December 2021 and 30 June 2021 of the "Summary of the securitised assets" and the related detailed tables were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A..

SECTION 3 – Subsequent events

No events after the reporting date are noted.

SECTION 4 – Other aspects

The UBI Finance S.r.l.'s interim financial statements is subject to limited review by EY S.p.A..
The comparative figures of the corresponding half year ended as at 30 June 2021 were not subject to either auditing or review.

In accordance with the provisions of article 2497 bis of the Italian Civil Code, we specify that the vehicle is subject to management and coordination by the parent company Intesa Sanpaolo S.p.A.

No atypical and/or unusual transactions or significant, non-recurring transactions were carried out in the first half of 2022.

Following the acquisition of the entire share capital of UBI Banca by Intesa Sanpaolo, the latter, in its capacity as Parent Company of the Intesa Sanpaolo banking group and as representative of the Intesa Sanpaolo VAT Group, asked the Vehicle to join the VAT Group, which the Vehicle joined on 12 April 2021. As a result, the Vehicle suspended its VAT number and adopted the VAT number 11991500015 of the Intesa Sanpaolo VAT Group, concurrently accepting the "Group VAT Rules".

Risks, uncertainties and impacts of the COVID-19 epidemic

With regard to the vehicle's operation, the continuing adverse effects of the economic and financial crisis resulting from the COVID-19 pandemic and the continued macroeconomic uncertainty has not had any impact on the management of the vehicle, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.
Also with regard to the segregated assets, there are currently no elements to report that could significantly impact the management of the Programme.

A.2 - DISCLOSURE ON MAIN CAPTIONS

This section sets out the accounting policies adopted in preparing the interim financial statements as at 30 June 2022, solely for the statement of financial position and statement of income captions presented in the financial statements. The recognition, classification, measurement and income recognition and derecognition criteria are given for each asset and liability caption. These criteria have not changed from the previous year.

Cash and cash equivalents

This caption includes on-demand receivables from banks represented by current accounts held with the Parent Company Intesa Sanpaolo S.p.A..

Other assets

This caption comprises assets not attributable to other asset captions of the statement of financial position. Those captions are stated at nominal value, which corresponds to their estimated realisable value.

Other liabilities

This caption comprises all liabilities not attributable to other liability captions in the statement of financial position, and mainly includes operational liabilities and other short-term liabilities. Specifically, the caption includes the vehicle's payables to the segregated assets to cover future vehicle operating expenses. Other liabilities are recognised at fair value, increased by any transaction costs/income. They are subsequently measured at amortised cost using the effective interest method. Current liabilities and other liabilities are an exception when the time value of money is negligible. They are maintained at their original amount and any related costs are taken to profit or loss on a straight-line basis over the contractual term of the liability. Financial and other liabilities are derecognised when they are settled.

Tax assets and liabilities

Current and deferred taxes are recognised using ruling rates.
Income taxes are recognised in profit or loss.
They are calculated using a prudent estimate of the current tax expense, deferred tax assets and liabilities. Specifically, deferred tax assets and liabilities are determined on temporary differences (without time limits) between the carrying amounts of assets and liabilities and their tax bases.
Deferred tax assets are only recognised when their recovery is certain, depending on the vehicle's ability to continuously generate taxable profit.
Deferred tax liabilities are recognised.
Deferred tax assets and liabilities are recognised in the statement of financial position without offsetting as Tax assets and Tax liabilities, respectively.
There were no deferred tax liabilities at the reporting date.

Recognition of costs and revenue

Costs are recognised in the statement of income when there is a decrease in future economic benefits resulting in a decrease in assets or an increase in liabilities for which the amount can be reliably measured. Costs are recognised in the statement of income based on cost and revenue matching.
Revenues are recognised in the statement of income when an increase in future economic benefits occurs resulting in an increase in assets or a decrease in liabilities that can be reliably measured.
Costs and revenue are recognised on an accrual basis.
In view of the exclusive nature of the operations carried out by the vehicle, the operating costs are charged to the Covered Bond Programme, up to the amount necessary to ensure the vehicle's financial stability, as also provided for by the Intercreditor Agreement and reported in the Prospectus for each securitisation carried out. This amount is classified under "Other operating expenses/income" and is the main revenue caption in the vehicle's financial statements.

Other information

The vehicle does not hold and has never held treasury quotas.
The vehicle does not hold and has never held quotas or shares of its parents.

A.3 – DISCLOSURE ON TRANSFERS BETWEEN FINANCIAL ASSET PORTFOLIOS

In accordance with the disclosure required by IFRS 7, we note that no financial assets were reclassified between the various portfolios.

A.4 – DISCLOSURE ON FAIR VALUE

No figure to report.

A.5 – INFORMATION ON DAY ONE PROFIT/LOSS

There is no information to be provided on the day one profit/loss, because the vehicle did not use any financial instruments during the period in its ordinary operations.

The information relating to Part B, Part C and Part D of the Explanatory notes is provided below. It does not include information regarding circumstances that do not concern the interim financial statements or tables relating to accounting captions that are not present.

Part B – EXPLANATORY NOTES TO THE STATEMENT OF FINANCIAL POSITION

ASSETS

Section 1 – Cash and cash equivalents – Caption 10

	30/06/2022	31/12/2021
- Current accounts and on-demand deposits with banks	9,742	9,742
Total	**9,742**	**9,742**

On-demand receivables from banks are represented by current accounts held with the Parent Company Intesa Sanpaolo S.p.A.

Section 10 - Tax assets and liabilities - Asset caption 100 and liability caption 60

10.1 Breakdown of Caption 100 "Tax assets: current and deferred"

Current tax assets: breakdown	30/06/2022	31/12/2021
IRES payments on account and assets	261	516
IRAP payments on account and assets	477	850
Total	**738**	**1,366**

Note that the figure for "Tax assets" as at 31 December 2021 was reclassified for the purposes of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A., the new Guarantor Corporate Servicer of the vehicle from 1 January 2022, which require the offsetting, separately for IRES and IRAP taxes, of tax receivables and payables, while as at 31 December 2021, those figures were separately posted in the financial statements (as at 31 December the caption "IRAP payments on account and assets" came to €1,857, while the caption "IRAP liabilities" came to €1,007).

Section 12 - Other assets - Caption 120

12.1 Breakdown of Caption 120 "Other assets"

	30/06/2022	31/12/2021
Prepayments	43,274	49,632
Total	**43,274**	**49,632**

The figure for "Amounts due from segregated assets" as at 31 December 2021 was reclassified for the purposes of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A., the new Guarantor Corporate Servicer of the vehicle from 1 January 2022, which require the offsetting of amounts due from and to segregated assets, while as at 31 December 2021, those figures were separately posted in the financial statements (the caption "Amounts due from segregated assets" as at 31 December came to €723,842).

LIABILITIES

Section 8 - Other liabilities - Caption 80

8.1 Breakdown of Caption 80 “Other liabilities”

	30/06/2022	31/12/2021
Payable for Directors’ fees	6,990	9,538
Due to suppliers and beneficiaries for invoices to be received	19,546	24,573
IRPEF tax payable for self-employed workers	1,451	-
Due to INAIL (national insurance institute for accidents at work)	28	-
Due to INPS (Italian Social Security Institution)	881	-
Amounts due to segregated assets	14,823	16,594
Total	**43,719**	**50,705**

The figure for “Amounts due to segregated assets” as at 31 December 2021 was reclassified for the purposes of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A., the new Guarantor Corporate Servicer of the vehicle from 1 January 2022, which require the offsetting of amounts due from and to segregated assets, while as at 31 December 2021, those figures were separately posted in the financial statements (the caption “Amounts due to segregated assets” as at 31 December came to €740,436).

Section 11 - Equity - Captions 110 and 150

11.1 Breakdown of Caption 110 “Quota capital”

	30/06/2022	31/12/2021
1. Quota capital		
1.1 Ordinary quotas	-	-
1.2 Quotas	10,000	10,000
Total	**10,000**	**10,000**

The Quota Capital, subscribed and paid in for a total of €10,000, is divided into quotas and is held as follows:

- Intesa Sanpaolo S.p.A., with registered office in Turin, holds a nominal amount of €6,000, equal to 60% of the Quota Capital;
- Stichting MARA, a foundation under Dutch law, with registered office in Amsterdam (the Netherlands), holds a nominal amount of €4,000, equal to 40% of the Quota Capital.

11.5 Other information - Breakdown of and changes in caption 150 “Reserves”

	Legal reserve	Losses carried forward	Other extraordinary reserve	Total
A. Opening balance 01/01/2021	**2**	**33**	**-**	**35**
B. Increases				
B.1 Allocation of profits	-	-	-	-
B.2 Other increases	-	-	-	-
Total Increases	**-**	**-**	**-**	**-**
C. Decreases				
C.1 Utilisation	-	-	-	-
- to cover losses	-	-	-	-
- for dividend distribution	-	-	-	-
- for conversion into capital	-	-	-	-
C.2 Other decreases	-	-		-
D. Closing balance	**2**	**33**	**-**	**35**

Other information

1. Commitments and financial guarantees given

There are no commitments and financial guarantees given.

2. Other commitments and other guarantees given

There are no other commitments and guarantees given.

Part C – EXPLANATORY NOTES TO THE STATEMENT OF INCOME

Section 10 - Administrative expenses - Caption 160

10.1 Breakdown of Caption 160.a “Personnel expenses”

	1ST HALF 2022	1ST HALF 2021
1. Employees	-	-
a) wages and salaries	-	-
b) social security charges	-	-
c) termination indemnities	-	-
d) social security expenses	-	-
e) accrual for post-employment benefits	-	-
f) provision for post-employment benefits:		
- defined contribution plans	-	-
- defined benefit plans	-	-
g) payments to external supplementary pension funds:		
- defined contribution plans	-	-
- defined benefit plans	-	-
h) other benefits	-	-
2. Other personnel	-	-
3. Directors and statutory auditors	12,259	12,009
4. Retired personnel	-	-
5. Cost recoveries for personnel seconded to other companies	-	-
6. Cost reimbursements for personnel seconded to the vehicle	-	-
Total	**12,259**	**12,009**

10.2 Average number of employees by category

The vehicle does not have any employees.

10.3 Breakdown of Caption 160.b “Other administrative expenses”

	1ST HALF 2022	1ST HALF 2021
Audit fees	19,838	10,766
Notary fees	101	-
Sundry fees	367	-
Other taxes and duties	214	430
Total	**20,520**	**11,196**

Section 14 - Other operating expenses/income - Caption 200

14.2 Breakdown of Caption 200 “Other operating expenses/income”

	1ST HALF 2022	1ST HALF 2021
Contractually provided-for income	31,460	23,083
Contingent assets	1,947	122
Total	**33,407**	**23,205**

The income reported above relates entirely to chargeback to the securitisation of all the operating expenses incurred, which are charged to the segregated assets, up to the amount necessary to ensure the vehicle’s financial stability, as also provided for by the Intercreditor Agreement and reported in the Prospectus for the securitisation carried out.

Section 19 - Taxes on income from continuing operations - Caption 270

19.1 Breakdown of Caption 270 “Taxes on income from continuing operations”

	1ST HALF 2022	1ST HALF 2021
1. Current taxes	572	-
2. Change in current taxes from previous years (+/-)	56	-
3. Decrease in current taxes for the period (+)	-	-
3.bis Decrease in current taxes for the period due to tax assets as per Law no. 214/2011 (+)	-	-
4. Change in deferred tax assets (+/-)	-	-
5. Change in deferred tax liabilities (+/-)	-	-
6. Tax expense for the period (-) (-1+/-2+3+ 3 bis+/-4+/-5)	**628**	**-**

Current taxes for the period consist of €255 for IRES (income tax) and €317 for IRAP (business tax), while €56 relates to a recalculation of IRAP for the previous year.

19.2 Reconciliation of theoretical tax charge to total income tax expense for the period

(amounts in Euros)

	1ST HALF 2022
Income before tax from continuing operations	628
Pre-tax profit (loss) from discontinued operations	-
Theoretical taxable profit	**628**
	Income taxes
Income taxes - theoretical IRES tax expense	**151**
Increases	**160**
Non-deductible expenses (contingent liabilities, etc.)	160
Decreases	**-**
Total changes	**160**
Total	**311**
IRAP	**317**
Effective tax expense (IRES + IRAP)	**628**

Part D - OTHER DISCLOSURES

Section 1 - Operations

D. GUARANTEES AND COMMITMENTS

At the reporting date of the interim financial statements as at 30 June 2022, the vehicle has not given guarantees to third parties nor does it have commitments other than those specifically provided for and regulated by the contracts for the covered bond transactions and the segregated assets.

Transactions	30/06/2022	31/12/2021
1. First demand financial guarantees issued		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
2. Other financial guarantees issued		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
3. Commercial guarantees issued		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
4. Irrevocable loan commitments		
a) Banks		
i) certain use	-	-
ii) uncertain use	-	-
b) Financial institutions		
i) certain use	-	-
ii) uncertain use	-	-
c) Customers		
i) certain use -		-
ii) uncertain use	-	-
5. Commitments underlying credit derivatives: protection sales	-	-
6. Assets pledged as collateral for third-party commitments	-	-
7. Other irrevocable commitments	-	-
a) to issue guarantees	-	-
b) other	9,948,470,548	10,663,800,071
Total	**9,948,470,548**	**10,663,800,071**

The table shows all the securitised assets related to the segregated assets which all guarantee the Covered Bond Programme of Intesa Sanpaolo S.p.A..

H. COVERED BONDS

Basis of preparation and accounting policies used to prepare the Summary of the securitised assets

The principles followed in the preparation of the Prospectus are those set out in the Bank of Italy's provisions relating to vehicles for assets underlying covered bank bonds in its Order "The financial statements of IFRS intermediaries other than banking intermediaries" of 29 October 2021.
The entries relating to the securitised loans match the figures in the accounting records and IT system of the servicer Intesa Sanpaolo S.p.A..

On 1 January 2022, the management of administrative, accounting, tax and corporate obligations of the vehicle was assigned to Intesa Sanpaolo S.p.A., as the new Guarantor Corporate Servicer, following the termination, on 7 January 2022, by entering into a Termination and Appointment Agreement, of the Administrative Services Agreement in force between the Vehicle and TMF Italy S.r.l., the original Guarantor Corporate Servicer of the Programme.

The assignment to Intesa Sanpaolo S.p.A. of the accounting and tax management of the vehicle made it important to complete the alignment of the methods for representing the securitisation of the vehicle in the accounts with the accounting rules and operating practices of the Intesa Sanpaolo Group.
The main alignments related to:

(i) representing in the explanatory notes the performance of the securitisation through the tables usually presented for securitisations in which Intesa Sanpaolo S.p.A. is the Servicer;
(ii) adopting the accounting rule of the Intesa Sanpaolo Group which requires closing the statement of income of the segregated assets of the securitisation at breakeven;
(iii) adopting the operating methods of accounting for collections and captions adjusting the securitised loans currently outstanding for all securitisations in which Intesa Sanpaolo S.p.A. is the Servicer.

As a result, some comparative figures as at 31 December 2021 and 30 June 2021 of the "Summary of the securitised assets" and the related detailed tables were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A..

The accounting policies for the most significant captions are set out below.

Securitised assets - Loans and receivables

Loans and receivables are recognised at their residual value at the securitisation date, net of collections received up to the reporting date and any adjustments calculated to determine the estimated realisable value, according to the valuation method used by the servicer Intesa Sanpaolo S.p.A..

Utilisation of cash deriving from the management of securitised assets – Liquidity

Liquidity is represented by the loans from banks posted at nominal value, which equals the estimated realisable value, including any accruals of interest.

Loans received

The loans received are recognised at their nominal value including interest accrued as at the reporting date.

Other assets - Other liabilities - Prepayments and accrued income, deferred income and accrued expenses

Other assets are stated at nominal value corresponding to their estimated realisable value. Other liabilities are stated at nominal value. Prepayments and accrued income, and deferred income and accrued expenses are recognised on an accrual basis in line with the revenue and expense for the period.

Derivatives

As a result, there were no hedging derivatives on the securitised portfolio or other derivatives as at 30 June 2022.

Interest, fees and commissions, income and expense

Costs and revenue related to the securitised assets and loans received, interest, fees and commissions, income, other expense and revenue are all recognised on an accrual basis. All vehicle operating expenses are charged to the Covered Bond Programme.

Tax treatment of the segregated assets

Circular 8/E of 6 February 2003 issued by the Italian Revenue Agency defined the tax treatment of the segregated assets of securitisation vehicles ("vehicles") and reiterated that the earnings deriving from the management of the securitised assets, during the implementation of the transactions concerned, are not available to the vehicle. In fact, it considers that the allocation of "segregated" assets excludes the vehicle from having a relevant income for tax purposes. It is only at the end of each securitisation that any residual earnings from the management of the securitised portfolio – which remain after all creditors of the segregated assets have been satisfied and of which the vehicle is the beneficiary – will be subject to taxation, because they will become legally available to the vehicle and will therefore contribute to generating its taxable income.
Lastly, in accordance with Resolution no. 77/E of 4 August 2010 of the Italian Revenue Agency, where the segregated assets include receivables for withholding tax applied on interest income accrued on current accounts, that withholding tax may be deducted by the vehicle in the year in which the securitisation is completed.

Additional Interest Premium

The representation of the performance of the securitisation requires the recognition, in the event of a positive result, of an Additional Interest Premium to be paid to the Issuer of the Subordinated Loan/Originator (as an offsetting entry to a debt). In the event of a negative result, an adjustment is first made to the Additional Interest Premium, as an offsetting entry to a reduction of the debt, up to the amount of the debt, followed by the recognition of a receivable from the Issuer of the subordinated loan/Originator, up to the amount of the subordinated loan received, and, residually, the recognition of the negative result with "open" balances, showing any general negative performance of the securitisation at the bottom of the "Summary of the securitised assets".

This approach, at a given date over the life of a securitisation, better represents the profit and loss values and specific contractual commitments of the securitisation, on an accrual basis.

Consequently, from 30 June 2022, an Additional Interest Premium equal to the positive result for the period has been recognised under the costs of these transactions. To provide consistency of presentation, the figures for the year ended 31 December 2021 and the half year ended as at 30 June 2021, as stated, have also been restated, and the result of the securitisation from its start date to 31 December 2021 has been reclassified to the caption Additional Interest Premium.

Summary of the securitised assets

(amounts in Euros)

		30/06/2022			31/12/2021	
A. Securitised assets			**9,150,167,869**			**8,958,176,405**
A1) Loans and receivables		9,145,339,691			8,952,783,811	
A3) Other		4,828,178			5,392,594	
- Accrued income	4,828,178			5,392,594		
B. Utilisation of cash deriving from the management of securitised assets			**798,302,679**			**1,705,623,666**
B3) Other		798,302,679			1,705,623,666	
- Cash and cash equivalents	798,060,294			1,705,579,752		
- Other receivables	242,385			43,914		
D. Loans received			**9,821,434,138**			**10,558,664,908**
E. Other liabilities			**127,036,410**			**105,135,163**
- Liabilities for services		55,814			41,190	
- Due to customers		346,076			1,051,745	
- Amounts due to originators		2,091,269			2,477,111	
- Additional Interest Amount provision		124,540,051			101,496,825	
- Due to others		3,200			68,292	

	1ST HALF 2022		1ST HALF 2021	
G. Fees and commissions borne by the transaction		**2,186,522**		**2,636,803**
G1) For servicing	2,081,269		2,574,698	
G2) For other services	105,253		62,105	
H. Other expense		**99,063,618**		**232,363,360**
- Interest expense on subordinated loan	50,161		240,165	
- Losses on loans	94,132		588,252	
- Additional Interest Premium	98,612,281		230,328,913	
- Current account interest expense	-		673,632	
- Other expense	307,044		532,398	
I. Interest generated by the securitised assets		**72,105,830**		**50,532,778**
L. Other revenue		**29,144,310**		**184,467,385**
- Current account interest income	-		2,128	
- Revenues from early termination penalties	138,128		-	
- Reversals of impairment losses on loans	29,006,164		179,338,096	
- Miscellaneous revenues	18		5,127,161	

As stated, some comparative figures as at 30 June 2021 and 31 December 2021 were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A.

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto

Breakdown of the main captions of the Summary of the securitised assets

A1) Loans and receivables	30/06/2022	31/12/2021
Loans and receivables	9,083,948,339	8,975,154,167
Unpaid instalments - principal	3,947,880	5,918,430
Unpaid instalments - interest	1,185,285	1,962,897
Extended uncollectable instalments - principal	2,976,448	3,182,135
Extended uncollectable instalments - interest	2,213,473	2,298,981
Expenses on loans	1,302,157	1,278,460
Interest from instalment suspension	32,380,568	33,254,594
Amortised cost	59,329,630	10,181,544
Default interest	3,569	98,213
Impairment losses on non-performing loans	-13,433,679	-27,898,246
Impairment losses on performing loans	-28,510,410	-52,549,151
Value adjustments on default interest	-3,569	-98,213
	9,145,339,691	**8,952,783,811**

B3) Cash and cash equivalents	30/06/2022	31/12/2021
Receivables Collection Account	112,740,138	117,507,476
Cash Reserve	75,000,000	70,000,000
Principal Account	610,305,933	1,518,041,571
Expenses Account	14,223	30,705
	798,060,294	**1,705,579,752**

B3) Other receivables	30/06/2022	31/12/2021
Prepayments	33,045	20,565
Accrued income	-	6,696
Withholdings on bank interest	1,800	59
Receivables from the vehicle	14,823	16,594
Items to be settled	131,088	-
Miscellaneous items	61,629	-
	242,385	**43,914**

As stated, some comparative figures as at 31 December 2021 were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A..

A summary table is provided below of the loans, as classified by the servicer, in accordance with the provisions of Bank of Italy Circular no. 262/2005 and the IAS/IFRS and the EU supervisory regulations.

	30/06/2022				31/12/2021			
	Gross amount	Impairment losses	Carrying amount	% coverage	Gross amount	Impairment losses	Carrying amount	% coverage
Performing exposures	**9,052,803,939**	**28,510,410**	**9,024,293,529**	**0.31%**	**8,895,501,356**	**52,549,151**	**8,842,952,205**	**0.59%**
Non-performing past due exposures	29,489,536	4,443,167	25,046,369	15.07%	57,757,019	9,612,929	48,144,090	16.64%
Unlikely-to-pay	45,385,903	8,833,955	36,551,948	19.46%	62,079,220	14,115,965	47,963,255	22.74%
Bad loans	278,341	160,126	118,215	57.53%	7,810,282	4,267,565	3,542,717	54.64%
Non performing exposures	**75,153,780**	**13,437,248**	**61,716,532**	**17.88%**	**127,646,521**	**27,996,459**	**99,650,062**	**21.93%**
Amortised cost	59,329,630	-	59,329,630		10,181,544	-	10,181,544	
Total loans	**9,187,287,349**	**41,947,658**	**9,145,339,691**		**9,033,329,421**	**80,545,610**	**8,952,783,811**	
% Non-performing exposures on total loans	**0.82%**		**0.67%**		**1.41%**		**1.11%**	

As stated, some comparative figures as at 31 December 2021 were restated for the purpose of comparability with the figures as at 30 June 2022, and in compliance with the accounting rules and operating practices of the Servicer Intesa Sanpaolo S.p.A..

Loans and receivables have been recognised at their residual value at the securitisation date, net of collections received up to the reporting date, and are measured based on their estimated realisable value, according to the valuation method used by the servicer Intesa Sanpaolo S.p.A..

In the first half of 2022, a total of €29,006,164 of reversals of impairment losses on loans were recorded (of which reversals of impairment losses of €2,121,405 on non-performing loans and reversals of impairment losses of €26,884,759 on performing loans) compared with reversals of impairment losses on loans of €179,338,096 as at 30 June 2021.
However, due to the new sale and repurchase of mortgages during 2022 and the repurchases during the initial months of 2021, the comparison with the previous half year is not on a like-for-like basis.

COVID-19 support measures

The table below shows the breakdown as at 30 June 2022 (remaining principal and past due payments) of the loans subject to moratoria and showing the Covid-related moratoria.

	30/06/2022				31/12/2021			
	Gross amount	%	No. of loans	%	Gross amount	%	No. of loans	%
Remaining principal of performing loans	9,018,247,174		123,487		8,859,069,565		117,395	
of which: loans subject to moratoria	**40,378,365**	**0.45%**	**397**	**0.32%**	**84,833,757**	**0.96%**	**762**	**0.65%**
Breakdown by type of moratorium								
Performing loans subject to moratoria	**40,378,365**	**100.00%**			**84,833,757**	**100.00%**		
- of which Covid related	**13,605,470**	**33.69%**			**34,087,566**	**40.18%**		
- of which principal and interest	9,581,607	23.73%			30,451,750	35.90%		
- of which principal only	4,023,863	9.97%			3,635,816	4.29%		
- of which other	**26,772,895**	**66.31%**			**50,746,191**	**59.82%**		

QUALITATIVE INFORMATION

Description of the Issue Programme and its performance

THE PROGRAMME

In 2008, the Vehicle, with the assistance of Barclays Bank PLC, as Arranger, and the law firms Clifford Chance and Chiomenti, initiated a series of negotiations with UBI Banca (now Intesa Sanpaolo, also the "***Issuer***") aimed at the implementation of the programme (the "***Programme***") for the issuance by UBI Banca of covered bonds (the "***Covered Bonds***", pursuant to Law 130/1999.

In particular, the Programme provides for, on the one hand, the sales without recourse of residential mortgage loans, as further identified below, to the Vehicle by certain banks of the UBI Banca group (now Intesa Sanpaolo), specifically:

1. Banco di Brescia S.p.A. ("***BBS***"), merged into UBI Banca by deed of 20 February 2017;
2. Banca Regionale Europea S.p.A. ("***BRE***"), merged into UBI Banca by deed of 15 November 2016;
3. Banca Popolare di Bergamo S.p.A. ("***BPB***"), merged into UBI Banca by deed of 20 February 2017;
4. Banca Popolare di Ancona S.p.A. ("***BPA***"), merged into UBI Banca by deed of 20 February 2017;
5. Banco di San Giorgio S.p.A. ("***BSG***"), previously merged into BRE, and then into UBI Banca by deed of 15 November 2016;
6. Banca Popolare Commercio e Industria S.p.A. ("***BKI***"), merged into UBI Banca by deed of 15 November 2016;
7. Banca Carime S.p.A. ("***BRM***"), merged into UBI Banca by deed of 20 February 2017;
8. UBI Banca Private Investment S.p.A. ("***BPI***"), now IW Bank S.p.A. by virtue of the merger by absorption through deed of 25 May 2015;
9. Banca di Valle Camonica S.p.A. ("***BVC***"), merged into UBI Banca by deed of 20 February 2017 and
10. Unione di Banche Italiane S.p.A. ("***UBI***"), which absorbed Banca 24-7 by merger on 23 July 2012 (with accounting and tax effect from 1 January 2012), and was merged into Intesa Sanpaolo by deed of 26 March 2021.

(collectively the "***Originators***"),

and, on the other hand, the tranched issuance of covered bonds by UBI Banca (now Intesa Sanpaolo) for an amount of up to €10,000,000,000.

In this context, the Vehicle has undertaken to guarantee the above-mentioned issuances. More specifically, the Covered Bond Guarantee agreement, signed on 30 July 2008, establishes that the Company shall issue an irrevocable, on-demand, unconditional and autonomous guarantee in favour of the holders of the covered bonds in respect of the loan portfolios sold from time to time by the Originators, under which the Vehicle shall guarantee the repayment by the Issuer of all the sums due as principal and interest in relation to the covered bonds (the "***Guarantee***"). The Vehicle has therefore agreed to increase the Guarantee issued where necessary, from time to time, based on the amount of the individual issuance.

In accordance with this Programme structure, the Vehicle has carried out the following.

INITIAL SALE

On 30 June 2008, the Vehicle entered into two agreements with BRE and BBS (jointly the "***Initial Originators***") for the sale of loans identified as a block pursuant to and for the purposes of the combined provisions of Articles 7-bis and 4 of Law 130/99 and Article 58 of the Consolidated Law on Banking, acquiring without recourse, with effect from 1 July 2008, the following portfolios of performing loans deriving from first rank residential mortgages (the "***Initial Loans***"):

- €595,473,865 from BRE and
- €1,391,201,377 from BBS.

INITIAL LOANS SOLD

At that date, these loans were identified as a “block”, pursuant to and for the purposes of the combined provisions of Articles 7-bis and 4 of Law 130/99 and Article 58 of the Consolidated Law on Banking, because they complied with the following common criteria:

(1) that they are residential mortgage loans whose ratio of the outstanding principal amount added to the outstanding principal amount of any previous mortgage loans on the same property does not exceed 80% of the value of the property, in accordance with the provisions of Decree 310 of 14 December 2006 of the Ministry of Economy and Finance;

(2) in respect of which the consolidation period applicable to the related mortgage has ended and the related mortgage is not subject to challenge pursuant to Article 67 of Royal Decree no. 267 of 16 March 1942 and, where applicable, Article 39 of Legislative Decree no. 385 of 1 September 1993;

(3) that they have been disbursed by the Originator;

(4) that they are governed by Italian law;

(5) that they are performing loans and in relation to which there are no fees that are overdue and unpaid for more than 1 day from the related due date for payment;

(6) that they do not contain any clause restricting the Originator’s ability to sell the loans under the related agreement or establishing that the consent of the relevant debtor is necessary for such sale and that the Originator has obtained such consent;

(7) in relation to which at least one instalment has been paid by the debtor before 1 July 2008;

(8) that they require the payment by the debtor of monthly, quarterly or semi-annual instalments;

(9) that they establish that all payments due by the debtor are to be made in euros;

(10) that they have been fully disbursed;

(11) that they have not been granted to natural persons who are, or were at their date of disbursement, employees of any company belonging to the banking group Unione di Banche Italiane S.c.p.A. (now Intesa Sanpaolo);

(12) that they have been granted to a natural person or to several natural persons who are joint holders;

(13) that they are subsidised mortgages that included concessions or other benefits in terms of principal or interest at the time of disbursement (subsidised mortgages);

(14) that they are first rank mortgages, understood as either (i) a first rank mortgage or (ii) (A) a second or subsequent rank mortgage in respect of which the creditor secured by the first rank mortgage is the Originator and in respect of which the obligations guaranteed by such higher rank mortgage have been satisfied in full, or (B) a second or subsequent rank mortgage in respect of which the creditor secured by the higher rank mortgages is the Originator (even if the obligations guaranteed by the higher rank mortgages have not been satisfied in full) and the loans secured by those higher rank mortgages arise out of loans which satisfy these criteria.

SUBORDINATED LOANS FROM INITIAL ORIGINATORS

At the same time, each Initial Originator granted the Vehicle a loan for the same amount, so that the Vehicle would have the necessary funds to purchase the above-mentioned Loan Portfolios, whose repayment is subordinated to the prior redemption of the covered bonds issued by Intesa Sanpaolo.

REPURCHASE INITIAL LOANS

On 1 March 2010, the Vehicle returned the following Initial Loans to the Initial Originators, pursuant to Article 11.3 of the respective Master Sale Agreement, which for various reasons no longer met the selection criteria for the portfolios of the Programme:

- €2,398,570 in default and €87,561,597 not eligible to BRE and
- €4,729,024 in default and €243,098,071 not eligible to BBS.

SUBSEQUENT SALES

Subsequent to the Initial Sale, the Vehicle acquired various loan portfolios without recourse from the Originators ("***Subsequent Sales***"), a summary of which is provided below.

SALE 2

On 30 November 2009, the Vehicle made the following new acquisitions:

- €210,984,151 from BRE;
- €453,032,832 from BBS and
- €1,347,612,455 from BPB, which joined the Programme as an additional originator.

SALE 3

On 1 May 2010, the Vehicle made the following new acquisitions:

- a new portfolio of loans from BBS for €672,896,469;
- a new portfolio of loans from BRE for €245,457,659;
- a new portfolio of loans from BPB for €758,754,383;
- the initial portfolio of performing loans deriving from first rank residential mortgages owned by BPA for €672,137,149;
- the initial portfolio of performing loans deriving from first rank residential mortgages owned by BSG for €336,304,315;

In this sale, BPA and BSG joined the Programme as additional originators.

SALE 4

On 1 October 2010, the Vehicle acquired the following loan portfolios without recourse:

- €1,381,598,480 from BKI;
- €696,269,788 from BRM;
- €223,133,986 from BVC, and
- €140,498,355 from BPI.

In this sale, BKI, BRM, BVC and BPI joined the Programme as additional originators.

SALE 5

On 1 May 2011, the Vehicle made the following new acquisitions:

- a new portfolio of loans from BBS for €564,335,773; and
- a new portfolio of loans from BPB for €809,449,670.

SALE 6

On 31 October 2011, the vehicle acquired the following loan portfolios without recourse:

- €395,798,879 from BRE;
- €466,384,081 from BPA;
- €203,958,421 from BSG, and
- €520,886,653 from BKI.

SALE 7

On 31 January 2012, the Vehicle made the following new acquisitions:

- €346,098,197 from BBS;
- €451,159,851 from BPB;
- €278,557,527 from BRM, and
- €91,832,409 from BPI.

SALE 8

On 28 September 2012, the vehicle acquired the following loan portfolios without recourse:

- €223,786,985 from BRE;
- €347,111,898 from BPA;
- €605,687,070 from BPCI;
- €141,235,188 from BSG, and

- €94,047,055 from BVC.

SALE 9 On 31 May 2013, the Vehicle acquired the following loan portfolios without recourse:

- €628,145,188 from BBS;
- €137,912,876 from BPA;
- €167,481,923 from BPCI, and
- €310,275,741 from BRM.

SALE 10 On 31 October 2013, the Vehicle acquired the following loan portfolios without recourse:

- €1,119,040,043 from BPB;
- €25,303,963 from BVC;
- €60,626,004 from BPI, and
- €2,096,634,974 from UBI Banca.

In this sale, UBI Banca joined the Programme as an additional originator.

SALE 11 On 30 May 2014, the Vehicle acquired the following loan portfolios without recourse:

- €254,881,540 from BRE;
- €141,768,365 from BPA;
- €127,927,796 from BKI, and
- €100,912,280 from BRM.

SALE 12 On 31 October 2014, the Vehicle acquired the following loan portfolios without recourse:

- €242,990,513 from BBS;
- €244,542,693 from BPB;
- €22,534,632 from BVC;
- €20,575,993 from BPI and
- €57,466,582 from UBI Banca.

SALE 13 On 15 May 2015, the Vehicle acquired the following loan portfolios without recourse:

- €254,557,943 from BBS;
- €250,138,690 from BKI;
- €146,941,417 from BRE and
- €104,735,863 from BRM.

SALE 14 On 30 October 2015, the Vehicle acquired the following loan portfolios without recourse:

- €181,027,136 from BPA;
- €475,470,927 from BPB;
- €25,133,892 from BVC;
- €18,324,256 from IWB and
- €39,462,602 from UBI.

SALE 15 On 29 April 2016, the Vehicle acquired the following loan portfolios without recourse:

- €149,380,663 from BPA;
- €329,285,627 from BBS;
- €369,758,806 from BPB;
- €337,658,528 from BKI and
- €172,705,787 from BRE.

SALE 16 On 28 April 2017, the Vehicle acquired a loan portfolio from UBI Banca for €1,684,900,633.

SALE 17 On 30 April 2018, the Vehicle acquired a loan portfolio from UBI Banca for €2,233,739,364.

SALE 18	On 30 November 2018, the Vehicle acquired a loan portfolio from UBI Banca for €1,290,979,287.
SALE 19	On 30 April 2019, the Vehicle acquired a loan portfolio from UBI Banca for €2,420,021,494.
SALE 20	On 30 April 2020, the Vehicle acquired a loan portfolio without recourse from IWBank for €46,499,038 and a loan portfolio from UBI Banca for €2,427,956,115.
SALE 21	On 16 June 2022, the Vehicle acquired a loan portfolio without recourse Intesa Sanpaolo S.p.A. for €822,761,016.20.

On 27 January 2022, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 24 January 2022 and legal effect from 27 January 2022, in relation to several loans identified as a block pursuant to article 58 of the Consolidated Law on Banking. The loans, consisting of mortgage loans in "bad loan" or "unlikely-to-pay" status, were returned by the Vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €71,864,261.88.

The sales notice was published in the Italian Official Journal, Part 2, no. 20 of 19 February 2022.

ISSUANCE OF THE FIRST SERIES OF COVERED BONDS

UBI Banca (now Intesa Sanpaolo), due to the unfavourable performance of the international financial markets, decided to issue the first series of covered bonds on 23 September 2009 for an amount of €1 billion.

These covered bonds were placed on the Italian and foreign markets with Italian and foreign institutional investors, in addition to being listed on the London Stock Exchange. The prospectus governing the Covered Bonds constitutes the "base prospectus" within the meaning of Directive 2003/71/EC.

GUARANTEE TO THE ISSUER

In accordance with the provisions of Article 4 of the MEF Decree, and with respect to the various Loan Portfolios that will be sold to it, on 21 September 2009 the Vehicle issued an irrevocable, first demand, unconditional and independent guarantee in favour of the holders of the covered bonds, according to which the Vehicle will guarantee the repayment by the Issuer of all the amounts due as principal and interest in relation to the covered bonds, for a maximum guaranteed amount of €1,882,502,000.

ISSUANCE OF SUBSEQUENT COVERED BOND SERIES

Subsequently, UBI Banca (now Intesa Sanpaolo) issued the following series of covered bonds and, at the same time, the Vehicle adjusted the maximum amount guaranteed under the Guarantee to the total amount of the series of covered bonds issued:

2009-13
MAXIMUM AMOUNT OF THE PROGRAMME: €10 BILLION

ISSUANCES (max. programme €10bn)				
Series	**date**	**Maturity**	**Initial issue**	**Outstanding**
1	23/09/2009		1,000,000,000	-
2	16/12/2009	16/12/2019	1,000,000,000	-
3	30/04/2010	30/04/2023	250,000,000	-
4	15/09/2010	15/09/2017	1,000,000,000	-
5	18/10/2010	18/10/2015	500,000,000	-
6	28/01/2011	28/01/2021	1,000,000,000	-
7	22/02/2011	22/02/2017	750,000,000	-
8	18/11/2011	18/11/2022	250,000,000	-
9	22/02/2012	17/02/2014	250,000,000	-
10	22/02/2012	18/02/2014	250,000,000	-
11	22/02/2012	19/02/2014	250,000,000	-
12 Tranche 1	14/10/2013	14/10/2020	1,250,000,000	-
12 Tranche 2	19/12/2013	14/10/2020	250,000,000	-
13	23/12/2013	23/12/2018	1,000,000,000	-

2014-TODAY
MAXIMUM AMOUNT OF THE PROGRAMME: €15 BILLION

ISSUANCES (max. programme €15bn)				
Series	**date**	**Maturity**	**Initial issue**	**Outstanding**
14	05/02/2014	05/02/2024	1,000,000,000	1,000,000,000
15	05/03/2014	05/03/2019	700,000,000	-
16	13/10/2014	13/10/2017	700,000,000	-
17	07/11/2014	07/11/2025	1,000,000,000	1,000,000,000
18 Tranche 1	27/10/2015	27/01/2023	750,000,000	500,000,000
19	14/12/2015	14/12/2022	500,000,000	-
20	31/03/2016	31/03/2022	1,000,000,000	-
18 Tranche 2	20/06/2016	27/01/2023	250,000,000	250,000,000
21	23/06/2016	23/06/2018	750,000,000	-
22	14/09/2016	14/09/2026	1,000,000,000	1,000,000,000
18 Tranche 3	21/10/2016	27/01/2023	250,000,000	250,000,000
18 Tranche 3	21/10/2016	27/01/2023	250,000,000	250,000,000
23	04/10/2017	04/10/2027	1,250,000,000	1,250,000,000
24	15/01/2018	15/07/2024	500,000,000	500,000,000
25	15/01/2018	15/01/2030	500,000,000	500,000,000
26	23/02/2018	23/02/2033	90,000,000	90,000,000
27	26/02/2018	25/02/2033	160,000,000	160,000,000
24 Tranche 2	15/10/2018	15/07/2024	250,000,000	250,000,000
28	16/10/2018	16/10/2028	700,000,000	600,000,000
29	10/12/2018	12/12/2022	800,000,000	-
30	10/12/2018	11/12/2023	500,000,000	-
31	25/02/2019	25/09/2025	500,000,000	500,000,000
32	05/12/2019	05/12/2029	1,000,000,000	-
				8,100,000,000

CHANGES TO THE STRUCTURE OF THE PROGRAMME

DOWNGRADING OF UBI BANCA

Since the start of the Programme, the Vehicle has made the following changes to the Programme's structure and contractual documentation.

From its establishment, the Programme envisaged that:

- UBI Banca (now Intesa Sanpaolo) and other subsidiaries of the UBI Group would act as custodian banks for the collections from the portfolios purchased;
- UBI Banca (now Intesa Sanpaolo) would take out derivatives with the Vehicle to hedge interest rate risk.

The preservation of these roles was linked to the maintenance of a certain rating level assigned by the rating agencies involved in the Programme.

It was also envisaged that, following a downgrading of UBI Banca (now Intesa Sanpaolo) below certain thresholds:

(i) the sums deposited in the current accounts opened with UBI Banca (now Intesa Sanpaolo) and the companies controlled by it would be promptly transferred, at the expense of the custodian bank, to another entity meeting the necessary requirements (including the rating), appointed by the Vehicle;

(ii) the existing contractual relationships with the custodian banks would be terminated;

(iii) UBI Banca (now Intesa Sanpaolo) would be required to collateralise its obligations arising from the derivatives.

On 5 October 2011, the rating agency Moody's downgraded the rating of Italian government bonds by three notches (from Aa2 to A2), which was followed on the next day by the wave of downgrades on Italian banks. Specifically, UBI Banca (now Intesa Sanpaolo) saw its long-term rating fall from A2 to A3 and its short-term rating fall from P-1 to P-2.

As a result of this downgrading, the above-mentioned rating level limits were exceeded and therefore, on 8 November 2011, it was necessary to make the following changes to the structure of the Programme:

a) the Vehicle terminated the contract with UBI Banca International S.A. as custodian bank;

b) UBI Banca (now Intesa Sanpaolo) had to margin the swaps with the Vehicle;

c) the Vehicle opened new current accounts with The Bank of New York Mellon, London Branch, an eligible counterparty, so that the amounts collected from the amortisation of the portfolios acquired could be transferred to these accounts, as well as the guarantee relating to the derivatives entered into by the Vehicle with UBI Banca under the Programme.

AMENDMENTS TO THE SWAP AGREEMENTS

According to the operational practice in force at the time of establishment of the Programme, UBI Banca (now Intesa Sanpaolo) had agreed with the rating agencies and the Arranger of the Programme to use derivatives to normalise all the flows exchanged between the Originators and the Vehicle (asset swaps) and to hedge the Vehicle against interest rate risk in the event that UBI Banca took over payment of the coupons of the covered bonds (liability swaps).

Full hedging through derivatives was a necessary condition for obtaining the "AAA" rating for the Programme. And, at the time, UBI Banca had rating levels that allowed it to be a direct counterparty to these swaps with the Vehicle (directly on the liability swap, indirectly on the asset swaps by providing the guarantee to the Originators).

However, following the above downgrades, UBI Banca and the Originators found themselves in the position of being contractually obliged to transfer the derivatives entered into under the Programme (asset swaps and liability swaps) to third parties.

In light of the market conditions and the specific characteristics of the derivatives taken out, UBI Banca did not find any counterparties willing to take over these derivatives at current conditions and therefore decided to carry out a comprehensive restructuring of the existing swaps aimed at:

(i) reducing the overall notional amount of the swaps; and

(ii) aligning structural forecasts with market forecasts in order to allow transfer to third parties.

To this end, UBI Banca agreed with the rating agencies to abandon the contractual provision of complete hedging of interest rate risk by the Vehicle, in the event of it taking over the payment of the coupons of the covered bonds, in favour of an approach that takes account of the fact that the floating-rate mortgages (which constitute the majority of the assets transferred to the Vehicle) would make it unnecessary to convert all the interest on the mortgages received by the Vehicle into floating-rate mortgages, while the fixed-rate mortgages provide a partial natural hedge with respect to the issuances of fixed-rate covered bonds.

In view of this, the following changes were made to the structure of the Programme on 11 April 2013:

a) the early termination of all the asset swaps (through the signing of a termination agreement between the Vehicle and each Asset Swap Provider); and

b) the amendment of the liability swaps to reduce the notional amount to the strictly necessary amount agreed with the rating agencies.

Once the liability swaps had been modified, UBI Banca (now Intesa Sanpaolo) began the search for a market counterparty to which to assign these derivatives, a search which to date has not been completed.

TRANSFER OF COVERED BOND STOCK EXCHANGE LISTING

In 2014, upon indication from UBI Banca (now Intesa Sanpaolo), the need emerged, for efficiency reasons, to change the listing exchange of the Covered Bonds, initially listed on the London Stock Exchange, to the Irish Stock Exchange, both with regard to future issuances and to the issuances already outstanding under the Programme.

In view of this, the Vehicle collaborated with UBI Banca (now Intesa Sanpaolo), as issuer, in order to:

(i) complete the passporting procedure for the base prospectus for the CB2 Programme (the “Prospectus”),

(ii) take the necessary steps to apply for and obtain the listing of the Covered Bonds on the Irish Stock Exchange,

(iii) carry out the delisting of the series of Covered Bonds listed on the London Stock Exchange,

(iv) participate in the preparation and negotiation of the new Prospectus for approval by the Irish Authorities; and

(v) make all the necessary and appropriate communications to the dealers of the Programme and to the holders of the Covered Bonds in order to inform them of the implementation of the activities described above.

On 23 May 2014, the passporting procedure was completed and the Covered Bonds are now listed on the Irish Stock Exchange.

INCREASE IN MAXIMUM PROGRAMME AMOUNT

At the same time as the transfer of the listing exchange, UBI Banca (now Intesa Sanpaolo) increased the maximum amount of the Programme from the initial amount of €10 billion to a new amount (€15 billion), more compatible with the issuances already carried out and those planned for the future.

SWAP COLLATERAL ACCOUNT TRANSFER

In 2014, the need also arose, upon indication from UBI Banca (now Intesa Sanpaolo), to transfer the Collateral Swap Accounts relating to UBI Banca as Liability Swap Provider, opened at Bank of New York Mellon, London Branch, which performs role of English Account Bank under the Programme, to another financial institution.

Accordingly, on 10 December 2014, BNP Paribas Securities Services was appointed as the “Swap Collateral Account Bank” of the Programme.

To this end, the following documents, among others, were signed:

(i) “Appointment Agreement”, to appoint the new custodian bank;

(ii) Amending Agreements to the “Intercreditor Agreement”, the “Cash Allocation, Management and Payments Agreement”, the “English Account Bank Agreement” and the “Master Definitions Agreement”, to acknowledge the accession of the new custodian bank to those agreements;

(iii) “Supplemental Deed of Charge”, to establish a pledge on the new swap collateral accounts opened with the new custodian bank.

AMENDMENT TO MASTER SERVICING AGREEMENT

In 2015, upon indication from UBI Banca (now Intesa Sanpaolo), the need arose to amend certain definitions contained in the Programme agreements, including those of “Eligible Institution”, “Eligible Investment” and “Top Up Assets”, in order to, among other things, bring the contractual documentation into line with the amendments to Regulation (EU) 575/2013 (“CRR”) (and related implementing regulations).

In addition to the above, on 30 July 2015, for reasons of efficiency and expediency, the Servicing Master Agreement and the collection procedures attached thereto were amended to provide, among other things, for the possibility for UBI Banca, in its capacity as Master Servicer, as part of the management of bad loans in the name and on behalf of the Vehicle, to sell those loans directly to third parties in the interest of the Vehicle.

REPLACEMENT OF FITCH BY DBRS

On 24 August 2015, the rating agency Fitch Ratings Limited published a press release in which it announced that for commercial reasons it was withdrawing its rating on the covered bond programme for which the Vehicle is guarantor.

Consequently, on 23 September 2015, it became necessary to amend the contractual structure of the CB2 Programme in order to replace Fitch Ratings Limited by DBRS Ratings Limited as the rating agency for the Programme.

SINGLE BANK PROJECT

On 27 June 2016, UBI Banca (now Intesa Sanpaolo) approved the “Group Business Plan”, which envisaged – among other things – the adoption of a simpler and more efficient “single bank” operating structure, with the merger of BPB, BdB, BPCI, BRE, BPA, CARIME and BVC into UBI Banca (now Intesa Sanpaolo) by the first half of 2017. This merger project, approved by the Bank of Italy on 30 August 2016, consists of three phases:

(i) an initial merger agreement for the merger of Banca Regionale Europea S.p.A. and Banca Popolare Commercio e Industria S.c.p.A. into UBI Banca;

(ii) a second merger agreement relating to the merger of Banca Popolare di Bergamo S.p.A., Banca di Valle Camonica S.p.A. and Banco di Brescia S.p.A., and lastly

(iii) a third merger agreement relating to the merger of Banca Carime S.p.A. and Banca Popolare di Ancona S.p.A.

FIRST PHASE

On 15 November 2016, UBI Banca (now Intesa Sanpaolo) signed the two merger deeds pursuant to Article 2504 of the Italian Civil Code relating, respectively, to the merger by absorption of BPCI and BRE.

At the same time, the agreements of the Programme were amended so that UBI Banca (now Intesa Sanpaolo) took over the rights and obligations of the two merged banks as Originator and Sub-Servicer of the Programme.

SECOND AND THIRD PHASES

Contrary to the provisions of the “Plan”, on 20 February 2017 UBI Banca (now Intesa Sanpaolo) merged the remaining banks of the Group, concluding in advance all the phases of the “Single Bank” merger project.

This meant that on 23 May 2017 the following changes to the Programme were again necessary:

a) the termination of the sub-servicing agreements entered into by UBI Banca (now Intesa Sanpaolo) as Master Servicer and by the Merged Banks as Sub-Servicers, whereby certain activities relating to the collection and management of the loans sold by them were delegated by the Master Servicer to the Merged Banks, because, subsequent to the Merger, these activities were carried out by UBI Banca (now Intesa Sanpaolo);

b) the closure of the "Italian Collection Accounts" and "English Collection Accounts" opened by the Vehicle in which the collections from the Portfolios sold by the Merged Banks were deposited (the "Relevant Accounts"), because these collections, following the Merger, were transferred to the corresponding accounts opened by the Vehicle with the Account Bank for the UBI Portfolio (the "UBI Accounts"), while the collections received subsequent to the Merger are directly credited to the UBI Accounts, and

c) the extinction of the pledge established by the Vehicle in favour of the noteholders and other secured creditors, on the Relevant Accounts referred to in paragraph (b) above which have been closed.

MINOR CONTRACTUAL AMENDMENTS

On 12 December 2017, several agreements of the Programme were amended in order to: (i) modify the nominal value test; (ii) cancel UBI's liability swaps (considered no longer necessary because at the current rating level of the Programme they did not bring particular benefits to the Programme); and (iii) allow the transfer of securities of public entities.

On 21 May 2018, several agreements under the Programme were amended in order to: (a) make several changes relating to the structure of the Programme accounts and the termination and appointment of several Agents, and (b) make certain changes relating to the Markets in Financial Instruments Directive 2014/65 / EU (the "MiFID II").

On 3 August 2018, the "Programme Agreement" was amended in order to better clarify, in accordance with the disclosure included in the description of the business in the prospectus approved on 30 July 2018, the specific transaction and relationship of the Issuer with certain persons and entities located in sanctioned countries, such as Russia, Belarus, Burma, Côte d'Ivoire, Cuba, Iraq, Lebanon, Liberia, Libya, South Sudan, Sudan, Ukraine, Yemen and Zimbabwe.

On 7 May 2020, several agreements under the Programme were amended in order to: (i) amend the definition of "Reserve Fund Amount" set out below under the "Master Definitions Agreement"; (ii) include clarifications in the "Master Definitions Agreement" relating to the appointment of Barclays Ireland PLC as Arranger and Dealer; and (iii) include a clarification in the formula relating to the calculation of the Interest Coverage Test in accordance with the "Cover Pool Management Agreement".

POST MERGER OF UBI BANCA INTO INTESA SANPAOLO

On 1 April 2021, PricewaterhouseCoopers Advisory SpA ("***PWC***") entered into a termination and appointment agreement with Intesa Sanpaolo, the Vehicle as guarantor of the Programme and the other parties, under which (a) Intesa Sanpaolo (formerly UBI Banca) resigned as Calculation Agent for the Programme and (b) the Vehicle appointed PWC as the new Calculation Agent for the Programme with effect from 31 May 2021.

On 29 April 2021, PWC entered into a business unit lease agreement with PricewaterhouseCoopers Business Services S.r.l. ("***PWC BS***") under which it transferred to PWC BS the business unit responsible for, among other things, carrying out the activities relating to the Calculation Agent's duties under the Programme and, therefore, the related rights and obligations set out in the agreements entered into by PWC under the Programme.

PERFORMANCE OF THE TRANSACTION

Launched at the end of 2008, the Programme shows recoveries in line with what was planned for the relevant period.

Parties involved

In addition to UBI FINANCE S.R.L. (the "***Guarantor***"), the main parties involved in the Covered Bond Programme are:

Originators, Sub-Servicers & Subordinated Loan Providers	Banco di San Giorgio S.p.A. ("BSG") (1), Banca Regionale Europea S.p.A. ("BRE") (2), Banca Popolare Commercio e Industria S.p.A. ("BKI") (2), Banco di Brescia S.p.A. ("BBS") (3), Banca Popolare di Bergamo S.p.A. ("BPB") (3), Banca Popolare di Ancona S.p.A. ("BPA") (3), Banca Carime S.p.A. ("BRM")(3), UBI Banca Private Investment S.p.A. ("BPI"), now IW Bank S.p.A. by virtue of the merger by incorporation which took place on 25 May 2015 Banca di Valle Camonica S.p.A. ("BVC") (3), IW Bank S.p.A. ("IWB"), and Unione di Banche Italiane S.p.A. ("UBI") (4).
Issuer, Master Servicer & Italian Account Bank	Intesa Sanpaolo S.p.A. (formerly Unione di Banche Italiane Società per Azioni)
Representative of the Covered Bondholders	BNY Mellon Corporate Trustee Services Ltd.
Asset Monitor	BDO Italia S.p.A.
Principal Paying Agent	The Bank of New York Mellon (Luxembourg) S.A., Italian Branch
English Account Bank	The Bank of New York Mellon, London Branch
Calculation Agent	PricewaterhouseCoopers Business Services S.r.l.
SWAP Collateral Account bank	BNP Paribas Securities Services
Guarantor Corporate Servicer	Intesa Sanpaolo S.p.A.

(1) *On 15 October 2012 Banco di San Giorgio S.p.A signed the deed of merger into Banca Regionale Europea S.p.A., which took effect on 22 October 2012. Banco di San Giorgio S.p.A. was the sub-servicer of the transaction and the subordinated loan provider with regard to its securitised loans up to the merger date.*

(2) *On 15 November 2016, Banca Regionale Europea S.p.A. and Banca Popolare Commercio e Industria S.c.p.A signed the deed of merger into UBI Banca, which took effect from 21 November 2016. BRE and BKI were originators, sub-servicers of the transaction and subordinated loan providers, in respect of their securitised loans, up to the merger date.*

(3) *On 20 February 2017, Banco di Brescia S.p.A., Banca Popolare di Bergamo S.p.A., Banca Carime S.p.A. and Banca Popolare di Ancona S.p.A. signed the deed of merger into UBI Banca. BBS, BPB, BRM and BPA were originators, sub-servicers of the transaction and subordinated loan providers, in relation to their securitised loans, up to the merger date.*

(4) *On 26 March 2021, UBI Banca signed the deed of merger into Intesa Sanpaolo. UBI Banca was the originator, master servicer, sub-servicer, calculation agent, bank agent for the transaction and Subordinated loan provider, for the securitised loans, up to the date of the merger.*

Issue characteristics

As mentioned in the section "Description of the Transaction", the Vehicle, as guarantor, with the loan portfolios purchased from time to time by the Originators, of the programme for the issuance of covered bonds by UBI Banca (now Intesa Sanpaolo), will not issue securities directly, as envisaged by Article 7-bis of Law 130/99.

Related financial transactions

ORIGINATOR'S GUARANTEE AND INDEMNITY

On the Sale Date, the Vehicle entered into a Guarantee and Indemnity Agreement with each Originator pursuant to which the Originator made certain representations and warranties to the Vehicle in relation to the loan portfolio sold and agreed to indemnify the Vehicle against certain costs, expenses and liabilities incurred in connection with the acquisition and ownership of the securitised portfolio.

SUBORDINATED LOAN

At the same time as the purchase of the Loan Portfolios, the Vehicle entered into a Subordinated Loan Agreement for the same amount with each of the Originators, in order to have the necessary funding to purchase those loans.

The above-mentioned loan is subordinated to the prior redemption of the covered bonds to be subsequently issued by UBI Banca (now Intesa Sanpaolo).

As remuneration for this loan, on each payment date, the Vehicle pays each Originator a basic annual interest rate of 0.001%, plus a "Premium" consisting of the difference between the interest received on the Loan Portfolio and the majority of the operating costs relating to the existence of the Vehicle and the Programme.

INTERCREDITOR AGREEMENT

In return for the transfer of all rights, title and interests in each asset relating to the Programme, the Vehicle receives the guarantee from the Representative of the Subscribers of the coverage of all the rights, title and interest in the sums deposited from time to time in the current accounts registered to the transaction for the benefit of the subscribers and all the creditors of the Programme.

The vehicle's operating powers

The Vehicle has no operating powers regarding the early redemption of the covered bonds.

Section 3 – Risks and related hedging policies

3.1 Credit risk

1. General aspects

Qualitative disclosure

The vehicle only has on-demand receivables consisting of current accounts held with the Parent Company Intesa Sanpaolo S.p.A., which are not considered to have any credit risk.
Following the update of 29 October 2021 of the rules for IFRS financial statements of intermediaries other than banking intermediaries, these relationships have been reclassified from caption 40 “Financial assets measured at amortised cost” to caption 10 “Cash and cash equivalents”.

With regard to the segregated assets, the vehicle is subject to risks arising from the failure to collect amounts due from debtors and the servicer’s failure to perform its duties and commitments to collect sufficient funds to meet its payment obligations under the Programme. These risks are mitigated by the issue of covered bonds by Intesa Sanpaolo S.p.A. for a total amount that is lower than the value of the portfolios of Securitised loans.

Impacts resulting from the Covid-19 pandemic

With regard to the vehicle’s operation, the continuing adverse effects of the economic and financial crisis resulting from the COVID-19 pandemic and the continued macroeconomic uncertainty has not had any impact on the management of the vehicle, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.
Also with regard to the segregated assets, there are currently no elements to report that could significantly impact the management of the Programme.

For more details in this regard, see the “Quantitative disclosure” in Part H – Covered Bonds.

Quantitative disclosure

Although on-demand receivables meet the definition of on-balance sheet credit exposures, by convention they are not included in the tables in Section 3.1, except in the specifically identified cases in which they must be considered.

The table below refers to the vehicle's operations.

6. Credit exposures to customers, banks and financial companies
6.1 On- and off-balance sheet credit exposures to banks and financial companies: gross and net values

	Gross exposure					Total adjustments and total provisions for credit risk					Net exposure	Total partial write-offs*
		First stage	Second stage	Third stage	Purchased or originated		First stage	Second stage	Third stage	Purchased or originated		
A. ON-BALANCE SHEET CREDIT EXPOSURES												
A1 On-demand	9,742	9,742	-	-	-	-	-	-	-	-	9,742	-
a) Non-performing	-	X	-	-	-	-	X	-	-	-		-
b) Performing	9,742	9,742	-	X	-	-		-	X	-	9,742	-
A.2 Other	-		-	-	-	-	-	-	-	-	-	-
a) Bad loans	-	X	-	-	-	-	X	-	-	-	-	-
-of which: forborne exposures	-	X	-	-	-	-	X	-	-	-	-	-
b) Unlikely to pay	-	X	-	-	-	-	X	-	-	-	-	-
-of which: forborne exposures	-	X	-	-	-	-	X	-	-	-	-	-
c) Non-performing past due exposures	-	X	-	-	-	-	X	-	-	-	-	-
-of which: forborne exposures	-	X	-	-	-	-	X	-	-	-	-	-
d) Performing past due exposures	-	-	-	X	-	-	-	-	X	-	-	-
-of which: forborne exposures	-	-	-	X	-	-	-	-	X	-	-	-
e) Other performing exposures	-	-	-	X	-	-	-	-	X	-	-	-
-of which: forborne exposures	-	-	-	X	-	-	-	-	X	-	-	-
TOTAL A	**9,742**	**9,742**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**9,742**	**-**
B. OFF-BALANCE SHEET EXPOSURES												
a) Non-performing	-	X	-	-	-	-	X	-	-	-	-	-
b) Performing	-	-	-	X	-	-	-	-	X	-	-	-
TOTAL B	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL (A+B)	**9,742**	**9,742**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**9,742**	**-**

** Amount to be stated for disclosure purposes*

"On-demand on-balance sheet credit exposures" include on-demand receivables from banks classified in the caption "Cash and cash equivalents" and consisting of current accounts held with Intesa Sanpaolo S.p.A..

3.2 Market risk

3.2.1 Interest rate risk

Qualitative disclosure

The vehicle is not exposed to interest rate risk because it only has on-demand receivables consisting of current accounts held with the Parent Company Intesa Sanpaolo S.p.A.

With regard to segregated assets, the interest rate risk only arises when the Issuer is no longer able to meet its commitments arising from the covered bond issuances ("issuer default notice") and mainly consists of the potential loss arising from changes in interest rates between the securitised assets and the covered bonds issued. Indeed, the latter follow the trend in the variable Euribor market rate, while performing loans, which constitute the securitised assets, are not necessarily indexed to the Euribor. As a result of this mismatch between interest rates receivable and payable, if the Euribor exceeds a certain level, the Vehicle may not have sufficient funds to make payment on all the obligations under the Covered Bond Programme.

Quantitative disclosure

1. Breakdown by residual maturity (repricing date) of financial assets and liabilities

	On-demand	Up to 3 months	3 - 6 months	6 months - 1 year	1 - 5 years	5 - 10 years	After 10 years	Unspecified maturity
1. Assets								
1.1 Debt instruments	-	-	-	-	-	-	-	-
1.2 Loans and receivables	-	-	-	-	-	-	-	-
1.3 Other assets	9,742	-	-	-	-	-	-	-
2. Liabilities								
2.1 Financial liabilities	-	-	-	-	-	-	-	-
2.2 Debt instruments	-	-	-	-	-	-	-	-
2.3 Other liabilities	-	-	-	-	-	-	-	-
3. Financial derivatives								
Options								
3.1 Long positions	-	-	-	-	-	-	-	-
3.2 Short positions	-	-	-	-	-	-	-	-
Other derivatives								
3.3 Long positions	-	-	-	-	-	-	-	-
3.4 Short positions	-	-	-	-	-	-	-	-

3.2.2 Price risk

This section has not been completed because there are no risk positions of this kind.

3.2.3 Foreign Exchange risk

This section has not been completed because there are no risk positions of this kind.

3.3 Operational risk

Qualitative disclosure

1. General aspects, management processes and operational risk measurement methods

Operational risk is the risk of suffering losses generated by inefficiencies in business processes, malfunctions in technological systems, and external events that cause or could cause objective and measurable losses for the Vehicle.

The Basel Committee attributes unexpected losses to the occurrence of four factors: human error, systems failures, inadequate procedures and controls, and external events. Operational risk is a pure risk, i.e., only negative events are associated with it.

The Vehicle's ability to meet its obligations under the covered bond programme structured by UBI Banca (now Intesa Sanpaolo), in which the Vehicle participates, depends exclusively on third parties to whom all the characteristic functions of an organisational structure as well as the internal control systems have been delegated. In fact, due to its nature, the Vehicle does not have any employees.

Specifically, the success of the Programme depends on the Servicer's ability to manage the loan portfolio in accordance with the terms of the Servicing Agreement.

Accordingly, to mitigate the risk arising from the servicing activities and to ensure that the loans are managed in a consistent and uniform manner, the Servicer:

- has acknowledged that its obligations under the Servicing Agreement are the same as in the normal exercise of its professional activity;
- has agreed to manage the servicing activities with the best professional diligence, it being understood that if, in the performance of the mandate, a conflict should arise between its interests as a bank providing other services in relation to the transferred debtors and the interests of the Vehicle, the Servicer will report that circumstance to the Vehicle and to the Representative of the Noteholders and will in any case act only in accordance with the instructions given by the latter;
- has committed to performing the servicing activities through its own operational structure, ensuring that it has all the infrastructure, technical and organisational resources and information technology necessary to efficiently perform those activities.

3.4 Liquidity risk

Qualitative disclosure

1. General aspects, management processes and liquidity risk measurement methods

The Vehicle believes that it has sufficient available cash to meet its commitments, because the contractual provisions establish that, on the payment dates, the Vehicle will be reimbursed from the segregated assets for the operating expenses incurred to maintain it in good standing.

With regard to segregated assets, liquidity risk relates to the possibility of incurring losses, in terms of the price of disposal of assets/liabilities, resulting from the need to liquidate those positions in a timely manner due to unforeseen financial needs in the event of default by the Issuer Bank. In such case, the Vehicle would be forced to sell the cover pool on the market, as the funds collected on the portfolio could be insufficient to meet the timely payment of interest and principal on the covered bonds issued.

The main elements for mitigating this risk are:

- the issuance of covered bonds by Intesa Sanpaolo S.p.A. for a total amount that is lower than the value of the securitised loan portfolios.
- the dynamic management of the cover pool, given that the funds from the principal payments collected on the loans in the cover pool are reinvested in new loans with similar characteristics.

For the quantitative information, see paragraph "H. Covered Bonds" of the Explanatory Notes to the Interim Financial Statements above.

Quantitative disclosure

The tables below refer to the Vehicle’s operations.

1. Breakdown by contractual residual maturity of financial assets and liabilities

On-balance sheet assets											
A.1 Government bonds	-	-	-	-	-	-	-				
A.2 Other debt instruments	-	-	-	-	-	-	-				-
A.3 Loans	-	-	-	-	-	-	-				
A.4 Other assets	9,742	-	-	-	-	-	-	**years**	**years**	**years**	
								-	-	-	
On-balance sheet liabilities								-	-	-	
B.1 Due to:	-	-	-	-	-	-	-				
								-	-	-	-
- Banks	-	-	-	-	-	-	-				
- Financial companies	-	-	-	-	-	-	-				
- Customers	-	-	-	-	-	-	-				
								-	-	-	-
B.2 Debt instruments	-	-	-	-	-	-	-				
B.3 Other liabilities	-	-	-	-	-	-	-				
Off-balance sheet transactions											
C.1 Financial derivatives with exchange of principal	-	-	-	-	-	-	-	-	-	-	-
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.2 Financial derivatives without exchange of principal	-	-	-	-	-	-	-	-	-	-	-
- Positive difference	-	-	-	-	-	-	-	-	-	-	-
- Negative difference	-	-	-	-	-	-	-	-	-	-	-
C.3 Financing to be received	-	-	-	-	-	-	-	-	-	-	-
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.4 Irrevocable loan commitments	-	-	-	-	-	-	-	-	-	-	-
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.5 Financial guarantees issued	-	-	-	-	-	-	-	-	-	-	-
C.6 Financial guarantees received	-	-	-	-	-	-	-	-	-	-	-

Disclosure on risks

Pursuant to article 7-bis.1 of Law no. 130 and article 4 of the Ministry for the Economy and Finance decree, UBI Finance S.r.l. granted a first-demand autonomous, irrevocable and unconditional guarantee to the bondholders with limited recourse to the cover pool assets (the covered bonds guarantee). In accordance with the covered bonds guarantee, if the issuer defaults (i.e., insolvency of Intesa Sanpaolo S.p.A., non-payment by the Issuer of interest and/or principal on the bonds) and following receipt of a notice to pay from the bondholders’ representative, to be sent as per the Intercreditor Agreement, the vehicle will meet the issuer’s obligations with the bondholders in line with the originally agreed terms and conditions to the extent of the segregated assets. The risk of partial or total non-collection of the cover pool assets included in the segregated assets has been transferred to the originator Intesa Sanpaolo S.p.A., which granted UBI Finance S.r.l. subordinated loans which it used to fully finance the transaction.

Section 4 - Equity

4.1 Equity

4.1.1 Qualitative disclosure

The management of the vehicle's assets consists of the set of policies that determine their size in order to ensure that they are adequate for the vehicle's operations and meet the quantitative and qualitative requirements established by law.
The vehicle was established in accordance with Law no. 130/99, in the form of a limited liability company, and its sole purpose is to carry out loan securitisations.
As provided for by Law no. 130/99, the characteristic of the vehicle's activity is the segregation of its assets and liabilities from those of the securitisations it owns. As a result of this segregation, the costs incurred to maintain the vehicle's good standing are low and, in any case, recovered through specific contractual provisions that provide for their chargeback to the securitisation.
This ensures that UBI Finance S.r.l. maintains adequate levels of capital while executing the Covered Bond Programme.

4.1.2 Quantitative disclosure

4.1.2.1 Equity: breakdown

The vehicle's equity consists of quota capital of €10,000, split into quotas, the legal reserve (€2) and the extraordinary reserve (€33).

	30/06/2022	31/12/2021
1. Quota capital	10,000	10,000
2. Quota premium	-	-
3. Reserves	35	35
- income-related	2	2
a) legal	2	2
b) statutory	-	-
c) treasury quotas	-	-
d) other	-	-
- other	33	33
4. (Treasury quotas)	-	-
5. Valuation reserves	-	-
- Hedges of equity instruments at FVOCI	-	-
- Financial assets (other than equity instruments) at FVOCI	-	-
- Property and equipment	-	-
- Intangible assets	-	-
- Hedges of foreign investments	-	-
- Cash flow hedges	-	-
- Hedging instruments (elements not designated)		
- Exchange rate differences	-	-
- Non-current assets held for sale and discontinued operations	-	-
- Financial liabilities at FVTPL (change in credit rating)	-	-
- Special revaluation laws	-	-
- Actuarial gains/losses on defined benefit plans	-	-
- Portion of valuation reserves of equity-accounted investees	-	-
6. Equity instruments	-	-
7. Net income (loss) for the period	-	-
Total	**10,035**	**10,035**

4.2 Own Funds and Capital Ratios

4.2.1 Own funds

4.2.2 Qualitative disclosure

The vehicle is not subject to the special rules on own funds and capital ratios.

Section 5 - Breakdown of comprehensive income

As there were no changes in the value of the assets recognised as a balancing entry in the valuation reserves in the first half, the Vehicle's net income/loss is the same as its comprehensive income.

Section 6 - Related-party transactions

6.1 Information on remuneration of key management personnel

Figures for the 1st Half 2022	Directors and statutory auditors
Fees and social security contributions	
- Directors	
- other	12,259
Total	**12,259**

The fees paid to the Board of Directors are those shown in the table.
The Vehicle does not have a Board of Statutory Auditors.

6.2 Loans and guarantees given to/on behalf of directors

No loans or guarantees have been given to/on behalf of directors.

6.3 Related-party transactions

Assets and liabilities at 30/06/2022	Cash and cash equivalents	Other liabilities
- Directors	-	6,990
- Intesa Sanpaolo S.p.A.	9,742	8
Total	**9,742**	**6,998**

Income and expense for the 1st Half 2022	Personnel expenses	Other administrative expenses
- Directors	12,259	-
- Intesa Sanpaolo S.p.A.	-	154
Total	**12,259**	**154**

Section 7 - Other information

7.1 Average number of employees by category

The Vehicle does not have any employees.

Section 8 - Other information

- Composition of Equity according to Article 2427.4 and Article 2427.7-bis of the Italian Civil Code.

(amounts in Euros)

	Amount at 30/06/2022	Possible use (*)	Portion of earnings in tax suspension	Summary of use in past three years	
				to cover losses	*for other reasons*
Equity:					
Quota capital	10,000		-	-	-
Legal reserve	2	A (1), B, C (1)	-	-	-
Extraordinary reserve (Other reserves)	33	A, B, C	-	-	-
Total quota capital and reserves	**10,035**		**-**	**-**	**-**
Non-distributable portion	**2**				

(*) A = for capital increase; B = to cover losses; C = for distribution to quotaholders
(1) available for capital increase (A) and for distribution to quotaholders (C) in the amount exceeding one fifth of the quota capital

- Parent that prepares consolidated financial statements

Intesa Sanpaolo S.p.A. - Piazza San Carlo 156 - Turin

Milan, 26 July 2022

on behalf of the BOARD OF DIRECTORS
Chair
Renzo Parisotto