

UBI FINANCE S.r.l.

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

Financial Statements
as at 31 December 2024

INTESA  SANPAOLO

UBI FINANCE S.r.l.

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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.

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Ownership structure as at 31 December 2024

Intesa Sanpaolo S.p.A.	60%
Stichting Mara	40%

Company bodies

Board of Directors

Chairperson	Renzo Parisotto
Director	Alessandra Longhin
Director	Andrea Di Cola

Independent Auditors	EY S.p.A.
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Report on operations

General information

UBI Finance S.r.l. (below the “vehicle”) 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 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 Law no. 130 of 30 April 1999, as amended and supplemented (Title I bis, Article 7-quinquies et seq.) 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. Its registered office is in Via Monte di Pietà 8, Milan and it does not have any branches and/or subsidiaries.

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 no. 130/1999. Likewise, it has assigned the management of administrative, accounting, tax and corporate obligations to Intesa Sanpaolo S.p.A. (Administrative Services Provider).

In accordance with its business purpose, starting from 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 S.p.A. (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 no. 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 original amount set at €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 vehicle 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.

The macroeconomic scenario, significant events and performance in the year

In 2024, the global growth remained stable at a moderate pace of 3% per year. World trade volumes, although recovering, continued to show modest expansion. Energy commodity prices have shown modest momentum and volatility, despite the ongoing conflicts in Ukraine and the Middle East. The disinflation process has continued, facilitating the easing of monetary policies. Only Japan is currently raising official rates, but very cautiously and from very low levels. The Federal Reserve has twice cut its fed funds target, which at the end of the year stood at 4.50-4.75%. In the final months of the year, there was a notable increase in uncertainty due to the residual risk of a widening of the Middle Eastern conflict, which could cause sudden increases in gas and oil prices, and due to the abrupt discontinuity that has characterised American economic policies with the installation of President Trump, with obvious repercussions also on market dynamics.

In the Euro area, economic activity remained weak in industry and the construction business; however, the good performance of demand for services still ensured positive GDP growth. In the fourth quarter, economic surveys showed a deterioration in manufacturing, stability at weak levels in the construction business and a still positive trend in services. Despite modest economic growth, the unemployment rate fell further (6.3% in November). Average annual inflation stood at 2.4%.

In Italy, industrial production in November was 1.6% lower than a year earlier, continuing the negative trend that characterised almost the entire two-year period 2023-24. Conversely, in constructions, production in November increased by 3.6% compared to a year earlier. Business surveys provided mixed signals on the evolution of services in the autumn quarter, following the moderate expansion seen in the first nine months. Average annual GDP growth in 2024 was estimated to be at around half a percentage point. Despite modest overall GDP growth, the employment rate rose to 62.4% in November and the unemployment rate fell to 5.7%, its lowest level since 2007. Employment growth and salary growth above inflation facilitated a recovery in real household income. Until the second quarter, this led above all to an increase in gross savings, which rose to 10.2% of disposable income, but in the third quarter the savings rate fell to 9.2% and growth in consumption accelerated.

With reference to the performance of rates on loan and deposit volumes, 2024 saw an alternating trend, following the progressive reduction of reference rates by the Governing Council of the European Central Bank, which between June and December reduced the deposit rate by 100 basis points, to 3.0%. In the first half of the year, the rate increases made by the ECB until 2023 continued to be passed on to bank rates, whereas with the start of official rate cuts in June, the second half of the year was characterised by a fall in rates on loan and deposit stocks.

As regards the management of the company, the Board of Directors in its meeting of 30 January 2024, having taken into account the indications expressed by the quotaholder Intesa Sanpaolo S.p.A., appointed Alessandra Longhin as a new Director, to replace the outgoing Director Giuseppe Gilardi who resigned with effect from 22 November 2023. Her appointment was confirmed at the Quotaholders' Meeting on 3 April 2024.

There were no other significant events in the year.

Implementation of the Programme

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

During 2024, the Programme progressed smoothly and, on the basis of the available funds, all the payments according to the priority order of the "payment cascade" were made. There were twelve Payment Dates relating to monthly cash flows from loan collections, from December 2023 to November 2024 for a total of €1,262,969,511 (of which €290,548,370 in interest and €972,421,141 in capital, including the repurchases for the year).

Repayments of the subordinated loan were made for €1,500 million as indicated below, using the cash and cash equivalents posted during the year, deriving from the collection of the principal from the assets of the underlying portfolio:

- Guarantor Payment Date of 28 February 2024: €500 million.
- Guarantor Payment Date of 26 July 2024: €500 million;
- Guarantor Payment Date of 27 December 2024: €500 million.

During the year, Intesa Sanpaolo S.p.A. exercised the following repurchase options, accepted by the special purpose vehicle, relating to some loans identified as a block pursuant to Article 58 of the Consolidated Law on Banking:

- all the loans that on 30 November 2023 had "bad loan" or "unlikely-to-pay" status were repurchased on 24 January 2024 - with financial effect from 22 January 2024 and legal effect from 24 January 2024 - for a total amount of €22,696,962.10. The sales notice was published in the Italian Official Journal, Part 2, no. 14 of 3 February 2024.
- all the loans that on 31 July 2024 had "bad loan" or "unlikely-to-pay" status were repurchased on 18 September 2024 - with financial effect from 16 September 2024 and legal effect from 18 September 2024 - for a total amount of €42,838,637.78. The sales notice was published in the Italian Official Journal, Part 2, no. 116 of 3 October 2024.

As at 31 December 2024, residual securitised loans, excluding accrued income, net of total impairment losses, amounted to €6,426,102,342 (of which performing exposures 99.23%).

Covered Bonds

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 31 December 2024.

Series	Date of issue	Legal maturity date	Issue Amount	Rate	Coupon frequency	Listing exchange	Type
17	07/11/2014	07/02/2025	1,000,000,000	1.250%	annual	Euronext Dublin	market
22	14/09/2016	14/09/2026	1,000,000,000	0.375%	annual	Euronext Dublin	market
23	04/10/2017	04/10/2027	1,250,000,000	1.125%	annual	Euronext Dublin	market
25	15/01/2018	15/01/2030	500,000,000	1.250%	annual	Euronext Dublin	market
26	23/02/2018	23/02/2033	90,000,000	1.780%	annual	Euronext Dublin	private placement
27	26/02/2018	25/02/2033	160,000,000	1.750%	annual	Euronext Dublin	private placement
28	16/10/2018	16/10/2028	200,000,000	3-month Euribor +1.00%	quarterly	Euronext Dublin	private placement
31	25/02/2019	25/09/2025	500,000,000	1.000%	annual	Euronext Dublin	market
			4,700,000,000				

See paragraph H of Part D – Other information in the Notes to the financial statements, for more information on the vehicle's operations.

With reference to the Programme, there were no other significant events in the year.

Transactions with Group Companies

As required by Article 2497 et seq. 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 has recognised the following amounts, in its segregated assets, during the year as fees for the services provided by Intesa Sanpaolo through the competent structures:

- €3,423,618 for servicing fees;
- €30,000 for administrative services fees;
- €20,000 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 Notes to the financial statements provide more information about the vehicle's cash transactions and commitments with the other group companies.

Significant, non-recurring, atypical and/or unusual 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, for details of the related-party transactions.

Significant and non-recurring transactions

No significant and non-recurring transactions were carried out in 2024.

Atypical and/or unusual transactions

No atypical and/or unusual transactions were carried out in 2024.

Treasury quotas and/or shares of 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

On 19 February 2025, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 17 February 2025 in relation to a number of loans identified as a block pursuant to Article 58 of the Consolidated Law on Banking.

The loans, consisting of performing mortgage loans and those with “unlikely-to-pay” and “past due” status, were retroceded by the vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €2,404,938,474.45.

The repurchase price of the assets was set, in continuity with the sale price, based on the carrying amounts of the assets on the effective date of the repurchase.

On 26 January 2025, payments were made for loan collections in December 2024.

There were no other significant events after the reporting date.

Outlook

The vehicle's future operations will be aimed at the orderly continuation of securitisation transactions as provided for by the vehicle's company purpose which envisages the issuance of Covered Bonds.

Going concern

In preparing the financial statements, 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 from 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 securitisation transactions through the issuance of Covered Bonds by the Parent.

The Board of Directors, also in the current macroeconomic environment, has a reasonable expectation that the vehicle's operations will continue in a stable manner, that the collections will be in line with the performance of the portfolio, and that the vehicle will continue to operate in the future, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.

Accordingly, the financial statements for the year ended 31 December 2024 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 the segregated assets, currently no elements have arisen that could significantly impact the management of the transaction, which will continue to be carefully monitored.

Profit/(loss) for the year

The vehicle ended the year 2024 at break-even because the operating costs were charged back to segregated assets in accordance with the contractual agreements.

Proposal to the quotaholders to approve the financial statements

We present the financial statements as at and for the year ended 31 December 2024 for your approval. They comprise a statement of financial position, a statement of income, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows, the notes to the financial statements, and this report on operations.

The vehicle ended the year 2024 at breakeven and consequently there is no allocation of profit to be made.

Milan, 19 February 2025

on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto



Financial Statements as at 31 December 2024

Financial statements

Statement of financial position

(amounts in Euros)

Assets	31/12/2024	31/12/2023
10. Cash and cash equivalents	9,742	9,742
100. Tax assets:	275	473
a) current	275	473
120. Other assets	26,943	25,314
TOTAL ASSETS	36,960	35,529

(amounts in Euros)

Liabilities and equity	31/12/2024	31/12/2023
60. Tax liabilities:	62	-
a) current	62	-
80. Other liabilities	26,863	25,494
110. Quota capital	10,000	10,000
150. Reserves	35	35
170. Net income (loss) (+/-)	-	-
TOTAL LIABILITIES AND EQUITY	36,960	35,529

on behalf of the BOARD OF DIRECTORS
 Chairperson
 Renzo Parisotto



Statement of income

(amounts in Euros)

Captions	2024	2023
160. Administrative expenses:	-69,935	-70,894
a) personnel expenses	-24,746	-24,686
b) other administrative expenses	-45,189	-46,208
200. Other operating expenses/income	70,531	70,417
210. OPERATING EXPENSES	596	-477
260. INCOME (LOSS) BEFORE TAX FROM CONTINUING OPERATIONS	596	-477
270. Taxes on income from continuing operations	-596	477
280. INCOME (LOSS) AFTER TAX FROM CONTINUING OPERATIONS	-	-
300. NET INCOME (LOSS)	-	-

on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto



Statement of comprehensive income

(amounts in Euros)

Captions	2024	2023
10. Net income (loss) (+/-)	-	-
Other comprehensive income (net of tax) that may not be reclassified to the statement of income		
20. Equity instruments designated at fair value through other comprehensive income	-	-
30. Financial liabilities designated at fair value through profit or loss (changes in credit rating)	-	-
40. Hedges of equity instruments designated at fair value through other comprehensive income	-	-
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 with investments carried at equity	-	-
Other comprehensive income (net of tax) that may be reclassified to the statement of income		
100. Hedges of foreign investments	-	-
110. Foreign exchange differences	-	-
120. Cash flow hedges	-	-
130. Hedging instruments (non-designated items)	-	-
140. Financial assets (other than equities) measured at fair value through other comprehensive income	-	-
150. Non-current assets held for sale and discontinued operations	-	-
160. Share of valuation reserves connected with investments carried at equity	-	-
170. Total other comprehensive income (net of tax)	-	-
180. Total comprehensive income (captions 10+170)	-	-

on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto



Statement of changes in equity

31 December 2024

	Amounts at 31/12/2023	Change in opening balances	Amounts at 01/01/2024	Allocation of net income of the previous year			Changes in the year					Total comprehensive income for the year	Equity as at 31/12/2024
				Reserves	Dividends and other allocations	Changes in reserves	Equity transactions						
							Issue of new quotas	Purchase of treasury quotas	Extraordinary dividend distributions	Changes in equity instruments	Other changes		
Quota capital	10,000	-	10,000	-	-	-	-	-	-	-	-	-	10,000
Quota premium	-	-	-	-	-	-	-	-	-	-	-	-	-
Reserves	35	-	35	-	-	-	-	-	-	-	-	-	35
a) retained earnings	35	-	35	-	-	-	-	-	-	-	-	-	35
b) other	-	-	-	-	-	-	-	-	-	-	-	-	-
Valuation reserves	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-
Treasury quotas	-	-	-	-	-	-	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity	10,035	-	10,035	-	-	-	-	-	-	-	-	-	10,035

31 December 2023

	Amounts at 31/12/2022	Change in opening balances	Amounts at 01/01/2023	Allocation of net income of the previous year			Changes in the year					Total comprehensive income for the year	Equity as at 31.12.2023
				Reserves	Dividends and other allocations	Changes in reserves	Equity transactions						
							Issue of new quotas	Purchase of treasury quotas	Extraordinary dividend distributions	Changes in equity instruments	Other changes		
Quota capital	10,000	-	10,000	-	-	-	-	-	-	-	-	-	10,000
Quota premium	-	-	-	-	-	-	-	-	-	-	-	-	-
Reserves	35	-	35	-	-	-	-	-	-	-	-	-	35
a) retained earnings	35	-	35	-	-	-	-	-	-	-	-	-	35
b) other	-	-	-	-	-	-	-	-	-	-	-	-	-
Valuation reserves	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	-	-	-	-	-	-	-	-	-	-	-	-	-
Treasury quotas	-	-	-	-	-	-	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity	10,035	-	10,035	-	-	-	-	-	-	-	-	-	10,035

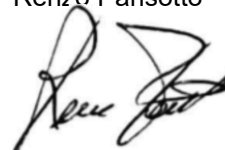
on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto



Statement of cash flows (Direct method)

	(amounts in Euros)	
	2024	2023
A. OPERATING ACTIVITIES		
1. Cash flow from operations	-	-
- interest income collected (+)	-	-
- interest expense paid (-)	-	-
- dividends and similar income (+)	-	-
- net fee and commission income (expense) (+/-)	-	-
- personnel expenses (-)	-14,421	-10,249
- other expenses (-)	-40,386	-51,647
- other revenue (+)	55,143	62,303
- taxes, duties and tax credits to be paid/collected (-)	-336	-407
- net adjustments to/recoveries on discontinued operations net of tax effect (+/-)	-	-
2. Cash flows from/used in financial assets	-55,143	-62,303
- financial assets held for trading	-	-
- financial assets designated at fair value	-	-
- other financial assets mandatorily measured at fair value	-	-
- financial assets measured at fair value through other comprehensive income	-	-
- financial assets measured at amortised cost	-	-
- other assets	-55,143	-62,303
3. Cash flows from/used in financial liabilities	55,143	62,303
- financial liabilities measured at amortised cost	-	-
- financial liabilities held for trading	-	-
- financial liabilities designated at fair value	-	-
- other liabilities	55,143	62,303
Net cash flow from (used in) operating activities	-	-
B. INVESTING ACTIVITIES		
1. Cash flows from:	-	-
- sales of equity investments	-	-
- dividends collected on equity investments	-	-
- sales of property and equipment	-	-
- sales of intangible assets	-	-
- sales of subsidiaries and business branches	-	-
2. Cash flows used in:	-	-
- purchases of equity investments	-	-
- purchases of property and equipment	-	-
- purchases of intangible assets	-	-
- purchases of subsidiaries and business branches	-	-
Net cash flow from (used) in investing activities	-	-
C. FINANCING ACTIVITIES		
- issues/purchases of treasury quotas	-	-
- issues/purchases of equity instruments	-	-
- dividend distribution and other	-	-
Net cash flow from (used in) financing activities	-	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-	-
RECONCILIATION		
Cash and cash equivalents at the beginning of the year	9,742	9,742
Net increase (decrease) in cash and cash equivalents	-	-
Cash and cash equivalents: foreign exchange effect	-	-
Cash and cash equivalents at the end of the year	9,742	9,742

on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto



Notes to the financial statements

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 has prepared its financial statements in accordance with the International Accounting Standards (IAS) and the International Financial Reporting Standards (IFRS) applicable at 31 December 2024 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.

The table below lists the new international accounting standards or amendments to the accounting standards already in force, together with the related endorsement regulations by the European Commission, which came into force in 2024.

International accounting standards endorsed as at 31.12.2024 and effective from 2024

Document name	IASB document publication date	Effective date	Date of publication in the OJEU	EU Regulation and date of issue
Amendments to IFRS 16 Leases - Lease Liabilities in a Sale and Leaseback	22 September 2022	1 January 2024	21 November 2023	(EU) 2023/2579 20 November 2023
Amendments to IAS 1 Presentation of Financial Statements - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants	23 January 2020	1 January 2024	20 December 2023	(EU) 2023/2822 19 December 2023
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Financing Arrangements for Supplies	25 May 2023	1 January 2024	16 May 2024	(EU) 2024/1317 15 May 2024

The changes introduced by the IAS/IFRS have not had any effect on the vehicle's statement of financial position and income statement figures.

The table below lists the new international accounting standards or the amendments to the accounting standards already in force, with the related endorsement Regulations by the European Commission, which will become mandatory on 1 January 2025 – for financial statements reflecting the calendar year – or after that date.

International accounting standards endorsed as at 31.12.2024 and applicable after 31.12.2024

Document name	IASB document publication date	Effective date	Date of publication in the OJEU	EU Regulation and date of issue
Amendments to IAS 21 Effects of Changes in Foreign Exchange Rates - Inability to Exchange	15 August 2023	1 January 2025	13 November 2024	(EU) 2024/2862 12 November 2024

SECTION 2 - Basis of preparation

The Company has the sole purpose of acquiring loans and securities funded in accordance with Law no. 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 notes to the financial statements consistently with the provisions of Law no. 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 the purposes 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 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 and described in Part A.2 of these notes to the financial statements, 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 opted to prepare its financial statements in accordance with the IFRS, as it is included in the consolidation scope of Intesa Sanpaolo S.p.A..

The financial statements comprise a statement of financial position, a statement of income, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows, and these notes to the financial statements. They are accompanied by a directors' report on operations which comments on the vehicle's performance, results, financial position and cash flows for the year.

As required by the current regulations, the vehicle has prepared the financial statements using the Euro as its functional currency.

The amounts in the financial statements, these notes and the directors' report are presented in Euros.

To give priority to substance over form, and in view of the fact that IAS 1 does not establish rigid formats, the layouts that apply to financial intermediaries have been used in these financial statements, in accordance with the guidance provided in the update of the document “The IFRS financial statements of intermediaries other than banking intermediaries” issued by the Bank of Italy on 17 November 2022.

The financial statements are prepared with the intention of presenting a true and fair view of the assets and liabilities, financial position, results of operations and cash flows, according to the following basis of preparation:

- Going concern (IAS 1 paragraphs 25 and 26): in preparing the financial statements, 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 after 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 securitisation transactions through the issuance of Covered Bonds by the Parent.

The Board of Directors, also in the current macroeconomic environment, has a reasonable expectation that the vehicle's operations will continue in a stable manner, that the collections will be in line with the performance of the portfolio, and that the vehicle will continue to operate in the future, also considering that its viability is guaranteed by the chargeback of costs to the segregated assets.

Accordingly, the financial statements for the year ended 31 December 2024 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 the segregated assets, currently no elements have arisen that could significantly impact the management of the transaction, which will continue to be carefully monitored.

- Accrual basis of accounting (IAS 1 paragraphs 27 and 28): except for the cash flow reporting, the 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 items in the financial statements are retained from one year 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 year for all the amounts recorded in the current year's financial statements.

The accounting policies applied to prepare these financial statements as at 31 December 2024 did not change from those used for the annual financial statements as at 31 December 2023.

The financial statements and the tables in the Notes include the corresponding figures at 31 December 2023.

SECTION 3 - Subsequent events

On 19 February 2025, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 17 February 2025 in relation to a number of loans identified as a block pursuant to Article 58 of the Consolidated Law on Banking.

The loans, consisting of performing mortgage loans and those with "unlikely-to-pay" and "past due" status, were retroceded by the vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €2,404,938,474.45.

The repurchase price of the assets was set, in continuity with the sale price, based on the carrying amounts of the assets on the effective date of the repurchase.

On 26 January 2025, payments were made for loan collections in December 2024.

There were no other significant events after the reporting date.

SECTION 4 - Other aspects

The financial statements of UBI Finance S.r.l. are audited by the independent auditors EY S.p.A..

On the renewal of the assignment to perform the independent audit of the accounts awarded to EY S.p.A. for the period 2024-2026, the limited auditing of the interim financial statements was removed from the aforesaid assignment.

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 2024.

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".

International tax reform

The discipline of the "Global Minimum Tax", was implemented in the European Union through Directive 2523/2022, published in the Official Journal of the EU on 22 December 2022. Subject to implementation in the legislation of member states, the regulation in question will apply from the 2024 tax period. As regards Italy specifically, the provisions of Directive 2523/2022 were transposed into Legislative Decree no. 209 of 27 December 2023 "Implementation of the tax reform in the field of international taxation".

The provisions of the Global Minimum Tax apply to companies belonging to the Intesa Sanpaolo Group, given that the latter has exceeded the revenue threshold of €750 million for at least two of the four financial years prior to 2024.

More specifically, this entails the need to check that the level of actual taxation recorded in each of the jurisdictions where the Intesa Sanpaolo Group operates is not below the 15% threshold. This check depends on various factors that may even be interconnected, such as mainly the income produced there, the level of the nominal rate and the tax rules for determining the tax base.

Given the newness and the complexity underlying the way the level of effective taxation is determined, the provisions on Global Minimum Tax allow for the application of a simplified calculation method for the initial periods of application of the rule (periods which, in any case, cannot go further than 30/06/2028). This calculation method, reserved for entities operating in jurisdictions which pass at least one of the three tests provided for by the OECD legislation (the so-called transitional safe harbour), entails the reduction of compliance costs and the elimination of the Global Minimum Tax.

Taking into account the information known or that could reasonably be estimated as at 31 December 2024 and the still-existing doubts about interpretation, Ubi Finance S.r.l., being an entity resident in Italy, did not set aside any supplementary tax in the 2024 financial year since the entities within the scope resident in Italy passed the transitional safe harbour tests.

A.2 - DISCLOSURE ON MAIN CAPTIONS

This section sets out the accounting policies adopted in preparing the financial statements as at 31 December 2024, 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. In particular, the caption includes the receivables due to the company from the segregated assets for the chargeback of vehicle management expenses. 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. 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 assets or liabilities at the reporting date.

Recognition of revenue and expenses

Expenses 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.

Expenses 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.

Expenses 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 the 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 parent.

A.3 – DISCLOSURE ON TRANSFERS BETWEEN FINANCIAL ASSET PORTFOLIOS

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

A.4 - DISCLOSURE ON FAIR VALUE

In view of the company's activities and captions of the statement of financial position, there is no information to be provided in connection with the disclosure required by IFRS 13.

A.5 – INFORMATION ON DAY ONE PROFIT/LOSS

There is no information to be provided on the day one profit/loss under IFRS 7, paragraph 28, because the vehicle did not use any financial instruments in 2024 in its ordinary operations.

The information relating to Part B, Part C and Part D of the Notes to the financial statements is provided below. It does not include information regarding circumstances that do not concern the 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

Captions	31/12/2024	31/12/2023
Current accounts and on-demand deposits with banks	9,742	9,742
Total	9,742	9,742

The caption includes the capital current account 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 “Tax assets: current and deferred”: breakdown

Current tax assets: breakdown	31/12/2024	31/12/2023
IRES payments on account and assets	275	275
IRAP payments on account and assets	-	198
Total	275	473

10.2 “Tax liabilities: current and deferred”: breakdown

Current and deferred tax liabilities: breakdown	31/12/2024	31/12/2023
- Current taxes		
IRAP liabilities	62	-
Total	62	-

Section 12 - Other assets - Caption 120

12.1 Other assets: breakdown

Captions	31/12/2024	31/12/2023
Amounts due from segregated assets	18,640	3,252
Prepayments	8,303	22,062
Total	26,943	25,314

The "Amounts due from segregated assets" for the chargeback of vehicle management expenses increased on 31 December 2023 due to the trends during the year.

LIABILITIES

Section 8 - Other liabilities - Caption 80

8.1 Other liabilities: breakdown

Captions	31/12/2024	31/12/2023
Invoices to be received	26,660	21,796
Due to Corporate Bodies	-	3,510
Payables for withholdings to be paid	-	60
Due to Inail (national insurance institute for accidents at work)	203	128
Total	26,863	25,494

Section 11 - Equity - Captions 110 and 150

11.1 Quota capital: breakdown

Captions/Type	31/12/2024	31/12/2023
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	Retained earnings	Other extraordinary	Total
A. Initial amount 01/01/2024	2	33	-	35
B. Increases				
B.1 Retained earnings	-	-	-	-
B.2 Other increases	-	-	-	-
C. Decreases				
C.1 Utilisation	-	-	-	-
- to cover losses	-	-	-	-
- for dividend distribution	-	-	-	-
- for conversion into capital	-	-	-	-
C.2 Other decreases	-	-	-	-
D. Final amount 31/12/2024	2	33	-	35

Equity as at 31 December 2024 according to Article 2427, paragraph 7 bis, of the Italian Civil Code

	Amount at 31/12/2024	Possible use (*)	Portion of earnings in tax suspension	Summary of use in past three years	
				to cover losses	for other reasons
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

Other information**1. Financial commitments and guarantees given (other than those measured at fair value)**

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 Personnel expenses: breakdown

Type of expense	2024	2023
1. Employees	-	-
a) wages and salaries	-	-
b) social security charges	-	-
c) termination indemnities	-	-
d) supplementary benefits	-	-
e) provision for termination indemnities	-	-
f) provision for post-employment benefits:		
- defined contribution plans	-	-
- defined benefit plans	-	-
g) payments to external pension funds:		
- defined contribution plans	-	-
- defined benefit plans	-	-
h) other benefits in favour of employees	-	-
2. Other non-retired personnel	-	-
3. Directors and statutory auditors	24,746	24,686
4. Retired personnel	-	-
5. Cost recoveries for personnel seconded to other companies	-	-
6. Cost reimbursements for personnel seconded to the vehicle	-	-
Total	24,746	24,686

10.2 Average number of employees by category

The vehicle does not have any employees.

10.3 Other administrative expenses: breakdown

Captions	2024	2023
Audit fees	39,420	42,242
Other administrative expenses	2,949	1,893
Legal and notary fees	2,358	1,627
Charges relating to indirect taxes and duties	462	446
Total	45,189	46,208

Section 14 - Other operating expenses/income - Caption 200**14.2 Other operating expenses/income: breakdown**

Captions	2024	2023
Contractually provided-for income	70,531	70,417
Total	70,531	70,417

“Contractually provided-for income” relates to the 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 - Tax on income from continuing operations - Caption 270

19.1 Tax on income from continuing operations: breakdown

	2024	2023
1. Current taxes (-)	-596	-534
2. Changes in current taxes of previous years (+/-)	-	1,011
3. Reduction in current taxes for the year (+)	-	-
3.bis Reduction in current taxes for the year for tax credits pursuant to Law no. 214/2011 (+)	-	-
4. Changes in deferred tax assets (+/-)	-	-
5. Changes in deferred tax liabilities (+/-)	-	-
6. Taxes on income for the year (-) (-1+/-2+3+ 3 bis+/-4+/-5)	-596	477

The current taxes for the year refer in full to IRAP, while the change in current taxes from previous years refers to IRES for the year 2022, set aside in excess of what was actually due.

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

	2024	2023
Income before tax from continuing operations	596	-477
Theoretical taxable profit	596	-477
	Income taxes	Income taxes
Income taxes - theoretical IRES tax expense (income)	143	-
Increase of taxes	116	3
Higher effective tax rate and higher tax base for IRAP purposes	-	-
Non-deductible expenses (contingent liabilities, etc.)	116	3
Decrease of taxes	-259	-1,014
Other (ACE subsidy, etc.)	-52	-3
Utilisation of losses from previous years	-207	-
Non-taxed capital gains on equity investments	-	-
Tax-exempt portion of dividends	-	-
Income at reduced rate	-	-
Other	-	-1,011
Total change in taxes	-143	-1,011
	Total	-1,011
	IRAP	534
Total tax expense (income) for the period (IRES + IRAP)	596	-477

Part D - Other disclosures

Section 1 - Operations

D. GUARANTEES AND COMMITMENTS

At the reporting date of 31 December 2024, 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	31/12/2024	31/12/2023
1. First demand financial guarantees given		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
2. Other financial guarantees given		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
3. Commercial guarantees given		
a) Banks	-	-
b) Financial institutions	-	-
c) Customers	-	-
4. Irrevocable commitments to lend funds		
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	7,105,556,667	8,634,532,858
Total	7,105,556,667	8,634,532,858

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

This section provides the qualitative and quantitative information required by the Bank of Italy provisions relating to vehicles for assets underlying covered bank bonds in its Order “The financial statements of IFRS intermediaries other than banking intermediaries” of 17 November 2022.

In view of the fact that the aforementioned Order does not provide for detailed indications and specific tables, the information contained in this section has been provided according to the information scheme expressly requested for the part “F. Securitisation” of Bank of Italy Order of 15 December 2015, suitably adapted to covered bond transactions, in continuity with previous years.

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.

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 year.

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.

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

A1) Loans and receivables	31/12/2024	31/12/2023
Loans and receivables	6,399,520,906	7,390,546,700
Unpaid instalments - principal	1,107,147	3,094,454
Unpaid instalments - interest	814,328	2,301,411
Extended uncollectable instalments - principal	2,101,776	2,416,666
Extended uncollectable instalments - interest	1,713,354	1,914,304
Expenses on loans and receivables	857,776	999,598
Interest from suspended instalments	24,072,946	27,092,707
Amortised cost	36,274,743	43,313,046
Overdue interest	-	60
Impairment losses on non-performing past due exposures	-2,284,619	-4,479,395
Impairment losses on unlikely-to-pay exposures	-1,176,974	-6,383,402
Impairment losses on bad loans	-	-995,031
Impairment losses on default interest	-	-60
Impairment losses on performing loans	-36,899,041	-64,605,677
	6,426,102,342	7,395,215,381
B3) Cash and cash equivalents	31/12/2024	31/12/2023
Receivables Collection Account	112,103,496	110,301,293
Cash Reserve	35,000,000	65,000,000
Principal Account	517,189,911	1,044,768,769
Expenses Account	27,708	14,587
Accrued income - Accruals in progress	7,384,299	9,232,585
	671,705,414	1,229,317,234
B3) Other receivables	31/12/2024	31/12/2023
Withholdings on bank interest	1,800	1,800
Prepayments	12,640	428
Items to be settled	55	-
	14,495	2,228

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.

	31/12/2024				31/12/2023			
	Gross amount	Impairment losses	Net value	% coverage	Gross amount	Impairment losses	Net value	% coverage
Performing exposures	6,413,468,728	36,899,041	6,376,569,687	0.58%	7,372,357,732	64,605,677	7,307,752,055	0.88%
Non-performing past due exposures	11,281,533	2,284,619	8,996,914	20.25%	22,415,391	4,479,395	17,935,996	19.98%
Unlikely-to-pay	5,437,972	1,176,974	4,260,998	21.64%	31,785,477	6,383,462	25,402,015	20.08%
Bad loans	-	-	-	0.00%	1,807,300	995,031	812,269	55.06%
Non-performing exposures	16,719,505	3,461,593	13,257,912	20.70%	56,008,168	11,857,888	44,150,280	21.17%
Amortised cost	36,274,743	-	36,274,743		43,313,046	-	43,313,046	
Total loans	6,466,462,976	40,360,634	6,426,102,342		7,471,678,946	76,463,565	7,395,215,381	
% Non-performing exposures on total loans	0.26%		0.21%		0.75%		0.60%	

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.

Details of the recoveries of impairment losses and impairment losses on loans recognised in the 2024 financial year are shown below.

	2024	2023
Total recoveries of impairment losses	27,706,636	4
Recoveries of impairment losses on performing exposures	27,706,636	-
Recoveries of impairment losses on non-performing exposures	-	4
Recoveries on impairment losses on bad loans	-	4
Total impairment losses	-10,266,537	-27,142,139
Impairment losses on performing exposures	-	-17,291,710
Impairment losses on non-performing exposures	-10,266,537	-9,850,429
Impairment losses on non-performing past due exposures	-2,045,710	-927,472
Impairment losses on unlikely-to-pay exposures	-7,441,001	-7,086,233
Impairment losses on bad loans	-779,826	-1,836,724
Total recoveries of impairment losses/(impairment losses)	17,440,099	-27,142,135

It should be noted, however, that the comparison with the previous financial year is not on a fully like-for-like basis due to the repurchases of non-performing loans which occurred during the financial year.

For the sake of completeness, it should be noted that as at 31 December 2024 there were no outstanding loans that constituted new liquidity, granted through public guarantee mechanisms issued within the COVID-19 framework.

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 no. 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 tranching 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 vehicle 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 Article 7-bis and 4 of Law no. 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 Article 7-bis and 4 of Law no. 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*.

<i>REPURCHASE INITIAL LOANS</i>	<p>On 1 March 2010, the vehicle retroceded 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:</p> <ul style="list-style-type: none"> ▪ €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	<p>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.</p>
<i>SALE 2</i>	<p>On 30 November 2009, the vehicle made the following new acquisitions:</p> <ul style="list-style-type: none"> ▪ €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.
<i>SALE 3</i>	<p>On 1 May 2010, the vehicle made the following new acquisitions:</p> <ul style="list-style-type: none"> ▪ 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; <p>In this sale, BPA and BSG joined the Programme as additional originators.</p>
<i>SALE 4</i>	<p>On 1 October 2010, the vehicle acquired the following loan portfolios without recourse:</p> <ul style="list-style-type: none"> ▪ €1,381,598,480 from BKI; ▪ €696,269,788 from BRM; ▪ €223,133,986 from BVC, and ▪ €140,498,355 from BPI. <p>In this sale, BKI, BRM, BVC and BPI joined the Programme as additional originators.</p>
<i>SALE 5</i>	<p>On 1 May 2011, the vehicle made the following new acquisitions:</p> <ul style="list-style-type: none"> ▪ a new portfolio of loans from BBS for €564,335,773; and ▪ a new portfolio of loans from BPB for €809,449,670.
<i>SALE 6</i>	<p>On 31 October 2011, the vehicle acquired the following loan portfolios without recourse:</p> <ul style="list-style-type: none"> ▪ €395,798,879 from BRE; ▪ €466,384,081 from BPA; ▪ €203,958,421 from BSG, and ▪ €520,886,653 from BKI.
<i>SALE 7</i>	<p>On 31 January 2012, the vehicle made the following new acquisitions:</p> <ul style="list-style-type: none"> ▪ €346,098,197 from BBS; ▪ €451,159,851 from BPB; ▪ €278,557,527 from BRM, and ▪ €91,832,409 from BPI.
<i>SALE 8</i>	<p>On 28 September 2012, the vehicle acquired the following loan portfolios without recourse:</p> <ul style="list-style-type: none"> ▪ €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.

<i>SALE 18</i>	On 30 November 2018, the vehicle acquired a loan portfolio from UBI Banca for €1,290,979,287.
<i>SALE 19</i>	On 30 April 2019, the vehicle acquired a loan portfolio from UBI Banca for €2,420,021,494.
<i>SALE 20</i>	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.
<i>SALE 21</i>	On 16 June 2022, the vehicle acquired a loan portfolio without recourse Intesa Sanpaolo S.p.A. for €822,761,016.

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 retroceded 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. The repurchase price of the assets was set, in continuity with the sale price, based on the carrying amounts of the assets on the effective date of the repurchase.

On 19 April 2023, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 17 April 2023 and legal effect from 19 April 2023, 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 retroceded by the vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €57,360,770.37. The sales notice was published in the Italian Official Journal, Part 2, no. 53 of 6 May 2023. The repurchase price of the assets was set, in continuity with the sale price, based on the carrying amounts of the assets on the effective date of the repurchase.

On 24 January 2024, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 22 January 2024 and legal effect from 24 January 2024, in relation to several loans identified as a block pursuant to article 58 of the Consolidated Law on Banking. These loans, which consisted entirely of loans in “bad loan” or “unlikely-to-pay” status as at 30 November 2023, were retroceded by the vehicle to the originator Intesa Sanpaolo S.p.A. for a consideration of €22,696,962.10. The sales notice was published in the Italian Official Journal, Part 2, no. 14 of 3 February 2024.

On 18 September 2024, Intesa Sanpaolo S.p.A. exercised a repurchase option, accepted by the special purpose vehicle, with financial effect from 16 September 2024 and legal effect from 18 September 2024, in relation to a number of loans identified as a block pursuant to Article 58 of the Consolidated Law on Banking. These loans, which consisted entirely of loans with “bad loan” or “unlikely-to-pay” status as at 31 July 2024, were repurchased for a consideration of €42,838,637.78. The sales notice was published in the Italian Official Journal, Part 2, no. 116 of 3 October 2024.

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
1	23/09/2009	23/09/2016	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

ISSUANCES (max. programme €15bn)

Series	date	Maturity	Initial issue
14	05/02/2014	05/02/2024	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
18 Tranche 1	27/10/2015	27/01/2023	750,000,000
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
21	23/06/2016	23/06/2018	750,000,000
22	14/09/2016	14/09/2026	1,000,000,000

18 Tranche 3	21/10/2016	27/01/2023	250,000,000
23	04/10/2017	04/10/2027	1,250,000,000
24	15/01/2018	15/07/2024	500,000,000
25	15/01/2018	15/01/2030	500,000,000
26	23/02/2018	23/02/2033	90,000,000
27	26/02/2018	25/02/2033	160,000,000
24 Tranche 2	15/10/2018	15/07/2024	250,000,000
28	16/10/2018	16/10/2028	700,000,000
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
32	05/12/2019	05/12/2029	1,000,000,000

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

**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) No 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	<p>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:</p> <ul style="list-style-type: none"> (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	<p>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.</p> <p>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.</p>
SECOND AND THIRD PHASES	<p>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.</p> <p>This meant that on 23 May 2017 the following changes to the Programme were again necessary:</p> <ul style="list-style-type: none"> 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	<p>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.</p> <p>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”).</p> <p>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</p>

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.

**CONTRACTUAL
AMENDMENTS**

On 3 November 2022, the master servicer Intesa Sanpaolo sub-delegated the administration, management and recovery of bad loans to Intrum Italy S.p.A., except for Excluded Loans, namely the bad loans that, in accordance with the Master Agreement, will be managed directly by Intesa Sanpaolo.

**PERFORMANCE OF THE
TRANSACTION**

In summary, during 2024, the transaction ran according to plan and the vehicle's future operations will be aimed at the orderly continuation of the Programme.

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 Representative of the Covered Bondholders	Intesa Sanpaolo S.p.A. (formerly Unione di Banche Italiane Società per Azioni)
Asset Monitor	BNY Mellon Corporate Trustee Services Ltd.
Principal Paying Agent	BDO Italia S.p.A.
English Account Bank	The Bank of New York Mellon (Luxembourg) S.A., Italian Branch
Calculation Agent	The Bank of New York Mellon, London Branch
Guarantor Corporate Servicer	PricewaterhouseCoopers Business Services S.r.l. Intesa Sanpaolo S.p.A.

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.

On 15 November 2016, Banca Regionale Europea S.p.A. and Banca Popolare Commercio e Industria S.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.

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.

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.

Intesa Sanpaolo S.p.A. collects and manages the securitised loans on behalf of the vehicle. It acts as account bank and servicer of the securitisation, as per Law no. 130/99 and may sub-delegate activities to third parties. Intesa Sanpaolo S.p.A. provides IT infrastructure and performs the back-office activities for collections on the cover pool, as per the Group’s regulations. As servicer, Intesa Sanpaolo S.p.A. is also responsible for ensuring that the transaction activities comply with the law and the Prospectus, as per Article 2 paragraph 6 bis of Law no. 130/99.

Intesa Sanpaolo S.p.A. and the vehicle have signed an Administrative Services Agreement under which the former provides the vehicle administrative, accounting and corporate services (including book keeping, tax returns and corporate activities).

Intesa Sanpaolo S.p.A. receives a fee in line with market conditions for these services.

Issue characteristics

As mentioned in the section “Description of the Transaction”, the vehicle, as guarantor of the covered bonds, 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 provided for by Law no. 130 of 30 April 1999 (Title I bis, Article 7-quinquies et seq.).

On 24 October 2018, the rating agency Moody’s rated the issue programme as Aa3.

On 14 September 2023, the rating agency DBRS rated the issue programme as AA (low).

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 Originator (now only Intesa Sanpaolo), 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 (now only Intesa Sanpaolo) 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.

HEDGING INSTRUMENTS

There were no hedging derivatives as at 31 December 2024.

The vehicle's operating powers

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

QUANTITATIVE INFORMATION

Cash flows from securitised assets

Loans and receivables

Net value

	1 July 2008	Changes in previous years	Changes in current year	31 December 2024
a) Opening balance	1,986,675,242			
b) Increases		36,207,321,844	312,815,364	
b.1 interest		3,975,682,419	277,836,642	
b.2 overdue interest		212,967	117,308	
b.3 penalties for early redemptions and other		619,767	211,646	
b.4 acquisitions		31,880,814,231	-	
b.5 other increases		349,992,460	34,649,768	
c) Decreases		30,798,781,705	1,281,928,403	
c.1 collections		30,253,939,219	1,199,235,072	
c.2 sales		129,225,032	65,535,600 (*)	
c.3 other decreases in loans		415,617,454	17,157,731	
Closing balance		7,395,215,381	-969,113,039	6,426,102,342

(*) During the year, loans consisting of mortgage loans with "bad loan" or "unlikely-to-pay" status were repurchased by Intesa Sanpaolo S.p.A. for a total of €65,535,600, of which €22,696,962.10 on 24 January 2024 and €42,838,637.78 on 18 September 2024.

The items related to securitised loans and the interest income/expense generated by analytical and collective assessments were recognised based on the methods and information provided by the servicer (Intesa Sanpaolo S.p.A.).

Past due loans

The table below shows the changes in gross past due loans (principal and interest paid) during the year based on the classifications envisaged in the servicing agreements.

		Changes in current year
a) Opening balance	31 december 2023	5,395,925
b) Increases		796,855,484
b.1 interest		276,718,005
b.2 overdue interest		-
b.3 legal expenses and other changes		5,763,422
b.4 principal		514,374,057
b.5 acquisitions		-
c) Decreases		800,329,934
c.1 collections		795,502,238
c.2 write-offs		-
c.3 sales		-
c.4 other decreases		4,827,696
Closing balance	31 december 2024	1,921,475

Cash flows

Collections (from 1 January to 31 December 2024)

Description	2024	2023
Loans and receivables sold by Intesa Sanpaolo S.p.A.	1,199,235,072	1,378,518,149
Retrocession to Intesa Sanpaolo S.p.A.	65,535,600	57,360,770
Total	1,264,770,672	1,435,878,919
Other cash inflows related to:		
CC expenses	13,121	-
Net interest on current accounts	33,980,561	23,198,866
TOTAL COLLECTIONS	1,298,764,354	1,459,077,785
Cash outflows related to:		
CC expenses	-	3,237
Management fees	3,899,740	4,333,406
Interest on subordinated loan	79,810	87,635
Additional interest premium on subordinated loan	352,396,624	315,219,829
Repayment of subordinated loan - Intesa Sanpaolo S.p.A.	1,500,000,000	680,000,000
TOTAL PAYMENTS	1,856,376,174	999,644,107
NET INFLOWS/OUTFLOWS	-557,611,820	459,433,678
Availability at the beginning of the year	1,229,317,234	769,883,556
Availability at the end of the year	671,705,414	1,229,317,234
Net change	-557,611,820	459,433,678

Details of the collections are provided in the sections “Significant events and performance”, “Outlook” and “Going concern” of the report on operations. In summary, during 2024, the transaction ran according to plan and the vehicle’s future operations will be aimed at the orderly continuation of the Programme.

Status of guarantees and credit facilities

The vehicle does not have credit facilities.

Breakdown by residual life

	up to 3 months	between 3 months and 1 year	between 1 and 5 years	over 5 years	past due	Total
1. Securitised assets						
1.1 loans and receivables	119,885,219	371,311,318	1,829,360,705	4,099,803,067	5,742,033	6,426,102,342
1.2 other assets	7,734,416	-	-	-	-	7,734,416
Total	127,619,635	371,311,318	1,829,360,705	4,099,803,067	5,742,033	6,433,836,758
2. Financial liabilities						
2.1 financing	6,265	-	-	7,061,425,924	-	7,061,432,189
2.2 other liabilities	2,589,184	278,721	-	41,256,573	-	44,124,478
Total	2,595,449	278,721	-	7,102,682,497	-	7,105,556,667

Breakdown by geographical location

Securitised loans

- Country of residence of debtors: Italy;
- Currency of denomination of loans: Euro.

Liabilities – loans received

- Country of residence of debtors: Italy;
- Currency of denomination of loans: Euro.

Risk concentration

Breakdown of loan portfolio by amount

The table below shows the number and total amount of the net loans as at 31 December 2024.

Bracket	No. of transactions	%	Amount	%
0 - €25,000	21,580	21.78%	268,288,683	4.17%
€25,000 - €75,000	43,251	43.64%	2,120,763,446	33.00%
€75,000 - €250,000	33,500	33.80%	3,758,622,981	58.50%
more than €250,000	771	0.78%	278,427,232	4.33%
Total	99,102	100.00%	6,426,102,342	100.00%

Indication of each loan that individually exceeds 2% of the total amount of loans in the portfolio

As at 31 December 2024, there were no loans that individually exceeded 2% of the total amount of loans in the portfolio.

Section 3 – Risks and related hedging policies

3.1 Credit risk

Qualitative disclosure

1. General aspects

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.

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.

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				Purchased or originated credit-impaired	Total adjustments and total provisions for credit risk			Purchased or originated credit-impaired	Net exposure	Total partial write-offs*
	Stage 1	Stage 2	Stage 3			Stage 1	Stage 2	Stage 3			
A. ON-BALANCE SHEET 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	-
A2 Others											
a) Bad loans	-	X	-	-	-	X	-	-	-	-	-
-of which: forbore exposures	-	X	-	-	-	X	-	-	-	-	-
b) Unlikely to pay	-	X	-	-	-	X	-	-	-	-	-
-of which: forbore exposures	-	X	-	-	-	X	-	-	-	-	-
c) Non-performing past due exposures	-	X	-	-	-	X	-	-	-	-	-
-of which: forbore exposures	-	X	-	-	-	X	-	-	-	-	-
d) Performing past due exposures	-	-	-	X	-	-	-	X	-	-	-
-of which: forbore exposures	-	-	-	X	-	-	-	X	-	-	-
e) Other performing exposures	-	-	-	X	-	-	-	X	-	-	-
-of which: forbore 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	-

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

3.2 Market risk

3.2.1 Interest rate risk

Qualitative disclosure

1. General aspects

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.

Quantitative disclosure

The table below refers to the vehicle’s operations.

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

	On-demand	Up to 3 months	Between 3 and 6 months	Between 6 months and 1	Between 1 and 5 years	Between 5 and 10 years	Over 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

The company does not hold any assets or liabilities subject to price risk.

3.2.3 Foreign Exchange risk

The company does not hold any assets or liabilities in foreign currencies subject to foreign exchange risk.

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.

With regard to operational risk, you are reminded that the vehicle does not have any employees and that it has delegated the activities necessary for the operational management of the segregated assets to specialist professional providers of financial and regulatory services for these operations.

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, therefore 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.

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 v 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" above in the Notes to the financial statements.

Quantitative disclosure

The table below refers to the vehicle's operations.

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

Type/Residual maturity	On-demand	Between 1 and 7 days	Between 7 and 15 days	Between 15 days and 1 month	Between 1 and 3 months	Between 3 and 6 months	Between 6 months and 1 year	Between 1 and 3 years	Between 3 and 5 years	Over 5 years	unspecified maturity
On-balance sheet assets											
A.1 Government bonds	-	-	-	-	-	-	-	-	-	-	-
A.2 Other debt securities	-	-	-	-	-	-	-	-	-	-	-
A.3 Loans	-	-	-	-	-	-	-	-	-	-	-
A.4 Other assets	9,742	-	-	-	-	-	-	-	-	-	-
On-balance sheet liabilities											
B.1 Due to:	-	-	-	-	-	-	-	-	-	-	-
- Banks	-	-	-	-	-	-	-	-	-	-	-
- Financial companies	-	-	-	-	-	-	-	-	-	-	-
- Customers	-	-	-	-	-	-	-	-	-	-	-
B.2 Debt securities	-	-	-	-	-	-	-	-	-	-	-
B.3 Other liabilities	-	-	-	-	-	-	-	-	-	-	-
Off-balance sheet transactions											
C.1 Financial derivatives with exchange of capital											
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.2 Financial derivatives without exchange of capital											
- Positive difference	-	-	-	-	-	-	-	-	-	-	-
- Negative difference	-	-	-	-	-	-	-	-	-	-	-
C.3 Financing to be received											
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.4 Irrevocable commitments to lend funds											
- Long positions	-	-	-	-	-	-	-	-	-	-	-
- Short positions	-	-	-	-	-	-	-	-	-	-	-
C.5 Financial guarantees given											
C.6 Financial guarantees received											

Disclosure on risks

Pursuant to Article 7-sexies, sub-para c) of Law no. 130 of 30 April 1999 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 profits carried forward (€33).

Captions/Value	31/12/2024	31/12/2023
1. Quota capital	10,000	10,000
2. Quota premium reserves	-	-
3. Reserves	35	35
- retained earnings	35	35
a) legal	2	2
b) statutory	-	-
c) treasury quotas	-	-
d) other	33	33
- other	-	-
4. (Own quotas)	-	-
5. Valuation reserves	-	-
- Equity instruments at measured at fair value through other comprehensive income	-	-
- Hedges of equity instruments designated at fair value through other comprehensive income	-	-
- Financial assets (other than equities) measured at fair value through other comprehensive income	-	-
- Property and equipment	-	-
- Intangible assets	-	-
- Hedges of foreign investments	-	-
- Cash flow hedges	-	-
- Hedging instruments (non-designated items)	-	-
- Foreign exchange differences	-	-
- Non-current assets held for sale and discontinued operations	-	-
Financial liabilities designated at fair value through profit or loss (changes in own credit rating)	-	-
- Legally-required revaluations	-	-
- Actuarial gains/losses on defined benefit plans	-	-
- Share of valuation reserves connected with investments carried at equity	-	-
6. Equity instruments	-	-
7. Net income (loss)	-	-
Total	10,035	10,035

4.2 Own Funds and Capital Ratios

4.2.1 Own funds

4.2.1.1 Qualitative disclosure

The Company is not subject to the supervisory rules on own funds and capital adequacy.

Section 5 - Breakdown of comprehensive income

Given that no other components of comprehensive income were recognised during the year (and in the previous year), there is no information to be provided in relation to the statement of comprehensive income, which is the same as the profit/(loss) for the year.

Section 6 - Related-party transactions

6.1 Information on remuneration of key management personnel

Figures as at 31/12/2024	Directors and Statutory Auditors
Fees and social security contributions	
- Directors	
- paid to Intesa Sanpaolo S.p.A.	2,000
- other	22,746
Total	24,746

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 as at 31/12/2024	Cash and cash equivalents	Other liabilities
- Parent: Intesa Sanpaolo S.p.A.	9,742	275
Total	9,742	275

Income and expense for 2024	Personnel expenses	Other administrative expenses
- Directors	22,746	-
- Parent: Intesa Sanpaolo S.p.A.	2,000	751
Total	24,746	751

Section 8 - Other information

Fees for auditing services and non-auditing services in accordance with Article 149-duodecies of the Consob Issuers' Regulation

The table below, prepared in accordance with article 149-duodecies of Consob Issuers' Regulation no. 11971, shows the breakdown of the fees for the independent audit services and non-audit services due for the year, paid to the Independent Auditors EY S.p.A. and the companies in its network. The fees do not include VAT, Consob duties, and expense reimbursements.

Service	Service provider	Fees
Audit	EY S.p.A.	26,315
Other non-audit services	EY S.p.A.	1,319
		27,634

Parent that prepares consolidated financial statements

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

Financial statements of the company exercising management and coordination (pursuant to Article 2497-bis(4), Italian Civil Code)

The following are the accounting statements taken from the latest financial statements approved as of 31 December 2023 of the parent company Intesa Sanpaolo S.p.A., the company that exercises management and coordination.

Statement of financial position

(amounts in Euros)

Assets	31/12/2023	31/12/2022	changes	
			amount	%
10. Cash and cash equivalents	72,828,943,138	97,071,067,306	-24,242,124,168	-25.0%
20. Financial assets measured at fair value through profit or loss	43,785,365,325	48,461,909,195	-4,676,543,870	-9.6%
a) financial assets held for trading	39,506,143,238	44,502,099,561	-4,995,956,323	-11.2%
b) financial assets designated at fair value	1,380,152	1,280,140	100,012	7.8%
c) other financial assets mandatorily measured at fair value	4,277,841,935	3,958,529,494	319,312,441	8.1%
30. Financial assets measured at fair value through other comprehensive income	52,066,232,774	35,904,591,025	16,161,641,749	45.0%
40. Financial assets measured at amortised cost	451,755,089,080	465,041,122,226	-13,286,033,146	-2.9%
a) loans and receivables with banks	33,275,068,647	36,567,442,597	-3,292,373,950	-9.0%
b) loans and receivables with customers	418,480,020,433	428,473,679,629	-9,993,659,196	-2.3%
50. Hedging derivatives	6,224,683,916	8,773,592,120	-2,548,908,204	
60. Fair value change of financial assets in hedged portfolios (+/-)	-5,572,700,613	-9,472,301,524	3,899,600,911	
70. Equity investments	24,054,704,127	23,645,508,564	409,195,563	1.7%
80. Property and equipment	7,982,644,001	7,719,728,526	262,915,475	3.4%
90. Intangible assets	4,506,341,337	4,336,740,491	169,600,846	3.9%
- of which: goodwill	67,487,402	67,487,402	-	0.0%
100. Tax assets:	13,563,991,540	16,593,327,601	-3,029,336,061	-18.3%
a) current	1,809,593,489	3,347,574,435	-1,537,980,946	-45.9%
b) deferred	11,754,398,051	13,245,753,166	-1,491,355,115	-11.3%
110. Non-current assets held for sale and discontinued operations	178,302,844	528,409,076	-350,106,232	
120. Other assets	25,979,994,126	16,777,182,227	9,202,811,899	
TOTAL ASSETS	697,353,591,595	715,380,876,833	-18,027,285,238	-2.5%

(amounts in Euros)

Liabilities and equity	31/12/2023	31/12/2022	changes	
			amount	%
10. Financial liabilities measured at amortised cost	561,074,517,815	594,514,596,095	-33,440,078,280	-5.6%
a) due to banks	115,432,414,988	159,961,500,664	-44,529,085,676	-27.8%
a) due to customers	341,552,499,241	354,850,700,626	-13,298,201,385	-3.7%
c) securities issued	104,089,603,586	79,702,394,805	24,387,208,781	30.6%
20. Financial liabilities held for trading	45,044,530,346	48,809,589,880	-3,765,059,534	-7.7%
30. Financial liabilities designated at fair value	21,345,247,335	8,794,975,803	12,550,271,532	
40. Hedging derivatives	4,335,613,053	4,652,143,658	-316,530,605	-6.8%
50. Fair value change of financial liabilities in hedged portfolios (+/-)	-3,907,187,975	-7,962,268,554	4,055,080,579	
60. Tax liabilities:	476,545,272	431,021,092	45,524,180	10.6%
a) current	61,695,018	73,662,880	-11,967,862	-16.2%
b) deferred	414,850,254	357,358,212	57,492,042	16.1%
70. Liabilities associated with non-current assets held for sale and discontinued operations	2,342,964	14,843,926	-12,500,962	-84.2%
80. Other liabilities	8,944,760,628	7,608,060,587	1,336,700,041	17.6%
90. Employee termination indemnities	717,403,948	796,940,057	-79,536,109	-10.0%
100. Allowances for risks and charges:	3,280,409,587	3,666,674,800	-386,265,213	-10.5%
a) commitments and guarantees given	406,617,942	424,874,288	-18,256,346	-4.3%
b) post-employment benefits	76,370,426	125,089,929	-48,719,503	-38.9%
c) other allowances for risks and charges	2,797,421,219	3,116,710,583	-319,289,364	-10.2%
110. Valuation reserves	174,851,300	80,923,566	93,927,734	116.1%
120. Redeemable shares	-	-	-	0.0%
130. Equity instruments	7,925,309,985	7,188,205,548	737,104,437	10.3%
140. Reserves	4,806,577,956	5,369,017,514	-562,439,558	-10.5%
145. Interim dividends	-2,628,985,341	-1,399,608,168	-1,229,377,173	
150. Share premium reserve	28,161,936,073	28,211,982,139	-50,046,066	-0.2%
160. Quota capital	10,368,870,930	10,368,870,930	-	0.0%
170. Treasury quotas (-)	-61,273,464	-49,547,627	-11,725,837	23.7%
180. Net income (loss)	7,292,121,183	4,284,455,587	3,007,665,596	70.2%
TOTAL LIABILITIES AND EQUITY	697,353,591,595	715,380,876,833	-18,027,285,238	-2.5%

Statement of income

(amounts in Euros)

Statement of Income items	2023	2022	changes	
			amount	%
10. Interest and similar income	24,986,828,101	10,365,136,143	14,621,691,958	141.1%
<i>of which: interest income calculated using the effective interest rate method</i>	21,398,773,154	9,842,657,825	11,556,115,329	117.4%
20. Interest and similar expense	-14,470,469,174	-3,161,181,347	-11,309,287,827	357.8%
30. INTEREST MARGIN	10,516,358,927	7,203,954,796	3,312,404,131	46.0%
40. Fee and commission income	6,179,774,563	6,377,764,935	-197,990,372	-3.1%
50. Fee and commission expense	-1,106,435,391	-976,911,983	-129,523,408	13.3%
60. NET FEE AND COMMISSION INCOME	5,073,339,172	5,400,852,952	-327,513,780	-6.1%
70. Dividend and similar income	4,268,769,714	2,945,495,402	1,323,274,312	44.9%
80. Profits (Losses) on trading	456,685,420	-228,706,400	685,391,820	
90. Fair value adjustments in hedge accounting	-57,158,160	26,827,205	-83,985,365	-313.1%
100. Profits (Losses) on disposal or repurchase of:	144,494,565	-90,388,675	234,883,240	
<i>a) financial assets measured at amortised cost</i>	-76,003,797	149,732,320	-225,736,117	-150.8%
<i>b) financial assets measured at fair value through other comprehensive income</i>	184,335,269	-268,521,903	452,857,172	
<i>c) financial liabilities</i>	36,163,093	28,400,908	7,762,185	
110. Profits (Losses) on other financial assets and liabilities measured at fair value through profit or loss	-932,903,786	859,961,688	-1,792,865,474	
<i>a) financial assets and liabilities designated at fair value</i>	-806,080,785	937,538,269	-1,743,619,054	
<i>b) other financial assets mandatorily measured at fair value</i>	-126,823,001	-77,576,581	-49,246,420	
120. NET INTEREST AND OTHER BANKING INCOME	19,469,585,852	16,117,996,968	3,351,588,884	20.8%
130. Net losses/recoveries for credit risks associated with:	-1,252,331,624	-1,722,281,051	469,949,427	-27.3%
<i>a) financial assets measured at amortised cost</i>	-1,237,166,602	-1,673,986,645	436,820,043	-26.1%
<i>b) financial assets measured at fair value through other comprehensive income</i>	-15,165,022	-48,294,406	33,129,384	
140. Profits/losses on changes in contracts without derecognition	24,164,628	16,541,453	7,623,175	
150. NET INCOME FROM BANKING ACTIVITIES	18,241,418,856	14,412,257,370	3,829,161,486	26.6%
160. Administrative expenses:	-9,153,380,128	-8,827,654,799	-325,725,329	3.7%
<i>a) personnel expenses</i>	-5,598,628,977	-5,356,485,820	-242,143,157	4.5%
<i>b) other administrative expenses</i>	-3,554,751,151	-3,471,168,979	-83,582,172	2.4%
170. Net provisions for risks and charges	-46,092,074	-305,244,956	259,152,882	
<i>a) commitments and guarantees given</i>	18,150,791	-57,377,119	75,527,910	
<i>b) other net provisions</i>	-64,242,865	-247,867,837	183,624,972	
180. Net adjustments to / recoveries on property and equipment	-475,382,114	-481,192,616	5,810,502	-1.2%
190. Net adjustments to/recoveries on intangible assets	-820,505,062	-722,971,759	-97,533,303	13.5%
200. Other operating expenses/income	789,354,998	796,189,328	-6,834,330	-0.9%
210. OPERATING EXPENSES	-9,706,004,380	-9,540,874,802	-165,129,578	1.7%
220. Profits (Losses) on equity investments	120,088,826	5,593,133	114,495,693	
230. Valuation differences on property, equipment and intangible assets measured at fair value	-11,442,511	-34,634,369	23,191,858	-67.0%
240. Goodwill impairment	-	-	-	
250. Profits (Losses) on disposal of investments	-1,174,329	1,300,476	-2,474,805	-190.3%
260. INCOME (LOSS) BEFORE TAX FROM CONTINUING OPERATIONS	8,642,886,462	4,843,641,808	3,799,244,654	78.4%
270. Taxes on income from continuing operations	-1,350,765,279	-559,186,221	-791,579,058	
280. INCOME (LOSS) AFTER TAX FROM CONTINUING OPERATIONS	7,292,121,183	4,284,455,587	3,007,665,596	70.2%
290. Income (Loss) after tax from discontinued operations	-	-	-	0.0%
300. NET INCOME (LOSS)	7,292,121,183	4,284,455,587	3,007,665,596	70.2%

Milan, 19 February 2025

on behalf of the BOARD OF DIRECTORS
Chairperson
Renzo Parisotto





UBI Finance S.r.l.

Financial statements as at 31 December 2024

Independent auditor's report pursuant to article 14 of
Legislative Decree n. 39, dated 27 January 2010



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Independent auditor's report pursuant to article 14 of Legislative Decree n. 39, dated 27 January 2010 (Translation from the original Italian text)

To the Shareholders of
UBI Finance S.r.l.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of UBI Finance S.r.l. (the Company), which comprise the statement of financial position as at 31 December 2024, and the statement of income, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the regulations and standards on ethics and independence applicable to audits of financial statements under Italian Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to "Part A – Accounting policies" of the notes to the 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 notes to the financial statements 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 opinion is not qualified in respect of this matter.

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Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005, and, within the terms provided by the law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Directors are responsible for assessing the Company's ability to continue as a going concern and, when preparing the financial statements, for the appropriateness of the going concern assumption, and for appropriate disclosure thereof. The Directors prepare the financial statements on a going concern basis unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we have exercised professional judgment and maintained professional skepticism throughout the audit. In addition:

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



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conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

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

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

Report on compliance with other legal and regulatory requirements

Opinion and statement pursuant to article 14, paragraph 2, subparagraph e), e-*bis*) and e-*ter*) of Legislative Decree n. 39 dated 27 January 2010

The Directors of UBI Finance S.r.l. are responsible for the preparation of the Report on Operations of UBI Finance S.r.l. as at 31 December 2024, including its consistency with the related financial statements and their compliance with the applicable laws and regulations.

We have performed the procedures required under audit standard SA Italia n. 720B, in order to:

- express an opinion on the consistency of the Report on Operations with the financial statements;
- express an opinion of the compliance with the laws and regulations of the Report on Operations;
- issue a statement on any material misstatement in the Report on Operations.

In our opinion, the Report on Operations is consistent with the financial statements of UBI Finance S.r.l. as at 31 December 2024.

Furthermore, in our opinion, the Report on Operations comply with the applicable laws and regulations.

With reference to the statement required by art. 14, paragraph 2, subparagraph e-*ter*), of Legislative Decree n. 39, dated 27 January 2010, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have no matters to report.

Milan, 11 March 2025

EY S.p.A.

Signed by: Eleonora Reina, Auditor

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