

Sparebanken Sør Boligkreditt AS

Q3 2017





SPAREBANKEN SØR

Sparebanken Sør

Business

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

Balance

The sixth largest Norwegian bank with total assets above NOK 110 billions.

Employees

431 employees in branch offices across the counties of Aust-Agder, Vest-Agder and Telemark

Products and services

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

Summary

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

Agder & Telemark

NUMBER OF RESIDENTS

470 000



RM – Retail Market
CM – Corporate Market

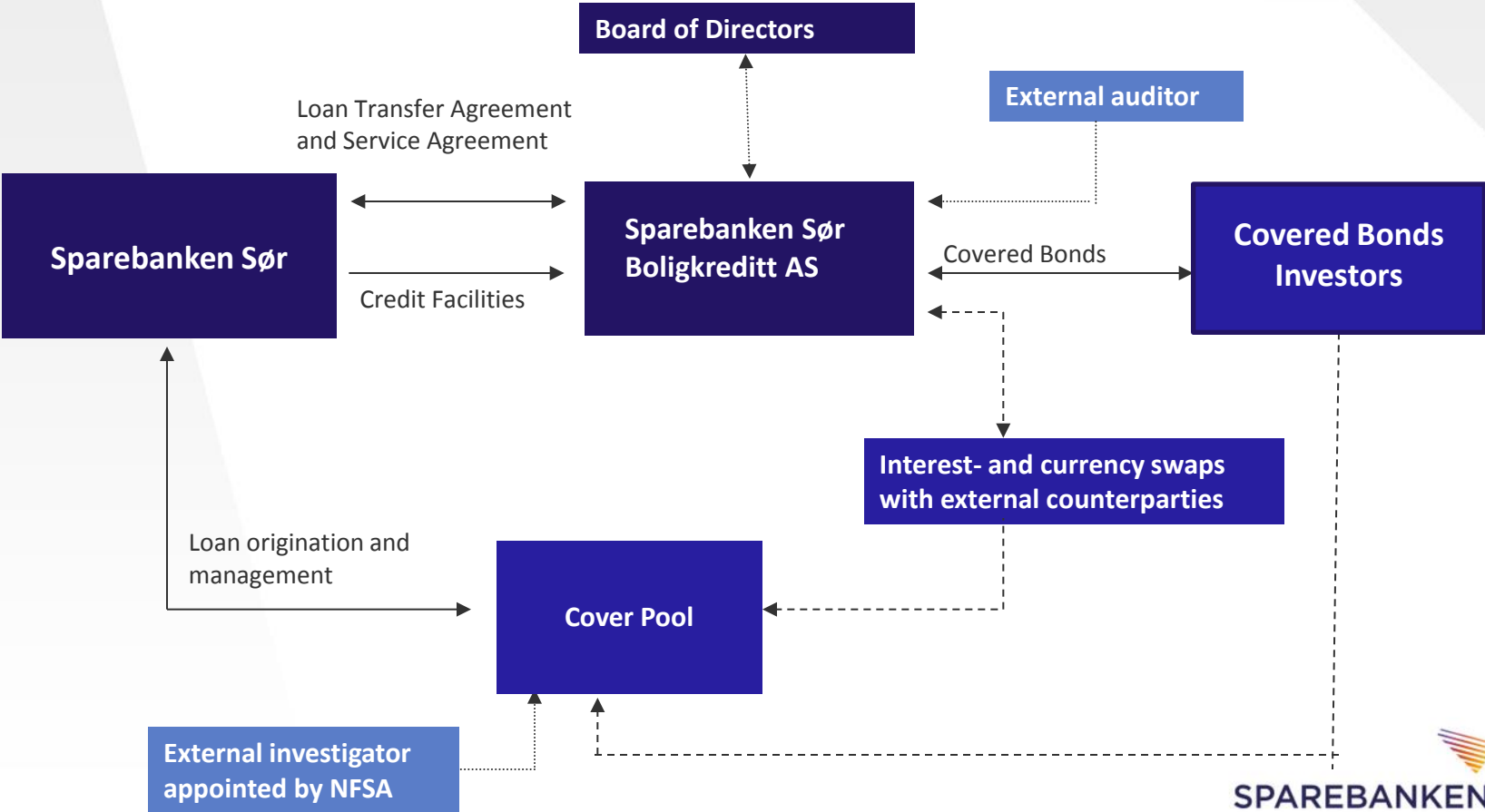
A market with 470 000 inhabitants. No other bank covers this area as Sparebanken Sør. The bank has approximately 150 000 retail customers and 19 000 corporate customers.

In the first quarter of 2017, Sparebanken Sør opened a new office at Bryne in Rogaland. This opens up a market with approx. 60,000 people.

Sparebanken Sør Boligkreditt AS

- Dedicated and integrated covered bond company wholly owned by Sparebanken Sør
- The covered bonds have full recourse to the issuer Sparebanken Sør Boligkreditt
- Sparebanken Sør Boligkreditt has established a revolving credit facility with Sparebanken Sør, which covers refinancing risk
- Overdraft facility with the bank to handle daily operations
 - Loans are originated by the bank and transferred to the CB company
- The cover pool consists of prime Norwegian residential assets (98.2 %) and covered bonds
- Low LTV of 55.9 % (indexed)
- No non-performing assets in the cover pool
- Current OC of 14.7 %, of which 2.0 % is provided on committed basis
- Cover pool exposure towards Southern Norway, where price development is rather stable
- CB issuances assigned Aaa long term rating by Moody's with a high TPI and 5 notches of TPI leeway, pointing to a significant buffer against potential downgrades

Business concept - governed by Norwegian covered bond legislation



Eligibility criteria for cover pool mortgages

Type of properties	<ul style="list-style-type: none">• Residential Norwegian properties• Holiday homes – p.t. none, according to internal guidelines• Minor volumes of buy to let
Type of products	<ul style="list-style-type: none">• Mortgages with floating or fixed interest rates – p.t. only floating interest rate• Serial, annuity or non-amortizing loans
Credit criteria	<ul style="list-style-type: none">• No arrears• Borrowers probability of default $\leq 2\%$
Collateral	<ul style="list-style-type: none">• LTV limit of 75 % for residential mortgages• (LTV limit of 60 % for holiday homes)• Quarterly valuation from independent third party (Eiendomsverdi)
Loan volume	<ul style="list-style-type: none">• Maximum loan per borrower of 12 MNOK (Euro 1,3 mill)

Risk management

Liquidity risk

- Payment flow from the cover pool is to meet the payment obligations to the covered bond holders and derivative counterparties
- Revolving credit facility in place with the mother company

Interest rate risk

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

Foreign exchange risk

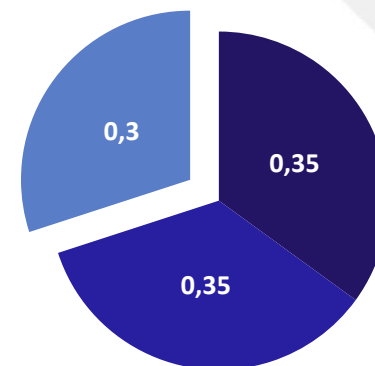
- FX risk is fully hedged
- Long term FX funding is swapped into NOK
- Derivative contracts with external counterparties

Cover pool characteristics as at 30.09.2017

Cover pool composition

Cover Pool Composition	Residentials and covered bonds
Total Cover Pool:	29.786.301.000
Residentials:	29.236.301.000
Covered Bonds:	550.000.000
Average LOAN BALANCE:	1.274.510
NO. OF LOANS	23.012
WA SEASONING (in months):	41
WA REMAINING TERM (in months):	201
NO. OF BORROWERS	21.161
NO. OF PROPERTIES	23.224
WA Indexed LTV (LOAN BALANCE/INDEXED valuation) (e.g. 85% or 0.85):	55,9 %
WA LTV(LOAN BALANCE/original valuation)(e.g. 85% or 0.85):	60,8 %
Percentage of VARIABLE MORTGAGES (S.Def.):	98,2 %
Loans in arrears > 90 days (e.g. 1% or 0.01):	0,0 %
Committed over collateralisation:	2,0 %
Over Collateralisation:	14,7 %

Sparebanken Sør (Group) total loan portfolio



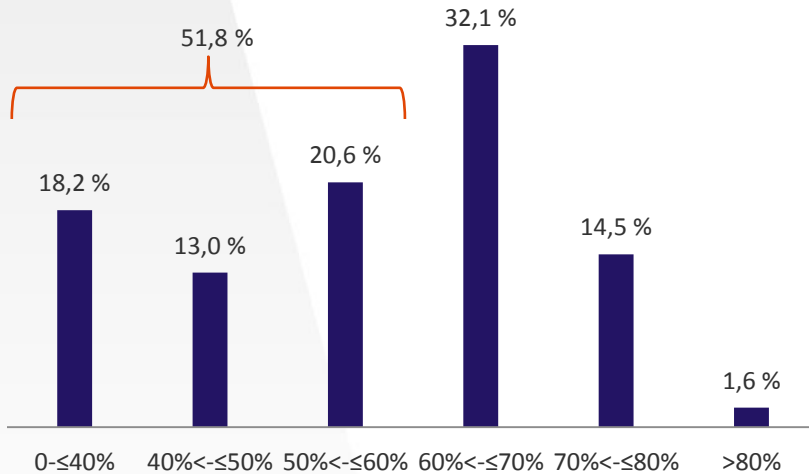
■ CM ■ RM ■ Cov.bond

- Current OC level of 14.7 % and commitment to maintain level above 2.0 %

- Loans transferred to S.B. Sør Boligkreditt account for 30% of Sparebanken Sør's total loan portfolio

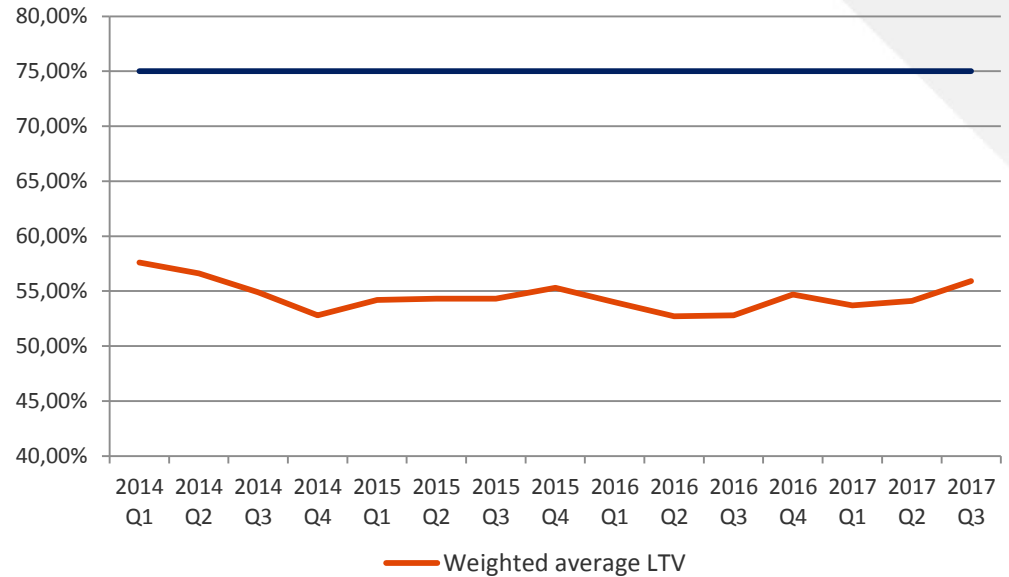
Cover pool characteristics

Current indexed LTV distribution



- The weighted average LTV is 55.9 % on an indexed basis
- Approx. 51,8 % of the cover pool has an LTV below 60%

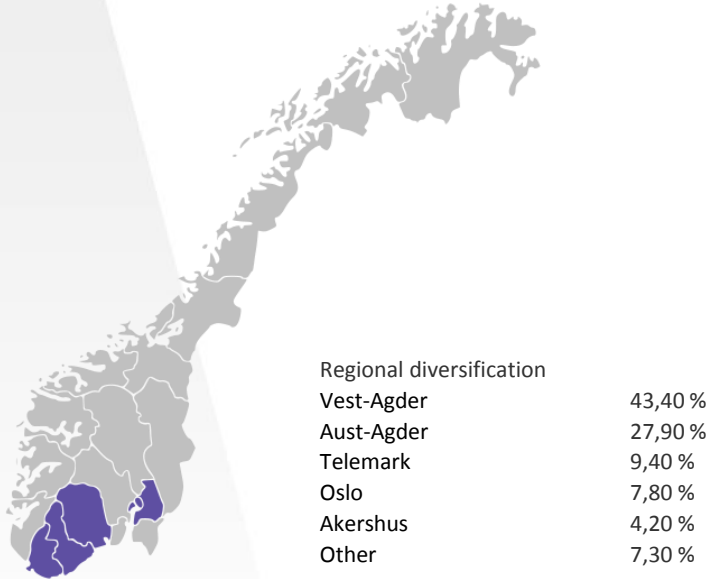
Historical development in weighted average indexed LTV



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

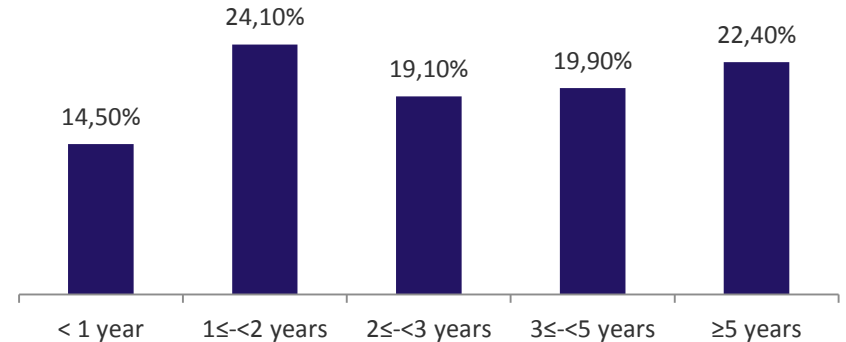
Cover pool characteristics

Cover pool geographic split



- The cover pool is primarily exposed towards Vest-Agder and Aust-Agder, and secondly to Telemark and Oslo/Akershus
- Property price development in Vest-Agder and Aust-Agder has been more modest than in the rest of the country

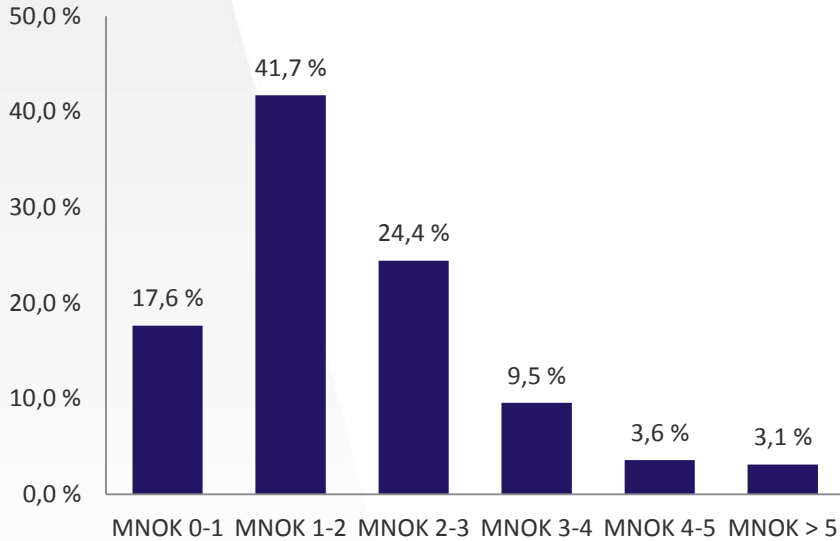
Seasoning of mortgages in the cover pool (in % of total loan balance)



- Weighted average seasoning is 3.4 years
- 85.5% of the cover pool consists of mortgages with longer age than 1 year

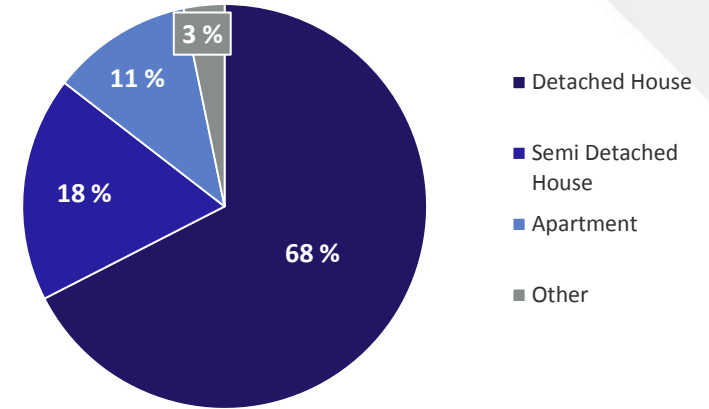
Cover pool characteristics

Pool notional

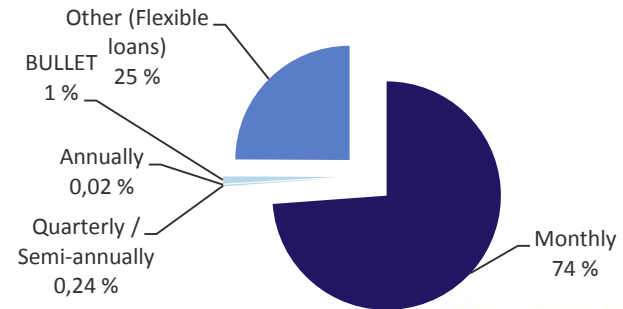


- Average loan value of NOK 1.3 million

Property type

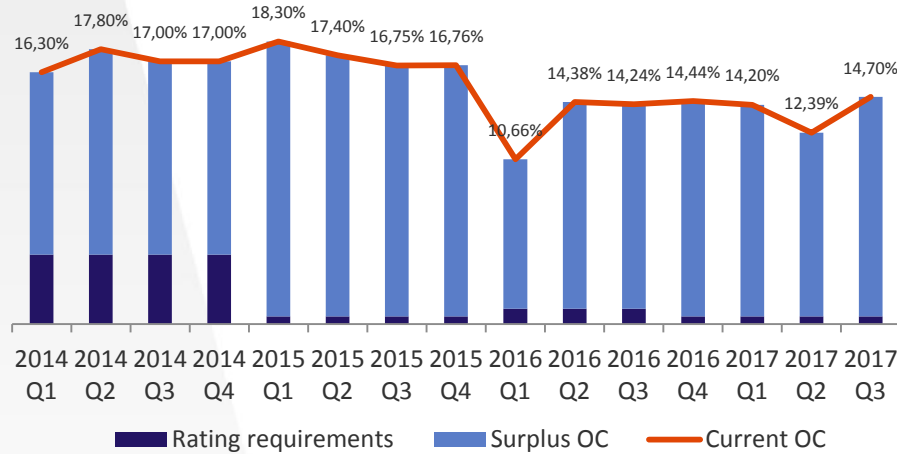


Principal payment frequency



Cover pool characteristics

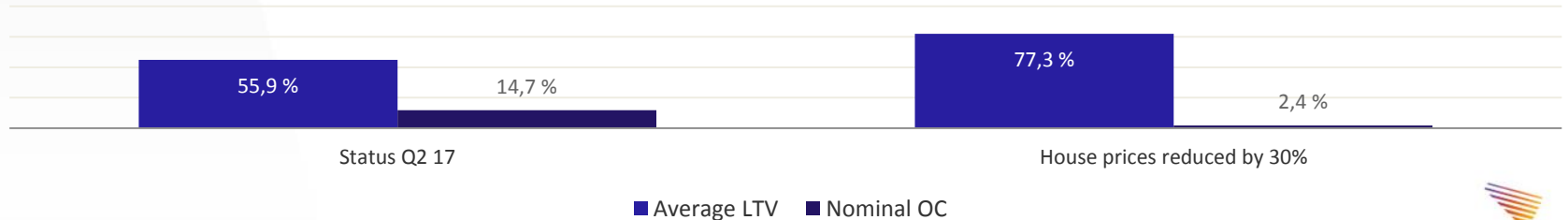
Historical development in over collateralisation



Current situation

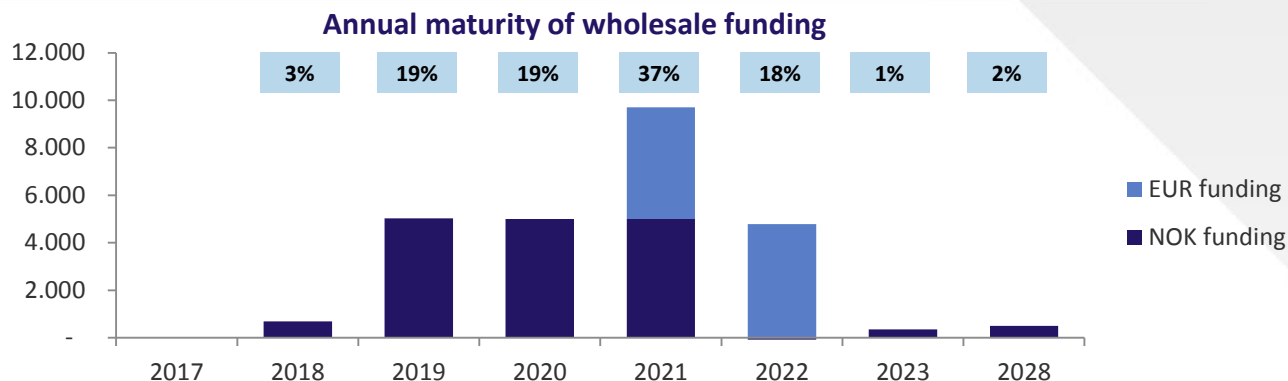
- Committed OC: 2.0%
 - OC consistent with current rating: 0,5%
 - Current OC: 14.7%
- *Committed OC: The minimum level of OC included in Sparebanken Sør Boligkreditt Covered bond program*

Stress test of the cover pool



Funding as of 30.09.2017

- Total funding amounts to NOK 26 bn in issued covered bonds
- The company has a diversified maturity profile and no expiring bonds in 2017
- Funding > 12 months totalled 97 %
- Soft bullet structure on all outstanding debt



Ticker	ISIN	Outstanding Amount	Issuance Date	Expected Maturity	Interest Rate Type	Coupon
SORB21	NO0010673296	NOK 685 million	14.03.2013	14.09.2018	Floating rate	Nibor 3 mnd + 46 bps
SORB10	NO0010679806	NOK 5000 million	22.05.2013	22.05.2019	Floating rate	Nibor 3 mnd + 44 bps
SORB07	NO0010664659	NOK 28 million	27.11.2012	27.11.2019	Floating rate	Nibor 3 mnd + 54 bps
SORB24	NO0010714058	NOK 5000 million	24.06.2014	24.06.2020	Floating rate	Nibor 3 mnd + 30 bps
SORB27	NO0010778954	NOK 5000 million	22.11.2016	22.11.2021	Floating rate	Nibor 3 mnd + 54 bps
SORB09	NO0010671597	NOK 350 million	13.02.2013	13.02.2023	Fixed rate	3,850 %
SORB08	NO0010670409	NOK 500 million	24.01.2013	24.01.2028	Fixed rate	4,000 %
-	XS1383921803	EUR 500 million	22.03.2016	22.03.2021	Fixed rate	0.250%
-	XS1622285283	EUR 500 million	30.05.2017	30.05.2022	Fixed rate	0.125%

Euro Medium Term Covered Note Programme

SPAREBANKEN SØR BOLIGKREDITT AS

(incorporated with limited liability in Norway)

€4,000,000,000

Euro Medium Term Covered Note Programme

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

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

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

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

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

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

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

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

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

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

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

Arranger

Nordea

Dealers

Danske Bank
Landesbank Baden-Württemberg
SEB

UniCredit Bank

DNB Bank
Nordea
Swedbank

The date of this Base Prospectus is 30 June 2017

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



SPAREBANKEN SØR

Looking ahead

Macro

The Norwegian economy was affected by low growth in 2016. The outlook is considered positive, but the rate of change in growth is uncertain
Government finances are rock solid, with a Oil fund of approx. EUR 850 bn.

The region

The economic outlook for the bank's market area is considered positive. Housing prices show a moderate balanced development and unemployment is falling

Capital requirements

The Group has a common equity tier 1 capital ratio of 14.7 percent and leverage ratio of 9.1 percent. Along with a positive profit from ordinary operations, the opportunities for further loan growth are positive

Funding and liquidity

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

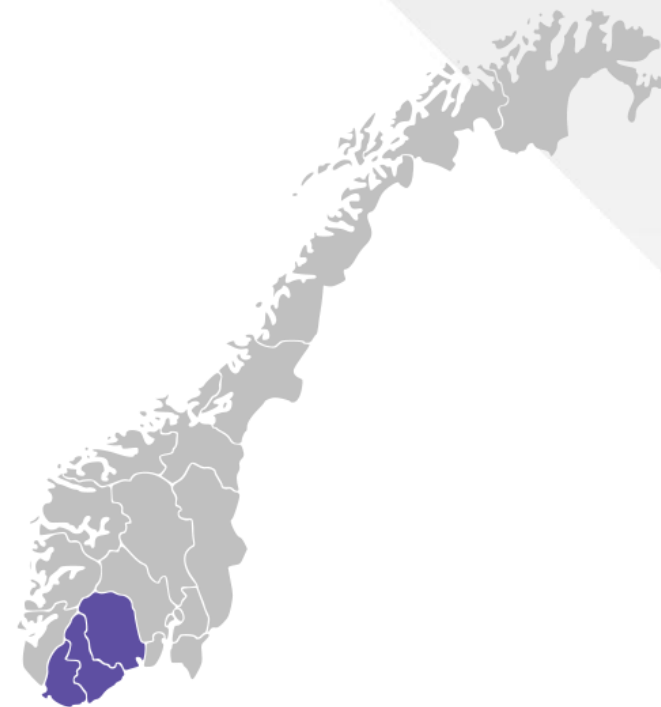
Sparebanken Sør Boligkreditt

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

Unemployment is decreasing

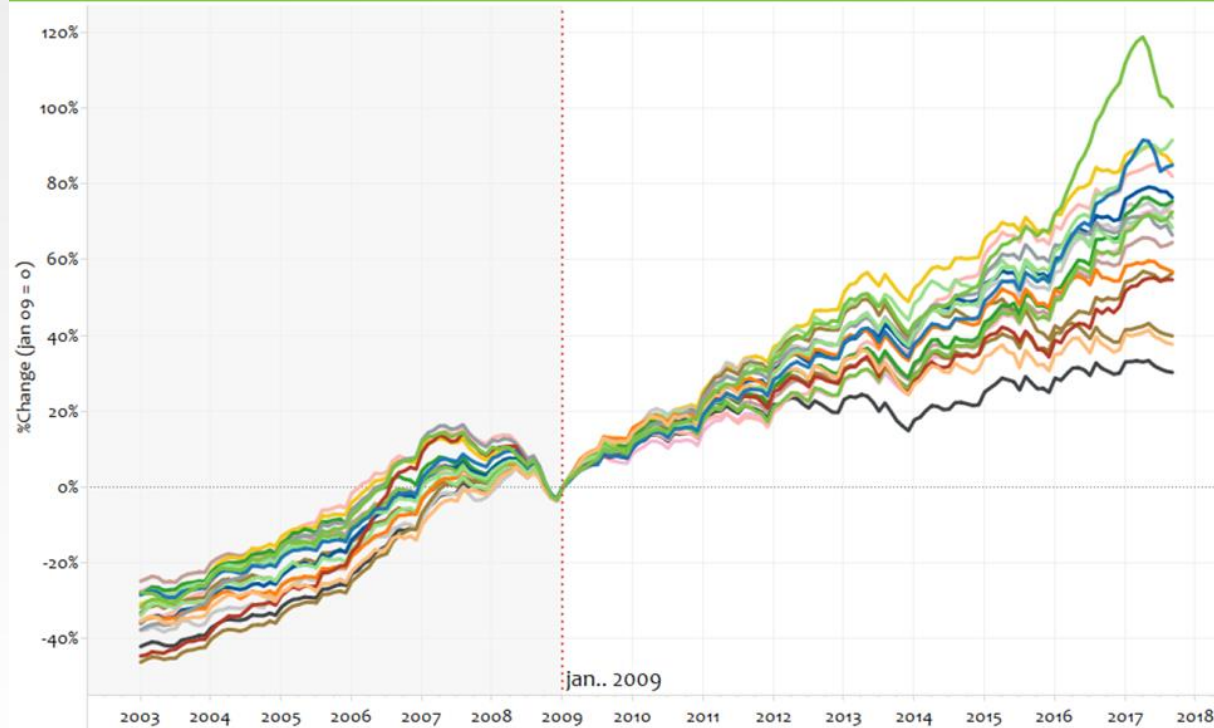
Key figures from the Norwegian labour market, September 2017

County	Number of unemployed	Percentage of the workforce	Changes from last year in %
Total	68 879	2,5 %	-12 %
Østfold	4 173	2,9 %	0 %
Akershus	6 389	2,0 %	-13 %
Oslo	10 165	2,7 %	-10 %
Hedmark	1 796	1,8 %	-10 %
Oppland	1 386	1,4 %	-17 %
Buskerud	3 480	2,4 %	-8 %
Vestfold	3 607	2,9 %	-5 %
Telemark	2 198	2,6 %	-6 %
Aust-Agder	1 782	3,1 %	-12 %
Vest-Agder	2 728	2,9 %	-15 %
Rogaland	8 797	3,4 %	-22 %



House price development September 2017

The Norwegian Housing Price Statistics by county



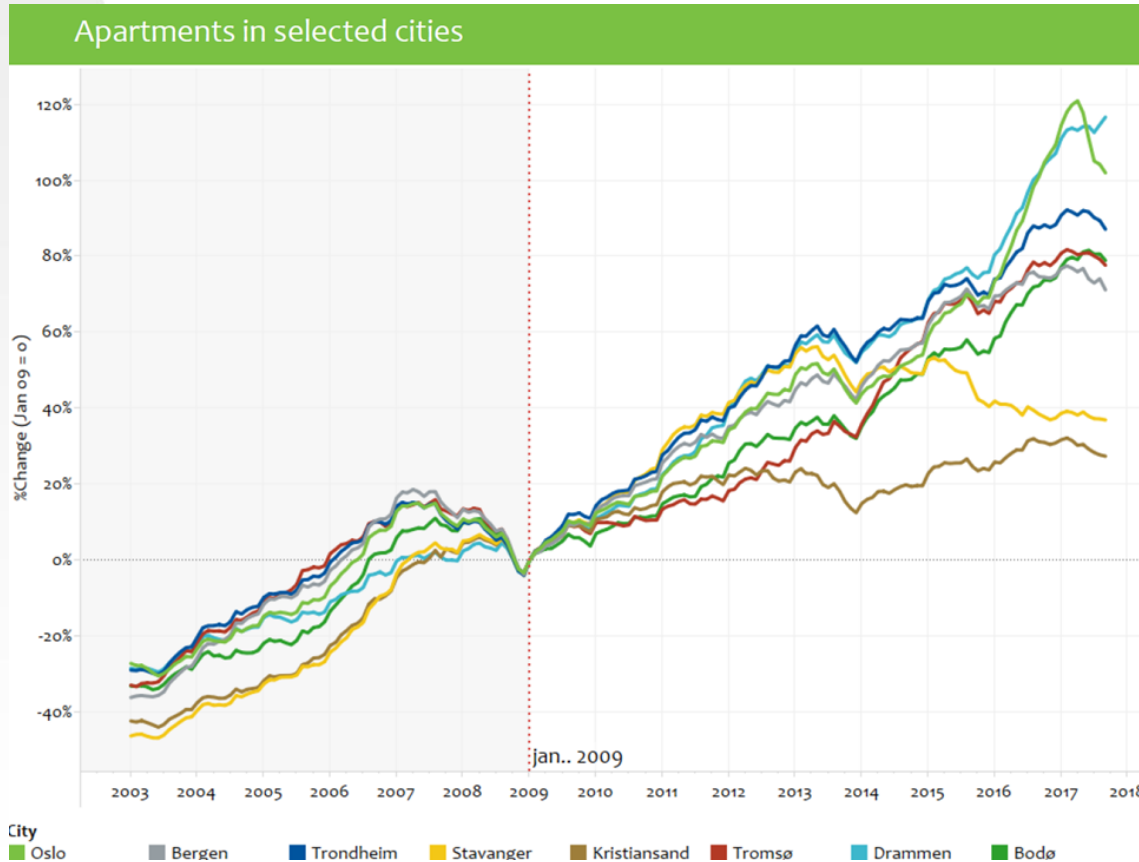
Year over year :

Vest-Agder	+ 0,8 %
Aust-Agder	+ 0,0 %
Telemark	+ 4,9 %
Rogaland	- 0,2 %
Oslo	+ 0,9 %

August - September:

Vest-Agder	- 0,2 %
Aust-Agder	- 0,3 %
Telemark	+ 0,8 %
Rogaland	- 0,3 %
Oslo	- 1,0 %

Apartment price development September 2017



Year over year:

Kristiansand	- 2,9 %
Stavanger	- 1,1 %
Oslo	+ 0,5 %

August - September:

Kristiansand	- 0,3 %
Stavanger	- 0,2 %
Oslo	- 1,1 %



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