



**BNP PARIBAS**

# BNP Paribas Home Loan SFH

Investor Presentation |

*September 2013*



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# Overview

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# Executive Summary

- BNP Paribas (the “Borrower”)
  - A leading European banking group
  - A solid and profitable financial structure with well-diversified business model
  - A conservative financial profile supported by senior unsecured debt ratings of A+ (negative) / A2 (stable) / A+ (stable) by S&P, Moody’s and Fitch respectively
- BNP Paribas Home Loan SFH<sup>1</sup> (formerly BNP Paribas Home Loan Covered Bonds) (the “Issuer”)
  - BNP Paribas Home Loan SFH is a French credit institution licensed and regulated by the French banking regulator (*Autorité de Contrôle Prudentiel*)
  - The Issuer has full recourse to BNP Paribas
  - Covered Bond holders and swap counterparties benefit from a statutory privilege over all assets of the Issuer and rank super-senior to all other creditors of the Issuer (including the French tax authority)
  - A bankruptcy of BNP Paribas may not legally be extended to include BNP Paribas Home Loan SFH
  - AAA / AAA rated with hard bullet maturities
  - LTV of loans capped at 80% by law and 92.5% maximum asset percentage in Asset Cover Test
- French Home Loan Cover Pool
  - Only French prime residential mortgages and guaranteed home loans (*prêts cautionnés*) which are of very low risk by international standards
  - Only loans originated by BNP Paribas and BNP Paribas Personal Finance, subject to eligibility criteria.
  - Current weighted average indexed LTV of 63.65%; weighted average seasoning of 56 months
  - High quality and low risk cover pool (no arrears)

<sup>1</sup> The Issuer has been granted a licence as a *Société de Financement de l’Habitat* under the updated French covered bond legislation by the French financial regulator (*Autorité de Contrôle Prudentiel*).

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# Legislative Framework

## *Société de Financement de l'Habitat*

- A unifying legislation to harmonise French covered bonds
- Type of covered bond issuer: *Société de Financement de l'Habitat* (SFH)
  - A credit institution licensed and supervised by the French financial regulator (*Autorité de Contrôle Prudentiel*)
- Category of French legislative covered bonds: *Obligations de Financement de l'Habitat* (OH)
  - Fully compliant with the UCITS-directive
  - Allows certain regulated investors to invest in each single SFH issuer up to to 25% limit (UCITS) or 40% limit (insurers)
- Investors in OH and swap counterparties will benefit from the statutory privilege (*privilège legal*) over all assets of the SFH and will rank senior to all other creditors of the SFH (including the French tax authority)
- Improvements of liquidity management:
  - Requirement to cover all liquidity needs for next 180-day period on an ongoing basis
  - Minimum 2% level of overcollateralisation
  - Possibility for issuers to use up to 10% of OH issued for ECB repo operations to manage liquidity proactively in the case of strain
- A bankruptcy of the parent bank may not legally be extended to include the SFH
- All existing covered bonds and equivalent instruments, such as *Namensschuldverschreibungen*, issued under BNP Paribas Home Loan Covered Bond prior to becoming SFH benefit automatically without any further formalities from all the provisions of the new legislation



# Legislative Framework

## Key points

- Covered bond investors in BNP Paribas Home Loan SFH will benefit from the regulatory features provided by the legislative framework in addition to all existing investor protections

	Regulatory features	Additional protections in BNP Paribas Home Loan SFH
Asset Eligibility Criteria	<ul style="list-style-type: none"><li>● Residential home loans</li><li>● European Union / European Economic Area / other AAA rated country</li><li>● First lien mortgages or guaranteed home loans</li></ul>	<ul style="list-style-type: none"><li>● France only</li><li>● First lien mortgages or home loans guaranteed by Crédit Logement</li></ul>
Credit Enhancement	<ul style="list-style-type: none"><li>● Minimum legal overcollateralisation level is 2%</li></ul>	<ul style="list-style-type: none"><li>● Current overcollateralisation level required by the rating agencies is 25%</li><li>● Minimum 8.1% level of overcollateralisation</li></ul>
Liquidity	<ul style="list-style-type: none"><li>● 180-day liquidity coverage</li><li>● Access to ECB repo facility for up to 10% of covered bonds issued to generate liquidity for cash-flow management</li></ul>	<ul style="list-style-type: none"><li>● 12-month liquidity coverage</li></ul>
Controls & Reporting	<ul style="list-style-type: none"><li>● Specific Controller (FIDES Audit) will monitor on a monthly basis that all regulatory constraints are satisfied and will perform annual paper audits</li></ul>	<ul style="list-style-type: none"><li>● Asset Monitor (KPMG)</li><li>● Statutory Auditors (Pricewaterhouse Coopers, Mazars)</li><li>● Rating Agencies (S&amp;P, Fitch)</li></ul>

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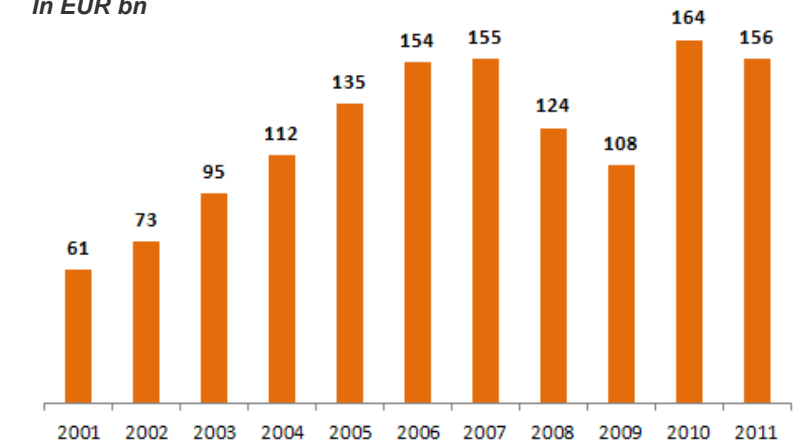
# French Home Loan Business

## Overview of the French home loan market

- The production of French home loans picked up in 2010 due to the combination of low interest rates and a stabilisation in financial conditions for home buyers
  - The French housing market is characterized by inadequate growth in supply relative to growth in the number of households
  - France is one of the countries with the lowest home ownership in the European Union with only 55% of households owning their primary residence, allowing for sustainable growth in the home loan market
  - In addition, tax advantages and government initiatives (zero-rate loans for buyers) of the administration are promoting further home purchases in France
- After the very sharp rebound of the years 2009-2011 the market has started to decline slightly

### Production of French home loans

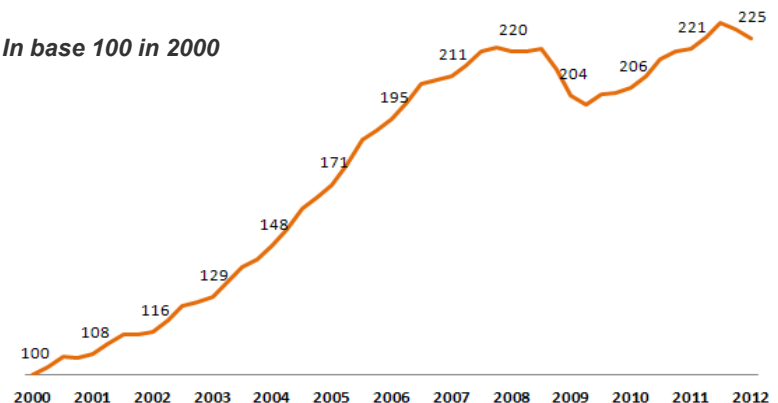
In EUR bn



Source: Banque de France

### French house price index

In base 100 in 2000



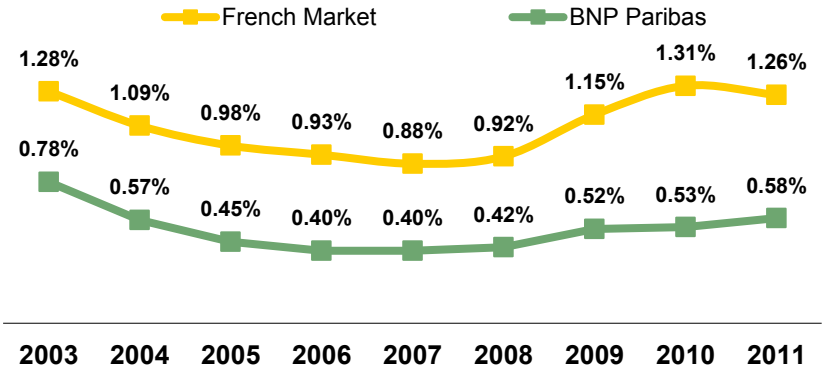
Source: INSEE



# French Home Loan Business Performance

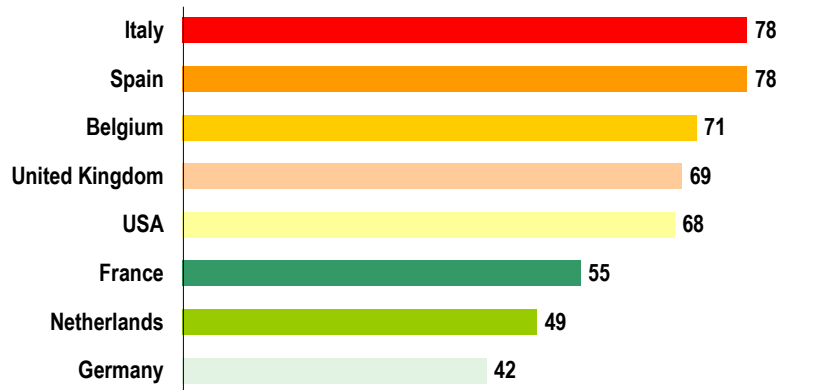
- The French home loan market is a prime loan market
- The French average for non-performing loans (NPL) is amongst the lowest in Europe
- French per capita mortgage indebtedness is very low by European standards
- BNP Paribas consistently outperforms the French market in terms of doubtful loans

## Doubtful home loans



Source : BNP Paribas, Banque de France (6 months in arrears)

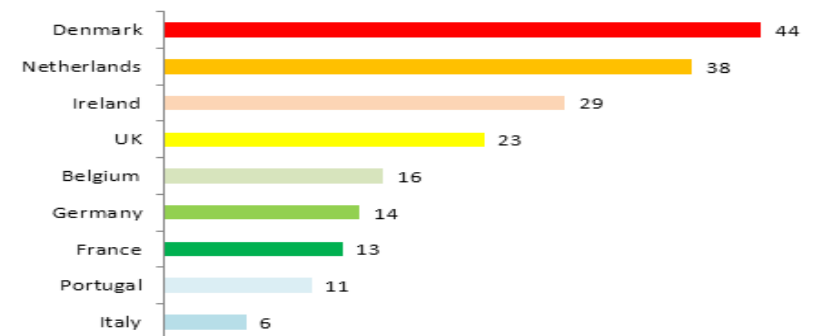
## Percentage home ownership



Source: European Mortgage Federation, UK Office for National Statistics, November 2010

## Per capita mortgage debt

EUR k



Source: European Mortgage Federation, November 2012

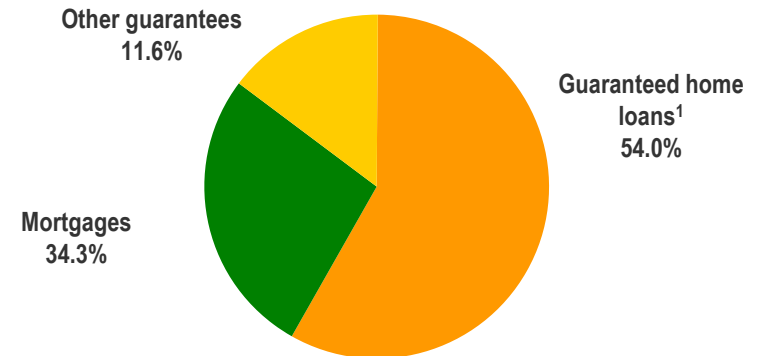


# French Home Loan Business

## Home loan guarantees

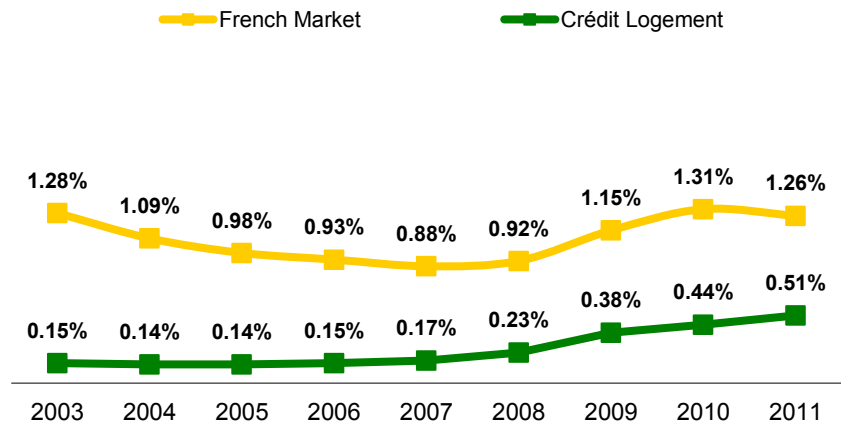
- The French home loan market consists primarily of guaranteed home loans and traditional mortgages
- Home loans guaranteed by credit guarantee agencies have become an important part of the French financial system
- Credit guarantee agencies are licensed and regulated by the French banking regulator
- Guarantors provide a full recovery service to lenders
  - Indemnification within one month after three consecutive non payments on a guaranteed loan
  - Recovery process fully managed by the guarantor
  - Lending banks recover 100% of the home loan plus all costs and expenses
- Over 65% of BNP Paribas's total home loan portfolio consists of home loans guaranteed by Crédit Logement
- Crédit Logement is the market leader for residential home loan guarantees
  - Owned by all the major French banks
  - Good credit ratings (Aa3 by Moody's and A+ by S&P)
  - Ultimate support by the French banking system

### Breakdown of french home loan market



<sup>1</sup> Home loans guaranteed by credit guarantee agencies

### Doubtful home loans



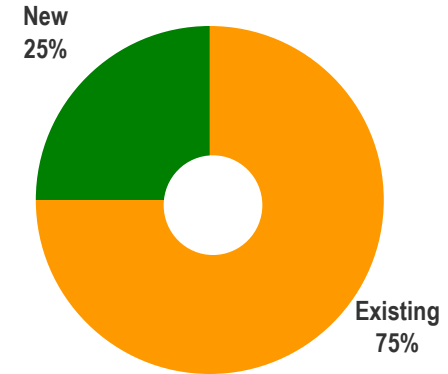
Source: Crédit Logement and Banque de France



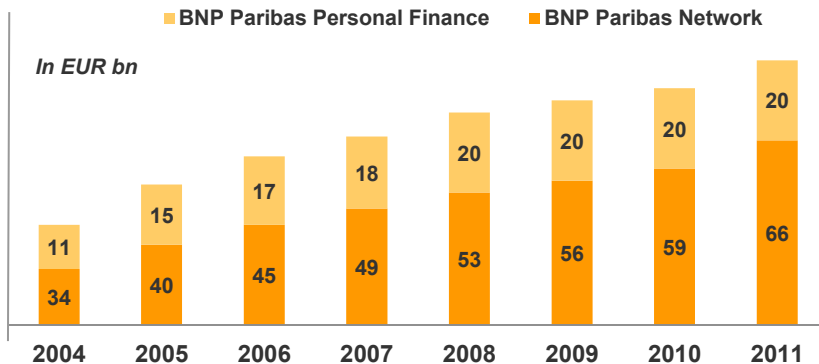
# French Home Loan Business BNP Paribas Strategy and results

- Focus on organic growth
  - Create long-term relationship with customers
  - Ability to leverage the large base of existing customers for cross-selling
  - Build on relationships to improve profitability
- Strong control of the origination process
  - All home loans are subject to approval after a physical meeting with a BNP Paribas agent
  - Aggregate debt service commitments as a portion of net income should not exceed 33%
  - Dedicated credit committee to test and revise scoring process quarterly

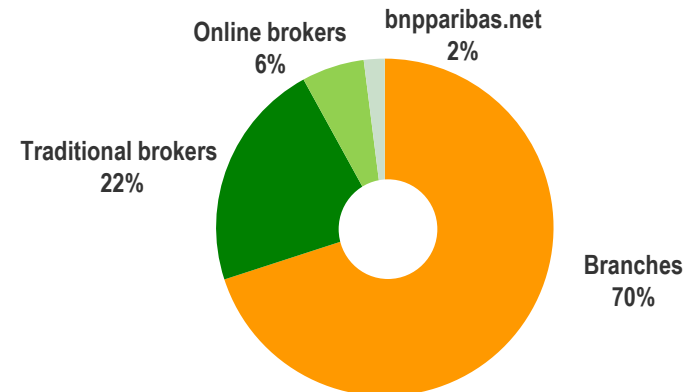
## Customer relationship background



## BNP Paribas French home loan growth



## Home loan distribution channels





# French Home Loan Business BNP Paribas' underwriting approach

## Credit Scoring

- **90% of applications are eligible for automatic scoring:**
  - Application score: from immediate approval by the branch agent to deferred approval by head of branch or by regional head
  - Rate score: provides a recommended rate to the agent
- **10% of applications cannot receive automatic scoring and require a specific manual analysis by a dedicated risk committee (amount above EUR 400,000, loans with deferred repayment of principal, automatic scoring was not sufficient for immediate approval...)**
- **Dedicated credit committee to test and revise scoring grid quarterly**

## Income Verification and Lending Limits

- **Applications (intermediary or branch originated loans) processed by an accredited BNP Paribas agent at a local branch by a physical contact with the customer:**
  - Justification of net income, personal net worth and indebtedness level
  - Proof authenticity check
- **Aggregate commitment as a portion of income should not exceed 33%**

## Valuations

- **Market price agreed between the buyer and the seller**
- **Check by an accredited BNP Paribas agent of the price indicated in the official selling agreement signed before a notary or a real estate agent**

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# BNP Paribas Home Loan SFH

## Key terms

### Programme Terms

#### Issuer

BNP Paribas Home Loan SFH

#### Programme Size

EUR 35 bn

#### Ratings

AAA (S&P) / AAA (Fitch)

#### Maturity Type

Hard bullet

#### Currency

Any

#### Listing

Euronext Paris

(Neither 3(a) (2) Covered Bonds nor the German law Covered Bonds will be listed on any Stock Exchange)

#### Governing Law

English law (for USD); German law (Namensschuldverschreibung); French law (for all others)

#### Clearing

For English law Covered Bonds: DTC for 144A Covered Bonds and 3(a) (2) Covered Bonds; Euroclear Bank, Clearstream

For French law transactions: Euroclear France (Central Depository), Euroclear Bank and Clearstream



# BNP Paribas Home Loan SFH Cover pool<sup>1</sup>

## Pool Notional

EUR 33.4 bn

## Loan Type

23% prime French residential mortgages and 77% guaranteed home loans

## Number of Loans

351190

## WA Current LTV

63.65%

## WA Indexed LTV

59.84%

## Seasoning

56 months

## Rate Type

81% fixed, 19% capped variable

## Max Loan Amount

EUR 600,000

## Geographic Distribution

Île-de-France 37%, Provence Alpes Côte d'Azur 10%, Rhône-Alpes 8%, Aquitaine 5%, Nord-Pas-de-Calais 5%, Midi-Pyrénées 5%, Languedoc Roussillon 4%, Pays de la Loire 4%, Bretagne 3%, Picardie 3%, Poitou-Charentes 2% Lorraine 2%, Centre 2%, Haute-Normandie 2%, Alsace 2%, Other 7%

<sup>1</sup> Investor report May 2013

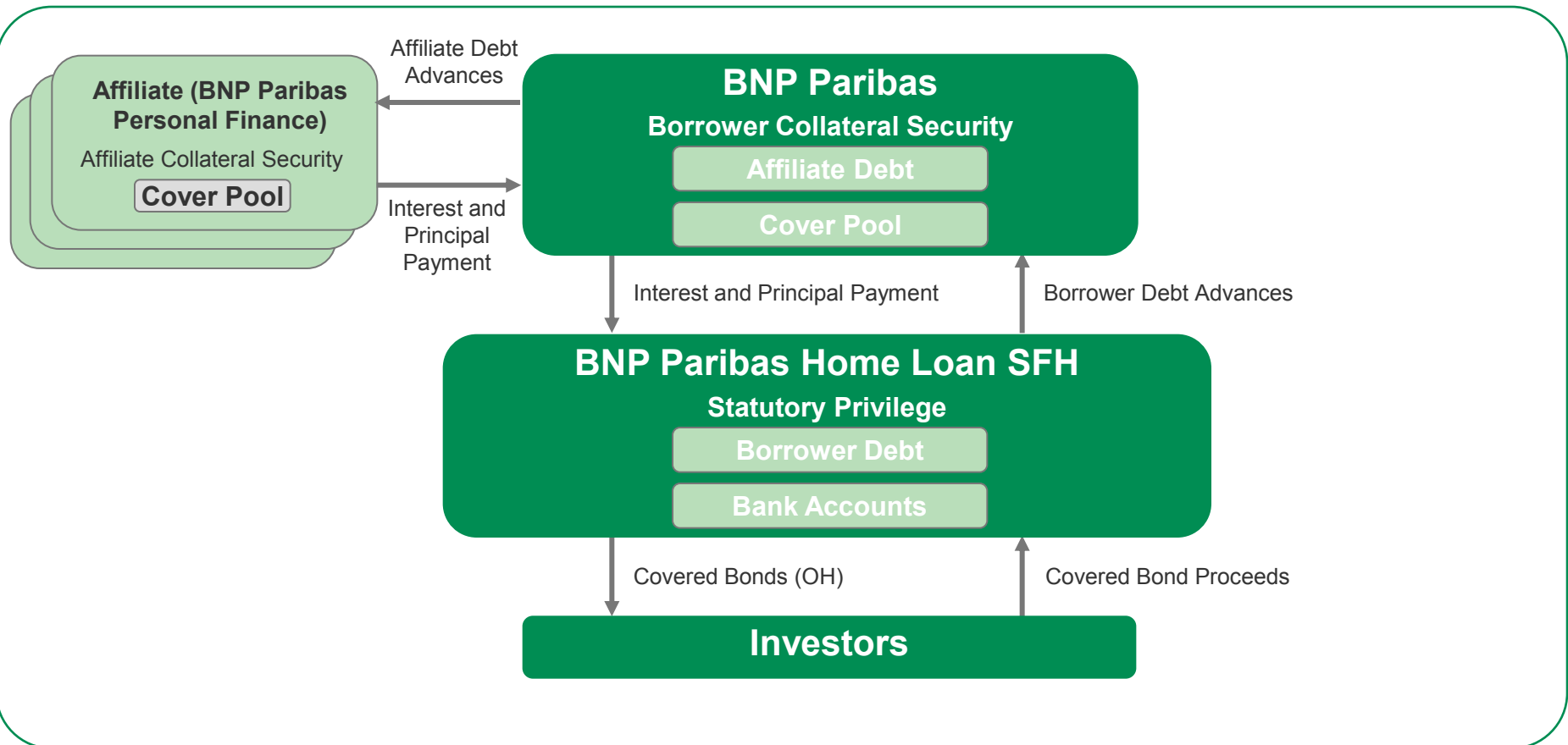




# BNP Paribas Home Loan SFH Structure overview

## Standard Features

- BNP Paribas Home Loan SFH has full recourse to BNP Paribas
- Covered Bond holders benefit from a statutory privilege over all assets of the Issuer
- Covered Bonds backed by direct security over the Cover Pool
- Asset monitoring including Asset Coverage Test and Amortisation Test



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## **Highly-rated, secured instrument**

Rated AAA / AAA by S&P and Fitch respectively  
Collateralised by French home loans

## **Full recourse of the Issuer against BNP Paribas**

Rated A2 (stable) / A+ (negative) / A+ (stable) by Moody's, S&P and Fitch respectively  
A solid financial structure with a well-diversified business mix

## **Statutory privilege over a stable and high quality cover pool**

Strict customer scoring and monitoring systems  
Superior performance of a French home loan portfolio

## **Structural enhancements of the covered bonds programme**

Asset Cover Test ensures sufficient overcollateralisation level and mitigates negative carry risk  
Hedging strategy and liquidity enhancements mitigate market and liquidity risks

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# BNP Paribas Home Loan SFH Investor reports and documents

- Detailed investor reporting on BNP Paribas Home Loan SFH programme is available on a monthly basis on our investor relations website
- Since November 2012, the French Covered Bond Label reporting template is also published on a monthly basis for BNP Paribas Home Loan SFH.
- Web address for both reports: <http://invest.bnpparibas.com> under “BNP Paribas Debt” section

**BNP PARIBAS** La banque d'un monde qui change

BNP Paribas 35.835 € +2.72 % au 2012-02-16 - 16:01 GMT

1168.5 FTSE XH25 16734 0.0 HSCEI 10989 -143  
 1.4207 SPX 1066.2 3.1 Euro stoxx50 2631.6 -75.8

MUMBAI 14:04 HONG KONG 16:34 TOKYO 17:34 SYDNEY 19:34

Actionnaires & Investisseurs

À la une  
 15 Février 2012  
 Résultats 4e Trimestre 2011

Jean-Laurent Bonnafé  
 CEO BNP PARIBAS

Communiqué de presse  
 Diapositives de la présentation  
 Etats financiers (non audités)  
 Pillier 3  
 Diapositives FSB  
 Séries trimestrielles (en anglais)  
 Interview vidéo de Jean-Laurent Bonnafé (Administrateur, Directeur Général)

Événements  
 31 Janvier 2012  
 Final Results of the Tender Offer of Convertible And Subordinated Hybrid Equity-linked Securities (the "CASHES") (en anglais)

27 Janvier 2012  
 Q&A in relation to Tender Offer of Convertible And Subordinated Hybrid Equity-linked Securities (the "CASHES") (en anglais)

26 Janvier 2012  
 Tender Offer of Convertible And Subordinated Hybrid Equity-linked Securities (the "CASHES") (en anglais)

16 Décembre 2011  
 Exchange & Tender Offer of certain Tier 1 & Tier 2 securities (en anglais)

8 Décembre 2011  
 Résultats finaux des Stress Tests 2011 de l'EBR

Document de Référence et Rapport Financier ANNUEL 2011

Action  
 2012-02-16 - 16:01 GMT  
 BNP Paribas 35.835 € +2.72%

Calculatrice et autres fonctionnalités

**BNP PARIBAS** La banque d'un monde qui change

BNP Paribas 35.865 € +2.81 % au 2012-02-16 - 16:09 GMT

1168.5 FTSE XH25 16734 0.0 HSCEI 10989 -143  
 1.4207 SPX 1066.2 3.1 Euro stoxx50 2631.6 -75.8

MUMBAI 14:04 HONG KONG 16:34 TOKYO 17:34 SYDNEY 19:34

Actionnaires & Investisseurs

BNP Paribas Home Loan SFH

Accueil Actionnaires & Investisseurs > Dette BNP Paribas > Detailed documentation of issuance programs & issues > BNP Paribas Home Loan SFH

Investor presentations  
 Investor reports  
 2012 - Investor report February  
 2012 - Investor report January  
 2011 - Investor report December  
 2011 - Investor report November  
 2011 - Investor report October  
 2011 - Investor report September  
 2011 - Investor report August  
 2011 - Investor report July  
 2011 - Investor report June  
 2011 - Investor report May  
 2011 - Investor report April  
 2011 - Investor report March  
 2011 - Investor report February  
 2011 - Investor report January  
 2010 - Investor report December  
 2010 - Investor report November  
 2010 - Investor report October  
 2010 - Investor report September  
 2010 - Investor report July  
 2010 - Investor report May

Assemblée Générale : 23 mai 2012

Assemblée Générale 23 Mai 2012

Action  
 2012-02-16 - 16:09 GMT  
 BNP Paribas 35.865 € +2.81%

Calculatrice et autres fonctionnalités

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## BNP Paribas Home Loan SFH Structure Details



# BNP Paribas Home Loan SFH Structure Details

## Asset cover test

- The Asset Cover Test (ACT) is designed to ensure that the collateral constituted by home loans, cash and other collateral is able to meet the future cash flows (interest and principal) on the covered bonds (tested monthly by the calculation agent)

Asset Cover Ratio

=

Adjusted Aggregate Asset Amount

Aggregate Covered Bond Outstanding Principal Amount

≥

1

- Whereby

Adjusted  
Aggregate Asset  
Amount

=

Lower of:

Adjusted Home Loan Outstanding Principal Amount

or

Unadjusted Home Loan Outstanding Principal Amount X Asset Percentage

Plus

Cash

+

Aggregate Substitution Assets Amount

+

Aggregate Value of Permitted Investments

Less

Applicable Deemed Reductions

Less

Potential financing costs of the swap liquidity



# BNP Paribas Home Loan SFH Structure Details

## Amortisation test

- Amortisation Test is designed to ensure that the Issuer has the capacity to meet its obligation following the enforcement of a Borrower Event of Default: compliance with the Amortisation Test requires compliance with the amortisation ratio (RA)

Amortisation Ratio

=

$$\frac{\text{Transferred Aggregate Asset Amount}}{\text{Aggregate Covered Bond Outstanding Principal Amount}}$$

≥

1

- Whereby

Transferred  
Aggregate Asset  
Amount

=

Home Loan<sup>1</sup> Outstanding Principal Amount  
X  
(M=1 if loan less than 3 months in arrears ;  
M=0.7 if loan 3 months or more in arrears)

Plus

Cash  
+  
Aggregate Substitution  
Asset Amount  
+  
Aggregate Value of  
Permitted Investments

<sup>1</sup>All Home Loans title to which has been transferred to the Issuer upon enforcement of the Borrower Collateral Security and the Affiliate Collateral Security following the enforcement of a Borrower Event of Default





# BNP Paribas Home Loan SFH Structure Details

## Additional structural features

- The Pre-Maturity Test is designed to ensure that the Borrower can provide sufficient liquidity in case of a downgrade
  - The Borrower fund a cash collateral account to insure the redemption of the Covered Bonds
    - Maximum of (A) all covered bonds due in next 365 days and (B) 15% of outstanding covered bonds
  - A non-compliance with the Pre-Maturity Test will prevent the Issuer from issuing any further series of Covered Bonds as long as it remains unremedied
- Liquidity Support
  - Monthly payment under the Covered Bond Swap
  - Funds held by the highly rated Covered Bond Swap provider until the annual payment of interest
- Account Agreement
  - BNP Paribas SA provides bank accounts to the Issuer
- Asset Servicing
  - BNP Paribas SA will perform the Asset Servicing and will provide BNP Paribas Home Loan SFH with Asset Reporting
  - BNP Paribas Home Loan SFH may enter into a master servicing agreement with an Eligible Servicer if BNP Paribas is downgraded below BBB by S&P or BBB- by Fitch



# BNP Paribas Home Loan SFH Structure Details

## Hedging strategy

- Before a default event, the Issuer is not exposed to any risk of an interest or currency rate mismatch arising between the payments received on the Borrower Advances and the payments to be made under the Covered Bonds
- All swap agreements are concluded by the Issuer with BNP Paribas SA (Issuer Hedging Agreements) to hedge any currency and interest rate mismatch between the Covered Bonds and the Cover Pool
  - All swap agreements are compliant with the most recent counterparty criteria from the rating agencies
  - The Issuer Hedging Agreements benefit from the legal privilege
  - The Borrower Hedging Agreements do not benefit from the legal privilege and the Borrower Hedging Agreements will be terminated upon default by BNP Paribas without termination payments
- Upon the occurrence of a Borrower Event of Default, and the subsequent transfer in favour of the Issuer of title to the Home Loans, the Issuer will
  - Maintain its rights and obligations under the existing Issuer Hedging Agreements
  - Terminate immediately the Borrower Hedging Agreements



# BNP Paribas Home Loan SFH Structure Details

## Cash flow priorities

### Pre-Enforcement Priority Payment Order

- Issuer hedging costs
- Interest on the Covered Bonds
- Principal on the Covered Bonds
- Issuer Hedging termination costs
- Senior administrative and tax costs and Borrower hedging/termination costs
- Dividend to the Issuer's shareholders and any payments under subordinated obligations



# BNP Paribas Home Loan SFH Structure Details

## Key events

### Borrower Event of Default

- The occurrence of any of the following events will constitute a Borrower Event of Default
  - Default in the payment of principal or interest on any Borrower Facility not remedied within 3 business days after the due date
  - Breach of Pre-Maturity Test
  - Breach of Asset Cover Test
  - Breach of Amortisation Test
  - Failure to comply with any of the Borrower's material obligations
  - Occurrence of an Insolvency Event
  - Failure to enter into any Hedging Agreement within 30 days following a Hedging Rating Trigger Event
- A Borrower Event of Default will result in a Borrower Enforcement Notice
  - Borrower advances due and payable
  - Enforcement of the Borrower Facility with a transfer of the assets to the Issuer

### Controlled Post-Enforcement Priority Payment Order

(following the Borrower Event of Default)

- Issuer hedging costs
- Interest on the Covered Bonds
- Principal on the Covered Bonds
- Issuer Hedging termination costs
- Senior administrative and tax costs and Borrower hedging/termination costs
- Distribution of remaining enforcement proceeds to the Borrower



# BNP Paribas Home Loan SFH Structure Details

## Key events

### Affiliate Event of Default

- The occurrence of any of the following events will constitute an Affiliate Event of Default
  - Default in the payment of principal or interest on any Affiliate Facility not remedied within 3 business days after the due date
  - Failure to comply with any of the Affiliate's material obligations
  - Occurrence of an Insolvency Event
- An Affiliate Event of Default will result in an Affiliate Enforcement Notice
  - Affiliate advances due and payable
  - Enforcement of the Affiliate Facility with a transfer of the Affiliate assets to the Borrower (optional)

### Accelerated Post- Enforcement Priority Payment Order

(following the breach of  
amortisation test)

- Issuer hedging costs
- Interest on the Covered Bonds
- Principal on the Covered Bonds
- Issuer Hedging termination costs
- Senior administrative and tax costs and Borrower hedging/termination costs
- Distribution of remaining enforcement proceeds to the Borrower



# BNP Paribas Home Loan SFH Structure Details

## Key events

### Issuer Event of Default

- The occurrence of any of the following events will constitute an Issuer Event of Default
  - Default in the payment of principal or interest on any Covered Bond not remedied within 3 business days after the due date
  - Order made for the liquidation or winding up of the Issuer
  - The Issuer ceases to carry on all or a material part of its business
  - Breach of Amortisation Test
  - Failure to enter into any Hedging Agreement within 30 days following a Hedging Rating Trigger Event
  - Default in the performance of any of its other material obligations within 30 days after the written notice of such default
  - Any other indebtedness of the Issuer becomes accelerated
- An Issuer Event of Default will result in an Issuer Enforcement Notice and an Accelerated Post-Enforcement Priority Payment Order

### No Further Issuance

- The Issuer undertakes not to issue further Covered Bonds under the Programme
  - As from the date a Borrower Enforcement Notice has been served
  - As from the date an Issuer Enforcement Notice has been served
  - For so long as Non Compliance with Asset Cover Test has occurred and is not remedied
  - For so long as Non Compliance with Amortisation Test has occurred and is not remedied
  - For so long as, regarding the Pre-Maturity Test and the Legal Liquidity Test, a Non Compliance Notice has been delivered
- For cash-flow management purposes, BNP Paribas Home Loan SFH may issue and subscribe to further Covered Bonds to be used as collateral for ECB repo operations (10% retained by SFH only in case of problems).



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- Detailed investor reporting on BNP Paribas covered bond programmes is available on a monthly basis on our investor relations website
- Web address: <http://invest.bnpparibas.com> under “BNP Paribas Debt” section