FITCH RATES BANCA POPOLARE DELL'ALTO ADIGE - VOLKSBANK 'BB+'; OUTLOOK STABLE

Fitch Ratings-Milan/London-11 July 2017: Fitch Ratings has assigned Banca Popolare dell'Alto Adige S.p.A. (Volksbank) a Long-Term Issuer Default Rating (IDR) of 'BB+' with a Stable Outlook and a Viability Rating (VR) of 'bb+'. A full list of rating actions is at the end of this rating action commentary.

Volksbank is a second-tier bank in Italy, headquartered in Bolzano, the northern province of Trentino Alto Adige. The bank provides a range of traditional banking services to its core clientele of individuals and SMEs. In 2015, the bank expanded in neighbouring Veneto through the acquisition of a small cooperative bank, Banca Popolare di Marostica (Marostica). In late 2016 the bank transformed into a limited company from its previous status as a cooperative.

KEY RATING DRIVERS

IDRS AND VR

Volksbank's Long- and Short-term IDRs are driven by standalone intrinsic strength as captured in the VR. The VR reflects the bank's moderate local franchise and a less diversified business model compared with larger domestic players, as well as the stability and experience of the bank's management. The ratings also factor in Volksbank's acceptable risk appetite and capitalisation. While the latter is generally maintained with adequate buffers over regulatory minimums it may not always be fully commensurate with the bank's risks. The VR further reflects weakened asset quality, following the acquisition of Marostica, and undiversified funding sources.

Volksbank has maintained an adequate capacity to attract and retain customers, with some pricing power capabilities in its reference territories, and particularly in its home wealthy Province of Bolzano. However, its competitive positioning at the national level is modest, given Volksbank's lack of size and depth compared with higher-rated domestic banks. In more recently entered geographies the bank generally has limited pricing power. We believe that its undiversified business model, revenue sources and geographical presence render the bank more sensitive to changes in the interest rates cycle.

The management of Volksbank benefits from depth, stability and experience and its corporate culture is sound. While transparency is solid and the bank's governance has not to date presented significant risk to creditors, overall governance is less developed than higher-rated peers, for example, in respect of board oversight. The bank's strategy is adequately articulated although this may be subject to change based on market opportunities, as evidenced in the Marostica acquisition in 2015. The acquisition has weakened a number of Volksbank's key financial metrics, making execution of financial objectives more vulnerable to changes in the economic cycle.

The bank's CET1 and total capital ratios, both at 11.7% at end-2016, are maintained with satisfactory buffers over regulatory minimums. However, Fitch believes that capitalisation may not be fully commensurate with the bank's risks, in particular those stemming from unreserved impaired loans, which accounted for over 80% of Fitch Core Capital (FCC) at end-2016. The absence of non-core capital in its capital structure means total capital levels and buffers over Pillar II requirements are moderate, compared with other second-tier banks with similar capital ratios.

Asset quality is a rating weakness for Volksbank. Prior to Marostica's acquisition, the bank's asset quality metrics reflected generally sound underwriting standards and processes, which helped maintain credit risk at manageable levels, particularly in the credit exposure originated in the

Province of Bolzano. However, impaired loan levels increased significantly after the acquisition of Marostica to around 16% of gross loans at end-2016, bringing them more in line with domestic averages but worse than our global universe of rated banks. Fitch expects Volksbank to achieve a gradual reduction in its impaired loan ratio. However, since the bank's approach is biased towards gradual workout to protect collateral values, meaningful reductions in the stock of impaired loans will take time to materialise

In our opinion profitability is also a rating weakness, having deteriorated since 2015 due to a significant increase in loan impairment charges (LICs). Revenue sources and margins reflect the bank's ability to reduce funding costs so far by accessing cheaper ECB funding, reducing deposit costs of Marostica customers and switching from deposits to current accounts. The bank also has a good track record of keeping operating costs under reasonable control. Fitch believes that the profitability prospects of Volksbank are sensitive to interest rate cycles and might suffer from its limited ability to re-price its liabilities in the coming quarters. Fitch expects LICs to continue to weigh on profitability, albeit to a lesser extent than in 2016.

Although customer funding has generally been stable so far, a bias towards current accounts renders it potentially more volatile during periods of market stress. Volksbank's funding structure is heavily reliant on customer deposits, which accounted for about 70% of total non-equity funding at end-2016. The deposit base is rather granular and has a track record of stability, reflecting the strength of Volksbank's relationship with local territories. The diversification of its funding sources is in line with other second-tier domestic peers but less so than larger and higher-rated banks in Italy.

Volksbank's liquidity coverage and net stable funding ratios are maintained above 100%. Overall liquidity, however, is weaker than at higher-rated banks, which have more developed contingency plans and broader access to funding.

The 'B' Short-Term IDR corresponds to a 'BB+' Long-Term IDR, in line with our criteria.

SUPPORT RATING (SR) AND SUPPORT RATING FLOOR (SRF)

The bank's SR and SRF reflect Fitch's view that although external sovereign support is possible it cannot be relied upon, given Volksbank's small size and the adoption into Italian law of the EU's Bank Recovery and Resolution Directive.

RATING SENSITIVITIES

IDRS AND VR

Volksbank's VR and thus Long-Term IDR are sensitive to a further weakening of asset quality and deterioration of capitalisation. The ratings would be downgraded if the bank's impaired loan ratio proves stubbornly high or increases, especially if this weakens the level of capital encumbrance by unreserved impaired loans. The ratings would also be downgraded if Volksbank fails to recover profitability to sustainable levels, after the operating losses reported in 2016. Negative rating pressure could also arise if the bank's funding and liquidity deteriorate or from a change in risk appetite (eg. excessive growth not accompanied by the necessary internal capital generation or evolution in controls).

Volksbank's company profile, notably the bank's moderate franchise, means upside for the VR and IDRs is limited. Over time the ratings could be upgraded if the bank shows a consistent record in reducing its impaired loans and the share of unreserved impaired loans in relation to capital. Evidence of stronger and more stable profitability and a more diversified funding profile, for example through more regular access to secured and unsecured institutional markets, would also benefit the ratings.

SUPPORT RATING AND SUPPORT RATING FLOOR

An upgrade of the SR and upward revision of the SRF would be contingent on a positive change in the sovereign's propensity to support Volksbank. While not impossible, Volksbank's small size and bank resolution tools available in Italy mean a change in the bank's SR and SRF is highly unlikely, in Fitch's view.

The rating actions are as follows:

Long-Term IDR assigned at 'BB+', Outlook Stable Short-Term IDR assigned at 'B' Viability Rating assigned at 'bb+' Support Rating assigned at '5' Support Rating Floor assigned at 'No Floor'

Contact:

Primary Analyst Francesca Vasciminno Senior Director +39 02 87 90 87 225 Fitch Italia S.p.A. Via Privata Maria Teresa, 8 20123 Milan

Secondary Analyst Valeria Pasto Associate Director +39 02 87 90 87 298

Committee Chairperson James Longsdon Managing Director +44 20 3530 1076

Media Relations: Stefano Bravi, Milan, Tel: +39 02 879 087 281, Email: stefano.bravi@fitchratings.com; Peter Fitzpatrick, London, Tel: +44 20 3530 1103, Email: peter.fitzpatrick@fitchratings.com.

Additional information is available on www.fitchratings.com

Applicable Criteria Global Bank Rating Criteria (pub. 25 Nov 2016) https://www.fitchratings.com/site/re/891051

ALL FITCH CREDIT RATINGS ARE SUBJECT TO CERTAIN LIMITATIONS AND DISCLAIMERS. PLEASE READ THESE LIMITATIONS AND DISCLAIMERS BY FOLLOWING THIS LINK: HTTPS://WWW.FITCHRATINGS.COM/UNDERSTANDINGCREDITRATINGS. IN ADDITION, RATING DEFINITIONS AND THE TERMS OF USE OF SUCH RATINGS ARE AVAILABLE ON THE AGENCY'S PUBLIC WEB SITE AT WWW.FITCHRATINGS.COM. PUBLISHED RATINGS, CRITERIA, AND METHODOLOGIES ARE AVAILABLE FROM THIS SITE AT ALL TIMES. FITCH'S CODE OF CONDUCT, CONFIDENTIALITY, CONFLICTS OF INTEREST, AFFILIATE FIREWALL, COMPLIANCE, AND OTHER RELEVANT POLICIES AND PROCEDURES ARE ALSO AVAILABLE FROM THE CODE OF CONDUCT SECTION OF THIS SITE. DIRECTORS AND SHAREHOLDERS RELEVANT INTERESTS ARE AVAILABLE AT HTTPS://WWW.FITCHRATINGS.COM/SITE/ REGULATORY. FITCH MAY HAVE PROVIDED ANOTHER PERMISSIBLE SERVICE TO THE RATED ENTITY OR ITS RELATED THIRD PARTIES. DETAILS OF THIS SERVICE FOR RATINGS FOR WHICH THE LEAD ANALYST IS BASED IN AN EU-REGISTERED ENTITY CAN BE FOUND ON THE ENTITY SUMMARY PAGE FOR THIS ISSUER ON THE FITCH WEBSITE.

Copyright © 2017 by Fitch Ratings, Inc., Fitch Ratings Ltd. and its subsidiaries. 33 Whitehall Street, NY, NY 10004. Telephone: 1-800-753-4824, (212) 908-0500. Fax: (212) 480-4435. Reproduction or retransmission in whole or in part is prohibited except by permission. All rights reserved. In issuing and maintaining its ratings and in making other reports (including forecast information), Fitch relies on factual information it receives from issuers and underwriters and from other sources Fitch believes to be credible. Fitch conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction. The manner of Fitch's factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security

is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third- party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors. Users of Fitch's ratings and reports should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information Fitch relies on in connection with a rating or a report will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to Fitch and to the market in offering documents and other reports. In issuing its ratings and its reports, Fitch must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings and forecasts of financial and other information are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings and forecasts can be affected by future events or conditions that were not anticipated at the time a rating or forecast was issued or affirmed.

The information in this report is provided "as is" without any representation or warranty of any kind, and Fitch does not represent or warrant that the report or any of its contents will meet any of the requirements of a recipient of the report. A Fitch rating is an opinion as to the creditworthiness of a security. This opinion and reports made by Fitch are based on established criteria and methodologies that Fitch is continuously evaluating and updating. Therefore, ratings and reports are the collective work product of Fitch and no individual, or group of individuals, is solely responsible for a rating or a report. The rating does not address the risk of loss due to risks other than credit risk, unless such risk is specifically mentioned. Fitch is not engaged in the offer or sale of any security. All Fitch reports have shared authorship. Individuals identified in a Fitch report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only. A report providing a Fitch rating is neither a prospectus nor a substitute for the information assembled, verified and presented to investors by the issuer and its agents in connection with the sale of the securities. Ratings may be changed or withdrawn at any time for any reason in the sole discretion of Fitch. Fitch does not provide investment advice of any sort. Ratings are not a recommendation to buy, sell, or hold any security. Ratings do not comment on the adequacy of market price, the suitability of any security for a particular investor, or the tax-exempt nature or taxability of payments made in respect to any security. Fitch receives fees from issuers, insurers, guarantors, other obligors, and underwriters for rating securities. Such fees generally vary from US\$1,000 to US\$750,000 (or the applicable currency equivalent) per issue. In certain cases, Fitch will rate all or a number of issues issued by a particular issuer, or insured or guaranteed by a particular insurer or guarantor, for a single annual fee. Such fees are expected to vary from US\$1,000 to US\$1,500,000 (or the applicable currency equivalent). The assignment, publication, or dissemination of a rating by Fitch shall not constitute a consent by Fitch to use its name as an expert in connection with any registration statement filed under the United States securities laws, the Financial Services and Markets Act of 2000 of the United Kingdom, or the securities laws of any particular jurisdiction. Due to the relative efficiency of electronic publishing and distribution, Fitch research may be available to electronic subscribers up to three days earlier than to print subscribers.

For Australia, New Zealand, Taiwan and South Korea only: Fitch Australia Pty Ltd holds an Australian financial services license (AFS license no. 337123) which authorizes it to provide credit ratings to wholesale clients only. Credit ratings information published by Fitch is not intended to be used by persons who are retail clients within the meaning of the Corporations Act 2001