



ALERIONCLEANPOWER
THE WIND ENERGY COMPANY

SECOND PARTY OPINION

ALERION CLEAN POWER GREEN BOND SECOND PARTY OPINION

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Disclaimer

Our assessment relies on the premise that the data and information provided by Alerion Green Power S.p.A. to us as part of our review procedures have been provided in good faith. Because of the selected nature (sampling) and other inherent limitation of both procedures and systems of internal control, there remains the unavoidable risk that errors or irregularities, possibly significant, may not have been detected. Limited depth of evidence gathering including inquiry and analytical procedures and limited sampling at lower levels in the organization were applied as per scope of work. DNV expressly disclaims any liability or co-responsibility for any decision a person or an entity may make based on this Statement.

Statement of Competence and Independence

DNV applies its own management standards and compliance policies for quality control, in accordance with ISO/IEC 17021:2011 - Conformity Assessment Requirements for bodies providing audit and certification of management systems, and accordingly maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have complied with the DNV Code of Conduct¹ during the assessment and maintain independence where required by relevant ethical requirements. This engagement work was carried out by an independent team of sustainability assurance professionals. DNV was not involved in the preparation of statements or data included in the Transaction except for this Statement. DNV maintains complete impartiality toward stakeholders interviewed during the assessment process.

¹ DNV Code of Conduct is available on the DNV website (www.dnv.com)



ALERION CLEAN POWER SPA

GREEN BOND FRAMEWORK 2024

DNV SECOND PARTY OPINION

Scope and objectives

Alerion Clean Power S.p.A. (“Alerion” or “Issuer”), is an industrial group listed on the Milan Stock Exchange, specialized in the production of electricity from renewable sources.

Alerion currently manages wind and solar plants in Italy, Spain, Romania, and Bulgaria, with a total gross installed capacity of around 912 MW. The company plans to further expand its presence in Europe in both the wind and solar sectors. The Issuer aims to strengthen its position in the European renewable energy market by increasing its installed capacity. This goal will be achieved through the direct development of new projects and plants, as well as by pursuing targeted growth opportunities through the acquisition of both operational plants and projects that are still in development.

Following this perspective, Alerion has updated its original Framework and developed the Sustainable Financing Framework 2024 (the “Framework”). The issuer plans to redeem its 2019-2025 Green Bond early. Consequently, it has updated its Framework to reflect this intention. The Frameworks aims at aligning with the ICMA Green Bond Principles (GBP) 2021 (with June 2022 Appendix) set out by the International Capital Market Association (“ICMA”).

Alerion has identified as Green Financing, projects falling in the “Renewable Energies” category and in particular:

- Refinancing of existing wind and/or solar plants;
- New wind and/or solar plants project design, development, manufacture and construction;
- Acquisition of operating wind and/or solar plants.

DNV Business Assurance Italy S.r.l. (henceforth referred to as “DNV”) has been commissioned by Alerion to provide a second party opinion for its Green Bond Framework, which will be made available to investors on Alerion’s website at www.alerion.it.

No assurance is provided regarding the financial performance of the bond issued under the company’s framework, the value of any investments in the bonds, or the long-term environmental benefits of the transaction. Our objective has been to provide an assessment that the Framework has met the criteria established on the basis set out below.

Responsibilities of the Management of ALERION and DNV

The management of Alerion has provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform Alerion management and other interested stakeholders as to whether the established criteria have been met, based on the information provided to us. In our work we have relied on the information and the facts presented to us by Alerion. DNV is not responsible for any aspect of the nominated assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by Alerion’s management and used as a basis for this assessment were not correct or complete.

Basis of DNV's opinion

We have modified our eligibility assessment protocol to align with the requirements of the GBP, resulting in the creation of an Alerion-specific Green Bond Eligibility Assessment Protocol (referred to as the "Protocol"). This Protocol encompasses a set of appropriate criteria that can support DNV's opinion. The fundamental principle of these criteria is that a green bond should "facilitate capital-raising and investment for new and existing projects with environmental benefits."

As per our Protocol, the criteria against which the bond has been reviewed are grouped under the four Principles:

- **Principle One: Use of Proceeds.** The Use of Proceeds criteria stipulate that the funds raised from a green bond must be allocated to eligible activities. These activities should deliver clear environmental benefits.
- **Principle Two: Process for Project Evaluation and Selection.** The Project Evaluation and Selection criteria require that a green bond issuer must detail the process used to determine the eligibility of investments funded by Green Bond proceeds and specify any impact objectives that will be considered.
- **Principle Three: Management of Proceeds.** The Management of Proceeds criteria require that a green bond must be tracked within the issuing organization. Separate portfolios should be established when necessary, and a declaration must be made regarding the handling of unallocated funds.
- **Principle Four: Reporting.** The Reporting criteria recommend that at a minimum, Sustainability Reporting should be provided to bond investors regarding the use of bond proceeds. Where feasible, quantitative and/or qualitative performance indicators should be utilized.

Work undertaken

Our work involved a level review of the available information, with the understanding that Alerion provided this information in good faith. We did not conduct an audit or other tests to verify the accuracy of the information. The tasks performed to form our opinion included:

- Creation of an Alerion-specific Protocol, adapted to the purpose of the Framework, as described above and in Schedule 2 to this Assessment;
- Assessment of documentary evidence provided by Alerion in the Framework and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology;
- Discussions with Alerion management, and review of relevant documentation;
- Documentation of findings against each element of the criteria.

Our opinion as detailed below is a summary of these findings.

Findings and DNV's opinion

DNV's findings are listed below:

1. Principle One: Use of Proceeds.

Alerion intends to use the proceeds of the Green Bond to finance in whole or in part future investments in Eligible Green Projects, as defined below.

The net proceeds will be used by the Issuer as follows: (i) up to 200 million euros to early redeem the 2019-2025 Green Bond, and (ii) any excess amount to finance, either fully or partially, future investments in green projects. These projects include the design, development, manufacture, and construction of new wind and/or solar farms, as well as the acquisition of operational wind and/or solar farms (collectively referred to as "Eligible Green Projects"). It is understood that if the Notes are issued for a total amount of 200 million euros, at least 30 million euros will be allocated by the Issuer to finance, either fully or partially, the Eligible Green Projects (excluding those located in Italy) as specified in item (ii) above.

The acquisition of operating wind and/or solar plants includes both the purchase of existing assets and the acquisition of companies that own authorized and/or operational assets. Eligible Green Projects are or will be located in Europe, specifically in Italy, Romania, Spain, and the United Kingdom. New wind and/or solar plants are expected to be constructed or acquired within 24 months following the issuance of the Green Bond.

The Eligible Green Projects have been or will be developed in accordance with European Union and national legislation, which requires specific environmental screening before granting building permits. These projects are considered to contribute to climate mitigation by helping to avoid or reduce greenhouse gas (GHG) emissions, aligning with Alerion's strategy. Alerion expects that the Eligible Green Projects will also contribute to the UN Sustainable Development Goals, specifically Goal 7 ("Affordable and Clean Energy"), Goal 9 ("Industry Innovation and Infrastructure"), and Goal 13 ("Climate Action").

DNV concludes that the eligible categories outlined in the Framework are consistent with the categories outlined in the GBP and that expected environmental benefits are clear, precise, relevant, measurable and will be quantified for the eligible categories in the reporting. DNV also concludes that the refinancing practice respects the ICMA Green Bond Principles.

2. Principle Two: Process for Project Evaluation and Selection.

Alerion's Green Bond Framework is designed to finance wind and/or solar power generation projects as outlined earlier. To oversee the implementation and allocation process of the Green Bond, Alerion will establish a Green Bond Committee ("the Committee").

The Committee will be chaired by the Chairman of the Board of Directors and will include other Board Executive Directors, the Chief Financial Officer, and the Chief Operating Officer. The Committee will be responsible for monitoring the selection and allocation of funds to Eligible Green Projects and will oversee the following tasks:

- Identifying potential Eligible Green Projects;
 - Reviewing and approving the selection against the eligibility criteria stated in Section 1;
 - Monitoring the Eligible Green Project portfolio;
 - Managing any future update of the Green Bond Framework.
-

DNV has reviewed evidence showing that Alerion consistently evaluates opportunities for improvement and develops action plans and initiatives to mitigate negative environmental and social impacts from its operations. Alerion has also explained how the selected projects align with its broader sustainability strategy, goals, and objectives. DNV concludes that Alerion's Green Bond Framework accurately outlines the project evaluation and selection process, including the entities involved and the various phases.

3. Principle Three: Management of Proceeds

Upon receipt, the net proceeds from the Green Bond issuance will be managed by Alerion's Treasury Department and invested in cash or cash equivalents until allocation to Eligible Green Projects. Alerion will aim at achieving complete allocation of the proceeds from the Green Bond within 24 months from the issuance date, and no later than the maturity of the bond.

The Committee will review and approve allocations of bond proceeds to Eligible Green Projects on a regular basis, and details of the disbursements and the outstanding value will be tracked using Alerion's internal financial reporting system.

In case of divestment, or if a project becomes ineligible, Alerion will strive to replace it by another Eligible Green Project on a best effort basis.

DNV has reviewed the evidence presented and can confirm that the proceeds arising from the future issuances will be appropriately managed. The proceeds collected will be equal to the amount allocated to the eligible projects. Moreover, Alerion will aim to achieve complete allocation within 24 months from issuance. Alerion will manage the proceeds per bond.

4. Principle Four: Reporting.

An annual report will be prepared and made available on Alerion's website at www.alerion.it, with the status of the Green Bond's proceeds allocation, overview of the projects financed or refinanced, and the environmental impact, until full allocation of proceeds.

This report will include the following information:

1. *Allocation information:*
 - a. The total amount of investments and expenditures in Eligible Green Projects;
 - b. The amount and percentage of new and existing projects (financing and refinancing);
 - c. The balance of unallocated proceeds;
 - d. A brief description of the projects financed with the Green Bond.
2. Impact metrics: Alerion will also provide information on the expected output and environmental benefits of Eligible Green Projects. The relevant metrics will include:
 - a. Installed renewable energy capacity in MW
 - b. Expected or actual annual renewable energy generation in MWh or GWh
 - c. Estimated annual GHG emissions avoided (in tCO₂e)

The above-listed indicators are subject to the availability of information and baseline data and are based on methodologies that will be made publicly available.



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DNV can confirm that Alerion's Framework appropriately describes the procedures of reporting in line with the GBP. Alerion will report on the total amount of investments and expenditures, on the amount of new and existing projects, and on the balance of unallocated proceeds. Alerion has also provided impact metrics for its eligible projects, in line with best market practices.

Based on the information provided by Alerion and the work undertaken, it is DNV's opinion that the new bond meets the criteria established in the Protocol and that it is aligned with the stated definition of green bonds within the Green Bond Principles, which is to "enable capital-raising and investment for new and existing projects with environmental benefits".

for DNV Business Assurance Italy Srl

Vimercate, Italy / 18 November 2024

A handwritten signature in blue ink that reads "Giorgio Teresi".

Giorgio Teresi
Senior Consultant

A handwritten signature in blue ink that reads "Riccardo Arena".

Riccardo Arena
Technical Reviewer

About DNV

Driven by our purpose of safeguarding life, property, and the environment, DNV enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight.

With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.

SCHEDULE 1: DESCRIPTION OF CATEGORIES TO BE FINANCED AND REFINANCED THROUGH ALERION GREEN BOND FRAMEWORK

Eligible Project Category	Project	Location
Wind & Solar	Refinancing of existing wind and/or solar plants	Italy, Romania, Spain and UK
Wind & Solar	New wind and/or solar plants project design, development, manufacture and construction	Italy, Romania, Spain and UK
Wind & Solar	Acquisition of operating wind and/or solar plants	Italy, Romania, Spain and UK

SCHEDULE 2: GREEN BOND ELIGIBILITY ASSESSMENT PROTOCOL

1. Use of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a	Type of bond	<p>The bond must fall in one of the following categories, as defined by the Green Bond Principles:</p> <ul style="list-style-type: none"> • Green Use of Proceeds Bond • Green Use of Proceeds Revenue Bond • Green Project Bond • Green Securitized Bond 	<p>Review of:</p> <ul style="list-style-type: none"> - Alerion 2024 Green Bond Framework 	<p>The reviewed evidence confirms that the bond falls in the category: Green Use of Proceeds Bond.</p>
1b	Green Project Categories	<p>The cornerstone of a Green Bond is the utilization of the proceeds of the bond which should be appropriately described in the legal documentation for the security.</p>	<p>Review of:</p> <ul style="list-style-type: none"> - Alerion 2024 Green Bond Framework 	<p>As specified in the Framework the net proceeds of the bond will finance or refinance projects and acquisitions for projects falling under the following categories:</p> <p>Renewable Energy:</p> <ul style="list-style-type: none"> • Wind & Solar Power Projects <p>DNV’s assessment determined that these assets pose a low risk of GHG emissions compared to fossil fuels and qualify for inclusion under the Green Bond Principles within the Renewable Energy category. DNV believes that the eligible categories outlined in the Framework contribute to the achievement of the UN Sustainable Development Goals, specifically SDG 7 (Affordable and Clean Energy), SDG 9 (Industry, Innovation, and Infrastructure), and SDG 13 (Climate Action).</p>
1c	Environmental benefits	<p>All designated Green Project categories should provide clear environmentally sustainable benefits, which, where feasible, will be quantified or assessed by the issuer.</p>	<p>Review of:</p> <ul style="list-style-type: none"> - Alerion 2024 Green Bond Framework 	<p>The green project categories presented are aligned with the Green Bond Principles (GBP), and detailed explanations can be found in the "Use of Proceeds" section of the Framework.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				DNV's assessment determined that the environmental benefits are clear, precise, relevant, and measurable. These benefits will be quantified using the relevant metrics for the eligible categories in the reporting.
1d	Refinancing share	In the event that a proportion of the proceeds may be used for refinancing, it is recommended that issuers provide an estimate of the share of financing vs. re-financing, and where appropriate, also clarify which investments or project portfolios may be refinanced.	Review of: - Alerion 2024 Green Bond Framework	The Framework clearly states that the net proceeds will be used to finance or refinance, either fully or partially, future investments in Eligible Green Projects that meet the Green Bond Principles. Since Alerion plans to redeem its 2019-2025 Green Bond using part of the proceeds, the company specifies that if the Notes are issued for a total amount of 200 million euros, at least 30 million euros will be allocated to finance, either fully or partially, the Eligible Green Projects.

2. Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a	Investment-decision process	The issuer of a Green Bond should outline the decision-making process it follows to determine the eligibility of projects using Green Bond proceeds. This includes, without limitation: <ul style="list-style-type: none"> • A process to determine how the projects fit within the eligible Green Projects categories identified in the Green Bond Principles; • The criteria making the projects eligible for using the Green Bond proceeds; and • The environmental sustainability objectives 	Review of: - Alerion 2024 Green Bond Framework	According to the Alerion Green Bond Framework, the issuer has established a process to ensure that projects align with the categories described in the previous section. This process outlines the entities involved and the various phases. Additionally, the issuer has provided details on how ESG risks associated with the projects are identified and managed.
2b	Issuer's environmental	In addition to information disclosed by an issuer on its Green Bond process, criteria	Review of: - Alerion Sustainability Strategy;	DNV reviewed the Alerion Governance Framework Documents in addition to the Corporate Reporting and Budget Documentation.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
	and social and governance framework	and assurances, Green Bond investors may also take into consideration the quality of the issuer's overall framework and performance regarding environmental sustainability.	<ul style="list-style-type: none"> - Alerion Governance Framework; and - Alerion 2024 Green Bond Framework 	<p>Alerion's Governance frameworks form the basis for clear stakeholder reporting of relevant metrics such as GHG emissions, Energy generation, waste management, technological rollouts and other social and environmental metrics. The proposed reporting associated with the Alerion Green Bond is in line with their existing Governance Commitments and metrics to stakeholders and investors.</p> <p>DNV notes that the performance of the nominated assets within the bond have to be reported as a part of Alerion's periodic reporting as per the Alerion Green Bond Framework.</p> <p>Alerion has described how the selected projects fit within the issuer's wider sustainability strategy, goals and objectives.</p> <p>The selected reporting performance metrics for the nominated projects and assets as stated within the Green Bond Framework, are in line with the governance framework demonstrated by Alerion within the information provided on their website.</p> <p>We have also updated our high-level media review of Alerion. We have found no evidence to suggest that Alerion or any of the assets are or have been operating in breach of national or local environmental regulations.</p> <p>Based on the evidence reviewed, we found nothing to suggest that Alerion's governance framework is not in line with good practice of the industry in which it operates.</p>

3. Management of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
3a	Tracking procedure	The net proceeds of Green Bonds should be credited to a sub-account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner and attested to by a formal internal process that will be linked to the issuer's lending and investment operations for Green Projects.	Review of: - Alerion 2024 Green Bond Framework	<p>The evidence reviewed shows how Alerion plans to trace the bond's proceeds, from the time of issuance to the time of disbursement.</p> <p>The full amount of the proceeds will be managed within treasury or equivalent, and thereafter disbursed in accordance with the investment schedules and debt obligations.</p> <p>The details of the disbursement and the outstanding value will be tracked in Alerion's internal financial system. At the end of each financial period, the outstanding balance of the bond will be reviewed.</p>
3b	Tracking procedure	So long as the Green Bonds are outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible green investments or loan disbursements made during that period.	Review of: - Alerion 2024 Green Bond Framework	<p>The evidence reviewed shows that Alerion plans to trace the proceeds from the bond, from the time of issuance to the time of disbursement and reduce the net balance of proceeds by amounts in line with the assets investment and debt repayment schedules. At the end of each financial period, the outstanding balance of the bond will be reviewed.</p>
3c	Temporary holdings	Pending such investments or disbursements to eligible Green Projects, the issuer should make known to investors the intended types of temporary investment instruments for the balance of unallocated proceeds.	Review of: - Alerion 2024 Green Bond Framework	<p>DNV concluded that, according to the Framework, Alerion aims to fully allocate the bond proceeds within 24 months from the issuance date and no later than the bond's maturity.</p> <p>The net proceeds will be managed within the treasury or equivalent, tracked, and either fully and immediately disbursed where possible or held in equivalent green investments or cash equivalents until disbursement to the nominated assets, as outlined in the Alerion 2024 Green Bond Framework.</p>

4. Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a	Periodical reporting	In addition to reporting on the use of proceeds and the temporary investment of unallocated proceeds, issuers should provide at least annually a list of projects to which Green Bond proceeds have been allocated including - when possible with regards to confidentiality and/or competitive considerations - a brief description of the projects and the amounts disbursed, as well as the expected environmentally sustainable impact.	Review of: - Alerion 2024 Green Bond Framework	DNV concludes that, according to the Framework, Alerion will provide dedicated annual Green Bond Reporting. This will include both "Allocation Information" (total amount of investments and expenditures in Eligible Green Projects, the percentage of new and existing projects, the balance of unallocated proceeds, and a brief description of the projects financed or refinanced with the Green Bond) and "Impact Metrics" (including installed capacity in MW, expected or actual annual renewable energy generation in MWh or GWh, and estimated annual GHG emissions avoided in tCO2e).