



**ALERIONCLEANPOWER**  
THE WIND ENERGY COMPANY

## SECOND PARTY OPINION

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# ALERION CLEAN POWER GREEN BOND SECOND PARTY OPINION DATED 30 MARCH 2022

**Prepared by:** DNV Business Assurance Italy S.r.l.

**Location:** Milan, Italy

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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 Conduct<sup>1</sup> 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.

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<sup>1</sup> DNV Code of Conduct is available on the DNV website ([www.dnv.com](http://www.dnv.com))



# ALERION CLEAN POWER SPA

## GREEN BOND FRAMEWORK 2022

### 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, particularly in the wind sector.

Alerion currently manages 23 wind farms (of which 21 in Italy, one in Spain and one in Bulgaria), with a total gross installed capacity of approximately 750 MW, and plans to expand further in Europe, both in wind and solar sector. The Issuer intends to consolidate its presence at the European level in the renewable energies sector in terms of installed capacity and intends to reach such target through both the direct development of new projects and plants and the pursuit of targeted growth opportunities through acquisitions of plants that are already operational, or projects that are not yet operational.

Following this perspective, ALERION has developed a Sustainable Financing Framework 2022 (the “Framework”). The Framework has been developed to highlight how Alerion intends to continue to support its sustainability strategy and vision using green bonds in alignment with the ICMA Green Bond Principles (GBP) 2021 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:

- Wind & Solar
  - New project design, development, manufacture and construction;
  - Acquisition of operating projects;

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](http://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.

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## Basis of DNV's opinion

We have adapted our eligibility assessment protocol, which incorporates the requirements of the GBP, to create an ALERION-specific Green Bond Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion. The overarching principle behind the criteria is that a green bond should "enable 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 are guided by the requirement that an issuer of a green bond must use the funds raised to finance eligible activities. The eligible activities should produce clear environmental benefits.
- **Principle Two: Process for Project Evaluation and Selection.** The Project Evaluation and Selection criteria are guided by the requirements that an issuer of a green bond should outline the process it follows when determining eligibility of an investment using Green Bond proceeds and outline any impact objectives it will consider.
- **Principle Three: Management of Proceeds.** The Management of Proceeds criteria are guided by the requirements that a green bond should be tracked within the issuing organization, that separate portfolios should be created when necessary and that a declaration of how unallocated funds will be handled should be made.
- **Principle Four: Reporting.** The Reporting criteria are guided by the recommendation that at least Sustainability Reporting to the bond investors should be made of the use of bond proceeds and that quantitative and/or qualitative performance indicators should be used, where feasible.

## Work undertaken

Our work constituted a high-level review of the available information, based on the understanding that this information was provided to us by ALERION in good faith. We have not performed an audit or other tests to check the veracity of the information provided to us. The work undertaken 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 on 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.

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## 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.

"Eligible Green Projects" will include:

- New wind and/or solar farms project design, development, manufacture and construction;
- Acquisition of operating wind and/or solar farms. Including both the acquisition of operating assets as well as the acquisition of companies owning authorized and / or operating assets.

Eligible Green Projects will be located in Europe, in particular in Italy, Romania and Spain and are expected to be constructed or acquired during the 24 months following the issuance of the Green Bond.

The Eligible Green Projects will be constructed according to European Union and national legislation that requires specific environmental screening before receiving the building permit.

Eligible Green Projects are deemed to contribute to climate mitigation by helping to avoid or reduce greenhouse gas (GHG) emissions, in alignment with Alerion's strategy as previously discussed. Alerion anticipates that Eligible Green Projects will also contribute to the UN Sustainable Development Goals number 7 ("Affordable and Clean Energy"), 9 ("Industry Innovation and Infrastructure") and 13 ("Climate Action").

DNV undertook an analysis of the associated project type to determine the eligibility as "Green" in line with the GBP. Furthermore, respective environmental benefits as reported in the Framework have been object of evaluation.

Alerion has provided tables mapping its Eligible Green Categories and the United Nations Sustainable Development Goals ("UN SDGs"). The outlined types of project within each category and associated selection criteria is provided in the Framework in order to determine eligibility.

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 most of the eligible categories in the reporting.

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

Alerion's Green Bond Framework is for the financing of wind and/or solar power generation projects as previously described.

Alerion will establish a Green Bond Committee ("the Committee") to oversee the Green Bond implementation and the allocation process.

The Committee will be chaired by the Chairman of the Board of Directors, and composed of the other Board Executive Directors, together with the Chief Financial Officer and Chief Operating Officer.

The Committee will oversee the selection and allocation of funds to Eligible Green Projects and will be responsible for the following:

- Identifying potential Eligible Green Projects;
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- Reviewing and approving the selection against the eligibility criteria stated in Section 2.1;
- Monitoring the Eligible Green Project portfolio;
- Managing any future update of the Green Bond Framework.

DNV has reviewed evidence that demonstrates that ALERION regularly assesses opportunities for improvement and devises action plans and initiatives to mitigate negative environmental and social impacts from its operations.

DNV concludes that Alerion's Green Bond Framework appropriately describes the process of project evaluation and selection.

### **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.

### **4. Principle Four: Reporting.**

An annual report will be prepared and made available on Alerion's website at [www.alerion.it](http://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 balance of unallocated proceeds
  - c. 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 tCO<sub>2e</sub>)

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.

DNV can confirm that Alerion's Framework appropriately describes the procedures of reporting in line with the GBP.

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Based on the information provided by ALERION and the work undertaken, it is DNV's opinion that the 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 / 05 April 2022

A handwritten signature in blue ink, appearing to read "Riccardo Arena".

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Riccardo Arena  
Team Leader

A handwritten signature in blue ink, appearing to read "Mark Robinson".

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Mark Robinson  
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

<b>Eligible Project Category</b>	<b>Project</b>	<b>Location</b>
Wind & Solar	New Project Development and Construction	Italy, Romania, Spain
Wind & Solar	Acquisition of existing assets or acquisition of companies owning authorized and/or operating assets	Italy, Romania, Spain



## 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"> <li>• Green Use of Proceeds Bond</li> <li>• Green Use of Proceeds Revenue Bond</li> <li>• Green Project Bond</li> <li>• Green Securitised Bond</li> </ul>	<p>Review of:</p> <ul style="list-style-type: none"> <li>- ALERION 2022 Green Bond Framework</li> </ul> <p>Discussions with ALERION management</p>	<p>The reviewed evidence confirms that the BOND falls in the category: Green Use of Proceeds Bond.</p> <p>The specific type of Green Financing transaction will need to be further assessed on an individual basis.</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"> <li>- ALERION 2022 Green Bond Framework</li> </ul> <p>Discussions with ALERION management</p>	<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"> <li>• Wind &amp; Solar Power Projects</li> </ul> <p>DNV’s assessment concluded that these assets would present a low risk of GHG emissions relative to fossil fuels and qualify for inclusion under the Green Bond Principles within the Renewable Energy category.</p> <p>DNV is of the opinion that eligible category outlined in the Framework also contributes to the achievement of the UN SDGs and in particular of UN SDG n.7 (Affordable and Clean Energy), UN SDG n.9 (Industry Innovation and Infrastructure) and UN SDG n. 13 (Climate Action).</p>
1c	Environmental benefits	<p>All designated Green Project categories should provide clear environmentally sustainable benefits,</p>	<p>Review of:</p> <ul style="list-style-type: none"> <li>- ALERION 2022 Green Bond Framework</li> </ul>	<p>The presented green project category is aligned with GBP and detailed explanations are provided in the section “Use of Proceeds” of the Framework.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		which, where feasible, will be quantified or assessed by the issuer.	Discussions with ALERION management	DNV's assessment concluded that environmental benefits are clear, precise, relevant, measurable and will be quantified for most of 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 2022 Green Bond Framework  Discussions with ALERION management	In the Framework, it is clearly indicated that the net proceeds will be used to finance, in whole or in part, future investments in Eligible Green Projects qualified under the terms of the Green Bond Principles.  Accordingly, no estimations concerning the re-financing share have been included in the Framework.

## 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"> <li>• A process to determine how the projects fit within the eligible Green Projects categories identified in the Green Bond Principles;</li> <li>• The criteria making the projects eligible for using the Green Bond proceeds; and</li> <li>• The environmental sustainability objectives</li> </ul>	Review of: - ALERION Green Bond Framework 2022  Discussions with ALERION management	As per the ALERION Green Bond Framework, the issuer has set out the following criteria for project selection:  <b>Process for Project Evaluation and Selection</b>  Alerion will establish a Green Bond Committee ("the Committee") to oversee the Green Bond implementation and the allocation process.  The Committee will be chaired by the Chairman of the Board of Directors, and composed of the other Board Executive Directors, together with the Chief Financial Officer and Chief Operating Officer.  The Committee will be in charge of monitoring the selection and allocation of funds to Eligible Green Projects and will be responsible for the following:

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<ul style="list-style-type: none"> <li>Identifying potential Eligible Green Projects;</li> <li>Reviewing and approving the selection against the eligibility criteria stated in Section 2.1;</li> <li>Monitoring the Eligible Green Project portfolio;</li> <li>Managing any future update of the Green Bond Framework.</li> </ul> <p>DNV confirmed this process to define a clear and repeatable system by which projects may be identified and included or excluded from the Green Bond project pool. The Criteria making the projects eligible for inclusion contained within the Green Bond Framework were in line with the Green Bond Principles eligible categories and can be expected to result in quantifiable environmental benefits.</p>
2b	Issuer's environmental and social and governance framework	In addition to information disclosed by an issuer on its Green Bond process, criteria and assurances, Green Bond investors may also take into consideration the quality of the issuer's overall framework and performance regarding environmental sustainability.	<p>Review of:</p> <ul style="list-style-type: none"> <li>ALERION Sustainability and ALERION Governance Framework</li> <li>ALERION Sustainability Reporting</li> <li>ALERION 2022 Green Bond Framework</li> </ul> <p>Discussions with ALERION management</p>	<p>DNV reviewed the ALERION Governance Framework Documents in addition to the Corporate Reporting and Budget Documentation.</p> <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 pool is to be reported as a part of ALERION's periodic reporting as per the ALERION Green Bond Framework.</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 carried out a 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>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				Based on the evidence reviewed and the discussion we had with senior managers, we found nothing to suggest that ALERION's governance framework is not in line with good practice of the industry in which it operates.

### 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 2022 Green Bond Framework  Discussions with ALERION management	The evidence reviewed shows how ALERION plans to trace the BOND's proceeds, from the time of issuance to the time of disbursement.  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.  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.
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 2022 Green Bond Framework  Discussions with ALERION management	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.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
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 2022 Green Bond Framework  Discussions with ALERION management	DNV concluded that, based on the Framework, ALERION will aim at achieving complete allocation of the proceeds from the BOND within 24 months from the issuance date and no later than the maturity of the BOND.  The net proceeds of the BOND will be managed within treasury or equivalent, tracked and will be fully and immediately disbursed where possible or held in equivalent green investments or cash equivalent until disbursement to the nominated assets as per the ALERION 2022 Green Bond Framework.

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 2022 Green Bond Framework  Discussions with ALERION management	DNV concluded that, based on 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 amount of percentage of new and existing projects, the balance of unallocated proceeds, a brief description of the projects financed or refinanced with the Green Bond) , as well as the "Impact metrics", including installed capacity in MW, expected or actual annual renewable energy generation in MWh or GWh, estimated annual GHG emissions avoided (in tCO <sub>2</sub> e).