

SECOND PARTY OPINION

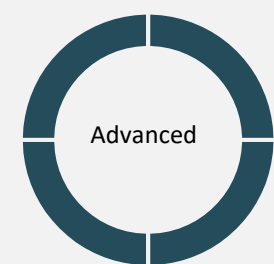
on the sustainability of Eurocaja Rural's Sustainability Bond Framework

V.E considers that Eurocaja Rural's Sustainability Bond Framework is aligned with the four core components of ICMA's Green Bond Principles 2021 (GBP) and Social Bond Principles 2021 (SBP)

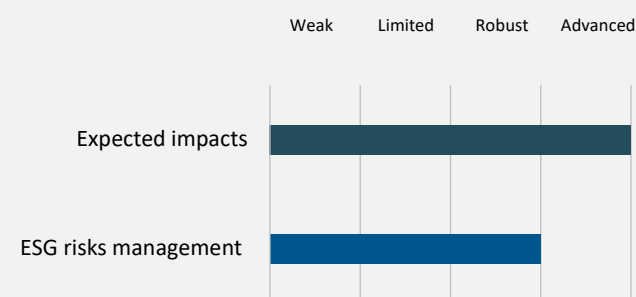


Framework

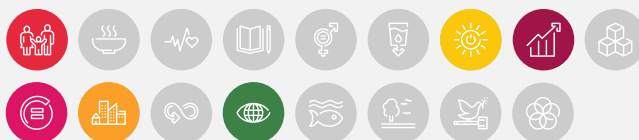
Contribution to Sustainability:



☒ Advanced
 ☐ Limited
☐ Robust
 ☐ Weak



SDG Mapping



Characteristics of the Framework

Green and Social Project Categories	⇒ Green buildings ⇒ Clean transportation ⇒ Renewable energy ⇒ Affordable housing & socioeconomic advancement and empowerment ⇒ Employment generation and/or maintenance
Project locations	Spain
Target Population	Defined for all categories
Existence of framework	Yes
Share of refinancing	To be disclosed before the issuance
Look back period	36 months maximum

Issuer

Controversial Activities

The Issuer appears to not be involved in any of the 17 controversial activities screened under our methodology:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> Alcohol | <input type="checkbox"/> Fossil fuels industry | <input type="checkbox"/> High interest rate lending | <input type="checkbox"/> Pornography |
| <input type="checkbox"/> Animal welfare | <input type="checkbox"/> Coal | <input type="checkbox"/> Human embryonic stem cells | <input type="checkbox"/> Reproductive medicine |
| <input type="checkbox"/> Cannabis | <input type="checkbox"/> Gambling | <input type="checkbox"/> Military | <input type="checkbox"/> Tar sands and oil shale |
| <input type="checkbox"/> Chemicals of concern | <input type="checkbox"/> Genetic engineering | <input type="checkbox"/> Nuclear power | <input type="checkbox"/> Tobacco |
| <input type="checkbox"/> Civilian firearms | | | |

ESG Controversies

Number of controversies	None
Frequency	N/A
Severity	N/A
Responsiveness	N/A

Coherence

Coherent
Partially coherent
Not coherent

V.E considers that the Sustainability Bond Framework is coherent with Eurocaja Rural's strategic sustainability priorities and sector issues and that it contributes to achieving the Issuer's sustainability commitments.

Key findings

V.E considers that Eurocaja Rural's Sustainability Bond Framework is aligned with the four core components of the GBP and SBP 2021.

Use of Proceeds – aligned with GBP and SBP

- Eligible Categories are clearly defined and detailed, the Issuer has communicated the nature of the expenditures, the eligibility criteria, the target populations for social categories and location of Eligible Projects.
- The Environmental and Social Objectives are clearly defined, these are relevant for all the eligible categories and set in coherence with sustainability objectives defined in international standards.
- The Expected Environmental and Social Benefits are clear and precise, these are considered relevant, measurable, and will be quantified for all the eligible categories in the reporting.
- The Issuer has committed to transparently communicate the estimated share of refinancing for each bond issuance in relevant market communications.
- The look-back period for refinanced eligible categories will be equal or less than 36 months from the issuance date, in line with market practices.

Evaluation and Selection – aligned with GBP and SBP, and best practices identified by VE

- The Process for Project Evaluation and Selection has been clearly defined by the Issuer and it is considered structured. The roles and responsibilities are clear and include relevant internal expertise. The Process is publicly disclosed in the hereby SPO.
- Eligibility criteria (selection and exclusion) for project selection have been clearly defined and detailed by the Issuer for all the eligible categories.
- The process applied to identify and manage potentially material E&S risks associated with the projects is publicly disclosed (in the herewith SPO. The identification of the environmental and social risks associated with the Eligible Projects are considered robust while the management, monitoring and control of these risks are still to be deployed (see detailed analysis on pages 17-19).

Management of Proceeds – aligned with GBP and SBP

- The Process for the Management and Allocation of Proceeds is clearly defined and detailed and is publicly available in the hereby SPO.
- The allocation period will be shorter or equal to 36 months.
- Net proceeds of the Bonds will be tracked by the Issuer in an appropriate manner and attested in a formal internal process.
- Information on the intended types of temporary placement for the balance of the unallocated net proceeds is publicly disclosed.
- The Issuer has committed that as long as the Bond is outstanding, the balance of the tracked net proceeds will be periodically adjusted to match allocations to eligible projects made during that period.
- The Issuer has provided information on the procedure that will be applied in case of project divestment or postponement and it has committed to reallocate divested proceeds to projects that are compliant with the bond framework.

Reporting – aligned with GBP and SBP and best practices identified by VE

- The Issuer has committed to report on the Use of Proceeds annually, until bond maturity. The report will be publicly available.
- The reporting will cover relevant information related to the allocation of Bond proceeds and to the expected sustainable benefits of the eligible categories. The Issuer has also committed to report on material developments/issues/controversies related to the projects.

- The reporting methodology and assumptions used to report on environmental and social benefits of the eligible categories will be publicly disclosed.
- An external auditor will verify the tracking and allocation of funds to eligible projects as well as indicators used to report on environmental and social benefits of the eligible categories, until full allocation and in case of material changes.

Contact

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SCOPE

V.E was commissioned to provide an independent opinion (thereafter “Second Party Opinion” or “SPO”) on the sustainability credentials and management of the Green and Social Bonds¹ (the “Bonds”) to be issued by Eurocaja Rural (the “Issuer” or “ECR”) in compliance with the Sustainability Bond Framework (the “Framework”) created to govern their issuances.

Our opinion is established according to V.E’s Environmental, Social and Governance (“ESG”) exclusive assessment methodology and to the latest version of the ICMA’s Green Bond Principles (“GBP”) and Social Bond Principles (“SBP”) voluntary guidelines – both edited in June 2021 (referred together as the “GBP & SBP”).

Our opinion is built on the review of the following components:

- Framework: we assessed the Framework, including the coherence between the Framework and the Issuer’s environmental and social commitments, the Bond’s potential contribution to sustainability and its alignment with the four core components of the GBP and SBP 2021.
- Issuer²: we assessed the Issuer’s management of potential stakeholder-related ESG controversies and its involvement in controversial activities³.

Our sources of information are multichannel, combining data (i) gathered from public sources, press content providers and stakeholders, (ii) from V.E’s exclusive ESG rating database, and (iii) information provided from the Issuer, through documents.

We carried out our due diligence assessment from July 20th, 2021 to August 18th, 2021. We consider that we were provided with access to all the appropriate documents and interviewees we solicited. To this purpose we used our reasonable efforts to verify such data accuracy.

Type of External Reviews supporting the Framework

<input checked="" type="checkbox"/>	Pre-issuance Second Party Opinion	<input checked="" type="checkbox"/>	Independent verification of impact reporting
<input checked="" type="checkbox"/>	Independent verification of funds allocation	<input type="checkbox"/>	Climate Bond Initiative Certification

¹ The “Green and Social Bonds” are to be considered as the bonds to be potentially issued, subject to the discretion of the Issuer. The name “Green Bond and Social Bond” has been decided by the Issuer: it does not imply any opinion from V.E.

² The Issuer is not part of our ESG performance rating universe.

³ The 17 controversial activities screened by V.E are: Alcohol, Animal welfare, Cannabis, Chemicals of concern, Civilian firearms, Coal, Fossil Fuels industry, Unconventional oil and gas, Gambling, Genetic engineering, Human embryonic stem cells, High interest rate lending, Military, Nuclear Power, Pornography, Reproductive Medicine and Tobacco.

COHERENCE

Coherent
Partially coherent
Not coherent

V.E considers that the Sustainability Bond Framework is coherent with Eurocaja Rural's strategic sustainability priorities and sector issues and that it contributes to achieving the Issuer's sustainability commitments.

According to the United Nations Environment Programme Finance Initiative⁴ (UNEP FI) the banking sector plays a crucial role in promoting sustainable development. The sector can lead the way to a more sustainable economy by lending to economic activities that yield the best return from society's point of view and by guiding customers and stakeholders to manage social and environmental challenges and opportunities. As the global economy's largest sector by market capitalisation, banks have great potential to support society's transition to a low carbon and sustainable economy. Their action is key in the promotion of effective solutions for the development of sustainable finance products and services, and the minimisation of the negative impact of their investments and activities on environment, people, and society. In terms of climate action, the banking sector can effectively contribute to these challenges by integrating ESG factors in their financing operations and by mobilising the resources needed to close the financial gap to meet the objective of the Paris Agreement to limit global temperature increase to well-below 2°C and towards 1.5°C above pre-industrial levels

Furthermore, the priority challenges of the financial sector in social aspects include the development of socially responsible financial products, financial inclusion, and the promotion of local economic and social development. A research conducted by Lincoln Institute of Land Policy revealed that of 200 cities around the world, 90% were considered unaffordable⁵. Therefore, the role of financial institutions is key in helping to address the challenge of housing costs and promote sustainable cities by making cities and human settlements inclusive. The financial sector also contributes to promoting inclusive and sustainable growth by supporting small and medium sized enterprises (SMEs), which in turn contribute to national economies by generating employment and advancing sustainable industrialisation and innovation.

Eurocaja Rural appears to acknowledge its role in the transition to a low-carbon economy as well as contributing towards the socio-economic development of society.

The Issuer's Sustainability Risks Integration Policy (or Sustainability Policy) addresses the sustainability commitments of Eurocaja Rural and establishes the general principles that apply to incorporate environmental, social and governance factors in investment decision-making processes and advice to third parties. The policy also responds to the regulatory requirements from Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 27, 2019 on the disclosure of information related to sustainability in the financial services sector.

In addition, Eurocaja Rural's ESG strategy focuses on providing financial solutions linked to the development of the sectors' environment, social, welfare, and culture, and preferential attention is given to disadvantaged locations. By financing these areas, ECR reinforces its commitment to local economic development.

It is also worth noting that ECR has a social foundation⁶ that aims to contribute to the socio-economic development of rural areas with special emphasis on associations and social enterprises that work for people with disabilities and innovative entrepreneurs.

By creating a Framework to finance and refinance projects related to renewable energy, green buildings, clean transportation, social housing, and SME financing, the Issuer coherently aligns with its sustainability strategy and addresses important environmental and social issues of the financial sector.

⁴ UNEP FI website <https://www.unepfi.org/banking/banking/>

⁵ https://www.lincolnst.edu/sites/default/files/pubfiles/kallergis_wp18ak1.pdf

⁶ <https://eurocajarural.fun/>

FRAMEWORK

The Issuer has described the main characteristics of the Bonds within a formalised Framework (the last updated version was provided to V.E on August 18th, 2021) which covers the four core components of the GBP & SBP 2021. The Issuer has committed to make this document publicly accessible on its website⁷, in line with good market practices.

Alignment with the Green Bond Principles and Social Bond Principles

Use of Proceeds



The net proceeds of the Bonds will exclusively finance or refinance, in part or in full, projects falling under three Green Project Categories and two Social Project Categories ("Eligible Categories"), as indicated in Table 1.

- Eligible Categories are clearly defined and detailed, the Issuer has communicated the nature of the expenditures, the eligibility criteria, the target populations for social categories and location of Eligible Projects.
- The Environmental and Social Objectives are clearly defined, these are relevant for all the eligible categories and set in coherence with sustainability objectives defined in international standards.
- The Expected Environmental and Social Benefits are clear and precise, these are considered relevant, measurable, and will be quantified for all the eligible categories in the reporting.
- The Issuer has committed to transparently communicate the estimated share of refinancing for each bond issuance in relevant market communications.
- The look-back period for refinanced eligible categories will be equal or less than 36 months from the issuance date, in line with market practices.

BEST PRACTICES

- ⇒ The definition and eligibility criteria (selection and exclusion) are clear and in line with international standards for all categories.
- ⇒ Relevant environmental and social benefits are identified and measurable for all project categories.
- ⇒ The Issuer has committed to transparently communicate the estimated share of refinancing for each bond issuance in relevant market communications.

⁷ <https://eurocajarural.es/sostenibilidad>

Table 1. V.E' analysis of Eligible Categories, Sustainability Objectives and Expected Benefits as presented in the Issuer's Framework.

- Nature of expenditures: Acquisition, CAPEX, OPEX, mortgages and loans
- Location of Eligible Projects: Spain

ELIGIBLE CATEGORIES	DESCRIPTION	SUSTAINABILITY OBJECTIVES AND BENEFITS	V.E'S ANALYSIS
Green Buildings	Financing or investing on the acquisition and/or construction of buildings, housing and premises that are either: (i) Among the top 15% on energy performance of the relevant national stock; or (ii) Have an energy efficiency certificate (EPC) class A or B (or any other equivalent independent certification).	<u>Climate Mitigation</u> Energy savings Avoidance of GHG emissions	The Eligible Category is clearly defined. The Issuer has communicated the nature of the expenditures, the eligibility criteria, and location of the Eligible Project. The Environmental Objective is clearly defined, relevant, and set in coherence with sustainability objectives defined in international standards. The expected Environmental Benefits are clear, relevant, measurable, and will be quantified in the reporting.
Clean Transportation	Financing of projects on passenger or freight transport with low CO ₂ emissions, limited to electric and hybrid vehicles (with an emissions' performance of <50gm CO ₂ /km).	<u>Climate Mitigation</u> Avoidance of GHG emissions	The Eligible Category is clearly defined. The Issuer has communicated the nature of the expenditures, the eligibility criteria, and location of the Eligible Projects. The Environmental Objective is clearly defined, relevant, and set in coherence with sustainability objectives defined in international standards. The expected Environmental Benefit is clear, relevant, measurable, and will be quantified in the reporting.
Renewable Energy	Financing or investing on the acquisition, development and/or improvement of projects related to the generation of renewable energy, limited to, those based on solar photovoltaic (PV) or concentrated solar power (CSP) technology; or wind power, either on- or off-shore.	<u>Climate Mitigation</u> Increase the share of renewable energy in the energy mix Avoidance of GHG emissions	The Eligible Category is clearly defined. The Issuer has communicated the nature of the expenditures, the eligibility criteria, and location of the Eligible Projects. The Environmental Objective is clearly defined, relevant, and set in coherence with sustainability objectives defined in international standards. The expected Environmental Benefits are clear, relevant, measurable, and will be quantified in the reporting.

ELIGIBLE CATEGORIES	DESCRIPTION	SUSTAINABILITY OBJECTIVES AND BENEFITS	V.E'S ANALYSIS
Affordable housing ⁸ & socioeconomic advancement and empowerment	<p>Mortgages or lending granted to individuals considered as underserved, owing to a lack of quality access to essential goods and services; or to aging populations and vulnerable youth.</p> <p><u>Target population:</u> This considers mortgages for own residence purposes⁹ or lending to individuals that, at the time of the lending, have an income below the median in Spain¹⁰; or mortgages for own residence purposes that, at the time of the lending, (i) are self-employed, (ii) are individual contractors, (iii) are 50 years old (or older); or (iv) are 28 years old (or younger)¹¹.</p>	<p><u>Access to housing</u></p> <p>Increase in the number of available affordable housing</p> <p><u>Financial Inclusion</u></p> <p>Increase the availability and equality of opportunities to access financial services to underserved populations</p>	<p>The Eligible Category is clearly defined. The Issuer has communicated the nature of the expenditures, the eligibility criteria, and location Eligible Projects. The target populations have been clearly identified.</p> <p>The Social Objectives are clearly defined, relevant, and set in coherence with sustainability objectives defined in international standards.</p> <p>The expected Social Benefits are clear, relevant, measurable, and will be quantified in the reporting.</p>
Employment generation and/or maintenance	<p>Financing for micro, or small and medium size enterprises (SME)¹², to promote the development of their economic activities and thus stimulate the generation and maintenance of employment.</p> <p><u>Target population:</u> Micro, or small and medium size enterprises located in disadvantaged regions of Spain¹³.</p>	<p><u>Financial Inclusion</u></p> <p>Increase the availability and equality of opportunities to access financial services to SMEs</p> <p><u>Employment Generation</u></p> <p>Promote job creation and or/maintenance</p>	<p>The Eligible Category is clearly defined. The Issuer has communicated the nature of the expenditures, the eligibility criteria, and location Eligible Projects. The target populations have been clearly identified.</p> <p>The Social Objectives are clearly defined, relevant, and set in coherence with sustainability objectives defined in international standards.</p> <p>The expected Social Benefits are clear, relevant, measurable, and will be quantified in the reporting.</p>

⁸ According to the definition of the relevant national regulation.

⁹ Defined as *vivienda habitual* in Spain, following national definition.

¹⁰ According to the National Institute of Statistics of Spain (INE).

¹¹ The age range of below 28 and above 50 is established with reason to ECR desire to provide access to loans for these groups of the population who are otherwise marginally underserved in Spain, given (i) their lack of credit history and accumulated earnings wealth, or (ii) their options for renew of or new housing loans (mortgages) is significantly reduced given the expected working life is likely to be shorter than the term of the mortgage.

¹² According to the definition of the relevant national regulation.

¹³ Those with a gross domestic product per capita below the national average. In addition, the Issuer has provided an exclusion list (please refer to page 11).

SDG Contribution

The Eligible Categories are likely to contribute to six of the United Nations' Sustainable Development Goals ("SDGs"), namely:

ELIGIBLE CATEGORY	SDG	SDG TARGETS
Affordable housing & socioeconomic advancement and empowerment	 1 No Poverty	1.4 Ensure that all men and women, in particular the poor and the vulnerable, have equal rights to economic resources, as well as access to basic services, ownership and control over land and other forms of property, inheritance, natural resources, appropriate new technology and financial services.
Renewable Energy	 7 Affordable and Clean Energy	7.2 By 2030, increase substantially the share of renewable energy in the global energy mix.
Green Buildings		7.3 By 2030, double the global rate of improvement in energy efficiency.
Employment generation and/or maintenance	 8 Decent Work and Economic Growth	8.3 Promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity and innovation, and encourage the formalization and growth of micro-, small- and medium-sized enterprises, including through access to financial services.
Affordable housing & socioeconomic advancement and empowerment Employment generation and/or maintenance	 10 Reduced Inequalities	10.2 Strengthen and promote the social, economic and political inclusion of all people, regardless of their age, sex, disability, race, ethnicity, origin, religion or economic situation or other condition.
Affordable housing & socioeconomic advancement and empowerment		11.1 By 2030, ensure access for all to adequate, safe and affordable housing and basic services and upgrade slums.
Clean Transportation	 11 Industry, Innovation and Infrastructure	11.2 By 2030, provide access to safe, affordable, accessible and sustainable transport systems for all, improving road safety, notably by expanding public transport, with special attention to the needs of those in vulnerable situations, women, children, persons with disabilities and older persons.
Green Buildings		11.3. By 2030, enhance inclusive and sustainable urbanization and capacity for participatory, integrated and sustainable human settlement planning and management in all countries.
Renewable Energy Clean Transportation Green Buildings	 13 Climate Action	The projects and related assets are likely to contribute to SDG 13 which consists in adopting urgent measures to combat climate change and its impacts.

Evaluation and Selection of Eligible Projects



- The Process for Project Evaluation and Selection has been clearly defined by the Issuer and it is considered structured. The roles and responsibilities are clear and include relevant internal expertise. The Process is publicly disclosed in the hereby SPO.
- Eligibility criteria (selection and exclusion) for project selection have been clearly defined and detailed by the Issuer for all the eligible categories.
- The process applied to identify and manage potentially material E&S risks associated with the projects is publicly disclosed (in the herewith SPO. The identification of the environmental and social risks associated with the Eligible Projects are considered robust while the management, monitoring and control of these risks are still to be deployed (see detailed analysis on pages 17-19).

Process for Project Evaluation and Selection

- For the purpose of the Bonds, a Sustainable Finance Committee (the “Committee”) has been created.
This Committee is composed of the following:
 - Chief Financial Office
 - Commercial Division Director
 - Corporate Governance Director
 - Human Resources & Corporate Social Responsibility Director
 - Sustainability Director
 - Media Division Director
- The Committee is responsible for:
 - The identification, evaluation and selection of Eligible Projects (in collaboration with the Credit Risk department which will be evaluating the financial viability of the eligible projects beforehand);
 - The management of the bonds’ proceeds;
 - The reporting on the proceeds’ allocation and on the environmental and social impact of projects financed;
 - Overseeing the review process of the Framework and impact reports;
 - If necessary, update the Framework to ensure alignment with relevant market standards and best practices.
- The traceability and verification of the selection and evaluation of the projects is ensured throughout the process:
 - The Issuer reports that the Committee will be in charge of monitoring the compliance of the selected projects with the eligibility criteria, every six months, throughout the life of the bond/loan. In case a project does no longer comply with the eligibility criteria, the Issuer commits to replace it with a new eligible project.

- The Issuer reports that the Committee will be in charge of monitoring potential ESG controversies associated to the selected projects, every six months, throughout the life of the bonds/loans. In case a project faces an ESG controversy, the Issuer will review the controversy in the next Committee meeting, and if appropriate, the project will be removed and replaced with a new eligible project as soon as possible to make up for the equivalent allocation.
- The Committee will meet every six months, and the meetings will be subject to meeting minutes.

Eligibility Criteria

The process relies on explicit eligibility criteria (selection and exclusion), relevant to the environmental and social objectives defined for the Eligible Categories.

- The selection criteria are based on definitions in Eligible Categories defined Table 1 in the Use of Proceeds section.
- The Issuer reports on the following exclusion criteria for businesses and projects:
 - Nuclear power generation
 - Fossil fuel power generation
 - Power generation from hydro and biofuel using primary generation feedstock
 - Activities related to the research, and /or development of products of business (regardless of size) within weapons / defence, spirits & liquors, tobacco, gambling / adult entertainment sectors.

BEST PRACTICES

- ⇒ Eligibility and exclusion criteria for project selection are clearly defined and detailed for all of the eligible categories.
- ⇒ The Issuer reports that it will monitor compliance of selected projects with eligibility and exclusion criteria specified in the Framework throughout the life of the bonds and has provided details on content, frequency, duration and on procedure adopted in case of non-compliance.
- ⇒ The Issuer reports that it will monitor potential ESG controversies associated with the projects throughout the life of the bonds and has provided details on frequency, content and procedures in case a controversy is found on a project.

Management of Proceeds



- The Process for the Management and Allocation of Proceeds is clearly defined and detailed and is publicly available in the hereby SPO.
- The allocation period will be shorter or equal to 36 months.
- Net proceeds of the Bonds will be tracked by the Issuer in an appropriate manner and attested in a formal internal process.
- Information on the intended types of temporary placement for the balance of the unallocated net proceeds is publicly disclosed.
- The Issuer has committed that as long as the Bond is outstanding, the balance of the tracked net proceeds will be periodically adjusted to match allocations to eligible projects made during that period.
- The Issuer has provided information on the procedure that will be applied in case of project divestment or postponement and it has committed to reallocate divested proceeds to projects that are compliant with the bond framework.

Management Process

- The net proceeds of the Bonds will be credited to the Issuer's general treasury account.
- The proceeds will be managed and monitored by Eurocaja's Intervention and Sustainability teams which will establish a register tracking all investments into Eligible Projects.
- The projects will be matched by the Sustainable Finance Committee to an amount equal to the net proceeds of the Sustainability Debt Instruments issued under the Framework.
- The unallocated proceeds will be held in the form of any type of fixed income instrument (e.g., cash, government securities, securitisations and/or covered bonds) and management in compliance with the Issuer's liquidity management policy. The Issuer also reports unallocated proceeds can be used for short-term repayment of other debt facilities before their allocation to Eligible Projects.
- In case of projects postponement, cancelation, divestment or ineligibility, or in case an Eligible Project has matured, the Issuer has committed to replace the no longer Eligible Project by a new Eligible Project.

BEST PRACTICES

- ⇒ The Issuer has committed not to invest temporarily unallocated net proceeds in GHG intensive activities or controversial activities.
- ⇒ The Issuer has provided information on the procedure that will be applied in case of project divestment or postponement and it has committed to reallocate divested proceeds to projects that are compliant with the bond framework.

Monitoring & Reporting

Not Aligned	Partially Aligned	Aligned	Best Practices
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- The Issuer has committed to report on the Use of Proceeds annually, until bond maturity. The report will be publicly available.
- The reporting will cover relevant information related to the allocation of Bond proceeds and to the expected sustainable benefits of the eligible categories. The Issuer has also committed to report on material developments/issues/controversies related to the projects.
- The reporting methodology and assumptions used to report on environmental and social benefits of the eligible categories will be publicly disclosed.
- An external auditor will verify the tracking and allocation of funds to eligible projects as well as indicators used to report on environmental and social benefits of the eligible categories, until full allocation and in case of material changes.

Indicators

The Issuer has committed to transparently communicate at Bond level, on:

- Allocation of proceeds: The indicators selected by the Issuer to report on the allocation of proceeds are relevant and exhaustive.

REPORTING INDICATORS
⇒ The list of Eligible Projects (re)financed, including a brief description
⇒ The aggregated amount of (re)allocated net proceeds to Eligible Projects
⇒ The balance of the unallocated proceeds and the type of temporary placements (when feasible)
⇒ The proportion of financing vs refinancing (%) and average lookback period of the projects allocated to each bond
⇒ The proportion of co-financing (if any) (%)

Environmental and social benefits: The indicators selected by the Issuer to report on the environmental and social benefits are clear and relevant. Of note, the Issuer only provided examples of environmental and social indicators.

ELIGIBLE CATEGORIES	ENVIRONMENTAL BENEFITS INDICATORS	
	OUTPUTS AND OUTCOMES	IMPACT INDICATORS
Green Buildings	<ul style="list-style-type: none"> - Location and type of certified Green Buildings - Energy consumption (kWh/m² per year) 	Estimated tones of CO ₂ avoided per year
Clean transportation	<ul style="list-style-type: none"> - Length of tracks built for mass public transport - Number of electric vehicles provided 	Estimated tones of CO ₂ avoided per year

ELIGIBLE CATEGORIES	ENVIRONMENTAL BENEFITS INDICATORS	
	OUTPUTS AND OUTCOMES	IMPACT INDICATORS
Renewable energy	<ul style="list-style-type: none"> - Expected MW of clean energy provided - Number, location and type of solar farms or wind farms financed 	Estimated tones of CO ₂ avoided per year

ELIGIBLE CATEGORIES	SOCIAL BENEFITS INDICATORS	
Affordable housing & socioeconomic advancement and empowerment	<ul style="list-style-type: none"> - Number of affordable housing units financed - Number of loans to underserved population - If possible, the number of people benefiting from these loans 	
Employment generation and/or maintenance	<ul style="list-style-type: none"> - Number of micro-enterprises, and SME loans - Number of people employed by micro-enterprises or SMEs - If possible, the number of people benefiting from these loans 	

Contribution to sustainability

BEST PRACTICES
<ul style="list-style-type: none"> ⇒ The Issuer will report on the Use of Proceeds until bond maturity. ⇒ The Issuer's report will be publicly available. ⇒ The reporting will cover relevant information related to the allocation of Bond proceeds and to the expected sustainable benefits of the projects. The Issuer has also committed to report on material development related to the projects, including ESG controversies. ⇒ The indicators selected by the Issuer are exhaustive with regards to allocation reporting. ⇒ The indicators selected by the Issuer are clear and relevant and cover all expected benefits associated with the Eligible Categories. ⇒ The reporting methodology and assumptions used to report on environmental and social benefits of the Eligible categories will be disclosed publicly. ⇒ Environmental & social benefits and impacts will be externally verified, until full allocation and in case of material changes.

Expected Impacts

The potential positive impact of the eligible projects on environmental and social objectives is considered to be advanced.

ELIGIBLE CATEGORY	EXPECTED IMPACT	ANALYSIS
Green Buildings	ADVANCED	<p>According to the 2018 GHG inventory¹⁴, the construction industry is the second highest emitting activity (19%) and the residential, commercial and institutional sector accounts for 9% of emissions. According to the International Energy Agency (IEA), Spain's energy and climate policies over the coming decade outline a number of policy actions in various sectors to support the country's climate targets such as a 39.5% improvement in energy efficiency through refurbishments, increase in the use of renewable heating in the residential and commercial sectors and promotion of energy efficiency and fuel switching in the industry sector.¹⁵</p> <p>The eligible projects are in line with best international standards and contribute to energy efficiency of buildings and the objective of climate mitigation. The category has a positive potential impact both locally, through reduced energy consumption, and globally, through reduced GHG emissions. Nonetheless, the category includes new construction which has an absolute effect on energy consumption and on land use and therefore has a less positive impact compared with renovation.</p>
Clean transportation	ADVANCED	<p>In 2018, a total of 24% of global CO₂ emissions from fuel combustion came from transportation.¹⁶ According to the International Council on Clean Transportation (ICCT)¹⁷, electric vehicles are several times more efficient in converting energy into vehicle movement than conventional gasoline and diesel vehicles. They are much more compatible with renewable energy sources. In addition, according to the 2018 GHG inventory, the transport sector is the main contributor to GHG emissions in Spain, generating 27% of the country's emissions. Long-term planning scenarios indicate that the global vehicle fleet will have to be almost entirely made up of electric vehicles, powered mostly by renewable sources by 2050, if the world is to avoid worst-case global climate-change scenarios. Clean transport not only has a global benefit through avoided GHG emissions, it also has a local impact through improved air quality. Eligible Projects seek to achieve advanced environmental benefits by adopting the EU Taxonomy Climate Delegated Act screening criteria, which are considered to be the most stringent to date.</p>
Renewable Energy	ADVANCED	<p>According to the European Energy Agency¹⁸ public electricity and heat production contribute to around 30% of all CO₂ emissions and 26% of all GHG emissions in the EU-27. In addition, the promotion of renewable energy and energy efficiency is key to addressing the national challenges of reducing the carbon footprint. Renewable energy projects are key to building a sustainable national energy matrix. According to data from the International Energy Agency (IEA) in 2019, just over 40% of Spain's energy is generated from fossil resources (coal, oil and gas), while around 37% comes from solar, wind, hydroelectric and biofuel resources.</p> <p>Spain targets a 42% share of renewables in energy end use (increasing renewable power installations and boosting the use of renewable gases in the power sector).¹³ These proportions demonstrate the current transition process of the Spanish electricity generation system. Investment in renewables remains key to achieving climate change mitigation goals. The eligible projects will contribute to addressing this challenge.</p> <p>Information on the sourcing of panels and if the majority will be installed on roof or on ground could be valuable for minimising negative impacts. No lock-in effect is expected for wind and solar. The category follows the best alternative available in the sector to contribute to the claimed objective of climate mitigation.</p>

¹⁴ <https://www.lamoncloa.gob.es/lang/en/gobierno/news/Paginas/2019/20190610co2-emissions.aspx>

¹⁵ <https://www.iea.org/reports/spain-2021>

¹⁶ IEA website <https://www.iea.org/reports/tracking-transport-2019>

¹⁷ ICCT website <https://theicct.org/programs/electric-vehicles>

¹⁸ EEA website <https://www.eea.europa.eu/data-and-maps/indicators/emissions-co2-so2-nox-from-1>

ELIGIBLE CATEGORY	EXPECTED IMPACT	ANALYSIS
Affordable housing & socioeconomic advancement and empowerment	ADVANCED	Access to housing has been one of the most prevalent social concerns in Spain given the growth in the price of housing in recent years, making it inaccessible for a significant part of the population. According to the OECD, Spain has low spending on social housing and the share of rental social housing as a share of total housing stock in 2019 was one of the lowest in the OECD, at 1.1% %, compared to the OECD average of 6% ¹⁹ . Therefore, financial institutions have a key role in ensuring access to affordable housing by financing mortgages or loans to target populations most in need. The eligibility criteria for affordable housing targets vulnerable populations and tends to support ownership and control over property.
Employment generation and/or maintenance	ADVANCED	Financing SMEs in deprived economic zones is a relevant issue for the banking sector. SMEs are selected following relevant selection and exclusion criteria, ensuring that the projects will target the population most at need. Supporting economic activity through SMEs has potential long-term impacts by creating more employment opportunities for a disadvantaged population. In addition, the Issuer's Foundation (Fundación Eurocaja Rural) provides other services to promote empowerment and local development, such as training courses which can be accessed by SMEs, supporting the empowerment of target populations beyond the provision of loans.
OVERALL ASSESSMENT	ADVANCED	

¹⁹ <https://www.oecd.org/economy/surveys/Spain-2021-OECD-economic-survey-overview.pdf>

ESG Risks Identification and Management systems in place at project level

Since all projects will be located in Spain, which is part of the Designated Countries of the Equator Principles, the projects are deemed to have robust environmental and social governance, as well as legislation systems and institutional capacity designed to protect their people and the natural environment. The Issuer relies on national legislation for specific risks and on other relevant documentation to demonstrate the respect of this legislation.

The identification of the environmental and social risks associated with the Eligible Projects are considered robust while the management, monitoring and control of these risks are still to be deployed. The Issuer reports to have recently engaged an independent external ESG consultant to assist in ECR's development of procedures and systems to analyse, review and act on ESG considerations within its lending portfolios and aiming to be aligned with European best practices.

ESG due diligence

The Issuer reports that each project is reviewed through ECR's comprehensive risk management model (The Financial Risk Policy, run by the Financial Risk Committee), designed to incorporate risk and economic criteria into the decision making. ECR reports that their Financial Risk Policy include credit risk, concentration risk, counterparty risk, operational risk, interest rate risk, market risk, liquidity risk, legal risk, capital risk, reputational risk and sustainability risk.

In addition, in March 2021, the Issuer has created a Sustainability Risk Integration Policy which defines the three pillars of the ESG Integration process:

1. Obtaining and selecting the information to be analysed: ECR relies on various sources of information, allowing collection through third parties such as providers of specialized ESG information, from public information about companies and financial assets or instruments they might consider lending towards, or through direct requests for information. This information will be obtained to allow integration of ESG information.
2. Undertaking the analysis: ECR will review ESG information obtained as part of the lending decision making process, involving the Sustainability Committee for review and comment where necessary. This analysis will form the backbone of ECR's future ESG integration approach.
3. Control and review of ESG risks: ECR is developing monitoring and control mechanisms for ESG information, both for the Entity's investments, as well as in the provision of investment advisory services to clients.

Moreover, the Issuer reports that Eurocaja's Sustainability Committee is responsible for implementing and assessing the Sustainability Risk or ESG policy. The Committee has the following responsibilities:

- Define the environmental, social and good governance factors and risks to which the Entity is exposed, both due to the activity itself, as well as the activity of counterparties, clients and institutions, which may affect its balance sheet;
- Promote methods and tools for the identification and management of environmental, social and good governance risks;
- Monitor the parameters that allow the entity's ESG work to be measured and controlled;
- Propose to the Governing Council of the entity, measures and actions within its competence when it considers it so;
- Ensure compliance with defined ESG policies.

ENVIRONMENTAL RISKS

The Issuer reports that it has no visibility on whether the projects are managed under an Environmental Management System (EMS). In addition, the Issuer reports that Environmental Impact Assessments (EIA) are reviewed when available, however they are not a mandatory element of the lending screening process.

An area for improvement consists in requiring borrowers to cover their projects under an EMS, and to conduct EIA of all the projects.

Moreover, the Issuer reports that as part of its broader processes for reviewing lending and investments it takes into considerations activities that positively affect the environment including the non-pollution of air and water, the fight against climate change, the reduction of greenhouse gas emissions, energy efficiency, respect for biodiversity, the use of renewable energies, etc. The Issuer also reports that these issues are considered during the screening of projects by the Sustainability Committee.

An area for improvement consists in establishing regular monitoring of environmental issues associated to the Issuer's lending including on environmental/industrial accidents, environmental inconveniences, and waste reduction and management.

Environmental risks associated to SMEs and Social Housing

SMEs: For the purpose of the sustainable bonds, the Issuer has set up a list which provides the restrictions on lending by excluding industries that are associated with significant environmental concerns. Although this exclusion list covers SMEs, the Issuer reports to not conduct an assessment and monitoring of the environmental performance of the SMEs to be financed, nor to include environmental responsibility clauses in the loans provided to SMEs. This is particularly important as the collective impact of the sector is large, although the CSR impact at individual SME level is not as significant compared to large corporations²⁰. Eurocaja Rural reports to be working in implementing environmental considerations in its risk admission and monitoring procedures, to be completed in the first semester of 2022.

An area for improvement consists in assessing the environmental impact of SMEs to be financed and to regularly monitor their performance after the granting of loans.

Social Housing: The Issuer reports not to evaluate the environmental performance and impact of social housing. However, Eurocaja Rural offers special prices for those houses that have better energy efficiency certificate (EPC) class A or B.

An area for improvement consists in evaluating the environmental performance, including the energy and water performance, of all the social housings to be financed through eligible mortgages and loans and, at least, to exclude from eligible mortgages and loans housings with the lowest energy performance.

SOCIAL RISKS

Social risks associated to green projects

The Issuer reports not to have any measures in place to prevent and control risks related to the respect of fundamental human and labour rights, health and safety, and dialogue with local stakeholders and communities, which may be associated to the green projects.

Social performance of SMEs

For the purpose of the sustainable bonds, the Issuer has set up a list which provides the restrictions on lending by excluding industries that are associated with significant social responsibility concerns. Although this exclusion list covers SMEs, the Issuer reports to not conduct an assessment and monitoring of social performance of the SMEs to be financed on issues related to human rights, labour rights or working conditions of SMEs financed. The Issuer also does not include social responsibilities clauses in the loans provided to SMEs. However, the Issuer reports to be working to implement social performance considerations in its risk admission and monitoring procedures in the first semester of 2022.

An area for improvement consists in assessing the social performance of SMEs to be financed and to regularly monitor their performance after the granting of loans.

Access to basic services and home safety conditions

The Issuer reports that all social housing has an independent valuation that ensures the housing has access to essential services. In addition, during the risk admission process Eurocaja Rural requests for documentation such as the architect's final certificate and the certificate of completion of the house. The Issuer declares that all social housing is built to regulatory Health and Safety standards.

²⁰ https://ec.europa.eu/environment/sme/index_en.htm

Responsible relations with clients

Although there is no formalised policy on non-discrimination, Eurocaja Rural reports to provide financing for all and to not exclude anyone from its lending for non-economic reasons. The issuer declares to also not have any positive discrimination for any category.

Regarding transparent information to clients, Eurocaja Rural reports to have implemented all the necessary measures to ensure that the information to the clients is clear and accurate, following Spanish law.

Eurocaja Rural reports to have implemented in its risk admission and monitoring policies the necessary procedures to prevent over-indebtedness of clients by controlling the credit capacity of beneficiaries which is ensured through the Issuer's Credit Risk Policy, and the Financial Risk Policy Manual. It is worth noting that Eurocaja Rural's non-performing loans ratio stood at 2.04%²¹ at the end of 2020, making it one of the best ratios in the sector in Spain. This ratio represents loans/balances that are overdue for more than 3 months and not paid, together with those balances, overdue or not, on which there is reasonable doubt about their full repayment on time and provided contractually, of the total loan portfolio.

Moreover, Eurocaja Rural reports having a specific department that handles customer complaints. The procedure in case of claims or disputes or in the event that the client cannot pay is included within the Issuer's risk policies.

BUSINESS ETHICS RISKS

The Issuer reports that its Know-Your-Client (KYC) procedure takes into account governance issues, including prevention of money laundering and conflict of interest through due diligence processes. This is ensured by requesting specific documentation from clients and conducting verifications on the information. This procedure applies to all the projects to be financed by the bonds.

²¹ <https://eurocajarural.es/institucional/inversores?idCategoria=138&anio=2020&idioma=EN&indexCategoria=3&indexAnio=0>

ISSUER

Management of ESG Controversies

As of today, the review conducted by V.E did not reveal any ESG controversy against Eurocaja Rural over the last four years.

Involvement in Controversial Activities

The Issuer does not appear to be involved in any of the 17 controversial activities screened under our methodology, namely: Alcohol, Animal welfare, Cannabis, Chemicals of concern, Civilian firearms, Coal, Fossil Fuels industry, Unconventional oil and gas, Gambling, Genetic engineering, Human embryonic stem cells, High interest rate lending, Military, Nuclear Power, Pornography, Reproductive Medicine and Tobacco.

The controversial activities research provides screening of companies to identify involvement in business activities that are subject to philosophical or moral beliefs. The information does not suggest any approval or disapproval on their content from V.E.

METHODOLOGY

In V.E's view, Environmental, Social and Governance (ESG) factors are intertwined and complementary. As such they cannot be separated in the assessment of ESG management in any organisation, activity or transaction. In this sense, V.E provides an opinion on the Issuer's ESG performance as an organisation, and on the processes and commitments applicable to the intended issuance.

Our Second Party Opinions (SPOs) are subject to internal quality control at three levels (Analyst, Project Manager and Quality Reviewer). If necessary, this process is complemented by a final review and validation by the Expertise Committee and Supervisor. A right of complaint and recourse is guaranteed to all companies under our review, following three levels: first, the team in contact with the company; then the Executive Director in charge of Methods, Innovation & Quality; and finally, V.E's Scientific Council.

COHERENCE

Scale of assessment: not coherent, partially coherent, coherent

This section analyses whether the activity to be financed through the selected instrument is coherent with the Issuer's sustainability priorities and strategy, and whether it responds to the main sustainability issues of the sector where the Issuer operates.

FRAMEWORK

Alignment with the Green and Social Bond Principles

Scale of assessment: Not aligned, Partially aligned, Aligned, Best Practices

The Framework has been evaluated by V.E according to the ICMA's Green Bond Principles - June 2021 ("GBP") and the Social Bond Principles - June 2021 ("SBP"), and Sustainability Bond Guideline – June 2021 ("SBG"), and on our methodology based on international standards and sector guidelines applicable in terms of ESG management and assessment.

Use of proceeds

The definition of the Eligible Projects and their sustainable objectives and benefits are a core element of Green/Social/Sustainable Bonds and Loans standards. V.E evaluates the clarity of the definition of the Eligible Categories, as well as the definition and the relevance of the primary sustainability objectives. We evaluate the descriptions of the expected benefits in terms of relevance, measurability and quantification. In addition, we map the potential contribution of Eligible Projects to the United Nations Sustainable Development Goals' targets.

Process for evaluation and selection

The evaluation and selection process is assessed by V.E on its transparency, governance and relevance. The eligibility criteria are assessed on their clarity, relevance and coverage vs. the intended objectives of the Eligible Projects.

Management of proceeds

The process and rules for the management and the allocation of proceeds are assessed by V.E on their transparency, traceability and verification.

Reporting

The monitoring and reporting process and commitments defined by the Issuer are assessed by V.E on their transparency, exhaustiveness and relevance, covering the reporting of both proceeds' allocation and sustainable benefits (output, impact indicators).

Contribution to sustainability

Scale of assessment: Weak, Limited, Robust, Advanced

V.E's assessment of activities' contribution to sustainability encompasses both the evaluation of their expected positive impacts on environmental and/or social objectives, as well the management of the associated potential negative impacts and externalities.

Expected positive impact of the activities on environmental and/or social objectives

The expected positive impact of activities on environmental and/or social objectives to be financed by the Issuer is assessed on the basis of:

- i) the relevance of the activity to respond to an important environmental objective for the sector of the activity; or to respond to an important social need at country level;²²
- ii) the scope of the impact: the extent to which the expected impacts are reaching relevant stakeholders (i.e. the issuer, its value chain, local and global stakeholders); or targeting those populations most in need;
- iii) the magnitude and durability of the potential impact of the proposed activity on the environmental and/or social objectives (capacity to not just reduce, but to prevent/avoid negative impact; or to provide a structural/long-term improvement);
- iv) only for environmental objectives, the extent to which the activity is adopting the best available option.

ESG risk management for eligible activities

The identification and management of the potential ESG risks associated with the eligible projects/activities are analysed on the basis of V.E's ESG assessment methodology, international standards and sector guidelines applicable in terms of ESG management and assessment.

ISSUER

Management of stakeholder-related ESG controversies

V.E defines a controversy as public information or contradictory opinions from reliable²³ sources that incriminate or make allegations against an issuer regarding how it handles ESG issues as defined in V.E ESG framework. Each controversy may relate to several facts or events, to their conflicting interpretations, legal procedures or non-proven claims.

V.E reviewed information provided by the Issuer, press content providers and stakeholders (partnership with Factiva Dow Jones: access to the content of 28,500 publications worldwide from reference financial newspapers to sector-focused magazines, local publications or Non-Government Organizations). Information gathered from these sources is considered as long as it is public, documented and traceable.

V.E provides an opinion on companies' controversies risks mitigation based on the analysis of 3 factors:

- **Frequency:** reflects for each ESG challenge the number of controversies that the Issuer has faced. At corporate level, this factor reflects on the overall number of controversies that the Issuer has faced and the scope of ESG issues impacted (scale: Isolated, Occasional, Frequent, Persistent).
- **Severity:** the more a controversy is related to stakeholders' fundamental interests, proves actual corporate responsibility in its occurrence, and have caused adverse impacts for stakeholders and the company, the higher its severity is. Severity assigned at the corporate level will reflect the highest severity of all cases faced by the company (scale: Minor, Significant, High, Critical).
- **Responsiveness:** ability demonstrated by an Issuer to dialogue with its stakeholders in a risk management perspective and based on explanatory, preventative, remediating or corrective measures. At corporate level, this factor will reflect the overall responsiveness of the company for all cases faced (scale: Proactive, Remediate, Reactive, Non- Communicative).

The impact of a controversy on a company's reputation reduces with time, depending on the severity of the event and the company's responsiveness to this event. Conventionally, V.E's controversy database covers any controversy with Minor or Significant severity during 24 months after the last event registered and during 48 months for High and Critical controversies.

Involvement in controversial activities

17 controversial activities have been analysed following 30 parameters to screen the company's involvement in any of them. The company's level of involvement (Major, Minor, No) in a controversial activity is based on:

- An estimation of the revenues derived from controversial products or services.

²² The importance of a specific social need at country level is assessed on the basis of the country performance on the priority SDG that the project is targeting using data from Sachs, J., Schmidt-Traub, G., Kroll, C., Lafortune, G., Fuller, G., Woelm, F. 2020. The Sustainable Development Goals and COVID-19. Sustainable Development Report 2020. Cambridge: Cambridge University Press.

²³ 'Reliable' means that there are sufficient details to substantiate claims made, with due attention paid to the political dimension of news and the danger of misinformation. V.E draws on investigative journalism, the business press, NGO and trade union reports which focus on corporate behavior relating to ESG issues. It is neither possible nor advisable to create a prescriptive fixed list of sources as new, valid sources arise all the time and it is necessary to investigate these as and when they are retrieved in order to comprehensively cover evolving issues and media.

- The specific nature of the controversial products or services provided by the company.

V.E'S ASSESSMENT SCALES

Scale of assessment of Issuer's ESG performance or strategy and financial instrument's Contribution to sustainability		Scale of assessment of financial instrument's alignment with Green and/or Social Bond Principles	
Advanced	Advanced commitment; strong evidence of command over the issues dedicated to achieving the sustainability objective. An advanced expected impact combined with an advanced to robust level of E&S risk management & using innovative methods to anticipate new risks.	Best Practices	The Instrument's practices go beyond the core practices of the ICMA's Green and/or Social Bond Principles by adopting recommended and best practices.
Robust	Convincing commitment; significant and consistent evidence of command over the issues. A robust expected impact combined with an advance to robust level of assurance of E&S risk management or an advanced expected impact combined with a limited level of assurance of E&S risk management.	Aligned	The Instrument has adopted all the core practices of the ICMA's Green and/or Social Bond Principles.
Limited	Commitment to the objective of sustainability has been initiated or partially achieved; fragmentary evidence of command over the issues. A limited expected impact combined with an advanced to limited level of assurance of E&S risk management; or a robust expected impact combined with a limited to weak level of assurance of E&S risk management; or an advance expected impact combined with a weak level of assurance of E&S risk management.	Partially Aligned	The Instrument has adopted a majority of the core practices of the ICMA's Green and/or Social Bond Principles, but not all of them.
Weak	Commitment to social/environmental responsibility is non-tangible; no evidence of command over the issues. A weak expected impact combined with an advanced to weak level of assurance of E&S risk management or a limited expected impact with a weak level of assurance of E&S risk management.	Not Aligned	The Instrument has adopted only a minority of the core practices of the ICMA's Green and/or Social Bond Principles.

Statement on V.E' s independence and conflict-of-interest policy

Transparency on the relation between V.E and the Issuer: V.E has not carried out any audit mission or consultancy activity for Eurocaja Rural. No established relation (financial or commercial) exists between V.E and Eurocaja Rural. V.E's conflict of interest policy is covered by its Code of Conduct, which can be found at <http://vigeo-eiris.com/wp-content/uploads/2018/07/Code-of-Conduct-Vigeo-Eiris-EN.pdf>

This opinion aims at providing an independent opinion on the sustainability credentials and management of the Bonds, based on the information which has been made available to V.E. V.E has neither interviewed stakeholders out of the Issuer's employees, nor performed an on-site audit nor other test to check the accuracy of the information provided by the Issuer. The accuracy, comprehensiveness and trustworthiness of the information collected are a responsibility of the Issuer. The Issuer is fully responsible for attesting the compliance with its commitments defined in its policies, for their implementation and their monitoring. The opinion delivered by V.E neither focuses on the financial performance of the Bonds, nor on the effective allocation of its proceeds. V.E is not liable for the induced consequences when third parties use this opinion either to make investments decisions or to make any kind of business transaction. Restriction on distribution and use of this opinion: The deliverables remain the property of V.E. The draft version of the Second Party Opinion by V.E is for information purpose only and shall not be disclosed by the client. V.E grants the Issuer all rights to use the final version of the Second Party Opinion delivered for external use via any media that the Issuer shall determine in a worldwide perimeter. The Issuer has the right to communicate to the outside only the Second Party Opinion complete and without any modification, that is to say without making selection, withdrawal or addition, without altering it in any way, either in substance or in the form and shall only be used in the frame of the contemplated concerned bond(s) issuance. The Issuer acknowledges and agrees that V.E reserves the right to publish the final version of the Second Party Opinion on V.E' website and on V.E' internal and external communication supporting documents.

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