



DOOBA HOLDINGS SUSTAINABILITY- LINKED BOND FRAMEWORK 2024 ASSESSMENT



Document title: Second Party Opinion on Dooba Sustainability Linked Bond Framework

Prepared by: DNV Business Assurance Services UK Limited

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This assessment is valid as long as the evidence provided to DNV remains materially unchanged and remains applicable in the context of the financing framework being assessed.

DOOBA SUSTAINABILITY LINKED BOND FRAMEWORK 2024

DNV ELIGIBILITY ASSESSMENT

Scope and Objectives

Dooba Holdings Group (henceforth referred to as “Dooba”, “The Group” or “The Company”) is a property investor, developer, and real estate asset manager based in Malta, with real estate holdings based in the UK. The Group was established in 1985 and then, in 1989, Commercial Estates Group (CEG) was created, functioning as the property management company for firstly Dooba and then Anglo Scaninavian Estates (ASE) Clubs. The overarching sustainability agenda set by CEG, are around three key pillars - sustainable towns and cities, people and communities, and natural environments.








The three core areas to Dooba’s operations are as follows:

- **Commercial Estates Group (CEG)** - a property management company, focusing on commercial offices, residential, industrial, developments and strategic land opportunities in the United Kingdom. It has offices based in London, Leeds and Birmingham. CEG targets assets where value can be created through improved management and capital expenditure.
- **GMVH Group** - Dooba holds a 75% investment in GMVH Group. The Group invests in commercial offices, residential, industrial, developments and strategic land opportunities in the United Kingdom
- **Anglo Scandinavian Estates Clubs (ASE clubs)**- in 2012, Dooba established a co-investment structure between ASE and the Swedish National Pension Funds (AP1 and AP4), ASE assets are held in three separate clubs, ASE I, II and III, all with a focus on office and industrial properties located in the big nine UK cities.

CEG’s sustainability strategy and approach is focused around four key impact areas:

- Investment properties managed by CEG on behalf of Dooba and ASE clubs
- Asset development on behalf of its investors
- Promotion of land for new homes, commercial floorspace, green space and associated facilities.
- CEG’s own offices

Dooba and the Holding companies eight sustainability ambitions are also aligned with the UN Sustainable Development Goals (SDGs):

SDG	CEG Ambition
	To work with the 11,000 people who use its buildings to improve the performance of the estates and to maximise the positive impact of the organisation on local communities
	To improve corporate performance against the Waste Hierarchy
	To improve landlord energy efficiency and to increase the use of innovation to drive sustainable performance across the property portfolio.
	To deliver safe, inclusive, healthy environments to engage colleagues, customers, suppliers and communities.
	To deliver, drive and increase Social Value in economic terms (measured in GBP £)
	To drive decarbonisation of the portfolio including scopes 1, 2 and 3 operational monitoring against the CRREM 1.5°C pathway, contributing towards UK net zero target in 2050. Furthermore, adapting the business to be more resilient against the impacts of climate change.
	Biodiversity initiatives considered on all projects, with gains delivered on all development projects.

Key targets set by CEG as part of its sustainability strategy and to deliver on Dooba’s ambitions, are focussed on driving the decarbonisation of the portfolio, including Scopes 1, 2 and 3 operational monitoring against the CRREM 1.5°C pathway, and contributing towards the 2050 UK net zero target; as well as to drive and increase social value across its communities.

To help deliver on this, CEG is responsible for the implementation of Dooba’s Sustainability Linked Bond Framework (henceforth: “Framework”). The Framework aims to incentivise the attainment of quantitative targets in the topic areas of energy efficiency, social value creation and green buildings. The Framework enables Dooba to issue Sustainability Linked Bonds to finance and/or refinance activities within, Dooba’s combined portfolio¹, and simultaneously deliver environmental and social benefits.

Dooba has identified three KPIs for its Sustainability Linked Bonds:

- **KPI 1** - Landlord-controlled energy intensity reduction (KWh/M²).
- **KPI 2** - Social Value delivered through the managed portfolio or supported enterprises (£); and

¹ Dooba’s combined portfolio includes assets that are owned by Dooba, as well as assets it co-invests in. The latter will be weighted equal to the value of the co-investment.

- **KPI 3** - Sustainable building certification (percentage of new commercial office and residential developments with BREEAM 'excellent/outstanding' certification).

Further details are outlined in the [“Findings and DNV’s opinion” section](#).

DNV Business Assurance Services UK Limited (“DNV”) has been commissioned by Dooba to provide an eligibility assessment of their Sustainability Linked Bond Framework (the “Framework”), under which it can finance and support activities with the general purpose of making a positive impact within communities, minimising environmental impact and supporting climate change mitigation efforts. Dooba will be able to issue Sustainability-Linked bonds, the proceeds of which can be used for general corporate purposes.

Our objective has been to provide an assessment of whether the Framework meets the criteria established within the Sustainability Linked Bond Principles (“SLBP”) 2023. Our methodology to achieve this is described under [‘Work Undertaken’ below](#). DNV was not commissioned to provide independent assurance or other audit activities. No assurance is provided regarding the financial performance of bonds issued under the company’s Framework, the value of any investments, or the long-term environmental and/or societal benefits of the associated transactions. 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 CEG and DNV

The management of CEG 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 CEG management and other interested stakeholders in the Framework 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 CEG. 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 Dooba’s management and used as a basis for this assessment, were not correct or complete.

Basis of DNV’s opinion

We have adapted our eligibility assessment protocol which incorporates the requirements of the SLBP to create a Dooba-specific Sustainability Linked Bond Eligibility Assessment Protocol (hereafter referred to as “Protocol”). Our Protocol includes a set of suitable criteria that can be used to underpin DNV’s opinion. As per our Protocol, the criteria against which the Framework has been reviewed are grouped under the following Principles split by type of issuance:

- Principle One: **Selection of Key Performance Indicators (KPI)**: The issuer of Sustainability Linked Bonds should communicate its overall sustainability objectives, as set out in its sustainability strategy, and how these relate to its proposed Sustainability Performance Targets (SPTs). The KPIs should be relevant, core and material to the issuer’s core sustainability and business strategy, measurable or quantifiable on a consistent methodological basis, externally verifiable; and able to be benchmarked externally.
- Principle Two: **Calibration of Sustainability Performance Targets (SPTs)**: The SPTs should be ambitious, meaningful, and realistic. The target setting should be done in good faith and based on a sustainability improvement in relation to a predetermined performance target benchmark.

- Principle Three: **Bond Characteristics:** The bonds will need to include a financial and/or structural impact depending on whether the selected KPIs reach (or not) the predefined SPTs. The bond documentation needs to require the definitions of the KPIs and SPTs and the potential variation of the instrument's financial and/or structural characteristics. Any fallback mechanisms in case the SPTs cannot be calculated or observed in a satisfactory manner, should be explained.
- Principle Four: **Reporting:** Issuers should publish and keep readily available and easily accessible up-to-date information on the performance of the selected KPIs, as well as a verification assurance report outlining the performance against the SPTs and the related impact and timing of such impact on the instrument's financial and/or structural characteristics, with such information to be provided to investors participating in the instrument at least once per annum.
- Principle Five: **Verification (Post-issuance):** The Issuer should have its performance against its SPTs independently verified by a qualified external reviewer with relevant expertise, such as an auditor, environmental consultant and/or independent rating agency, at least once a year. The verification of the performance against the SPTs should be made publicly available.

Work Undertaken

Our work constituted a high-level review of the available information based on the understanding this information was provided to us by Dooba, 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 a Dooba-specific Protocol adapted to the purpose of the Framework, as described above and in [Schedule 2](#) to this Assessment.
- An assessment of the documentary evidence as provided by Dooba and in the Framework, and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology.
- Discussions with Dooba's management, as well as a review of relevant documentation and evidence related to the criteria of the Protocol; and
- 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, with further detail provided in [Schedule 2](#):

Principles One: Selection of Key Performance Indicators (KPI)

Dooba has identified three KPIs that are core and material to the business, that form part of its sustainability strategy, and intend to address key ESG challenges and risks that are within management's control. These KPIs enable the

business to measure and track future sustainability improvements within predefined timelines and conditions, as outlined below:

- **KPI 1 Energy intensity:** Total Landlord-controlled energy, Scope 1 and 2, proportional to gross internal floor area (GIA) = (kWh / M²).
- **KPI 2 Social value:** British Pound Sterling £ of Social Value delivered (calculated by the Social Value Engine).
- **KPI 3 Sustainable building certification:** % of new commercial office and residential developments receiving excellent/ outstanding certification (BREEAM or equivalent).

In terms of KPI 1, energy intensity is a key environmental topic for the sector, with implications on climate impact and the sector's ability to align with a net zero pathway. DNV notes the total landlord-controlled energy proportional to the Gross Internal Floor (GIA = kWh/M²), is a KPI that Dooba is fully in control of. This excludes tenant-controlled energy, for which Dooba currently lacks comprehensive data, since tenants provide data on a voluntary basis. We can confirm that Dooba is seeking to capture better data in the future and to rely on historic data to correct any inconsistencies. Gross Internal Floor area (GIA) is a commonly used metric by the sector.

In terms of KPI 2, social value is calculated per British Pound Sterling £ according to the methodology of the Social Value Engine (SVE)². The methodology takes into account social value through both operational value creation of building operations and asset development, as well as the social value created through supported enterprises. Updates to the model are conducted regularly with the production of new research. The tool has been verified by Social Impact International, a non-for-profit organisation dedicated to Social Value³. Dooba's key social value creation is expected to come primarily from training and employment support for people from disadvantaged backgrounds, since CEG operates assets in key deprived areas within the UK, this is considered a relevant and material metric of social impact.

Sustainable building certification is focused on BREEAM certification, which is a widely used sustainable building certification within the real estate sector. The certification assesses the sustainability of buildings across their lifecycle, accounting for environmental and social impacts both within the supply chain and in the design, construction and use of the building. Attaining "Excellent" or "Outstanding" classification implies meaningful impact as part of Dooba's new development activities for commercial office and residential developments. Industrial buildings are excluded due to specific client dictated requirements, where Dooba has limited control.

DNV confirms all three KPIs are relevant, core, and material to Dooba's overall business and corporate strategy, and that they are of strategic significance to Dooba's current and/or future business operations.

Based on the work undertaken, DNV confirms that all three KPI's are relevant, core, and material for Dooba and its sector. The rationale and process for KPI selection, as well as the definition, measurability, and verifiability, are clearly defined and presented within the Framework. We also confirm that this is in alignment with the SLBP as outlined in [Schedule 2](#).

Principle Two: Calibration of Sustainability Performance Targets (SPTs).

Aligned with each of the three KPIs as outlined above, Dooba has set the following SPTs:

² Social Value Engine Website | [\(Link\)](#).
³ Social Value International Website | [\(Link\)](#).

- **SPT 1 Energy intensity:** decrease in landlord-controlled energy intensity Scope 1 and 2 by 3.8% per annum, against a 2019 baseline.
- **Social value:** achieve £1.5 M per annum of Social Value delivered through the managed portfolio or supported enterprises.
- **Sustainable building certification:** 100% of new commercial office developments to acquire “Excellent” or “Outstanding” certification from BREEAM.

SPT 1: Energy intensity

The SPT aims to reduce the total landlord-controlled energy intensity proportional to the GIA (kWh/M2). Landlord controlled energy intensity includes all electricity and gas managed by landlords. All buildings in which electricity and gas are wholly procured by tenants through submetering are excluded, as well as the electricity used. The limitation has been set to account for the fact that Dooba is not able to control tenant energy intensity, Dooba also lacks full access to energy data from tenants. In case of amendments to the GIA throughout the term of the bond through for example asset sales or purchases, appropriate pro-forma recalculations and adjustments to the GIA have been defined. Energy data from energy providers is supplied in the form of supplier billing to date, where billing is not available at the date of the report average hourly figures will be used to calculate an estimation and figures will be corrected upon the receipt of the billing.

CEG has set an annual 3.8% reduction target for landlord-controlled energy on a 2019 baseline. The figure was calculated using Dooba’s historic energy consumption, expected plans for energy efficiency improvements at selected sites as well as international energy efficiency benchmarks. The chosen target exceeds the World Energy Transition outlook 2023 recommendations, released by the International Renewable Energy Agency (IRENA)⁴ which suggests that a 3.6% reduction in energy intensity across industries is required to meet global climate obligations for reaching a 1.5 degree scenario. It is also aligned with the Science-Based Targets Initiative’s (SBTi) pathway to net-zero, on condition the grid is decarbonised in line with Government forecasts⁵. 2019 was selected as the baseline year to exclude the energy volatility caused by the COVID-19 pandemic across 2020-2022, which impacted tenant occupation and habits. DNV can confirm this is an ambitious target, which is also realistic and in line with Dooba’s expected Capex investments.

SPT 2: Social Value

The social value SPT aims to hold Dooba accountable for delivering significant and meaningful social value for its communities. In this framework social value is defined as the positive impact delivered through direct interventions such as training, community assistance or impacts through the managed portfolio, which we measure in British Pound Sterling £ of social value delivered. Dooba’s focus for social value creation is on training and support into employment for disadvantaged communities, its relevance is enhanced by Dooba’s main assets being located in socially deprived areas in the UK, where lack of education and training lead to high unemployment levels. The value creation tool will take training, education and support into employment into account to deliver a value in £. Social benefits delivered from the construction and operation of assets will also be taken into account. For the calculation of its SPT CEG, hence Dooba, will update its calculation methodology, moving from using the TOMs methodology to the Social Value Engine methodology, the change was made to align with a tool which has higher endorsement credentials (e.g. from Social Value International). The switch of methodology is not expected to bring about significant changes in the data outcomes.

⁴ International Renewable Energy Agency (IRENA), Energy Outlook 2023 ([Link](#))

⁵ UK Government Green Book supplementary guidance: valuation of energy use and greenhouse gas emissions for appraisal [Last updated in December 2023] ([Link](#))

The Social Value Engine methodology assesses social impact and services by proxies, its methodology aligns with research and government guidelines.

The set SPT of £1.5M per annum is an ambitious target, it is meaningfully higher than £965,230.63, which was achieved in 2023. The target is considered realistic and achievable due to additional training programs and initiatives being launched as part of its key training facility called Forging Futures Campus. In March 2024 CEG set up a second Forging Futures Campus in the vicinity of one of its assets, Counting House, which will also contribute substantially to the social value increase in the coming years. DNV can confirm this is an ambitious target, which is also realistic and in line with Dooba's social investments.

SPT 3: Sustainable Building Certification

To account for the assets which are currently in development Dooba has set an SPT which addresses best social and environmental construction standards. BREEAM certification is considered to meaningfully take into account the whole life-cycle of the building and multiple environmental and social impacts. Dooba's goal requires all of its new commercial office and residential buildings to achieve "Excellent" or "Outstanding" classification, this is considered a stretching target. At national level, the achievement of "Excellent" classification is currently limited to 10% of non-domestic buildings, and only 1% achieve a classification of "Outstanding".

To calculate the achievement of this SPT, Dooba will rely on the receipt of the certificate delivered by BREEAM. DNV notes that the attainment of the SPT is expected at the end of a building's development, where this may not be feasible by the time of the bond maturity date, due to extended construction timelines, the SPT can be considered attained if a BREEAM assessor can certify the project is on track to meet "Excellent" or "Outstanding" classification. Two assets are currently on track to receive "Outstanding" certification, which suggests the SPT is realistic and achievable, whilst stretching.

Based on the work undertaken, DNV can confirm that the SPTs represent a material improvement in the impact and reporting, are consistent with Dooba's overall ESG and Corporate Strategy, set on a predefined timeline and where possible, refer to science or industry best practices. We can also confirm that they are in line with the requirements as per the SLBP.

Principle Three: Bond Characteristics

DNV confirms the net proceeds from Dooba's Sustainability-Linked Instruments will be used for general corporate purposes, which is in line with its commercial business activities and charitable activities. Each Sustainability-Linked Bond will include explicit structural incentives which will be assessed against Dooba's performance against each of the SPTs.

The structural incentives are financial uplifts in the repayment of the Bond. This will be a fifteen-basis point (bp) increase in the Bond repayment for each failed SPT at each reporting period. This means that if Dooba fails on all three SPTs, a margin ratchet of +45bp will be applied.

Failure of an SPT is defined as any one of the following:

- Dooba fails to achieve an SPT for the reporting period.

- Dooba fails to report on the achievement of an SPT for the reporting period within 5 months.
- Dooba fails to verify and publish the verification of an SPT(s) within 5 months.

DNV can confirm Dooba's commitment to the Bond characteristics is in line with that of the requirements as outlined under the SLBP.

Principle Four: Reporting

Dooba has committed to annual reporting on the progress against all three KPIs which will be made available on Dooba's website.

The reporting may include:

- Up-to-date information on the performance of the selected KPIs, including the baseline where able.
- An independent assurance statement relative to the KPI or SPT performance.
- Any relevant information enabling investors to monitor the progress of the KPI and the SPT.

Information may also include, when feasible:

- A qualitative or quantitative explanation of the contribution of the main factors behind the evolution of the KPI or SPT on an annual basis.
- Illustration of the positive sustainability impact of the performance improvement.
- Any re-assessments of KPI and/or restatement of the SPT and/or pro forma adjustments of baselines or KPI scope, if relevant.

We can confirm that Dooba's commitment to reporting is in line with the requirements of the SLBP.

Principle Five: Verification

Dooba has confirmed that independent assurance will be provided on all three KPIs as included in this Framework on an annual basis and as part of the Company's reporting requirements.

The Framework will also be reviewed to ensure it aligns with market standards and principles. Any update will be subject to the review of any qualified SPO provider.

DNV can confirm Dooba's commitment to verification and that this is in line with the requirements of the SLBPs.

On the basis of the information provided by Dooba, and the work undertaken, it is DNV's opinion that the Sustainability Linked Bond Framework 2024 meets the criteria established in the Protocol, and that it is aligned with the stated definitions of Sustainability-Linked Bonds as within the Sustainability Linked Bond Principles ("SLBP") 2023, which is to *"incentivise the issuer's achievement of material, quantitative, pre-determined, ambitious, regularly monitored and externally verified sustainability (ESG) objectives through KPIs and SPTs"*, thereby providing *"an investment opportunity with transparent sustainability credentials"*.

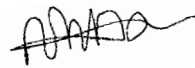
for DNV Business Assurance Services UK Limited

London, 19 April 2024



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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 14,800 professionals are dedicated to helping customers make the world safer, smarter and greener.

SCHEDULE 1: DESCRIPTION OF KEY PERFORMANCE INDICATOR (KPI) AND SUSTAINABILITY PERFORMANCE TARGET (SPT) FOR SUSTAINABILITY LINKED-BONDS

Key performance indicator (KPI)	Sustainability Performance Target (SPT)	Industry alignment, or UK/EU environmental regulation	CEG Sustainability Ambitions
Energy intensity: Total Landlord-controlled energy, scope 1 and 2, proportional to gross internal floor area (GIA) = (kWh / M ²)	Decrease landlord-controlled energy intensity scope 1 and 2 by 3.8% per annum against a 2019 baseline	<ul style="list-style-type: none"> The world Energy transition outlook 2023 by the International Renewable Energy Agency (IRENA) suggests G20 countries need to reduce energy consumption 3.6% per annum across all industries SBTI sectorial emission intensity recommendation = 72.3% by 2030 against a 2019 baseline* CRREM Carbon intensity = 60% reduction by 2030 against a 2020 baseline* <p>*Dooba's energy intensity target aligns with SBTi's and CRREM recommendations on the basis that the national grid follows its expected decarbonisation pathway as set out by government forecasts.</p>	Improve landlord energy efficiency and use innovation to drive sustainable performance (KPI: landlord energy intensity/ lettable area kWh/sqft)
Social value: British Pound Sterling £ of Social Value delivered (calculated by the Social Value Engine)	Achieve £1.5 M per annum of Social Value delivered through the managed portfolio or supported enterprises.	N/A	Deliver, drive and increase Social Value, measured in economic terms (£)

<p>Sustainable building certification: % of new commercial office and commercial residential developments receiving excellent/ outstanding certification (BREEAM or equivalent)</p>	<p>100% of new commercial office developments to acquire excellent/ outstanding certification (BREEAM or equivalent)</p>	<ul style="list-style-type: none"> • Outstanding: Approximately less than top 1% of UK new non-domestic buildings achieve BRREAM outstanding (innovator) • Excellent: Approximately top 10% of UK new non-domestic buildings achieve BRREAM excellent (best practice) 	<p>Work with the 11,000 people who use our buildings daily to improve the performance of our estate and maximise our positive impact. (KPI: Tenant Energy Intensity / net lettable area kWh/sqf).</p>
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SCHEDULE 2: SUSTAINABILITY-LINKED BOND ELIGIBILITY ASSESSMENT PROTOCOL

1. Selection of Key Performance Indicators (KPIs)

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a.	KPI – material to core sustainability and business strategy.	The issuer’s sustainability performance is measured using sustainability KPIs that can be external or internal. The KPIs should be material to the issuer’s core sustainability and business strategy and address relevant environmental, social and/or governance challenges of the industry sector and be under management’s control. The KPI should be of high strategic significance to the issuer’s current and/ or future operations. It is recommended that issuers communicate clearly to investors the rationale and process according to which the KPI(s) have been selected and how the KPI(s) fit into their sustainability strategy.	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Framework 2024. • CEG-Env-Stra- External Sustainability Strategy – 2024. • CEG Website Responsibility (Link). • Dooba – Sustainability Linked Fund Calculations – Feb 2024.xls. • International Renewable Energy Agency (IRENA), Energy Outlook 2023 (Link). 	<p>DNV reviewed the three KPIs set out by Dooba detailed in Schedule 1 and assessed their materiality according to their relevance to Dooba’s business, sustainability strategy and key impacts on society and the environment.</p> <p>KPI 1 Energy intensity: This forms a key part of Dooba’s environmental impact, which unlike grid decarbonisation is fully within Dooba’s control. Dooba has a plan to be Net Zero by 2030 and it is estimated that in order to reach this level, each industry sector is needing to reduce energy consumption by 3.6% (Energy Outlook 2023, IRENA). The reduction of energy consumption can also be considered from a social perspective by Dooba, as tenants deal with the rise in energy costs in the UK since 2022.</p> <p>KPI 2 Social value creation: Social Value is a key part of CEG’s activities both from a commercial perspective and a charitable one. CEG runs many programmes with regards to training, employment, alleviating homelessness and others, for people from disadvantaged economic backgrounds. Two of Dooba’s main assets are located in areas of deprivation increasing the importance and relevance of these activities for its social impact. Social Value Engine also measures operational impact through job creation, green spaces and social innovation as part of asset development.</p> <p>KPI 3 Sustainable building certification: BREEAM certification of “Excellent” or “Outstanding” provides proof of high-performing environmental and social impact of buildings</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<p>across their life cycle, including impacts of building materials and design. Key topics considered within the certification are energy, water, materials, pollution, health and wellbeing, transport, land use and ecology, management, and innovation. As Dooba plans new commercial office or residential developments, the goal to attain certification will provide significant environmental and social benefits across the building's lifecycle and in line with Dooba's environmental ambitions. Given the tenor of the bond may be less than the design and construction period of a building, Dooba will seek a BREEAM rating at the design stage which will serve as the benchmark until obtention of the final BREEAM rating.</p> <p>DNV's found these three ESG metrics to be core and material to Dooba's business strategy, portfolio and CEG's sustainability ambitions.</p>
1b.	<p>KPI - Measurability.</p>	<p>KPIs should be measurable or quantifiable on a consistent methodological basis; externally verifiable; and able to be benchmarked, i.e., as much as possible using an external reference or definitions to facilitate the assessment of the SPTs level of ambition.</p> <p>Issuers are encouraged, when possible, to select KPI(s) that they have already included in their previous annual reports, sustainability reports or other non-financial reporting disclosures to allow investors to evaluate the historical performance of the KPIs selected.</p>	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Framework 2024 • CEG – SVE Proxy List.xls • Dooba – Sustainability Linked Fund Calculations – Feb_2024.xls • Social Value Engine website (Link) • Social Value International website (Link). • Social Value International – The Principles of Social Value (Link). • Social Value International Certificate of Software Accreditation (Link). 	<p>DNV assessed the measurability and comparability of the set metrics according to common industry practices as well as the availability of historical data, factors essential for the metrics to be externally verifiable.</p> <p>KPI 1 Energy intensity: Energy intensity is measurable as Scope 1 and 2 kWh / M² gross internal floor area (GIA). This is a common methodology used in the sector. CEG has been tracking this metric as part of its sustainability strategy and provides data which is externally verified. A methodology for adjusting the calculations in case of sales or purchases has been established to fairly adjust GIA.</p> <p>KPI 2 Social Value: Social value is measurable as calculated by the Social Value Engine in British Pound Sterling £. The Social Value Engine operates by applying proxy values to the social outcomes of projects or services, these are based on</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		<p>In situations where the KPIs have not been previously disclosed, issuers should, to the extent possible, provide historical externally verified KPI values covering at least the previous 3 years.</p>	<ul style="list-style-type: none"> Verification Statement_CEG - Dooba Holdings Limited – 2022. 	<p>research and align with government guidelines. This methodology is endorsed by Social Value International⁶. Historically CEG has measured its social value creation through the TOMs methodology, it has tracked data accordingly since 2017 as part of its sustainability strategy. CEG will solely rely on the Social Value Engine due to its endorsement by Social Value International, which adds credibility to its approach.</p> <p>KPI 3 Sustainable building certification: BREEAM is a widely used certification label for buildings, its scores range from “Unclassified”, “Pass”, “Good”, “Very Good”, “Excellent” and “Outstanding”. The certification lasts three years. CEG certifies all its new commercial office buildings with BREEAM, as part of its sustainability strategy. Certification and classification will be delivered at the completion of the building, but BREEAM assessor can provide a report stating whether the development is on track to achieve the target of “Excellent” or “Outstanding”. For the avoidance of doubt, if the building has been constructed, CEG will obtain a BREEAM rating for the final construction. If it is only in the design stage, then CEG will obtain design-stage BREEAM.</p> <p>After reviewing the metrics, DNV found that KPI 1 and 3 are measurable and comparable. For KPI 2, DNV is of the opinion that for as long as the Social Value Engine remains reputable and certified by Social Value International, then its impact can be reported on and will be comparable amongst peers.</p>

⁶ Social Value Engine is certified by Social Value International (see certificate [here](#)) until the 10th January 2025, where it will need re-certification. The certification was based upon consistency with the Seven Principles of Social Value as outlined by Social Value International.

<p>1c.</p>	<p>KPI – Clear definition.</p>	<p>A clear definition of the KPI(s) should be provided and include the applicable scope or perimeter, as well as the calculation methodology</p>	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Framework 2024. • Dooba – Sustainability Linked Fund Calculations – Feb_2024.xls. 	<p>DNV reviewed Dooba’s definitions, scope and calculation methodologies for each KPI:</p> <p>KPI 1 Energy intensity: energy intensity is defined as per its metric ‘total Landlord-controlled energy, scope 1 and 2, proportional to gross internal floor area (GIA) = (kWh / M²)’.</p> <p>Landlord managed is defined as ‘landlord procured and controlled electricity and gas, where no submetering to specific tenant-controlled areas is available’. Tenant-controlled sites are removed due to the lack of comprehensive data and the limited impact Dooba can exercise on the energy purchased by the tenants. Verification will be possible once data has been collected for the designated period.</p> <p>KPI 2 Social Value: social value is defined as the positive impact delivered by Dooba and CEG’s operational projects and its supported enterprises. Impacts can be delivered through direct interventions such as training and community assistance or through the managed portfolio. The value is measured by The Social Value Engine in British Pound Sterling (£), its calculations on social outcomes and services are assigned a value by proxy. These proxies are being regularly updated as per the publication of new research and technological advancements. The entirety of Dooba’s assets within the scope of this framework will be covered by this KPI. Verification will be possible upon the delivery of the analysis by Social Value Engine for the designated period.</p> <p>KPI 3 Sustainable building certification: BREEAM certification of “Excellent” or “Outstanding”. The assets in scope are new commercial office and residential developments, currently this covers three key developments of high value, representing 49% of the portfolio. Verification will be possible upon the receiving of the certification.</p>
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				DNV considers the definitions of the KPIs, the metrics, scope and calculation methodologies to be clear and in-line with the SLBPs.
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2. Calibration of Sustainability Performance Targets (SPTs)

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a.	Target Setting – Meaningful.	The SPT should be ambitious, realistic, and meaningful to the issuer’s business and be consistent with the issuers’ overall strategic sustainability/ESG strategy.	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Framework 2024. • Dooba – Sustainability Linked Fund Calculations – Feb_2024.xls. • Dooba – Sustainability Linked Fund Calculations – Feb_2024.xls. • International Renewable Energy Agency (IRENA), Energy Outlook 2023 (Link). • CRREM_Global_Pathways.xls. • SBTi_Target Setting Tool Absolute.xls. • SBTi_Target Setting Tool Intensity.xls. • Social Value Engine_2023 Forging Futures.pdf • Social Value Engine_2022 Forging Futures.pdf • Social Value Engine_2021 Forging Futures.pdf 	<p>DNV reviewed the SPTs set for each KPI, and evaluated their relevance, level of ambition, and alignment with the Company’s overall strategy.</p> <ul style="list-style-type: none"> • SPT 1 Energy efficiency: Decrease landlord-controlled energy intensity scope 1 and 2 by 3.8% per annum against a 2019 baseline. • SPT 2 Social value: Achieve £1.5 M per annum of Social Value delivered through the portfolio or supported enterprises. Measured through the Social Value Engine. • SPT 3 Sustainable building certification: 100% of new commercial office developments to acquire “Excellent” or “Outstanding” certification by BREEAM. <p>SPT 1 Energy efficiency: A 3.8% energy intensity reduction per annum against a 2019 baseline. This was selected as a 3.8% reduction in energy intensity is in line with CEG’s SBTi for total carbon reduction. Furthermore, it is in excess of the threshold suggested by the World Energy Transition Outlook 2023 which states G20 countries need to reduce their energy</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<p>consumption by 3.6% per annum across all industries to meet climate obligations (IRENA 2023).</p> <p>SPT 2 Social Value: While not a mature metric, the value is calculated using the Social Value Engine methodology on social and charitable projects in the local community. Dooba operates in some of the UK’s most deprived areas and has been calculating its social value since 2017. In 2023 it delivered £965,230.63 and it expects to significantly increase this value further. The Company has moved from the use of the TOMS matrix to the Social Value Engine as it is more appropriate for its own activities.</p> <p>SPT 3 Sustainable building certification: BREEAM is a certification which meaningfully takes into account the whole life cycle of the building. Only 1% of UK new non-domestic buildings achieve BREEAM “Outstanding”, and only 10% achieve “Excellent”. CEG’s new commercial office and residential developments have already achieved BREEAM certification, one achieving “Very Good” and two more are on track to receive “Excellent” classification. As a result, DNV is of the opinion that this SPT is stretching but realistic.</p> <p>DNV can confirm the set metrics and targets to be meaningful and ambitious, in line with CEG’s sustainability strategy and realistic.</p>
2b.	Target Setting – Meaningful.	The SPT should represent a material improvement in the respective KPIs and be beyond a “Business as Usual” trajectory; where possible be compared to	In addition to reviewing the evidence below, we had several detailed discussions with Dooba.	On reviewing CEG’s sustainability ambitions and the historic performance data provided to DNV, we can confirm that the SPTs set for all three KPIs represent a material improvement to business as usual.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		<p>a benchmark or an external reference and be determined on a predefined timeline, set before (or concurrently with) the issuance of the bond.</p>	<p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Proposal - 18.03.2024. • CEG-Env-Stra- External Sustainability Strategy -2024. • Dooba – Sustainability Linked Fund Calculations – Feb_2024.xls. • CRREM_Global_Pathways.xls. • Social Value Engine_2023 Forging Futures.pdf • Social Value Engine_2022 Forging Futures.pdf • Social Value Engine_2021 Forging Futures.pdf 	<p>External alignment is possible for one of the 3 SPTs:</p> <ul style="list-style-type: none"> • SPT 1 aligns with the IRENA and IEA World Energy Outlook 2023 energy efficiency pathway to net zero as well as SBTi and CRREM carbon emission reductions. CEG has confirmed that to achieve this SPT, substantial investments will need to be made to improve corporate performance. • SPT 2 and 3 do not align with external benchmarks as the values will be entity specific. SPT 2 on Social Value is a 55% improvement on 2023, while SPT 3 ensures all future commercial office and commercial residential developments are in the top 11% of BREEAM certified buildings. <p>DNV can confirm that based on the evidence reviewed, CEG has set SPTs which represent performance in excess of Business as Usual. They are stretching and will represent meaningful environmental and/or social impact.</p>
2c.	<p>Target Setting – benchmarks.</p>	<p>The target-setting exercise should be based on a combination of benchmarking approaches:</p> <ol style="list-style-type: none"> 1. The issuer’s own performance over time for which a minimum of 3 years, where feasible, of measurement track record on the selected KPI(s) is recommended and when possible forward-looking guidance on the KPI 	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Proposal - 18.03.2024 • CEG-Env-Stra- External Sustainability Strategy -2024 • International Renewable Energy Agency (IRENA), Energy Outlook 2023 (Link) 	<p>For SPT 1: Energy Intensity, CEG has used two external benchmarks to guide its energy intensity metrics, SBTi and IRENA. CEG selected the IRENA Energy Outlook 2023 benchmark as it was appropriate for Energy Intensity. IRENA uses 2020 as a benchmark, where CEG uses 2019 as a benchmark. This distinction was made because CEG experienced lower energy intensity in 2020 due to the COVID-19 pandemic. This is non-representative of future factors and as such would have been inappropriate and easy to achieve with no reasonable effort.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		<p>2. The SPT’s relative positioning versus the issuer’s peers where comparable or available, or versus industry or sector standards</p> <p>3. Systematic reference to science-based scenarios, or absolute levels (e.g., carbon budgets) or official country/regional/international targets or to recognised Best-Available-Technologies or other proxies</p>	<ul style="list-style-type: none"> • SBTi_Target Setting Tool Intensity.xls • Social Value Engine website (Link) • Social Value Engine_2023 Forging Futures.pdf • Social Value Engine_2022 Forging Futures.pdf • Social Value Engine_2021 Forging Futures.pdf • Social Value International website (Link) • Social Value International – The Principles of Social Value (Link) • Social Value International Certificate of Software Accreditation (Link) 	<p>For SPT 2: Social Value, CEG used their own historic performance to benchmark. This is an uncommon and innovative SPT and as such there are no substantial external or peer benchmarking. In 2023, CEG achieved an estimated £965,230.63, in 2022 CEG achieved an estimated £841,383.43 and in 2021, CEG achieved an estimated £743,029.59. CEG has proposed an annual £1.5m of social value creation which is 55% more than 2023.</p> <p>For SPT 3: Sustainable Building Certification, CEG has opted for 100% of all buildings falling within the top 11% of energy efficiency buildings as rated by BREEAM. Should CEG achieve this SPT, this would be strong performance against peers, while representing an improvement on current performance, as in the last three years only two of the three buildings (one a refurbishment), have achieved “Excellent” or “Outstanding”.</p> <p>DNV can confirm that each SPT has used an appropriate and reasonable benchmark. DNV notes that the external benchmarks set on KPIs 1 and 3 are more robust as there is strong market precedence, where SPT 2 is reliant upon historical estimations and models which are regularly updated and improved. DNV has reviewed the methodologies and the modelling underpinning the Social Value SPT and feels it is reasonable on a best-effort basis for an immature SPT.</p>
2d.	Target setting disclosures.	Disclosures on target setting should make clear reference to:	In addition to reviewing the evidence below, we had several detailed discussions with Dooba.	DNV reviewed the SPTs set out by Dooba to ensure they make clear reference to adequate timelines, baselines, recalculation scenarios and how Dooba intends to reach the targets.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		<p>1. The timelines of target achievement, the trigger event(s), and the frequency of SPTs.</p> <p>2. Where relevant, the verified baseline or reference point selected for the improvement of the KPIs as well as the rationale for that baseline or reference point to be used.</p> <p>3. Where relevant, in what situations recalculations or pro-forma adjustments of baselines will take place</p> <p>4. Where possible and taking into account competition and confidentiality considerations, how the issuers intend to reach such SPTs.</p>	<p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG - Sustainability Linked Bond Proposal - 18.03.2024 • CEG-Env-Stra- External Sustainability Strategy -2024 	<p>All three KPIs have annual targets, where the trigger events can take place. The impact of these are detailed in section 3 of this Schedule.</p> <p>SPT 1 Energy intensity: The baseline for this SPT has been set for 2019 to account for fluctuations brought about by the COVID-19 pandemic and aftermath throughout 2020-22. The KPI is set per annum and will be assessed yearly. Pro-forma adjustments will be made to account for changes of metre coverage due to sales or purchases of assets. The target is considered ambitious yet attainable through significant capex investment in assets' refurbishing and upgrading.</p> <p>SPT2 Social value: the SPT timeline is set per annum, no baseline has been set due to an initial front loading as part of Dooba's current assets. Dooba expects to meet this target through its continued and enhanced activities of its Forging Futures Campus as well as a new training campus.</p> <p>SPT 3 Sustainable building certification: the timeline for the target achievement relies upon the completed building receiving BREEAM 'excellent' or 'outstanding' certification. In the case the building is not completed at the time of the bond maturity the SPT will be considered achieved if a BREEAM assessor can certify the project is on track to meet the desired classification. This SPT does not rely on a baseline as it focuses on new developments only and sets performance at 100% obtention.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<p>Risks associated with the attainment of the SPTs have been considered by Dooba, in specific circumstances as outlined in section 3b of schedule 2 the SPTs will be expected to be declassified.</p> <p>DNV can confirm Dooba's SPTs to have set clear timelines and baselines for the achievement of its targets. Dooba has also outlined clearly the instances and methodologies for pro-forma adjustments and recalculations. Plans for achievement are adequately addressed.</p>

3. Financial Characteristics

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
3a.	Bond Characteristics – SPT Financial/structural impact.	The SLB will need to include a financial and/or structural impact involving trigger event(s) based on whether the KPI(s) reach the predefined SPT(s).	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG – Sustainability Linked Bond Framework 2024 • Project Discovery – Term Sheet 2024 	<p>DNV has reviewed the relevant documentation and can confirm that the failure of an SPT will lead to a step-up of 15 basis points (bp) per failed SPT per failed reporting period.</p> <p>As such:</p> <ul style="list-style-type: none"> • 1 SPT is failed: +15 bp. • 2 SPTs are failed: +30 bp. • 3 SPTs are failed: +45 bp. <p>Failure of any SPT is defined as one or more of the following:</p> <ul style="list-style-type: none"> • Dooba does not achieve the SPT.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<ul style="list-style-type: none"> Dooba does not report the SPT. Dooba does not secure third party verification on the reported SPT. <p>DNV can confirm that Dooba has an appropriate margin step-up in the event the Company fails any of its SPTs throughout the tenor of the Bond and that this is in line with the requirements set out in the SLBP.</p>
3b.	Bond Characteristics – Fallback mechanism.	Any fallback mechanisms in case the SPTs cannot be calculated or observed in a satisfactory manner should be explained. Issuers may also consider including, where needed, language in the bond documentation to take into consideration potential exceptional events.	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> CEG – Sustainability Linked Bond Framework 2024 Project Discovery - Term Sheet 2024 	<p>DNV can confirm there appears to be little risk of Dooba not being able to calculate its KPIs due to the methodologies being linked to reliable data.</p> <p>Dooba has confirmed that it will consider a declassification of a KPI, where any of the following are true:</p> <ul style="list-style-type: none"> A named third-party provider (including BREEAM, Social Value Engine), ceased to trade leading to Dooba being unable to verify performances against the SPT. A named third-party provider (including BREEAM, Social Value Engine), substantially changes methodology so that it is no longer appropriate to the portfolio. Dooba’s portfolio changes to such an extent that the KPI or SPT is no longer applicable. <p>DNV does note that while this is not anticipated, there is some likelihood that Dooba does not have any assets which have been completed by the end of the Bond Tenor which may affect KPI 3. In this case, a BREEAM ratings at design stages will be used to determine compliance with the SPT. Where, for KPI 3, there are no assets which can be assessed at design stage, the KPI will be declassified.</p>

4. Reporting commitments

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a.	Reporting.	<p>Issuers of SLBs should publish, and keep readily available and easily accessible:</p> <ol style="list-style-type: none"> 1. Up-to-date information on the performance of the selected KPI(s), including baselines where relevant. 2. A verification assurance report relative to the SPT outlining the performance against the SPTs and the related impact, and timing of such impact, on the bond's financial and/or structural characteristics. 3. Any information enabling investors to monitor the level of ambition of the SPTs. <p>This reporting should be published regularly, at least annually, and in any case for any date/period relevant for assessing the SPT performance leading to a potential adjustment of the SLB financial and/or structural characteristics.</p>	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p> <p>Evidence reviewed:</p> <ul style="list-style-type: none"> • CEG – Sustainability Linked Bond Framework 2024 • Project Discovery - Term Sheet 2024 	<p>Dooba has committed to reporting up-to-date information relating to each of the three KPIs, including but not exclusive to historical performance and annual performance against the target. This will be made available in a Sustainability Linked Bond Performance Report and made available on the website.</p> <p>The reporting will include:</p> <ul style="list-style-type: none"> • Information on the performance of KPIs, including the baseline where relevant. • Following a target observation date, a verification assurance report related to the KPI which outlines the performance against the SPT; and • Any relevant information enabling investors to monitor the progress of the KPI and the SPT. <p>In the event of performance falling below the expected level, the report will include a narrative of how this will be addressed going forward. The annual report will be made available within 5 months of the period end date and the final Bond report will be made available prior to the bond redemption or maturity date.</p>
4b.	Second Party Opinion.	<p>Publication of any pre-issuance external review, such as a second party opinion, or if relevant verification of baselines.</p>	<p>In addition to reviewing the evidence below, we had several detailed discussions with Dooba.</p>	<p>Dooba has committed to conducting a Second Party Opinion (SPO) on the Framework, meeting the SLBP. This includes an assessment of the KPIs selected, benchmark and baselines selected, and the credibility of the strategy to achieve them.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
			Evidence reviewed: <ul style="list-style-type: none"> CEG – Sustainability Linked Bond Framework 2024. 	

5. External Verification

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
5a.	External Verification.	Issuers should have their performance against each SPT for each KPI independently verified by a qualified external reviewer with relevant expertise, at least once a year, and for each SPT trigger event.	In addition to reviewing the evidence below, we had several detailed discussions with Dooba. Evidence reviewed: <ul style="list-style-type: none"> CEG – Sustainability Linked Bond Framework 2024. 	Dooba has committed to reporting on all three KPIs and SPTs, each year, as part of its annual reporting requirements. Dooba has also confirmed that this will be made available publicly on its website. The Company will have its data verified by a third party and will obtain an independent external verification statement confirming whether the performance of the KPIs meet the relevant SPTs, following a relevant target observation date. DNV can confirm Dooba’s commitment to verification is in line with the requirements of the SLBPs.