

## Second Party Opinion

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Sustainability Quality of the Issuer and Green Bond Asset Pool

TenneT Holding B.V.  
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## Overall Evaluation of the Green Bond

TenneT Holding B.V. (TenneT) commissioned ISS ESG to assist with its Green senior or hybrid bonds, Green Schuldscheindarlehen, Green USPP, Green Loans, Green Commercial Paper and other types of debt instruments ("**Green Bond**") by assessing three core elements to determine the sustainability quality of the Green Bond:

1. TenneT's Green Financing framework – benchmarked against the International Capital Market Association's (ICMA) Green Bond Principles (GBPs).
2. The asset pool – whether the projects aligned with ISS ESG's issue-specific key performance indicators (KPIs) (See Annex 2).
3. TenneT's sustainability performance, according to the ISS ESG Corporate Rating.

SCOPE	SUMMARY	EVALUATION <sup>1</sup>
<b>Part 1:</b>  <b>Performance against GBPs</b>	The issuer has defined a formal concept in its Green Financing Framework <sup>2</sup> regarding use of proceeds, processes for project evaluation and selection, management of proceeds and reporting. This concept is in line with the ICMA GBPs.	<b>Positive</b>
<b>Part 2:</b>  <b>Sustainability quality of the asset pool</b>	The overall sustainability quality of the asset pool in terms of sustainability benefits, risk avoidance and minimisation is positive based upon the ISS ESG Green Bond KPIs. The KPIs contain a clear description of eligible asset categories and the social and environmental criteria attributed to each category for evaluating the sustainability-related performance of the assets (re-)financed through the proceeds of the bonds.  All projects in the asset pool are located in Germany and in the Netherlands, both highly regulated and developed countries. Legislative frameworks in those countries set high standards, which reduce environmental and social risks.	<b>Positive</b>
<b>Part 3:</b>  <b>Issuer sustainability performance</b>	The issuer shows a good sustainability performance and has been given a rating of B, which classifies it as 'Prime' by the methodology of the ISS ESG Corporate Rating.  It is rated 5 <sup>th</sup> out of 43 companies within the Network operator sector as of 17.04.2020. This equates to a high relative performance, with a Decile Rank <sup>3</sup> of 1.	<b>Status: Prime</b>  <b>Rating: B</b>  <b>Decile Rank: 1</b>

<sup>1</sup> The ISS ESG's present evaluation will remain valid until any modification of the Green Financing Framework or addition of new assets into the asset pool by the issuer and as long as the Company Rating does not change (last modification on the 08.20.2019). The controversy check of the underlying assets has been conducted on the 09.04.2020.

<sup>2</sup> [https://www.tennet.eu/fileadmin/user\\_upload/Company/Investor\\_Relations/TenneT\\_Green\\_Financing\\_Framework.pdf](https://www.tennet.eu/fileadmin/user_upload/Company/Investor_Relations/TenneT_Green_Financing_Framework.pdf)

<sup>3</sup> Rank relative to industry group. 1 indicates a high relative ESG performance, while 10 indicates a low relative ESG performance.

## Contribution of the Green Bond to the UN SDGs

Based on the assessment of the sustainability quality of the Green Bond asset pool and using a proprietary methodology, ISS ESG assessed the contribution of the TenneT's green bond to the Sustainable Development Goals defined by the United Nations (UN SDGs).

This assessment is displayed on 5-point scale (see Annex 2 for methodology):

<b>Significant Obstruction</b>	<b>Limited Obstruction</b>	<b>No Net Impact</b>	<b>Limited Contribution</b>	<b>Significant Contribution</b>
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Each of the bond's Use of Proceeds categories has been assessed for its contribution to, or obstruction of, the SDGs:

USE OF PROCEEDS	CONTRIBUTION OR OBSTRUCTION	SUSTAINABLE DEVELOPMENT GOALS
<b>Transmission of renewable electricity from offshore wind power plants into the onshore electricity grid using direct/alternating current technology.</b>	<b>Significant Contribution</b>	 
<b>Development, construction and reconstruction of the onshore electricity grid to enhance the transmission capacity for renewable energy.</b>	<b>Significant Contribution</b>	 

## ISS ESG SPO ASSESSMENT

### PART I: GREEN BOND PRINCIPLES

TenneT intends to provide a sustainable and secure supply of electricity to society and has established the Green Financing Framework as a structure for verifying the sustainability quality of the projects financed through the issuance of Green Financing Instruments.

Green Financing Instruments may include Green senior or hybrid bonds, Green Schuldscheindarlehen, Green USPP, Green Loans, Green Commercial Paper and other types of debt instruments where the use of proceeds will be exclusively applied to finance or refinance, in part or in full, new and/or existing Eligible Green Projects with environmental benefits.

Further details will be described in the relevant product documentation.

The ICMA Green Bond Principles (GBP) and the LMA Green Loan Principles (GLP) represent a set of voluntary guidelines that promote transparency, disclosure and integrity in the development of the Green bond/loan market by clarifying the approach for issuing a Green Bond and Green Loans.

The TenneT Green Financing Framework is aligned to the 2018 ICMA Green Bond Principles and the 2018 LMA Green Loan Principles which provide guidance in the following four areas:

1. Use of Proceeds
2. Process for Project Evaluation and Selection
3. Management of Proceeds
4. Reporting

For each Green Financing Instrument issued under the Framework, TenneT asserts that it will adopt the provisions specified below under (1) Use of Proceeds; (2) Process for Project Evaluation and Selection; (3) Management of Proceeds and (4) Reporting.

The TenneT Green Financing Framework also follows the recommendations of the Green Bond Principles / Green Loan Principles regarding External Review.

The Framework will apply to any Green Financing instruments issued by TenneT and will be in force as long as any Green Financing instrument is outstanding.

Any future updated version of the framework that may exist, will either keep or improve the current levels of transparency and reporting disclosures including the corresponding review by a second party opinion provider or by an independent auditor with limited assurance.

Annual reporting<sup>4</sup> on the current and future Eligible Green Projects will be combined within the Green Project Portfolio.

<sup>4</sup> Annual Reporting can be found [online](#).

## 1. Use of Proceeds

The net proceeds of Green Financing Instruments will be exclusively used to finance and/or refinance in whole or in part eligible projects (“Eligible Green Projects”), in the eligible categories, together forming the “Green Project Portfolio”.

In the table below, there is a summary of the eligibility criteria for the Green Project Portfolio as well as its contribution to the UN SDGs and alignment with the EU Environmental Objectives.

ICMA GBP CATEGORY	ELIGIBLE GREEN PROJECT CATEGORIES	IMPACT	CONTRIBUTION TO UN SDG <sup>5</sup>	ALIGNMENT WITH EU ENVIRONMENTAL OBJECTIVES <sup>6</sup>
<b>Renewable Energy</b>	<p>A. Transmission of renewable electricity from offshore wind power plants into the onshore electricity grid using direct current technology or alternating current technology.</p> <p>B. Development, construction and reconstruction of the onshore electricity grid to enhance the transmission capacity for renewable energy.</p>	<p>Creates access to renewable electricity,</p> <p>Contributes to potential avoidance of CO2 emissions</p> <p>100% Eligibility to Green Finance Instruments</p>	<p><b>SDG 7:</b></p> <p>By 2030, substantially increase the share of renewable energy in the global energy mix</p> <p><b>SDG 13:</b></p> <p>(Indirectly) strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries</p>	<p><b>Environmental Objective 1:</b></p> <p>Climate Change Mitigation</p> <p><b>Substantial contribution to Climate Change Mitigation (1.a):</b> Generating, storing, distributing or using renewable energy in line with the Renewable Energy Directive, including through innovative technology with a potential for significant future savings or through necessary reinforcement of the grid</p>

The projects financed through the Green Financing Framework include several different investments, such as:

- Offshore:
  - Offshore platforms (connecting wind power installations),
  - Offshore cables (linking generation sites to the shore) located primarily in the North Sea
  - Onshore cables (linking shore to onshore stations)
  - Onshore stations located in Northern Germany and the Netherlands.

<sup>5</sup> In alignment with ICMA “Green and Social Bonds: A high-level mapping to the Sustainable Development Goals”: <https://www.icmagroup.org/green-social-and-sustainability-bonds/mapping-to-the-sustainable-development-goals/>

<sup>6</sup> In alignment with the EU Taxonomy Environmental Objectives as defined in Article 5, amendment 41 and Article 6: [http://www.europarl.europa.eu/doceo/document/TA-8-2019-0325\\_EN.html](http://www.europarl.europa.eu/doceo/document/TA-8-2019-0325_EN.html)

- Onshore:
  - Onshore cables located in Germany and the Netherlands (connecting wind power installations and/or enabling (long distance) transport)
  - Onshore lines and pylons located in Germany and the Netherlands (enabling long distance transport)
  - Onshore substations located in Germany and the Netherlands (enabling distribution and delivery of renewable electricity to consumers)

Currently the following nineteen projects are included in the Green Project Portfolio and financed through TenneT's Green Bonds:

	DOLWIN1	DOLWIN2	DOLWIN3	BORWIN3	SYLWIN1
<b>Start of connection</b>	DolWin alpha	DolWin beta	DolWin gamma	BorWin gamma	SylWin alpha
<b>End of connection</b>	Dörpen West, Germany	Dörpen West, Germany	Dörpen West, Germany	Emden Ost, Germany	Büttel, Germany
<b>Transmission power</b>	800 MW	916 MW	900 MW	900 MW	864 MW
<b>Cable length</b>					
<b>Total (submarine; onshore)</b>	165 km (75 km; 90 km)	135 km (45 km; 90 km)	160 km (80 km; 80 km)	160 km (130 km; 30 km)	205 km (160 km; 45 km)
<b>Start of construction</b>	2011	2012	2014	2015	2012
<b>Start of operation</b>	2015	2016	2018	2019	2015
<b>Added to green project portfolio in</b>	May 2015	May 2015	May 2015	May 2016	September 2016

	BORWIN2	BORWIN1 <sup>7</sup>	HELWIN1	HELWIN2	BORSSELE ALPHA
<b>Start of connection</b>	BorWin beta	BorWin alpha	HelWin alpha	HelWin beta	Borssele alpha
<b>End of connection</b>	Diele, Germany	Diele, Germany	Büttel, Germany	Büttel, Germany	Borssele, Netherlands
<b>Transmission power</b>	800 MW	400 MW	576 MW	690 MW	700 MW
<b>Cable length</b>					
<b>Total (submarine; onshore)</b>	200 km (125 km; 75 km)	200 km (125 km; 75 km)	130 km (85 km; 45 km)	130 km (85 km; 45 km)	60 km (59 km; 1 km)
<b>Start of construction</b>	2010	2008	2011	2011	2017
<b>Start of operation</b>	2015	2010	2015	2015	2019
<b>Added to green project portfolio in</b>	March 2017	June 2017	June 2017	March 2018	March 2018

	BORSSELE BETA	DOLWIN6	HKZ ALPHA	HKZ BETA
<b>Offshore platform</b>	Borssele beta	DolWin Kappa	HKZ Alpha	HKZ Beta
<b>Onshore station/ Feed-in point</b>	Borssele, Netherlands	Emden/Ost	Maasvlakte2	Maasvlakte2
<b>Transmission power</b>	700 MW	900 MW	700 MW	700 MW
<b>Cable length</b>				
<b>Total (submarine; onshore)</b>	66 km (65 km; 1 km)	86 km (45 km; 41 km)	45 km (42 km; 3 km)	37 km (34 km; 3 km)
<b>Start of construction</b>	2017	2019	2019	2020
<b>Start of operation</b>	2020	2023	2021	2022
<b>Added to green project portfolio in</b>	March 2018	March 2019	March 2019	March 2019

<sup>7</sup> The construction of BorWin1 started before TenneT acquired the project as part of Transpower assets, formerly part of E.ON (currently TenneT Germany).

	ALFA VENTUS	HKN	NORDERGRUNDE	DÖRPEN/WEST - NIEDERRHEIN	WESTKUSTEN-LEITUNG
<b>Offshore / onshore platform</b>	AlfaVentus platform	HKN platform	Nordergrunde platform	Dörpen West substation	Brunsbüttel substation
<b>Onshore station/ Feed-in point</b>	Hagermarsch , Germany	Beverwijk, Netherlands	Inhausen, Germany	Stadt Meppen, Germany	Danish border, Germany
<b>Transmission power</b>	62 MW	700 MW	111 MW	3100 MW	3500 MW-
<b>Cable length</b>					
<b>Total (submarine; onshore)</b>	66km (60km; 6km)	45km (35km; 10km)	32km (28km; 4km)	31km (onshore only)	138 (onshore only)
<b>Start of construction</b>	2006-	2020	2013-	2017	2015
<b>Start of operation</b>	2009	2023	2017	2022	2023
<b>Added to green project portfolio in</b>	April 2020	April 2020	April 2020	April 2020	April 2020

**Opinion:** ISS ESG considers the Use of Proceeds description provided by TenneT’s Green Financing Framework as complete, exhaustive and aligned with the GBPs and with market best practices. Environmental objectives and expected benefits are clearly expressed in reference with the UN SDGs and with the objectives defined by the EU Commission for Green Finance.

## 2. Process for Project Evaluation and Selection

### Evaluation of the Green Projects against Eligibility criteria

TenneT’s grid system is on a pathway to full decarbonisation and the Eligible Green Projects are assessed based on the following aspects;

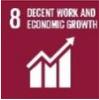
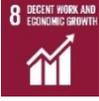
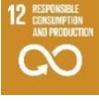
- Directly connecting or expanding existing direct connection of renewable electricity generation, such as wind and solar energy (production plants that are less CO2 intensive than 100 gCO2e/kWh);
- And/or increase of transport capacity due to capacity constraints related to increased share of renewable electricity in its grid.

The assessment is internally verified and approved by the CSR (Corporate Social Responsibility) Board. The CSR Board oversees the continuing integration of CSR into TenneT’s operational

management and has a direct senior level link to the firm’s Executive Board as the Chief Executive Officer and Chief Financial Officer are members of the CSR Board. The CSR Manager and Manager Treasury submit the selection of a new project to the CSR Board, supported by information from the offshore and onshore departments. The CSR Board decides based on the Green Financing Framework whether a project fits the criteria and will oversee the quality of impact reporting.

**Identified sustainability risks and benefits of the Green Project categories**

It goes without doubt that in any activity that TenneT pursues work according to social and environmental laws. In addition, TenneT has committed itself to the UN Global Compact Principles since 2015. At the same time, it is important from a sustainability perspective to take into account all possible sustainable impacts (risks & opportunities) linked to the project categories (A and B).

IMPACT AREA	DESCRIPTION	CONTRIBUTES TO SDG <sup>8</sup>
<b>PEOPLE</b>		
<b>Society</b>	TenneT addresses its stakeholders’ concerns by living up to its values, i.e. being responsible, engaged and connected. Community dialogue with affected public and private parties is essential in realizing its projects.	
<b>Safety</b>	In its projects and activities safety is its number one priority in every activity that TenneT undertakes. Health and safety standards, especially for contractors and subcontractors are crucial aspects to live up to this.	
<b>Supply chain</b>	Supply chain standards with respect to labour rights and working conditions are hugely important, since many of TenneT’s components are produced all around the world. Commitment of its suppliers on these requirements is essential.	
<b>PLANET</b>		
<b>Circular</b>	As a large player in the energy transition TenneT uses copper, steel, aluminium and many more materials to expand its grid. This has impact on raw material use and generates a waste stream that has huge impact from a circularity perspective.	
<b>Climate</b>	Climate impact of TenneT’s operations is its responsibility and TenneT strives to reduce its impact focussing on grid losses, energy use, SF6 losses and mobility	
<b>Nature</b>	TenneT’s commitment to nature is to take its responsibility to avoid, minimize its impact and protect and improve local nature. While planning, constructing and operating its assets the issuer has impact, but it also has the unique opportunity to make a positive contribution.	 

In addition, risks can be associated with project-related controversies, which will be transparently reported.

<sup>8</sup> According to TenneT’s mapping

Sustainability criteria and Quantitative indicators for use of proceeds

In order to make sure that the related people and planet impact linked to potential projects are identified and the opportunities clearly fostered, a list of sustainability criteria has been established for both project categories.

ASPECT	QUANTITATIVE INDICATORS
Society - <b>Community dialogue</b>	I. Community dialogue is conducted as an integrated part of the planning process and during operation
Safety - <b>Working conditions during construction and maintenance work</b>	I. The company itself as well as its contractors apply high labour and safety standards during construction and maintenance work. II. Number of fatal accidents and annual accident rate related to construction and maintenance work (own employees and contractors).
Supply chain – <b>Social standards in the supply chain</b>	I. Suppliers comply with high standards regarding labour rights and working conditions.
Circular – <b>Decommissioning and recycling of cables, lines, onshore and offshore stations.</b>	I. Decent decommissioning and rehabilitation of construction sites is conducted. II. Environmental and impacts at end-of-life (after at least 20 years of operation) will be minimised.
Climate – <b>Operational climate impact</b>	I. Reducing energy use is taken into account in the design phase. II. High standards regarding reducing SF6-leakage are applied.
Nature - <b>Nature aspects in planning, construction and operation of cables, lines, onshore and offshore stations.</b>	I. High environmental standards and requirements (environmental impact assessment, biodiversity assessment, research on impacts on maritime fauna). II. In biodiversity hotspots for which alternative route planning has been considered and/or route planning has been optimised in consultation with experts. III. High environmental standards during construction works (noise mitigation, avoidance of pile driving, minimisation of discharges to ocean). IV. Number of environmental incidents related to construction and maintenance work

Further information on environmental sustainability benefit of use of proceeds and on impact indicators can be found in TenneT’s full Green Financing Framework<sup>9</sup>.

**Opinion:** ISS ESG considers the Process for Project Evaluation and Selection provided by TenneT’s Green Financing Framework as aligned with the GBPs and with market best practices. The eligibility criteria are precisely defined and transparently displayed in the framework. The stakeholders involved in the selection process are clearly identified as well as the responsibilities that they share in this process.

<sup>9</sup>The TenneT’s Green Financing Framework can be found [online](#).

### 3. Management of Proceeds

TenneT intends to allocate the proceeds from the Green Financing Instruments to the Green Project Portfolio, selected in accordance with the use of proceeds criteria and evaluation and selection process presented above. Tracking will be facilitated through the portfolio approach.

TenneT will strive to maintain a level of allocation for the Green Project Portfolio which, after adjustments for intervening circumstances including, but not limited to, sales and repayments, matches or exceeds the balance of net proceeds from its outstanding Green Financing Instruments. Additional Eligible Green Projects will be added to TenneT's Green Project Portfolio to the extent required to ensure that the net proceeds from the outstanding Green Financing Instruments will be allocated to Eligible Green Projects.

To be transparent on the financing/refinancing ratio of the portfolio, the yearly capex spend of the total portfolio will be reported.

Whilst any Green Financing Instrument net proceeds remain unallocated, TenneT will hold and/or invest, at its own discretion, in its treasury liquidity portfolio, in cash or other short term and liquid instruments, the balance of net proceeds not yet allocated to the Green Project Portfolio.

**Opinion:** ISS ESG finds that Management of Proceeds proposed by TenneT's Green Financing Framework is aligned with the GBPs and best market practices. An appropriate tracking of proceeds is in place and the intended types of temporary investment instruments for unallocated proceeds are described.

### 4. Reporting

TenneT commits to an annual reporting towards its Green investors, published together with its annual report<sup>10</sup>. The reporting will comprise the following information:

1. The allocation of proceeds to the projects included in the project portfolio
2. Yearly capex spend of the total portfolio.
3. The advancement of the projects in the building phase
4. Environmental impact indicators
  - a. Total number of households that would be able to switch to 100% renewable energy (based on the yearly average electricity consumption of one German/Dutch household and the actual transported amount of renewable electricity).
  - b. Potential avoidance of CO<sub>2</sub>-emissions per year (based on actual transported amount of renewable electricity, compared to the average carbon impact of the grid in Germany/the Netherlands).
5. Operational environmental and social indicators
  - a. Society;
    - i. Average interruption time
    - ii. Number of stakeholder dialogues
  - b. Safety
    - i. Project related safety performance
  - c. Supply chain;

<sup>10</sup> Annual Reporting can be found [online](#).

- i. Commitment with supplier code of conduct
  - d. Circularity;
    - i. Project related waste figures (for projects where waste data is administered)
  - e. Climate;
    - i. Grid losses
    - ii. Energy consumption
    - iii. SF6 losses
  - f. Nature
    - i. Oil leakages and environmental incidents
    - ii. Positive nature measures (qualitative)
- 6. Significant controversies

TenneT intends to align, on a best effort basis, the reporting with the portfolio approach described in "Green Bonds - working towards a Harmonized Framework for Impact Reporting (June 2019)". The reporting will be carried out once a year until the redemption of the allocated financing.

**Opinion:** *ISS ESG finds that the allocation and impact reporting proposed by TenneT's Green Financing Framework is aligned with the GBPs. The level, duration, frequency and scope of reporting are clearly defined and in line with industry best practices.*

## External review

### Second Party Opinion (Pre-Issuance)

TenneT has appointed ISS-ESG to provide a Second Party Opinion on its Green Financing Framework. The Second Party Opinion and the Green Financing Framework are available to investors on TenneT's website<sup>11</sup>.

### Post-issuance External Verification

An independent auditor or second party opinion consultant will provide a limited assurance and review the allocation of Green Financing Instrument proceeds, impact reporting and environmental and social metrics.

The report will be made available on TenneT's website.

<sup>11</sup> External reviews can be found [online](#).

## PART II: SUSTAINABILITY QUALITY OF THE ASSET POOL

### Transmission of renewable energy

As a Use of Proceeds category, transmission of renewable energy has a significant contribution to the SDGs 7 “Affordable and clean energy” and 13 “Climate action”.

The table below presents the findings of an ISS ESG assessment of the assets (re-) financed against ISS ESG KPIs. This KPI set is applicable for both Use of Proceeds categories defined by the TenneT Green Financing Framework:

- A. Transmission of renewable electricity from offshore wind power plants into the onshore electricity grid using direct current technology or alternating current technology.
- B. Development, construction and reconstruction of the onshore electricity grid to enhance the transmission capacity for renewable energy.

#### 1. Consideration of environmental aspects in planning and installation of offshore platforms

- ✓ For all offshore platforms, comprehensive environmental impact assessments including research with respect to possibly affected animals such as marine mammals, birds, fish and bats were conducted.
- ✓ For a majority of offshore platforms, sensitive/reproduction periods were considered and low-impact construction methods (e.g. “soft-start” procedures, noise-reducing technology) used.
- ✓ All contractors are required to prove their ships have “fit-for-purpose” certifications and that they do not discharge effluents into the ocean.

#### 2. Consideration of environmental aspects in planning and installation of onshore electricity grid

- ✓ For all onshore electricity grid, biodiversity assessments have been conducted, and route planning was optimized.

#### 3. Consideration of environmental aspects in operation of offshore and onshore stations

- ✓ Solid and hazardous waste from all offshore platforms is or will be appropriately treated onshore in Germany or the Netherlands.
- ✓ For all projects, basic antirust protections have been installed (eg. aluminium jackets combined with protective coating). For 3 out of 17 projects, measures of higher standards have been applied (eg. environmentally friendly steel jackets).
- ✓ TenneT's SF6 policy applies to all converter stations. It contains clear responsibilities and targets for SF6 management, such as the goal to reduce the SF6 leakage rate by 20% by 2020 compared to the 2015 level.

#### **4. Consideration of environmental aspects in cable-laying (onshore and offshore)**

- ✓ For all offshore cable-laying projects, either existing routes were used, or alternative routes considered during planning. Final route planning was discussed in detail in order to minimise the environmental impact of construction work.
- ✓ All cable-laying projects fulfil high environmental standards. For example, comprehensive environmental impact and biodiversity assessments including research regarding affected flora, fauna, water and soil were conducted. All connections are sub-soil (offshore) and underground (onshore) and for the majority of projects soil-warming is limited.
- ✓ During cable-laying, low impact methods are applied. For example, breeding periods of birds are taken into account and the majority of projects in protected areas (European Flora-Fauna-Habitat areas) are tunneled completely.

#### **4. Standards for decommissioning and rehabilitation of cable-laying construction sites**

- ✓ For all construction sites, the rehabilitation of the landscape and the removal of construction equipment after cable-laying are ensured.
- ✓ For all relevant projects, compensation payments for rehabilitation measures in affected and/or adjacent conservation areas (in consultation with state authorities) are in place.

#### **5. Standards for decommissioning and recycling of offshore platforms at end-of-life**

- ✓ For all relevant projects, the removal of offshore platforms and safe disposal of maritime installations on land after decommissioning is ensured. Where required, TenneT has provided financial securities to ensure removal costs are covered after decommissioning.
- ✓ All offshore platforms are to be disassembled in qualified locations at their end-of-life and materials to be recycled.

#### **6. Community dialogue**

- ✓ For a majority of projects, comprehensive measures to inform affected communities at an early stage have been taken and feedback mechanisms for public consultation are in place. All projects are located in Germany or the Netherlands, where national legislation ensures that high standards regarding community dialogues are in place.
- ✓ For all projects, landowners, whose property is crossed by the cable routes, are compensated.

#### **7. Working conditions during construction and maintenance work**

- ✓ For all projects, TenneT requires high safety standards from its contractors and subcontractors regarding construction sites as well as for operation and maintenance work.
- ✓ Comprehensive health and safety management systems have to be implemented, comprising e.g. clear responsibilities, emergency plans, data compilation, appropriate training and audits.
- ✓ For all projects, high labour standards regarding e.g. working time, periods of rest, minimum wages, freedom of association, collective bargaining and non-discrimination are in place (in accordance with national legislation).

- ✓ No fatal accidents occurred in the context of the nineteen projects as of 2019.
- For all projects, accident rates are available. The overall accident rate of 0.9 Lost Time Injury Frequency (LTIF) for 2019 is below common industry level with regard to an industry wide benchmark. However, the overall accident rate has been unstable over the past year (the LTIF rate in 2018 was 2.1, 0.41 in 2017, 0.44 in 2016 and 0.12 in 2015).
- ✓

#### **8. Social standards in the supply chain**

- ✓ For all projects, good and binding labour and working conditions standards are applied within the supply chain. The supplier standards, mandatory in TenneT's tender procedures, cover child labour, forced labour, freedom of association, discrimination, wages and health and safety.
- For all projects, supplier standards cover environmental standards within the supply chain (e.g. wastewater treatment, hazardous substances management). Some measures to ensure compliance with the standards are implemented (e.g. supplier risk assessments, off-site audits, exclusion in case of non-compliance, training of employees in purchasing departments).
- ✓

The methodology for the asset evaluation can be found in Annex 2.

#### **Controversy assessment:**

- Safety incidents at the projects occasionally happen. One example is a serious incident during cable-laying works for HelWin1, where a contractor was seriously injured. TenneT has made an effort to clarify the case and course of the accident quickly.
- No further controversial activities or practices that could be attributed to TenneT were revealed during the controversy assessment.
- For completeness it is to be mentioned that the German Nature and Biodiversity Conservation Union (NABU – Naturschutzbund Deutschland e.V.) has criticised the operator of a wind farm connected via SylWin1 (Butendiek) for insufficient protection of porpoises, a protected species, during construction works. The criticism was directed at the wind farm operator and cannot be attributed to TenneT.

#### **Impact Indicator 1: Number of households provided with access to wind power**

According to TenneT, all nineteen transmission lines together would allow approximately 15.9 million households in Germany (circa 38% of all German households) and about 5.1 million households in the Netherlands (about 64.0% of all Dutch households) to switch to 100% renewable energy. This calculation is based on the average annual electricity consumption of one German and of one Dutch household in 2019 and the assumption that a) full capacity of the new transmission lines is used, b) connected wind power plants reach 4,000 full load hours per year and c) around 2% of electricity produced is lost during transmission and distribution.

## **Impact Indicator 2: Potential avoidance of CO<sub>2</sub> emissions**

According to TenneT, if the full capacity of the nineteen transmission lines is used, wind parks connected to the electricity grid through the transmission lines would provide about 66.2 TWh of renewable energy per year and annually avoid about 31.4 million tons of CO<sub>2</sub> emissions. This calculation is based on the average carbon intensity of the Germany and of the Netherlands electricity grid in 2017 and the assumption that a) full capacity of the new transmission lines is used, b) connected wind power plants reach 4,200 full load hours per year and c) around 2% of electricity produced is lost during transmission and distribution.

## PART III: ASSESSMENT OF TENNET'S ESG PERFORMANCE

The ISS ESG Corporate Rating provides a rating and then designates a company as 'Prime' or 'Not Prime' based on its performance relative to the industry sector. It is also assigned a Decile Rank, indicating this relative industry group performance, with 1 indicating a high relative ESG performance, and 10 a low relative ESG performance.

COMPANY	STATUS	Rating	DECILE RANK
TENNET	PRIME	B	1

This means that the company performed well in terms of sustainability, both compared against others in the industry and in terms of the industry-specific requirements defined by ISS ESG. In ISS ESG's view, the securities issued by the company therefore all meet the basic requirements for sustainable investments.

As of 17.04.2020, this rating places TenneT 5<sup>th</sup> out of 43 companies rated by ISS ESG in the Network Operator sector.

Key Challenges facing companies in term of sustainability management in this sector are:

- Facilitation of the energy transition and resource efficiency
- Environmentally safe operation of plants and infrastructure
- Accessibility and reliability of energy and water supply
- Business ethics and government relations
- Worker safety and accident prevention

For all of the key issues, TenneT rates above the average for the sector. A very significant outperformance was achieved in "Accessibility and reliability of energy and water supply".

The company does not face any significant controversy.

Details on the rating of the issuer can be found in Annex 1.



Robert Hassler, Head of ISS ESG Ratings  
London/Munich/Rockville/Zurich

## DISCLAIMER

1. Validity of the SPO: For TenneT's first issuance following the release date of the SPO.
2. ISS ESG uses a scientifically based rating concept to analyse and evaluate the environmental and social performance of companies and countries. In doing so, we adhere to the highest quality standards which are customary in responsibility research worldwide. In addition, we create a Second Party Opinion (SPO) on bonds based on data from the issuer.
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## ANNEX 1: ISS ESG Corporate Rating

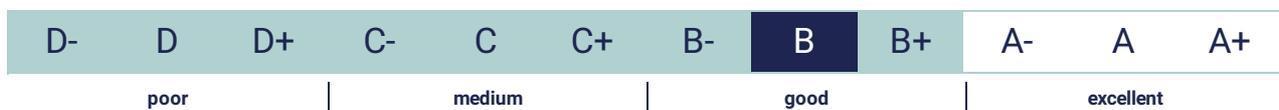
The following pages contain extracts from TenneT's 2020 ISS ESG Corporate Rating.

# ESG Corporate Rating

## TenneT Holding B.V.

<b>Industry</b>	Utilities/Network Operators	<b>Status</b>	<b>Prime</b>	 <small>RATED BY</small> <b>ISS ESG</b> 
<b>Country</b>	Netherlands	<b>Rating</b>	<b>B</b>	
<b>ISIN</b>	XS0513509959	<b>Prime Threshold</b>	<b>C+</b>	
		<b>Decile Rank</b>	<b>1</b>	

### Absolute Rating



The assessment of a company's sustainability performance is based on approximately 100 criteria, selected specifically for each industry. A company's failure to disclose, or lack of transparency, regarding these matters will impact a company's rating negatively

### Decile Rank



**Low relative performance**

**High relative performance**

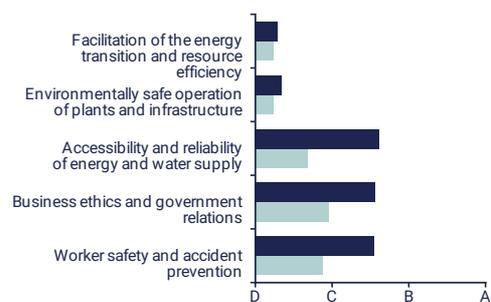
Indicates decile rank relative to industry group. A decile rank of 1 indicates a high relative ESG performance, while a 10 indicates a lower relative ESG performance.

### Industry Leaders

Company name (in alphabetical order)	Country	Grade
Alliander N.V.	NL	B
Red Eléctrica Corp. S.A.	ES	B+
Terna - Rete Elettrica Nazionale Società per Azioni	IT	B+

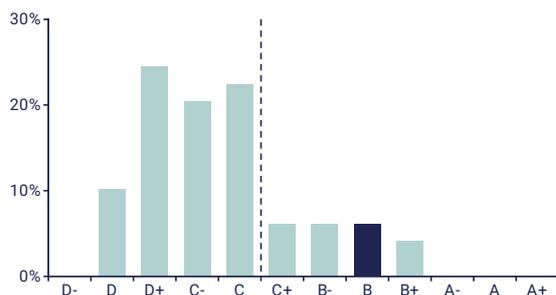
Legend: Industry Company --- Prime

### Key Issue Performance

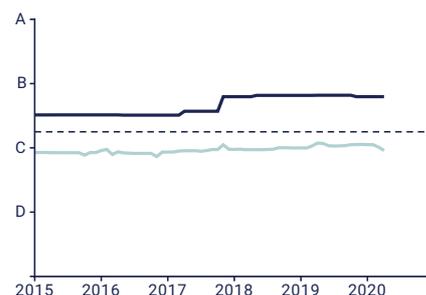


### Distribution of Ratings

49 companies in the industry



### Rating History



# TenneT Holding B.V.

## Analyst Opinion

### Sustainability Opportunities

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TenneT is exclusively engaged in the operation of transmission systems with the main revenues gained with network operations in Germany and the Netherlands. As a transmission network operator, the company has an important role in the transition to a more sustainable energy system by providing the infrastructure to connecting renewable energies to the network and to transporting electricity based on renewable sources over long distances. TenneT is engaged in various initiatives in this regard, working with ministries, local and regional authorities, research institutes and other stakeholders. The company is also part of several dedicated initiatives and as well engages in research, e.g. on electricity storage solutions.

### Sustainability Risks

---

For an electricity network operator, the main social issues include ensuring reliable electricity transmission and system stability, and to ensure health and safety of employees and contractors. TenneT has taken appropriate measures to ensure network reliability, applying a control system, a risk management system and audits. The average interruption time for the network was at a comparatively low value. TenneT also has established sound health and safety management systems, underlined by a low accident rate and no fatal accidents in recent years. On the environmental side, TenneT should address greenhouse gas emissions (SF6 leakages and indirect emissions through transmission losses) and possible biodiversity impacts. The company has set a target to reduce SF6 emissions, but these only account for a minor share of greenhouse gas emissions. Further, the company does not elaborate on how it addresses climate-change related risks. TenneT takes various measures to reduce negative environmental impacts of the transmission system, especially with regard to the protection of birds. Yet it is unclear if the company is engaged in monitoring the effectiveness of existing measures.

### Governance Opinion

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TenneT is fully owned by the State of the Netherlands (as at December 31, 2018). The company has set up a two-tier corporate structure that ensures separation of power. The chair as well as all members of the board of directors are independent. In addition, the company has established independent audit, nomination and remuneration committees. The company discloses its remuneration policy for executives, including long-term components, which could incentivise sustainable value creation.

An independent sustainability committee is not in place. However, sustainability performance objectives are, to some extent, integrated into the variable remuneration of members of the executive management team.

TenneT has established a code of ethics covering issues such as conflicts of interest, insider dealings and gifts and entertainment in varying degrees of detail. Yet, other issues such as corruption and antitrust are not explicitly covered. The code of ethics is available in local languages and distributed to all employees. An anonymous and confidential hotline is available for employees and external stakeholders and whistleblower protection is ensured.

# TenneT Holding B.V.

## Methodology - Overview

The ESG Corporate Rating methodology was originally developed by Institutional Shareholder Services Germany (formerly oekom research) and has been consistently updated for more than 25 years.

**ESG Corporate Rating** - The ESG Corporate Rating universe, which is currently expanding from more than 8,000 corporate issuers to a targeted 10,000 issuers in 2020, covers important national and international indices as well as additional companies from sectors with direct links to sustainability and the most important bond issuers that are not publicly listed companies.

The assessment of a company's social & governance and environmental performance is based on approximately 100 environmental, social and governance indicators per sector, selected from a pool of 800+ proprietary indicators. All indicators are evaluated independently based on clearly defined performance expectations and the results are aggregated, taking into account each indicator's and each topic's materiality-oriented weight, to yield an overall score (rating). If no relevant or up-to-date company information with regard to a certain indicator is available, and no assumptions can be made based on predefined standards and expertise, e.g. known and already classified country standards, the indicator is assessed with a D-

In order to obtain a comprehensive and balanced picture of each company, our analysts assess relevant information reported or directly provided by the company as well as information from reputable independent sources. In addition, our analysts actively seek a dialogue with the assessed companies during the rating process and companies are regularly given the opportunity to comment on the results and provide additional information.

**Analyst Opinion** - Qualitative summary and explanation of the central rating results in three dimensions:

- (1) Opportunities - assessment of the quality and the current and future share of sales of a company's products and services, which positively or negatively contribute to the management of principal sustainability challenges.
- (2) Risks - summary assessment of how proactively and successfully the company addresses specific sustainability challenges found in its business activity and value chain, thus reducing its individual risks, in particular regarding its sector's key issues.
- (3) Governance - overview of the company's governance structures and measures as well as of the quality and efficacy of policies regarding its ethical business conduct.

**Controversial Business Practices** - The assessment of companies' sustainability performance in the ESG Corporate Rating is informed by a systematic and comprehensive evaluation of companies' ability to prevent and mitigate ESG controversies. ISS ESG conducts research and analysis on corporate involvement in verified or alleged failures to respect recognized standards for responsible business conduct through Norm-Based Research.

Norm-Based Research is based on authoritative standards for responsible business conduct such as the UN Global Compact, the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles for Business and Human Rights and the Sustainable Development Goals.

As a stress-test of corporate disclosure, Norm-Based Research assesses the following:

- Companies' ability to address grievances and remediate negative impacts
  - Degree of verification of allegations and claims
  - Severity of impact on people and the environment, and systematic or systemic nature of malpractices
- Severity of impact is categorized as Potential, Moderate, Severe, Very severe. This informs the ESG Corporate Rating.

**Decile Rank** - The Decile Rank indicates in which decile (tenth part of total) the individual Corporate Rating ranks within its industry from 1 (best – company's rating is in the first decile within its industry) to 10 (lowest – company's rating is in the tenth decile within its industry). The Decile Rank is determined based on the underlying numerical score of the rating. If the total number of companies within an industry cannot be evenly divided by ten, the surplus company ratings are distributed from the top (1 decile) to the bottom. If there are Corporate Ratings with identical absolute scores that span a division in decile ranks, all ratings with an equal decile score are classified in the higher decile, resulting in a smaller number of Corporate Ratings in the decile below.

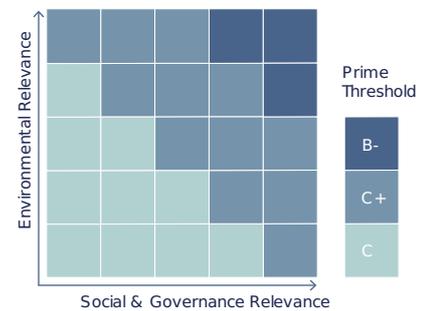
**Distribution of Ratings** - Overview of the distribution of the ratings of all companies from the respective industry that are included in the ESG Corporate Rating universe (company portrayed in this report: dark blue).

# TenneT Holding B.V.

## Methodology - Overview

**Industry Classification** - The social and environmental impacts of industries differ. Therefore, based on its relevance, each industry analyzed is classified in a Sustainability Matrix.

Depending on this classification, the two dimensions of the ESG Corporate Rating, the Social Rating and the Environmental Rating, are weighted and the sector-specific minimum requirements for the ISS ESG Prime Status (Prime threshold) are defined (absolute best-in-class approach).



**Industry Leaders** - List (in alphabetical order) of the top three companies in an industry from the ESG Corporate Rating universe at the time of generation of this report.

**Key Issue Performance** - Overview of the company's performance with regard to the key social and environmental issues in the industry, compared to the industry average.

**Major Shareholders & Ownership Summary** - Overview of the company's major shareholders at the time of generation of this report. All data as well as the categorisation system for the investor types is based on information from S&P Capital IQ.

**Rating History** - Development of the company's rating over time and comparison to the average rating in the industry.

**Rating Scale** - Companies are rated on a twelve-point scale from A+ to D-:

A+: the company shows excellent performance.

D-: the company shows poor performance (or fails to demonstrate any commitment to appropriately address the topic).

Overview of the range of scores achieved in the industry (light blue) and indication of the grade of the company evaluated in this report (dark blue).

**Sources of Information** - A selection of sources used for this report is illustrated in the annex.

**Status & Prime Threshold** - Companies are categorized as Prime if they achieve/exceed the sustainability performance requirements (Prime threshold) defined by ISS ESG for a specific industry (absolute best-in-class approach) in the ESG Corporate Rating. Prime companies are sustainability leaders in their industry and are better positioned to cope with material ESG challenges and risks, as well as to seize opportunities, than their Not Prime peers. The financial materiality of the Prime Status has been confirmed by performance studies, showing a continuous outperformance of the Prime portfolio when compared to conventional indices over more than 14 years.

## ANNEX 2: Methodology

### ISS ESG Green Bond KPIs

The ISS ESG Green Bond KPIs serves as a structure for evaluating the sustainability quality – i.e. the social and environmental added value – of the use of proceeds of TenneT’s Green Bond.

It comprises firstly the definition of the use of proceeds category offering added social and/or environmental value, and secondly the specific sustainability criteria by means of which this added value and therefore the sustainability performance of the assets can be clearly identified and described.

The sustainability criteria are complemented by specific indicators, which enable quantitative measurement of the sustainability performance of the assets and which can also be used for reporting.

To review the KPIs used in this SPO, please contact Federico Pezzolato (details in next page) who will send them directly to you.

### Asset evaluation methodology

ISS ESG evaluates whether the assets included in the asset pool match the eligible project category and criteria listed in the Green Bond KPIs.

All percentages refer to the amount of assets within one category (e.g. wind power). Additionally, the assessment “no or limited information is available” either indicates that no information was made available to ISS ESG or that the information provided did not fulfil the requirements of the ISS ESG Green Bond KPIs.

The evaluation was carried out using information and documents provided to ISS ESG on a confidential basis by TenneT (e.g. Due Diligence Reports). Further, national legislation and standards, depending on the asset location, were drawn on to complement the information provided by the issuer.

### Assessment of the contribution and association to the SDG

The 17 Sustainable Development Goals (SDGs) were endorsed in September 2015 by the United Nations and provide a benchmark for key opportunities and challenges toward a more sustainable future. Using a proprietary method, ISS ESG identifies the extent to which TenneT’s Green Bond contributes to related SDGs and has a positive association with their respective sub-targets.

## About ISS ESG SPO

ISS ESG is one of the world's leading rating agencies in the field of sustainable investment. The agency analyses companies and countries regarding their environmental and social performance.

As part of our Sustainable (Green & Social) Bond Services, we provide support for companies and institutions issuing sustainable bonds, advise them on the selection of categories of projects to be financed and help them to define ambitious criteria.

We assess alignment with external principles (e.g. the ICMA Green / Social Bond Principles), analyse the sustainability quality of the assets and review the sustainability performance of the issuer themselves. Following these three steps, we draw up an independent SPO so that investors are as well informed as possible about the quality of the bond / loan from a sustainability perspective.

Learn more: <https://www.isscorporatesolutions.com/solutions/esg-solutions/green-bond-services/>

For Information about SPO services, and this Green Bond, contact:

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