

BERKELEY GROUP GREEN FINANCE FRAMEWORK 2022

DNV ELIGIBILITY ASSESSMENT

Scope and objectives

The Berkeley Group (henceforth referred to as "Berkeley") is a public limited company incorporated and domiciled in the United Kingdom (UK), that aims to transform challenging sites into residential-led places that have positive impacts on the society, the economy and the natural world. Berkeley is focussed on the regeneration of complex, urban and brownfield land, restoring these sites to sustainable community use, which energises local economies, meets housing needs, and relieves pressure on greenfield land.

Berkeley is focused on its environmental footprint from its construction activities, and has a business strategy centred on 10 core strategic priorities that are conveyed through "Our Vision 2030: Transforming Tomorrow", which it believes will maximise the Group's positive impact and drive leadership in the homebuilding industry. This includes core sustainability focus areas that are focused on nature recovery, climate action and strengthening communities. In terms of nature recovery, Berkeley has 43 developments with a net biodiversity gain strategy, which together, will create over 500 acres of new or improved natural habitats. Berkeley is also looking to develop a more challenging approach which will aim to deliver further 'environmental net gain' on every project.

Berkeley has also committed to reducing its company-wide Greenhouse Gas Emissions (GHG). In December 2020, Berkeley received approval from the Science Based Targets initiative (SBTi) for its science-based targets (SBTs). Berkeley has committed to reducing:

- Absolute Scope 1 and 2 GHG emissions from its direct operations by 50% between 2019 and 2030;
- Scope 3 GHG emissions from its purchased materials and services by 40% per square foot of legally completed floor area between 2019 and 2030; and
- Scope 3 GHG emissions from the use of the homes built by 40% per square foot, of legally completed floor area between 2019 and 2030.

Berkeley has developed a Green Finance Framework (the "Framework") under which it can raise proceeds to support the financing of Eligible Green Assets which will be grouped under the "Green Development Pool". Debt will be used to fund investment into developments that will have a positive environmental and social impact. This aligns to Berkeley's commitments on climate action and its wider responsibility-led management processes articulated through 'Our Vision 2030'.

DNV Business Assurance Services UK Limited ("DNV") has been commissioned by Berkeley to provide a review of the Framework against the International Capital Market Association ("ICMA") Green Bond Principles 2021 ("GBP") and the Loan Market Association ("LMA") Green Loan Principles 2021 ("GLP"). Our



methodology to achieve this is described under the 'Work Undertaken' section below. DNV was not commissioned to provide independent assurance or any other audit activities. No assurance has been provided regarding the financial performance of bonds or loans issued via the Company's Framework, the value of any investments, or the long-term environmental 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 Berkeley and DNV

The management of Berkeley 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 Berkeley's management and other interested stakeholders in the Framework as to whether the Framework is aligned with the GBP and GLP. In our work, we have relied on the information and the facts presented to us by Berkeley. DNV is not responsible for any aspect of the assets and their associated projects referred to in this opinion, and cannot be held liable if estimates, findings or opinions of Berkeley are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by Berkeley and used as a basis for this assessment were not correct or complete.

Basis of DNV's opinion

We have adapted our eligibility assessment methodology to create Berkeley-specific Green Finance Framework Eligibility Assessment Protocol (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion. As per our Protocol, the criteria against which the Framework has been reviewed are grouped under the following four Principles:

- **Principle One: Use of Proceeds.** The Use of Proceeds criteria is guided by the requirement that an issuer must use an amount equivalent to the funds raised to finance or refinance eligible activities. The eligible activities should produce clear environmental benefits.
- Principle Two: Process for Project Evaluation and Selection. The Project Evaluation and Selection criteria are guided by the requirements that an issuer should outline the process it follows when determining the eligibility of an investment using the proceeds and outline any impact objectives it will consider.
- **Principle Three: Management of Proceeds.** The Management of Proceeds criteria is guided by the requirements that proceeds should be tracked within the issuing organisation, that separate portfolios should be created when necessary and that a declaration of how unallocated funds will be handled should be made.
- **Principle Four: Reporting**. The Reporting criteria is guided by the recommendation that at least annual reporting to investors should be made of the use of the proceeds, and that quantitative and/or qualitative performance indicators should be used, where feasible.



Work undertaken

Our work constituted a high-level review of the available information, based on the understanding that this information was provided to us by Berkeley 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 Berkeley-specific Protocol, adapted to the purpose of the Framework, as described above;
- An assessment of the documentary evidence provided to us by Berkeley on the Framework, supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology;
- Discussions with Berkeley's management, and a review of the relevant documentation and evidence related to the criteria of the Protocol; and
- Documentation of findings against each element of the criteria as detailed in Schedule 2 of this document.

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

Findings and DNV's opinion

DNV's summary findings are listed below, with further detail provided in Schedule 2.

1. Principle One: Use of Proceeds.

Under the Framework Berkeley may raise capital from Bonds, Loans (including Term Loans and Revolving Credit Facilities) and other financing instruments, collectively "Green Finance Instruments" (GFI).

Berkeley intends to use an amount equal to the net proceeds of GFIs issued under the Framework to finance and/or refinance, in whole or in part, a selected pool of new and/or existing projects. These projects constitute Berkeley's 'Eligible Green Assets', which are designed to promote: the transition to decarbonisation; biodiversity conservation; and to strengthen communities. Berkeley has also listed example activities, and the associated criteria, for the different projects that fall within this category, within the Framework (see Schedule 1 for more detail).

As a home builder, Berkeley's Green Development Pool will consist of Eligible Green Assets that are under development. All development costs will remain on Berkeley's balance sheet until sold. Once sold, they will be removed from Berkeley's balance sheet and the associated development costs will no longer be included within the Green Development Pool.



Eligibility for inclusion within the Green Development Pool, requires a development to meet a high energy performance standard (EPC rating of "A" and "B") and be delivered on a brownfield site ('Eligible Green Projects'). Additional design elements may include increased biodiversity, homes supplied with low carbon or renewable energy, cycle storage facilities, electric vehicle charging points, sustainable urban drainage systems and recycling facilities.

Berkeley has aligned the investments that will fall within its 'Green Development Pool to the most material UN SDGs¹ (these are Goal #7, Goal #11, Goal #12, and Goal #13). Berkeley will also report to a number of accredited standards, such as the Science-Based Target Initiative (SBTi), the Task Force on Climate-related Financial Disclosures (TCFD), and the Sustainability Accounting Standards Board (SASB). To facilitate a move towards decarbonisation, Berkeley has developed its "The Green Buildings" criteria, requiring designs that provide more energy-efficient homes and places, including highly efficient building fabric and other low carbon energy solutions.

Having reviewed the evidence, DNV can confirm that an amount equivalent to the funding raised under the Framework, will be used to finance and/or refinance projects within the Green Development Pool. DNV can also confirm that the Framework is aligned with Berkeley's broader sustainability strategy and the stated UN SDGs, designing developments which promote climate resilience and strengthening communities. DNV concludes that the eligible category as outlined in the Framework is consistent with the GBP and GLP, and will provide clear environmental benefits.

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

Berkeley has a clear management structure and the necessary processes in place, for project evaluation and selection. These ensure that selected projects, within the Green Development Pool, comply with the eligibility criteria as defined in the Use of Proceeds (UoP) section, and with Berkeley's sustainability strategy, which is managed by Berkeley's Board of Directors.

Berkeley has created a Green Finance Committee (the "Committee"), chaired by the Chief Financial Officer, and comprises of the following representatives from the following departments:

- Group Finance;
- Group Sustainability; and
- Other representatives from the Group's Planning, Technical, Procurement and Construction Committees on an invitational basis, as appropriate.

The Committee will meet at least semi-annually, and has overall responsibility for the following:

¹ Goals #8, #11, #12 and #13 are the material UN SDGs to Berkeley's strategy.



- Review and approve the selection of assets for the Green Development Pool, based on the selection criteria defined in the Use of Proceeds;
- Ensuring that all Eligible Green Projects are aligned with Berkeley's internal guidelines, policies and risk management procedures, and to applicable social and environmental standards and regulations;
- Monitor the assets whilst under construction, to ensure ongoing compliance with the Framework;
- Remove assets from the Green Development Pool, as homes and developments are sold and removed from Berkeley's balance sheet; and
- Annually review the allocation and impact of the projects, for investors.

DNV concludes that Berkeley's Green Finance Framework appropriately describes the process of project evaluation and selection and is in line with the requirements of the GBP and GLP.

3. Principle Three: Management of Proceeds.

Berkeley's Green Finance Committee manages and monitors the use of an equivalent amount of proceeds raised under the Framework. The Committee will track the allocation of these amounts for the purpose of recording the Eligible Green Assets, included within the Green Development Pool. All Eligible Green Assets will be matched to an amount equal to the net proceeds from GFI issuances, issued under the Framework, and will be tracked within the Green Development Register. The monitoring of Eligible Green Assets will take place regularly.

DNV concludes that Berkeley has a documented and structured internal process in place to determine what projects fit in the identified category, as listed in Schedule 1, and how the proceeds will be monitored in relation to specific assets. We can confirm that this is in line with Berkeley's Green Finance Committee, and Berkeley's internal policies.

Berkeley is taking a portfolio approach to its Green Development Pool, where Eligible Green Assets will be removed following the sale of a property and replaced with an equivalent Eligible Green Asset, as soon as feasible. Berkeley intends to maintain an aggregate amount of assets in the Green Development Pool that is at least equal to the outstanding net proceeds of any GFIs. As a home builder, DNV believes this is an appropriate approach, given that Berkeley does not hold completed properties on its balance sheet, on a long-term basis.

Unallocated amounts of net proceeds, raised under the Framework, will be managed in line with Berkeley's general liquidity policy, until either the full allocation to Eligible Green Assets or early repayment.



DNV has reviewed the evidence and can confirm that Berkeley has committed to appropriately managing the proceeds arising from future green debt issuances, in line with the requirements of the GBP and GLP.

4. Principle Four: Reporting.

Berkeley has committed to publicly disclosing both an "Allocation" and "Impact" report on an annual basis, and until the full allocation of any associated GFI issuance under the Framework, on its website. The Green Finance Committee will review the allocation and impact reporting.

Berkeley has committed to reporting on its associated impact metrics (see Schedule 2 for further detail), for instance:

- Number of completed homes with an EPC rating of A or B.
- Completed number of homes on brownfield land.
- Completed number of homes with low-carbon renewable energy.
- Proportion of developments under construction with cycle storage facilities.
- Proportion of developments under construction with electric vehicle charging points.
- Proportion of construction waste during the year that has been recycled or reused; and
- The value of subsidies provided to deliver affordable housing and wider community and infrastructure benefits, in the year.

Where feasible, Berkeley may also provide illustrative case studies of its Eligible Green Assets. We can also confirm that Berkeley has committed to disclosing the data reporting methodologies applied to calculate the KPIs, and for reporting against the SASB requirements.

If Berkeley makes any changes to its Framework, this will be reviewed by an independent external reviewer.

DNV concludes that Berkeley has made the appropriate commitments to reporting on the allocation and environmental impacts of future green debt issuances, in line with the requirements of the GBP and GLP.



WHEN TRUST MATTERS

On the basis of the information provided by Berkeley and the work undertaken, it is DNV's opinion that the Framework meets the criteria established in the Protocol and is aligned with the stated definition of Green Bonds, within the International Capital Market Association (ICMA) Green Bond Principles 2021, as well as, Green Loans within the Loan Market Association (LMA) Green Loan Principles 2021.

for DNV Business Assurance Services UK Limited

London, 13th January 2022

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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 12,000 professionals are dedicated to helping customers make the world safer, smarter, and greener.



SCHEDULE 1: DESCRIPTION OF ACTIVITIES TO BE FINANCED UNDER BERKELEY'S GREEN FINANCE FRAMEWORK

ICMA Eligible Category	Description of activities	SDG alignment	
Green Buildings	All the development costs associated with delivering private and affordable homes which are: • EPC ratings of A or B • Delivered on brownfield land Environmental Objectives: • Climate change mitigation • Biodiversity conservation	<text></text>	



SCHEDULE 2: BERKELEY-SPECIFIC GREEN FINANCE FRAMEWORK ASSESSMENT PROTOCOL

1. Use of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a	Types of Finance Framework	 The financing must fall in one of the following categories, as defined by the GBP: Use of Proceeds Bond/loan Use of Proceeds Revenue Bond Project Bond Securitized Bond Green Loans are defined as any type of loan instrument made available exclusively to finance or re-finance, in whole or in part, new and/or existing eligible projects. Green Loans must align with the four components of the GLP.	Evidence reviewed: • Berkeley Green Finance Framework 2022	The Framework outlines the type of GFIs expected to be issued for "Green Buildings". Green debt will be used to finance or refinance the development of a pool of Eligible Green Assets that meet (or are expected to meet) the criteria outlined in Schedule 1. Eligible Green Assets will be measured through asset value (development costs incurred), based on a specific point of measurement. DNV concludes that the Framework appropriately describes the type of Green Bond and Green Loans.
1b	Green Project Categories	The cornerstone of a Green Financing Instrument is the utilisation of the proceeds which should be appropriately described in the legal documentation for the security.	 Evidence reviewed: Berkeley Green Finance Framework 2022 Creating successful places (online) Nature Brochure (online) The Berkeley Group plc Sustainability Policy (online) 	DNV concludes that the Framework appropriately describes the proposed utilisation of proceeds. The specific utilisation of proceeds of each issuance will need to be further assessed on an individual basis.
1c	Environmental benefits	All designated GBP and GLP eligible project categories should provide clear environmental benefits, which, where feasible, will be quantified or assessed by the issuer.	 Evidence reviewed: Berkeley Green Finance Framework 2022 Case studies provided within the Framework 	Berkeley outlines the expected environmental benefits that will be realised by any debt issued under the Framework. Specific quantifiable and qualitative benefits of each issuance will need to be agreed upon on a case by case basis and would be subject to further assessment.



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
			 The Berkeley Group's Economic Contribution – Fact sheet Creating successful places (online) Nature Brochure (online) Annual report 2020 (online) Our Vision 2030 (online) The Berkeley Group plc Sustainability Policy (online) Our Vision Brochure (online) 	 Berkeley has also outlined potential KPI reporting metrics to demonstrate the impact from the different GBP and GLP assets that fall under "Green Buildings": New and completed private and affordable homes that have a demonstrable positive impact on the environment and society meeting one or more of the following requirements: EPC ratings A or B Delivered on brownfield land Other positive environmental benefits might include: Providing a net gain on biodiversity Home supplied by low carbon renewable energy High water efficiency Providing recycling facilities Sustainable urban drainage systems Cycle storage facilities Electric car charging points DNV concludes that the Framework appropriately describes the proposed environmental benefits from the Eligible Green Assets.



2. Process for Project Selection and Evaluation

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a	Investment- decision process	The issuer of a Bond or Loan should outline the decision- making process it follows to determine the eligibility of projects using GFI proceeds.	 Evidence reviewed: Berkeley Green Finance Framework 2022 Sustainability policies (online) The Berkeley Group plc Sustainability Policy (online) 	 We can confirm that Berkeley has a clear process in place for utilising debt for the use of financing assets under development, which is overseen by the "Green Finance Committee (the "Committee"). The Committee is chaired by the Chief Financial Officer (CFO) and includes representatives from the following departments: Group Finance. Group Sustainability. Other representatives from the Group's Planning, Technical, Procurement and Construction Committees on an invitational basis, as appropriate. The Committee, along with the CFO, is responsible for: Reviewing and approving the selection of Eligible Green Assets for the Green Development Pool, based on the selection criteria defined in the Use of Proceeds. Ensuring all Eligible Green Assets are aligned with Berkeley's internal guidelines, policies, risk management procedures, and applicable social and environmental standards and regulations. Monitor the Green Assets whilst under construction, to ensure ongoing compliance with the Framework. Remove Green Assets from the Green Development Pool as homes and



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				 developments are removed from the balance sheet of Berkeley, as properties are sold; and Review, annually, the allocation and impact of the Green Assets for investors. The Committee will meet on a semi-annual basis. DNV concludes the Framework appropriately describes the process of project evaluation and selection and is in line with the requirements of
2b	Issuer's environmental and governance framework	In addition to the information disclosed by an issuer on its GFI process, criteria and assurances, investors may also take into consideration the quality of the issuer's overall framework and performance regarding environmental sustainability.	In addition to reviewing the evidence below, we had several detailed discussions with Berkeley. Evidence reviewed: • Berkeley Green Finance Framework 2022 • Annual report 2020 (online) • Sustainability policies (online) • The Berkeley Group plc Sustainability Policy (online) • CDP Report • Carbon and Climate Change Disclosures (online)	 the GBP and GLP. We conclude that from the information provided to DNV, the Framework is in line with Berkeley's "Our Vision (2030)", internal guidelines, policies, and risk management procedures - in addition to applicable social and environmental standards and regulations. Berkeley has established a "Our Vision 2030: Transforming Tomorrow" to set its ambition to lead the homebuilding industry in important sustainability areas, but also in other key business areas, such as customer satisfaction and embracing advanced manufacturing. Under this Vision, three of the 10 strategic priorities are core sustainability topics: nature recovery, climate action and strengthening communities. To demonstrate the leadership and commitment of Berkeley, the company has received recognition aligned to the requirements of various reporting standards – such as an "A- Rating" for Climate Action and Transparency from the CDP, and verified greenhouse gas (GHG) carbon emission targets by the Science-based Target initiative (SBTi). Berkeley also undertakes annual economic contribution assessments which sets out



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				for example, the Group's contribution to UK GDP, its direct and indirect tax contribution, the number of jobs supported through its activity and the affordable housing subsidies provided alongside wider community benefits committed to. The Berkeley Foundation aims to build long-term, impactful partnerships with the voluntary sector and has granted £23 million to its charity partners in the last 10 years.
				DNV concludes the Framework is in line with the requirements under the under GBP and GLP.

3. Management of proceeds

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
3a	Tracking procedure	The net proceeds of a bond or loan should be credited to a sub- account, moved to a sub-portfolio or otherwise tracked by the issuer in an appropriate manner, and attested to by a formal internal process that will be linked to the issuer's lending and investment operations for Green Projects.		We conclude that the Framework commits Berkeley to tracking the Use of Proceeds from GFI issuances in an appropriate manner, which is attested to by a formal internal process. Berkeley's Green Finance Committee will allocate and track the net proceeds for the purpose of recording the Eligible Green Assets.
3b	Tracking procedure	So long as the bond or loan is outstanding, the balance of the tracked proceeds should be periodically reduced by amounts matching eligible green investments or disbursements made during that period.	 Evidence reviewed: Berkeley Green Finance Framework 2022 Annual report 2020 (online) The Berkeley Group's Economic Contribution – Fact sheet 	DNV can conclude that there is a clear process in place for the tracking of the balance and considering any disbursements by Berkeley. All investments (Eligible Green Assets) will be tracked within Berkeley's Green Development Register. Berkeley has laid out its intention to allocate an amount equivalent to the net proceeds raised by



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				 each GFI issuance to Eligible Green Assets. The net proceeds will be managed according to Berkeley's internal systems to ensure appropriate project tracking. The monitoring of Eligible Green Assets will take place regularly. DNV acknowledges that the allocation levels over time by Berkeley will be subject to prevailing market conditions and ongoing development activity. In addition, as Berkeley completes the sale of a property, the Green Finance Committee will remove the associated development costs from the Green Development Pool and replace them with an equivalent Eligible Green Asset, as soon as feasible.
3с	Temporary holdings	Pending such investments or disbursements to eligible Projects, the issuer should make known to investors the intended types of temporary investment instruments for the balance of unallocated proceeds.	Evidence reviewed: • Berkeley Green Finance Framework 2022	 DNV can conclude that Berkeley has appropriately disclosed how it will manage any unallocated proceeds within its portfolio. Unallocated amounts (in full or in the event of early repayment) will be managed in line with Berkeley's general liquidity policy, until either allocation to Eligible Green Assets or repayment.

4. Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a	Periodical reporting	In addition to reporting on the use of proceeds and the temporary investment of unallocated proceeds, issuers should provide at least annually a list of projects to which GFI proceeds have been allocated	 Annual report 2020 (<u>online</u>) 	We confirm that Berkeley has committed to annual reporting from one year of issuance until the full allocation of the net proceeds. For reporting on the GFIs, Berkeley may, from time to time, include qualitative case study examples and against key impact metrics, which will be made available through the corporate website.



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
Ref.	Criteria	Requirements including - when possible with regards to confidentiality and/or competitive considerations - a brief description of the projects and the amounts disbursed, as well as the expected environmentally sustainable impact.	Work Undertaken • The Berkeley Group's Economic Contribution – Fact sheet	 DNV Findings Berkeley will produce an 'Allocation Report' which will contain at least the following details: ✓ The net proceeds outstanding from each GFI on issue ✓ The total amount of proceeds allocated to the Eligible Green Assets ✓ The share of refinancing (development costs incurred prior to the date of issuance) versus new financing ✓ The split of EPCs expected (or achieved) by assets financed within the Green Development Pool ✓ The balance of unallocated proceeds and any further relevant information on how unallocated proceeds are being held Berkeley will publish an "Impact Report", detailing where feasible the progress and impact delivered, in addition to case studies or project summaries. Berkeley will, on a best-effort basis, commit to reporting on the data reporting methodologies applied. For instance, Berkeley has an intent to disclosure its accounting methods that are in line with SASB. Examples of possible environmental indicators for "Green Buildings" could include:
				 Number of homes completed with: <i>EPC ratings/certifications</i> <i>Delivered on brownfield land</i>



Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				 Supplying low carbon renewable energy Average water efficiency (in litres per day) Providing recycling facilities The value of subsidies provided to deliver affordable housing and committed to wider community and infrastructure benefits in the year Proportion of developments under construction with: Sustainable urban drainage systems Cycle storage facilities Electric car charging points Proportion of construction waste during the year that has been recycled or reused The report will be made publically available on the corporate website. DNV can confirm this aligns with the reporting
				requirements under the GBP an GLP.