

AP RENEWABLES GREEN BOND

DNV GL POST ISSUANCE ASSURANCE OPINION

Scope and objectives

AP Renewables Inc. ("APRI" or "Issuer") has issued a Climate Bond for 1.7 billion PhP (henceforth referred to as "BOND") and has submitted the bond for verification and certification against the Climate Bond Standard (CBS).

APRI intended to use the proceeds of the BOND to finance a nominated projects and assets falling under the following categories:

- Renewable Energy – Geothermal

DNV GL Business Assurance Australia Pty Ltd (henceforth referred to as "DNV GL") was commissioned by the Guarantor, the Asian Development Bank (ADB), to provide verification of the bond as an independent and approved verifier under the Climate Bond Standard. Our criteria and information covered to achieve this is described under 'Work Undertaken' below.

No assurance is provided regarding the financial performance of the BOND, the value of any investments in the BONDS, or the long term environmental benefits of the transaction. Our objective has been to provide an assessment that the BOND has met the criteria of the Climate Bond Standard and the associated Technical Criteria on the basis set out below.

The scope of this DNV GL opinion is limited to the Climate Bond Standard Version 2.0 and the following associated Sector Technical Criteria:

- Geothermal

Responsibilities of the Management of APRI and DNV GL

The management of APRI and the ADB has provided the information and data used by DNV GL during the delivery of this review. Our statement represents an independent opinion and is intended to inform APRI management and other interested stakeholders in the BOND 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 APRI. DNV GL 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 GL shall not be held liable if any of the information or data provided by APRI's management and used as a basis for this assessment were not correct or complete.

Basis of DNV GL's opinion

DNV GL has conducted the verification against the CBS v2.0 and associated Sector Technical Criteria through the creation and execution of a verification protocol addressing each requirements of the CBS v2.0 and the associated Sector Technical Criteria. DNV GL notes the update of the Climate Bonds

Standard to v2.1 at the time of this statement. DNV GL's Verification Statement has also considered the requirements of the Climate Bonds Standard to v2.1. The detail of areas covered in the DNV GL verification is summarised in Schedule 2 below.

Work undertaken

Our work constituted a review of the available information, based on the understanding that this information was provided to us by APRI and ADB 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 and execution of a Climate Bond Standard Protocol, adapted to include the relevant Sector Technical Criteria for the BOND nominated projects and assets, as described above and in Schedule 2 to this Assessment;
 - Assessment of documentary evidence provided by APRI and ADB on the BOND and supplemented by a high-level desktop research, onsite visit for documentation review and interviews with key personnel from the issuer APRI and their Guarantor, ADB. These checks refer to current assessment best practices and standards methodology;
 - Discussions with APRI and ADB management, and review of relevant documentation;
 - Documentation of findings against each element of the criteria. Our opinion as detailed below is a summary of these findings.
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Findings and DNV GL's opinion

DNV GL has performed the Post Issuance Verification of the APRI Green Bond. It is DNV GL's responsibility to provide an independent verification statement on the compliance of the APRI Green Bond with the Climate Bond Standard.

DNV GL conducted the verification in accordance with the Climate Bond Standard Version 2.1 and with International Standard on Assurance Engagements *3000 Assurance Engagements other than Audits or Reviews of Historical Information*. The verification included i) checking whether the provisions of the Climate Bond Standard were consistently and appropriately applied and ii) the collection of evidence supporting the verification.

DNV GL's verification approach draws on an understanding of the risks associated with conforming to the Climate Bond Standard and the controls in place to mitigate these. DNV GL planned and performed the verification by obtaining evidence and other information and explanations that DNV GL considers necessary to give reasonable assurance that the APRI Green Bond meets the requirements of the Climate Bond Standard.

Based on the limited assurance procedures conducted, nothing has come to our attention that causes us to believe that the APRI Green Bond is not, in all material respects, in accordance with the Pre Issuance requirements of the Climate Bond Standard Version 2.1 and Associated Geothermal Sector Technical Criteria.

for DNV GL Business Assurance Australia Pty Ltd

Sydney, 1 May 2017



Mark Robinson
Verifier



Pernille Holtedahl
Senior Reviewer

About DNV GL

Driven by our purpose of safeguarding life, property and the environment, DNV GL enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight. With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.

SCHEDULE 1: DESCRIPTION OF NOMINATED PROJECTS AND ASSETS

Eligible Projects & Assets Category	Sub category	Project name	Amount Funded (PhP billion)
Geothermal Power	Renewable Energy	Tiwi and Makban Geothermal Power Project	10.7
Total			10.7

SCHEDULE 2: VERIFICATION CRITERIA

Summary criteria for assertions of compliance with the Climate Bond Standard v2.1

The criteria against which APRI and its nominated projects and assets have been reviewed prior to inclusion in the Bond are grouped under the requirements as detailed within the Climate Bond Standard Version 2.1 including:

Part A: General Requirements

Area	Requirement
Project Nomination	The Climate Bond issued must specify the project collateral or physical assets with which it is associated
Use of Proceeds	Proceeds must be allocated to Nominated Project(s)
Non-Contamination	Issuers are permitted a grace period to allocate or re-allocate funds to Nominated Project(s)
Confidentiality	The information disclosed to the Verifier and the Climate Bond Standards Board may be subject to confidentiality arrangements
Reporting	Reporting on use of proceeds and nominated projects and assets

Part B: Low Carbon Contribution - Eligible projects and physical assets

Nominated projects and assets include financing of or investments in equipment and systems which enable the mitigation of greenhouse gasses, as detailed in Appendix B. ** DNV GL notes that the Pre Issuance Verification was conducted using the Draft Geothermal Sector Technical Criteria, which included requirements associated with Technology and Counterfactual criteria, which were not included in the final Geothermal Sector Technical Criteria. DNV GL has confirmed the nominated projects comply with both the Draft and Final Versions of the Criteria.*

Area	Requirement
Geothermal Energy Generation	Emissions threshold
	*Technology

	*Counterfactual criterion
	Environmental, health, safety and social criteria

Part C: Bond structures

Area	Requirement
Project Holding	The issuer of a Corporate Climate Bond with Nominated Projects linked to a portfolio of assets must continue to hold eligible assets at least equal to the Fair Market Value at the time of issuance of the original principal
Settlement Period	Climate Bond issuing entities must demonstrate that the proceeds of a Climate Bond have been allocated to the Nominated Project(s) within 24 months after the bond is issued
Earmarking	The Issuer of the bond shall maintain the earmarking process to manage and account for funding to the Nominated Projects & Assets