



**POST-ISSUANCE VERIFICATION STATEMENT
(LIMITED ASSURANCE REPORT)**

By VIGEO EIRIS
For MASEN's 2016 first Green Bond issuance
Based on Climate Bond Standards version 2.1

SCOPE

MASEN is a state owned public limited company created in 2010, acting as a strategic player in charge of implementing innovative solutions for renewable energy production in Morocco, initially for solar energy and covering all renewable energies since 2016. Morocco aims at reaching 42% of renewable energy in its production by 2020.

MASEN (or the "Issuer") has issued its first Green Bond (or "bond") in November 2016 intending to use the proceeds to finance Solar electricity generation facilities. The Issuer obtained its pre-issuance Climate Bond certification in November 2016, following the Pre-Issuance Verification performed by Vigeo Eiris from September to October 2016, based on the Climate Bond Standards version 2.0.

In this context, Vigeo Eiris (the "Verifier") has been commissioned by the Issuer, as stated in the engagement contract, to perform the Post-Issuance Verification of this bond, as independent third party provider approved by the Climate Bonds Standards Board.

Vigeo Eiris has conducted its verification from November 2017 to January 2018, with the aim of assessing the compliance of the Issuer's 2016 first Green Bond with the Climate Bond Standard version 2.1 for post-issuance requirements and with associated sector standards and technical criteria, as defined on CBI's website.

The work undertaken by Vigeo Eiris to form this verification statement included:

- Planning and management of the verification.
- Desk review of the bond and associated documentation provided by the Issuer.
- Interviews of the Issuer's managers related with the Nominated Assets to be financed by this bond.
- Assessment of evidences provided by the Issuer against the Climate Bond Standards 2.1.
- Internal quality control on the hereby Assurance Report and conclusions.
- Provision of Vigeo Eiris' Assurance Report to the Issuer and to CBI.

The methodology, criteria, findings and assurances addressed by this Assurance Report are detailed below.

RESPONSIBILITIES OF THE ISSUER AND OF VIGEO EIRIS

The responsibility of Vigeo Eiris is to provide an external and independent assurance on the compliance of the Issuer's 2016 first Green Bond with the Climate Bond Standard version 2.1 post-issuance requirements and associated technical criteria.

This statement relies on the information provided by the Issuer to the Verifier: documentation, interviews with employees, and explanations presented during the assessment, based on the understanding that this information was provided to Vigeo Eiris in good faith. Vigeo Eiris hasn't performed an audit nor other tests to check the accuracy of the information provided by the Issuer.

The Issuer is fully responsible for attesting the compliance with its commitments as defined in its policies, for their implementation and their monitoring, and for the information provided.

POST-ISSUANCE VERIFICATION STATEMENT

This Post-Issuance Verification has been conducted against the Climate Bond Standard (CBS) version 2.1 requirements:

- Part A: General requirements to be applied for all Climate Bonds
- Part B: Eligible Projects & Assets - Climate Bonds Initiative Solar Standard Version 2.1
- Part C: Requirements for Specific Bond Types (applied here for "Use of Proceed Bond")

The verification process is performed in accordance with relevant general principles & professional standards of independent auditing, and in line with the International Standard on Assurance Engagements other than Audits or Reviews of Historical Financial Information (ISAE 3000), based on the limited assurance procedure.

The verification included checking whether the provisions of the CBS 2.1 were consistently and appropriately applied and the collection of evidence supporting the verification. The details and areas covered by the verification are summarized in the following pages (see Detailed results section).

Based on the supporting elements and explanations provided by the Issuer, nothing has come to our attention that causes us to believe that, in all material respects MASEN's 2016's first Green Bond is not in conformance with the Climate Bond Standard's Post-Issuance Requirements (version 2.1) and with associated relevant sector technical criteria. This level of assurance applies altogether to the Nominated Assets, the environmental benefits of the bond, the evaluation and selection process of the assets, the proposed financial accounting system, and the monitoring & reporting system associated to the bond, to be implemented over the term of the bond.

Paris, January 30th 2018



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Disclaimer

Transparency on the relation between Vigeo Eiris and the Issuer: Vigeo Eiris has conducted one mission with MASEN in 2016, as Second Party Opinion provider for MASEN's 2016 first Green Bond, delivering as well the assurance report for the pre-issuance verification of the Climate Bonds Initiative. No established relationship (financial or other) exists between Vigeo Eiris and MASEN.

This Assurance Report is a document prepared by the Verifier, based on the information which has been made available to Vigeo Eiris, that conveys the Verifier's conclusion on the bond alignment with the relevant requirements of the Climate Bonds Standard, but it does not provide Climate Bonds Certification itself. Vigeo Eiris has neither interviewed stakeholders out of the the Issuer's employees, nor performed an on-site audit nor other test to check the accuracy of the information provided by the Issuer. The correctness, comprehensiveness and trustworthiness of the information collected are a responsibility of the Issuer. Providing this report does not mean that Vigeo Eiris certifies the tangibility, the excellence or the irreversibility of the projects financed by the Green Bond. No assurance is provided by Vigeo Eiris regarding the financial performance of the Issuer nor of the Bond, nor the value of any investment in the Bond, nor of the environmental footprint of the Bond or the compliance with the commitments taken by the Issuer. Vigeo Eiris cannot be liable for any loss suffered as a result of information or data provided by the Issuer. Vigeo Eiris is not liable for the induced consequences when third parties use this opinion either to make investments decisions or any kind of business transaction.

Restriction on distribution and use of this Assurance Report: the report is provided by Vigeo Eiris to the Issuer and to CBI and can only be used by them. The distribution and publication on this report is at the discretion of the Issuer, submitted to Vigeo Eiris approval.

List of supporting elements provided by the Issuer:

- Press release – “Masen, African climate finance pioneer, issues Morocco’s first ever Green Bond”
- Procès-verbal des délibérations du Conseil de Surveillance en date du 28 juin 2016 - MASEN
- “EMISSION D’OBLIGATIONS «VERTES»” - MASEN – Novembre 2016
- Drawdown requests for the 3 eligible projects (Laâyoune, Boujdour, NOORO IV)
- Bank statements from following banking accounts: “SA MASEN-NOOR PVI_LAAYOUNE&BOUJDOUR”, “SA MASEN CAPITAL NOOR B”, “SA MASEN CAPITAL NOOR L”, “SA MASEN CAPITAL NOORO IV”
- List of interviewees:
 - Mehdi BENJELLOUN (Chargé de Structuration senior)
 - Meryem LAKHSSASSI (Chef de Projet Développement Durable)
 - Sara MOUFADDAL (Département Structuration)



Vigeo Eiris is a global provider of environmental, social and governance (ESG) research to investors and public and private corporates. The agency evaluates the level of integration of sustainability factors into organisations' strategy and operations, and undertakes a risk assessment to assist investors and companies' decision-making.

Vigeo Eiris offers two types of services through separate business units

- ▶ **Vigeo Eiris rating** offers databases, sector-based analyses, ratings, benchmarks and portfolio screening, to serve all ethical and responsible investment strategies.
- ▶ **Vigeo Eiris enterprise** works with organisations of all sizes, from all sectors, public and private in order to support them in the integration of ESG criteria into their business functions and strategic operations.

Vigeo Eiris methodologies and rating services adhere to the strictest quality standards and have been certified to the independent ARISTA® standard. Vigeo Eiris is an approved verifier for CBI (Climate Bond Initiative). Vigeo Eiris' research is referenced in several international scientific publications.

Vigeo Eiris is present in Paris, London, Boston, Brussels, Casablanca, Hong Kong, Milan, Montreal, Santiago, Stockholm and Tokyo and has a team of 200. The agency works with partners through its Vigeo Eiris Global Network.

For more information: www.vigeo-eiris.com