



# POST ISSUANCE REVIEW<sup>1</sup>

OF THE MANAGEMENT OF NYK'S GREEN BOND ISSUED IN  
MAY 2018

March 2021

## SCOPE

In May 2018, V.E was commissioned to provide an independent opinion (thereafter "Second Party Opinion" or "SPO") on the sustainability credentials and management of the Green Bond (the "Bond") proposed to be issued by Nippon Yusen Kaisha (the "NYK" or the "Issuer"). We issued our SPO in May 7<sup>th</sup>, 2018.

As of today, V.E has been commissioned by NYK to provide an independent opinion (or "Review") on the management of the 2018 Green Bond.

Our opinion is established according to our Environmental, Social and Governance ("ESG") exclusive assessment methodology<sup>2</sup> and to the latest version of the International Capital Market Association's Green Bond Principles ("GBP") voluntary guidelines edited in June 2018.

Our opinion is built on the review of the coherence between the Issuer's initial commitments and the Green Bond Principles with the following elements:

1. Bond processes actually implemented
2. Allocation process and results obtained from the use of Bond proceeds financing Eligible Projects
3. Reporting on the environmental benefits of the Eligible Projects

Our sources of information are multichannel, combining data from (i) public information gathered from public sources, press content providers and stakeholders, (ii) information from V.E' exclusive ESG rating database, and (iii) information provided by the Issuer through documents.

We carried out our due diligence assessment from February 18th, 2021 to March 16th, 2021. We consider that we were provided with access to all the appropriate documents we solicited. We consider that the information made available enables us to establish our opinion with a reasonable level of assurance on its completeness, precision and reliability.

## V.E' OPINION

**V.E is of the opinion that the Green Bond issued in 2018 by NYK remains aligned with the GBP 2018. We maintain a moderate level of assurance on the sustainability of the Bond.**

- We express a reasonable assurance on the Issuer's capacity to use the Bond's proceeds to finance and refinance Eligible Projects in line with its initial commitments.
- We express a reasonable assurance on the Issuer's capacity to implement the evaluation and selection process in line with its initial commitments.
- We express a reasonable assurance on the Issuers' capacity to manage the proceeds, in line with its initial commitments.
- We express a reasonable assurance on the Issuer's capacity to implement the reporting process in line with its initial commitments.
  - First, we express a reasonable assurance on the Issuer's capacity to report on the fund allocation, in line with its initial commitments. The indicators used to report on the allocation of proceeds are complete and relevant at bond level.
  - We express a reasonable assurance on the Issuer's capacity to report on the environmental benefits and impacts of the financed Eligible Projects, in line with its initial commitments. The indicators used to report on the environmental benefits (outputs, outcomes and impacts) are relevant and complete.

<sup>1</sup> This Review is to be considered as the "Consultant review" described by the International Capital Market Association ([www.icmagroup.org](http://www.icmagroup.org)).

<sup>2</sup> Please see the Methodology section to learn more about V.E' scales of assessment.



Summary: level of assurance on the Issuer's/Borrower's capacity to:				
Use the proceeds to finance Eligible Projects	Allocation of the proceeds	Management of proceeds	Report on the allocation of proceeds	Report on the environmental benefits
<b>Reasonable</b>	<b>Reasonable</b>	<b>Reasonable</b>	<b>Reasonable</b>	<b>Reasonable</b>
Moderate	Moderate	Moderate	Moderate	Moderate
Weak	Weak	Weak	Weak	Weak

*This Post-Issuance Review is based on the review of the Bond issued by NYK in May 2018 according to our exclusive assessment methodology and to the GBP voluntary guidelines (June 2018)*

Paris, March 17th, 2021

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## DETAILED RESULTS

### Use of Proceeds

**We express a reasonable assurance on the Issuer's capacity to use the Bond's proceeds to finance and refinance Eligible Projects in line with its initial commitments.**

According to the information provided by the Issuer, 100% of the net proceeds of the issuance have been used to finance Eligible Projects for a total amount of JPY 10.0 billion. V.E had access to the list of all projects financed by the Bond, also publicly available in NYK's Integrated Report 2020 (NYK Report 2020)<sup>3</sup>

In particular, the Bond's proceeds have been reported by the Issuer as used to finance or refinance Eligible Projects falling under the Pollution prevention and control and clean transportation Eligible Green Project Categories as defined by the Green Bond Principles;

- LNG-fuelled vessels.
- LNG Bunkering Vessels
- Ballast Water Management Systems
- SOx Scrubber Systems.

The Issuer reported that the refinancing rate was 24%.

The Eligible Projects effectively contribute to the environmental objectives initially defined by the Issuer namely: Water & Air Pollution Prevention and Control, Energy transition, Climate change mitigation.

The Issuer had initially committed to assess the following environmental benefits of the Eligible projects: improvement of vessel's air and water quality.

We consider the environmental benefits to be clearly assessed, in line with the Issuer's initial commitment.

We consider that the selected Eligible Projects contributed to the following United Nations' Sustainable Development Goal, namely Goal 9. Industry, innovation and infrastructure, 13. Climate Action, Goal 14. Life Below Water.

Eligible Category	SDG	SDG Targets
Water & Air Pollution prevention and control,  Clean transportation;	 SDG 9. Industry, innovation and infrastructure	Upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities
	 SDG 13. Climate Action	Adopting urgent measures to combat climate change and its effects.
	 SDG 14. Life Below Water	14.1 By 2025, prevent and significantly reduce marine pollution of all kinds, in particular from land-based activities, including marine debris and nutrient pollution.

<sup>3</sup> 2020\_nykreport\_all.pdf

### **Process for Project Evaluation and Selection**

#### **We express a reasonable assurance on the Issuer's capacity to implement the evaluation and selection process in line with its initial commitments**

The evaluation and selection process of the Eligible Projects appears to be properly implemented, in line with its initial commitments.

- Finance Group, Corporate Planning Group and relevant Business Department were involved in the project evaluation and selection process.
- In addition, Environment Group and Technical Group checked environmental benefits of the Eligible Projects and confirmed these Eligible Projects do not have the negative impact which offsets the positive impact.
- These selected Eligible Projects have obtained confirmation from CFO.
- The materials used in the project evaluation and selection process were all stored in the Issuer's internal information system.

An area for improvement consists in having an external verifier view the compliance of the selection process with the Issuer's commitments.

### **Management of Proceeds**

#### **We express a reasonable assurance on the Issuers' capacity to implement the allocation and manage the proceeds in line with its initial commitments.**

The management of proceeds has been made according to its initial commitment:

- The Bond proceeds have been managed by Finance Group and unallocated proceed are held in in cash or cash equivalent.
- CFO received reports on the status of allocated funds and the management of unallocated funds and approves them.
- The related data and materials are properly managed and saved in the NYK's internal reporting system.
- No change and divestment from eligible assets occurred during this period. V.E had access to the supporting documents in this review process.

An area for improvement consists in having an external verifier to review the tracking method and the allocation of the proceeds.

### **Reporting**

#### **We express a reasonable assurance on the Issuer's capacity to implement the reporting process in line with its initial commitments and with GBP 2018 requirements.**

#### **We express a reasonable assurance on the Issuer's capacity to report on the fund allocation in line with its initial commitments.**

The indicators used for the fund allocation reporting are as follows:

- A brief description of each Eligible Project
- Total amount of proceeds allocated to Eligible Projects on sub-group level: (in JPY)
- Share of refinancing (in %)

#### **We express a reasonable assurance on the Issuer's capacity to report on environmental benefits of the financed and refinanced Eligible Projects in line with its initial commitments.**

Both the financial and environmental data have been efficiently monitored.

The issuer has committed to report annually until full allocation of the proceeds, and to make publicly accessible its reports on the Issuer's official website.

The total amount procured by the Bond was JPY 10.0 billion. At the end of October 2020, 100% of the net proceeds of the issuance, JPY 10.0 billion, was used to finance and refinance Eligible Projects and its refinance rate was 24%.

Due to confidentiality, the issuer reported the allocated amount on sub-group level, instead of individual project level. However, as initially agreed, the issuer reported the allocated amount on individual project level to V.E in this review process.

The fund allocation reporting and the impact reporting are both publicly available in NYK's Integrated Report 2020 (NYK

Report 2020) and on the Issuer's website.<sup>4</sup>

The indicators used for the impact reporting are as follow:

Eligible Projects categories	Reporting indicator at Eligible Project category level	V.E Analysis
LNG-fuelled vessels	<ul style="list-style-type: none"> <li>- Number of LNG-fuelled vessels financed and entered into operations</li> <li>- GHG emission (mt/vessel/year)</li> <li>- GHG emission reduction (%) compared to HFO vessels</li> <li>- CO<sub>2</sub> emission reduction (%) compared to HFO vessels</li> <li>- NOx emission reduction (%) compared to HFO vessels</li> <li>- SOx emission reduction (%) compared to HFO vessels</li> </ul>	<ul style="list-style-type: none"> <li>- The Issuer has made impact reporting by using pre-committed reporting indicators.</li> <li>- The environmental benefits reported are in line with the initial objectives/targets.</li> </ul>
LNG Bunkering Vessels	<ul style="list-style-type: none"> <li>- Number of LNG Bunkering vessels financed and entered into operations</li> <li>- GHG emission (mt/vessel/year)</li> <li>- GHG emission reduction (%) compared to HFO vessels</li> <li>- CO<sub>2</sub> emission reduction (%) compared to HFO vessels</li> <li>- NOx emission reduction (%) compared to HFO vessels</li> <li>- SOx emission reduction (%) compared to HFO vessels</li> </ul>	<ul style="list-style-type: none"> <li>- The Issuer has made impact reporting by using pre-committed reporting indicators.</li> <li>- The environmental benefits reported are in line with the initial objectives/targets.</li> </ul>
Ballast Water Management System	<ul style="list-style-type: none"> <li>- Number of BWMS installed</li> <li>- Volume of treated ballast water (mt/vessel/year)</li> </ul>	<ul style="list-style-type: none"> <li>- The Issuer has made impact reporting by using pre-committed reporting indicators.</li> <li>- The environmental benefits reported are in line with the initial objectives/targets.</li> </ul>
SOx scrubber system	<ul style="list-style-type: none"> <li>- Number of systems installed</li> <li>- SOx emission reduction (%) compared to vessels not equipped with the system.</li> </ul>	<ul style="list-style-type: none"> <li>- The Issuer has made impact reporting by using pre-committed reporting indicators.</li> <li>- The environmental benefits reported are in line with the initial objectives/targets.</li> </ul>

The data used in the impact reporting are calculated by using an annual impact assumption model that were duly supervised internally by Technical Group and Environment Group. Technical Group validates the evidence data.

V.E had access to the supporting documents in this review process.

Area of improvement is to have an external verifier.

<sup>4</sup> 2020\_nykreport\_all.pdf

## METHODOLOGY

In V.E' view, Environmental, Social and Governance (ESG) factors are intertwined and complementary. As such they cannot be separated in the assessment of ESG management in any organization activity or transaction. In this sense, V.E writes an opinion on the Issuer's Corporate Social Responsibility as an organization, and on the Issuance through the objectives, management and reporting of the assets/projects to be (re)financed.

V.E' methodology for the definition and assessment of the ESG performance is based on criteria aligned with public international standards, in compliance with the ISO 26000 guidelines, and organized in 6 domains: Environment, Human Resources, Human Rights, Community Involvement, Business Behaviour and Corporate Governance. The evaluation framework has been customized regarding material issues, based on our relevant sector ESG assessment frameworks and on specific issues considering the Issuer's business activity.

Our research and rating procedures are subject to internal quality control at three levels (analysts, heads of cluster sectors, and internal review by the audit department for second party opinions) complemented by a final review and validation by the Direction of Methods. A right of complaint and recourse is guaranteed to all companies under our review, including three levels: first, the team linked to the company, then the Direction of Methods, and finally V.E' Scientific Council. All collaborators are signatories of V.E' Code of Ethics.

### Eligible Projects review

Our review covers both the implementation of the initial commitments made by the Issuer in the SPO, and the annual reporting made one year after the issuance:

- Fund allocation, reporting on the use of proceeds, considered as a primary component and mandatory to achieve reasonable level of assurance at Bond level; and
- Environmental benefits, reporting on outputs, outcomes and impact indicators, considered as a primary component and mandatory to achieve reasonable level of assurance at Bond level.

### Bond process review

The analysis of the implementation of the Bond processes and commitments covers:

- The evaluation and selection process, i.e. assessment of the coherence and efficiency of the implemented process.
- The allocation process of the proceeds, based on the rules for management of proceeds defined prior to the issuance of the Bond.

### Reporting review

The analysis of the existence and completeness of the reporting according to the Issuer's initial commitments, also covers two components:

- Fund allocation: reporting on the aggregated use of proceeds, considered as a primary component and mandatory to achieve a reasonable level of assurance at Bond level;
- Environmental benefits: reporting on impact indicators, considered as a primary component and mandatory to achieve a reasonable level of assurance at Bond level;

The reporting indicators in place for the allocation of proceeds and for the environmental benefits are evaluated according to the quality of the indicators (exhaustiveness and relevance), and considering the reporting nature and management (format, visibility, data collection, etc.).

VIGEO EIRIS' ASSESSMENT SCALES			
Performance evaluation		Level of assurance	
Advanced	Advanced commitment; strong evidence of command over the issues dedicated to achieving the objective of social responsibility. Reasonable level of risk management and using innovative methods to anticipate emerging risks.	Reasonable	Able to convincingly conform to the prescribed principles and objectives of the evaluation framework
Good	Convincing commitment; significant and consistent evidence of command over the issues. Reasonable level of risk management.	Moderate	Compatibility or partial convergence with the prescribed principles and objectives of the evaluation framework
Limited	Commitment to the objective of social responsibility has been initiated or partially achieved; fragmentary evidence of command over the issues. Limited to weak level of risk management.	Weak	Lack or unawareness of, or incompatibility with the prescribed principles and objectives of the evaluation framework
Weak	Commitment to social responsibility is non-tangible; no evidence of command over the issues. Level of insurance of risk management is weak to very weak.		

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