

Second-Party Opinion

Autonom Sustainability-Linked Finance Framework



Evaluation Summary

Sustainalytics is of the opinion that the Autonom Sustainability-Linked Finance Framework aligns with the Sustainability-Linked Bond Principles 2024 and Sustainability Linked-Loan Principles 2023. This assessment is based on the following:

- Selection of Key Performance Indicators** The Autonom Sustainability-Linked Finance Framework defines two KPIs: i) KPI 1: CO₂ emissions intensity of the operational passenger car fleet; and ii) KPI 2: share of women in management roles (see Table 1). Sustainalytics considers KPI 1 to be very strong and KPI 2 to be strong based on their materiality, relevance, scope of applicability and comparability to external benchmarks.
- Calibration of Sustainability Performance Targets** Sustainalytics considers the SPTs to be aligned with Autonom’s sustainability strategy. Sustainalytics further considers all SPTs to be ambitious based on historical performance, peer targets and science-based trajectories, as applicable.
- Financial Characteristics** Autonom has linked the financial characteristics of the instruments to achievement of the SPTs, namely a premium payment, coupon step-up or margin adjustment.
- Reporting** Autonom commits to report on an annual basis on its performance on the KPIs on its website and commits to disclose relevant information that may affect the KPIs, such as: i) information on the performance and monitoring of the relevant KPI; and ii) data and explanations on adjustments to previously disclosed data and scope of reporting.
- Verification** Autonom commits to have external limited assurance conducted against each SPT for each KPI at least once a year.

Evaluation Date	September 27, 2024
Issuer Location	Piatra Neamț, Romania

The SPTs contribute to the following SDGs:



Overview of KPIs and SPTs

KPI	Baseline	Strength of KPI	SPT	Ambitiousness of SPT
KPI 1: CO ₂ emissions intensity of the operational passenger car fleet (average WLTP gCO ₂ /km)	2021	Very Strong	Reduce operational CO ₂ emissions intensity of the operational passenger car fleet by: SPT 1a: 30% by 2028 SPT 1b: 55% by 2030	Ambitious
KPI 2: Share of women in management roles	2023	Strong	Increase the percentage of women in management roles to: SPT 2a: 43% by 2028 SPT 2b: 46% by 2030	Ambitious

Table of Contents

Scope of Work and Limitations	3
Introduction	4
Sustainalytics’ Opinion	5
Section 1: Alignment with the Sustainability-Linked Bond Principles and Sustainability-Linked Loan Principles	5
Selection of Key Performance Indicators	5
Calibration of Sustainability Performance Targets	7
Financial Characteristics	10
Reporting	10
Verification	10
Section 2: Assessment of Autonom’s Sustainability Strategy	10
Section 3: Impact of the SPTs	12
Conclusion	13
Disclaimer	15
About Morningstar Sustainalytics	16

Scope of Work and Limitations

Autonom has engaged Sustainalytics to review the Autonom Sustainability-Linked Finance Framework dated September 2024 (the "Framework") and provide an opinion on its alignment with the Sustainability-Linked Bond Principles 2024 (SLBP)¹ and the Sustainability-Linked Loan Principles 2023 (SLLP).²

Sustainalytics' Second-Party Opinion reflects Sustainalytics' independent³ opinion on the alignment of the Framework with the SLBP and SLLP.

As part of this engagement, Sustainalytics exchanged information with representatives of Autonom to understand the sustainability impact of its business processes and the SPTs, as well as the reporting and verification aspects of the Framework. Autonom's representatives have confirmed that:

- (1) They understand it is the sole responsibility of issuer to ensure that the information provided is complete, accurate and up to date;
- (2) They have provided Sustainalytics with all relevant information;
- (3) Any provided material information has been duly disclosed in a timely manner.

Sustainalytics also reviewed relevant public documents and non-public information. This document contains Sustainalytics' opinion of the Framework and should be read in conjunction with the Framework. Any update of the present Second-Party Opinion will be conducted according to the agreed engagement conditions between Sustainalytics and Autonom. Sustainalytics' Second-Party Opinion assesses alignment of the Framework with current market standards but does not provide any guarantee of alignment nor warrants any alignment with future versions of such standards. Furthermore, Sustainalytics' Second-Party Opinion addresses the anticipated SPTs but does not measure progress on the KPIs. This Second-Party Opinion is valid for issuances aligned with the Framework until one of the following occurs: i) a material change to the external benchmarks against which targets were set; ii) a material corporate action (such as a material M&A or change in business activity) which has a bearing on the achievement of the SPTs or the materiality of the KPIs. Measuring and reporting on KPIs and SPTs is the responsibility of the Framework owner.

No information provided by Sustainalytics under the present Second-Party Opinion shall be considered as being a statement, representation, warrant or argument in favour or against the truthfulness, reliability or completeness of any facts or statements and related circumstances that Autonom may have disclosed to Sustainalytics for the purpose of this Second-Party Opinion.

For inquiries, contact the Corporate Solutions project team:

Javier Frisancho Salinas (Amsterdam)
Project Manager
javier.frisanchosalinas@morningstar.com

Siga Wu (Amsterdam)
Project Support

Siina Matihaldi (Amsterdam)
Project Support

Andrew Johnson (Paris)
Client Relations
susfinance.emea@sustainalytics.com
(+44) 20 3880 0193

¹ The Sustainability-Linked Bond Principles are administered by the International Capital Market Association and are available at: <https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/sustainability-linked-bond-principles-slbp/>

² The Sustainability-Linked Loan Principles are administered by the International Capital Market Association and the Loan Market Association and are available at: <https://www.lsta.org/content/sustainability-linked-loan-principles-sllp/>

³ When operating multiple lines of business that serve a variety of client types, objective research is a cornerstone of Sustainalytics and ensuring analyst independence is paramount to producing objective, actionable research. Sustainalytics has therefore put in place a robust conflict management framework that specifically addresses the need for analyst independence, consistency of process, structural separation of commercial and research (and engagement) teams, data protection and systems separation. In addition, analyst compensation is not directly tied to specific commercial outcomes.

Introduction

Autonom Services S.A. (“Autonom” or the “Company”) provides operational leasing, car rental, used car sales and associated services in Romania and Hungary. Established in 2006, the Company is headquartered in Piatra Neamț, Romania. Autonom operates through a network of 52 agencies in 38 cities in Romania and two agencies in Hungary. As of 31 December 2023, the Company employed 531 people and had a fleet of 14,748 cars.⁴

Autonom intends to issue sustainability-linked bonds and obtain sustainability-linked loans, including term loans, revolving credit facilities, letters of credit and trade finance instruments, tying the coupon rate, margin rate or premium payment to the achievement of sustainability performance targets for KPIs related to CO₂ emissions reduction and increase in share of women in management roles.

Autonom has engaged Sustainalytics to review the Framework and provide an opinion on the alignment of the Framework with the Sustainability-Linked Bond Principles 2024 and the Sustainability-Linked Loan Principles 2023. The Framework will be published in a separate document.⁵

Autonom has defined the following KPIs and SPTs:

Table 1: KPI Definitions

KPI	Definition
KPI 1: CO ₂ emissions intensity of the operational passenger car fleet (average WLTP gCO ₂ /km)	<p>KPI 1 represents Autonom’s CO₂ emissions intensity measured in grams of CO₂ emissions from the Company’s operational passenger car fleet divided by the total kilometres driven by the vehicles, expressed in gCO₂/km.</p> <p>The KPI covers all CO₂ emissions from the operational passenger car fleet consisting of rent-a-car services, fleet operational leases and company own-use cars, which represent 85% of Autonom’s operational fleet. Autonom uses the GHG Protocol Standard to measure its emissions,⁶ including indirect emissions from the value chain, as per the GHG Protocol’s category 1 (purchased goods and services), category 3 (fuel- and energy related activities) and category 13 (downstream leased assets). Autonom applies data from the car manufacturers using the Worldwide Harmonized Light Vehicles Test procedure (WLTP), set out by EU Commission Regulation 2017/1151.⁷</p>
KPI 2: Share of women in management roles	KPI 2 represents the share of women in management roles measured by dividing the number of female employees in management roles by the total headcount in management roles. These management roles account for approximately 8% of the total employees at Autonom.

Table 2: SPTs and Past Performance

KPI	2021	2022	2023	SPTs
KPI 1: CO ₂ emissions intensity of the operational passenger car fleet (average WLTP gCO ₂ /km)	137 (baseline)	132	130	<p>Reduce the CO₂ emissions intensity of the operational passenger car fleet by:</p> <p>SPT 1a: 30% by 2028 SPT 1b: 55% by 2030</p>
KPI 2: Share of women in management roles (%)	39	37	37 (baseline)	Increase the percentage of women in management roles to:

⁴ Autonom, “Sustainability Report 2023”, at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

⁵ Autonom, “Autonom Sustainability-Linked Finance Framework”, at: <https://www.autonom.com/sustainability>

⁶ GHG Protocol, “A Corporate Accounting and Reporting Standard Revised Edition”, at: <https://ghgprotocol.org/corporate-standard>

⁷ EU-Lex, “Commission Regulation (EU) 2017/1151 of 1 June 2017,(2017)”, at: <https://eur-lex.europa.eu/eli/reg/2017/1151/oj>

				SPT 2a: 43% by 2028 SPT 2b: 46% by 2030
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Sustainalytics' Opinion

Section 1: Alignment with the Sustainability-Linked Bond Principles and Sustainability-Linked Loan Principles

Sustainalytics is of the opinion that the Autonom Sustainability-Linked Finance Framework aligns with the five core components of the Sustainability-Linked Bond Principles 2024 and the Sustainability-Linked Loan Principles 2023.

Autonom published the Autonom Sustainability-Linked Finance Framework in October 2021,⁸ for which Sustainalytics provided a Second-Party Opinion. In relation to the 2021 framework, the Autonom Sustainability-Linked Finance Framework of September 2024 (under review in the current Second-Party Opinion) introduces the following changes: i) new baseline and scope for KPI 1; ii) adjusts the observation dates for the years 2028 and 2030; and iii) adds a new KPI related to leadership diversity.



Selection of Key Performance Indicators

Relevance and Materiality of KPIs

In assessing the materiality and relevance of a KPI, Sustainalytics considers: i) whether the indicator speaks to a material impact of the issuer's activities on environmental or social issues; and ii) to what extent the KPI is applicable.

KPI 1: CO₂ emissions intensity of the operational passenger car fleet

Sustainalytics' ESG Risk Ratings identifies Carbon - Own Operations as a Material ESG Issue (MEI) for the Company as well as its sub-industry. The Sustainability Accounting Standards Board (SASB) considers Product Design and Lifecycle Management as a material topic for the Car Rental and Leasing sub-industry. Under this material topic, the SASB outlines that the provision of fuel-efficient and alternative fuel vehicles, car rental and leasing entities may improve the environmental sustainability of their operations.⁹ Additionally, private cars and vans accounted for approximately 10% of the global energy-related CO₂ emissions and more than 25% of global oil use in 2022.¹⁰

In terms of applicability, Sustainalytics notes that 99% of the Company's total emissions come from the direct use of its fleet by customers.¹¹ Additionally, passenger cars represented approximately 85% of the Company's total fleet in 2023. The intensity metric directly addresses the average emissions of the passenger car fleet that Autonom's customers use. Therefore, Sustainalytics considers that the KPI has high applicability.

Based on the above, Sustainalytics considers KPI 1 to be material and to have a high scope of applicability.

KPI 2: Share of women in management roles

⁸ Autonom, "Sustainability-Linked Bond Framework" (2021), at:

https://www.autonom.ro/assets/uploads/sustainability/AUTONOM_SLBframework_Final.pdf

⁹ SASB, "Car Rental and Leasing", at: <https://sasb.ifrs.org/standards/materiality-finder/find/?industry%5B0%5D=TR-CR>

¹⁰ EIA, "Cars and Vans", (2023), at: <https://www.iea.org/energy-system/transport/cars-and-vans>

¹¹ Autonom, "Autonom Sustainability Report 2023", at:

https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

In the EU, women represented 22.2% of the workforce in the transport sector in 2021,¹² a participation rate similar to the 22.3% registered in 2011. A study of the ILO notes that women in the transport sector often find it challenging to progress in their career and often stay in lower paid or lower status jobs.¹³ Additionally, Sustainalytics' ESG Risk Rating identifies Human Capital as an MEI for the Transportation industry.¹⁴

In terms of applicability, Sustainalytics considers that increasing the representation of women in management roles has the potential to generate positive impacts across the organization and, therefore, views this KPI as having a high scope of applicability.

Based on the above, Sustainalytics considers KPI 2 to be material and to have a high scope of applicability.

KPI Characteristics

In assessing a KPI's characteristics, Sustainalytics considers: i) whether it uses a clear and consistent methodology; ii) whether it follows an externally recognized definition; iii) whether the KPI is a direct measure of the issuer's performance on a material environmental or social issue;¹⁵ and iv) whether the methodology can be compared against an external contextual benchmark.¹⁶

KPI 1: CO₂ emissions intensity of the operational passenger car fleet

Sustainalytics considers Autonom's definition and methodology to calculate KPI 1 to be clear, based on the ease of calculation. Autonom calculates its CO₂ emissions intensity in accordance with the GHG Protocol Corporate Standard.¹⁷ Additionally, the calculation also adheres to the manufacturers' information using the Worldwide Harmonized Light Vehicles Test procedure (WLTP), set out in Commission Regulation (EU) 2017/1151. Sustainalytics considers KPI 1 to be directly linked to the Company's environmental performance given that the KPI measures the Company's performance on the material issue of GHG emissions. Sustainalytics notes that the KPI supports benchmarking against external science-based decarbonization pathways, such as the Transition Pathway Initiative (TPI) sectoral decarbonization pathway for the autos sector.¹⁸

KPI 2: Share of women in management roles

Sustainalytics considers Autonom's definition and methodology for calculating KPI 2 to be clear based on the ease of calculation. The KPI follows the methodology suggested by the Global Reporting Initiative for calculating management team diversity¹⁹ and the recommendations to promote gender balance in decision-making processes set out in Directive (EU) 2022/2381.²⁰ Sustainalytics considers KPI 2 to be a direct measure of the Company's performance, as it addresses directly a social challenge for the transport industry. Sustainalytics notes that there are no external benchmarks for assessing progress on the KPI.

Overall Assessment

Sustainalytics considers KPI 1 to be very strong given that: i) it is a direct measure of the Company's sustainability performance on a relevant and material environmental issue; ii) it has a high scope of applicability; iii) it follows a clear and consistent methodology that is externally defined; and iv) it lends itself to be benchmarked against recognised external CO₂ emissions reduction trajectories.

¹² European Institute for Gender Equality, "Transport in the EU: Too few women in decision-making", (2021), at: https://eige.europa.eu/gender-statistics/dgs/data-talks/transport-eu-too-few-women-decision-making?language_content_entity=en

¹³ ILO, "Women in the Transport Sector", (2013), at:

https://www.ilo.org/sites/default/files/wcmsp5/groups/public/@ed_dialogue/@sector/documents/briefingnote/wcms_234882.pdf

¹⁴ Sustainalytics' Human Capital MEI includes management of risks related to scarcity of skilled labour and labour relations, such as nondiscrimination, diversity programmes, working hours and minimum wage.

¹⁵ A direct measure refers to a metric selected for the KPI that shows a specific indicator of performance or an outcome on the material ESG issue.

¹⁶ External contextual benchmarks are standards or points of reference established by recognized third-party organizations to facilitate comparability.

¹⁷ Greenhouse Gas Protocol, "A Corporate Accounting and Reporting Standard", at: <https://ghgprotocol.org/sites/default/files/standards/ghg-protocol-revised.pdf>

¹⁸ TPI, "Carbon Performance: Autos", at: <https://www.transitionpathwayinitiative.org/sectors/autos>

¹⁹ GRI Standards, "GRI 405: Diversity and Equal Opportunity", (2016), at:

<https://20199425.fs1.hubspotusercontentna1.net/hubfs/20199425/GRI%20405%20Diversity%20and%20Equal%20Opportunity%202016.pdf>

²⁰ European Parliament, "Directive (EU) 2022/2381", at: <https://eur-lex.europa.eu/eli/dir/2022/2381/oj>

Sustainalytics considers KPI 2 to be strong given that: i) it is a direct measure of the Company’s performance on the material social issue of diversity, equality and inclusion; and ii) it follows a clear methodology. Sustainalytics notes that there are no applicable externally recognized benchmarks for this KPI, but it facilitates comparability with industry players.

KPI	Strength of KPI			
KPI 1: CO₂ emissions intensity of the operational passenger car fleet (average WLTP gCO₂/km)	Not Aligned	Adequate	Strong	Very strong
KPI 2: Share of women in management roles	Not Aligned	Adequate	Strong	Very strong



Calibration of Sustainability Performance Targets

Alignment with Autonom’s Sustainability Strategy

Autonom has set the following SPTs for its KPIs:

- SPT 1a and 1b: Reduce the CO₂ emissions intensity of the operational passenger car fleet by 30% by 2028 and 55% by 2030 from a 2021 baseline
- SPT 2a and 2b: Increase the percentage of women in management roles by 6% by 2028 and 9% by 2030 from a 2023 baseline

Through its materiality assessment, Autonom has identified: i) GHG emissions and climate impact; and ii) diversity, equity and human rights as material aspects for its business.²¹ The Company aims to reduce the average emissions intensity of its operational fleet by 25% by 2025 and by 51% by 2030 compared to a 2020 baseline.²² In addition, Autonom has a target to increase the share of its hybrid and electrical vehicles from the total vehicles owned, leased or rented by at least 15% until 2025.²³

Autonom also aims to address employee personal development and gender equality, with a focus on women in leadership positions. In 2023, women represented 66.6% of the board structure. Additionally, Autonom has set a target to reach at least 46% representation of women in management roles by 2030.

Sustainalytics considers the SPTs to be aligned with Autonom’s sustainability strategy. Please refer to Section 2 for an analysis of the credibility of Autonom’s sustainability strategy.

Strategy to Achieve the SPTs

Autonom intends to achieve the SPTs through the following strategy:

SPT 1a and 1b: Reduce the CO₂ emissions intensity of the operational passenger car fleet by 30% by 2028 and 55% by 2030 from a 2021 baseline

- **Digitalize and automate financial modelling for a cross-department working group:** this will enable real-time prediction of the impact and emissions of new vehicles, supporting Autonom in developing transition plans with its customers which include advising and promoting low-emissions vehicles to renters. Additionally, it will help the Company forecast and plan for the early substitution of high-emission vehicles.
- **Client engagement and awareness:** i) continue client awareness campaigns and offer dedicated products to increase client interest in leasing and renting low-emission vehicles (LEVs); and ii) include CO₂ emissions data in every operational lease offer and extend this to rental car offers to increase awareness.

²¹ Autonom, “Towards a Sustainable Mobility: Sustainability Strategy July 2021”, at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Sustainability_Strategy_Final.pdf

²² Ibid.

²³ Ibid.

- **Fleet emissions reduction:** increase the share of low-emission vehicles, including electric, hybrid and plug-in hybrid vehicles, to 30% by 2028, with a potential target of 40-45% by 2030, depending on market conditions.
- **Establishment of decarbonization strategies and commitments:** i) analyze potential commitment to science-based targets and scenarios for achieving a 1.5°C aligned reduction by the end of 2024; ii) conduct a net zero strategy analysis by the end of 2025; and iii) assess the impact of separating passenger cars and vans in the CO₂ emissions inventory by the end of 2024.
- **Low-emissions vehicles infrastructure and support:** i) continue installing PV electric charging stations at Autonom locations, expanding capacity where possible; ii) offer an extended operational lease package that includes charging stations as optional components; and iii) support charging station suppliers in their expansion plans with operational leasing solutions.
- **Renewable energy sourcing:** i) source renewable energy from direct suppliers for Autonom's premises where feasible and renegotiate contracts with energy suppliers to ensure renewable energy consumption; and ii) install solar PV power plants where feasible, increase capacity at the Company's premises and raise awareness among landlords of rented spaces.
- **Carbon offsetting:** i) continue the project with OMV Climate Partner for carbon offsets;²⁴ and ii) explore carbon offsetting projects aligned with Autonom's organizational culture to mitigate corporate carbon footprint. Autonom has confirmed to Sustainalytics that the target intensity numbers do not include carbon offsets.

SPT 2a and 2b: Increase the percentage of women in management roles to 43% by 2028 and 46% by 2030 from a 2023 baseline

- **Establishment of a policy:** structuring a Diversity & Inclusion Policy by the end of 2024.
- **Employee training and support:** i) provide specific training on diversity and inclusion with a particular focus on gender parity; ii) formally collect employees' learning objectives and preferences in terms of personal development during semi-annual performance evaluations; iii) ensure the provision of dedicated resources to support the advancement of female employees and promote gender equality in career progression; and iv) enhance women employees' leadership capabilities and skills sets, supporting their professional growth.
- **Promotion and succession plan:** i) create a list for potential promotions considering gender structure, development and performance; and ii) develop a succession plan for the management level that incorporates gender balance.
- **Monitoring and reporting career progress:** i) automate the retrospective part of the employee performance evaluation sheet by exporting data from the HITS internal monitoring system to streamline the evaluation process; ii) monitor training hours by gender and team structure on a monthly basis; and iii) provide quarterly performance evaluation reports to the management team to track employee progression and identify potential candidates for promotion.

Ambitiousness, Baseline and Benchmarks

To determine the ambitiousness of an SPT, Sustainalytics considers: i) whether the SPT goes beyond a business-as-usual trajectory; ii) how the SPT compares to targets set by peers; and iii) how the SPT compares with science-based references.²⁵

Autonom has set the baselines for SPTs 1a and 2b at 2021 be in line with the European transport sectors' emission reduction targets. For SPTs 2a and 2b, Autonom has selected 2023 as the baseline year, because it is the latest reporting year. Autonom has confirmed to Sustainalytics that it commits to setting annual targets in relevant documentation for loan transactions, as recommended under the SLLP. Autonom has also confirmed that the

²⁴ OMV, "Neutralization Measures", at: <https://reports.omv.com/en/sustainability-report/2023/focus-areas/climate-change/energy-transition/neutralization-measures.html>

²⁵ We refer here to contextual benchmarks that indicate the alignment of targets with ecosystem boundaries.

targets will show a progressive reduction rate. While this is aligned with the SLLP, Sustainalytics’ assessment is limited to the SPTs covered in this Second-Party Opinion

SPTs 1a and 1b: Reduce the CO₂ emissions intensity of the operational passenger car fleet by 30% by 2028 and 55% by 2030 from a 2021 baseline

Sustainalytics was able to use the following benchmarks to assess ambitiousness: i) past performance; ii) peer performance; and iii) science-based trajectories.

With regard to historical performance, Autonom reduced its CO₂ emissions intensity by 5.1% from 2021 to 2023, representing an average annual rate of 2.6%. To achieve SPTs 1a and 1b, Autonom must reduce its CO₂ emissions intensity by an average annual rate of 5.2% by 2028 and 7.5% by 2030 from the 2021 baseline. Sustainalytics considers SPTs 1a and 1b to be above Autonom’s historical performance.

For peer comparison, car rental and leasing companies based in Romania were taken into consideration to normalize for differences in infrastructure development across European countries, such as charging stations for electric vehicles. Sustainalytics notes that the majority of Romania-based peer companies do not have any reported quantitative time-bound targets disclosed for reduction of CO₂ emissions and identified two operators whose disclosed targets are aligned with Autonom’s targets. Sustainalytics considers SPTs 1a and 1b to be at least aligned with Autonom’s peers’ performance.

Sustainalytics further notes that SPTs 1a and 1b are in line with TPI’s well-below 2°C scenario. Autonom’s target intensity levels of 96 gCO₂/km in 2028 and 62 gCO₂/km in 2030 are below the intensity levels of 97.24 gCO₂/km in 2028 and 85.99 gCO₂/km in 2030 defined in the TPI’s decarbonization pathway for the autos sector for alignment with the well-below 2°C scenario.

SPT 2a and 2b: Increase the percentage of women in management roles to 43% by 2028 and 46% by 2030 from a 2023 baseline

Sustainalytics was able to use the following benchmarks to assess ambitiousness: i) past performance.

From 2021 to 2023, the percentage of women in management roles decreased from 39% to 37%, with an average annual rate of decrease of 1 percentage point. To achieve SPT 2a and 2b, Autonom must increase the share of women management positions by 6% by 2028 and 9% by 2030. Therefore, SPTs 2a and 2b are above Autonom’s historical performance.

For peer comparison, car rental and leasing companies based in Romania were taken into consideration to normalize for differences in infrastructure development across European countries, such as charging stations for electric vehicles. Sustainalytics notes that Romania-based peer companies do not have publicly disclosed targets on gender diversity that can be compared with SPTs 2a and 2b.

Overall Assessment

Sustainalytics considers the SPTs to align with Autonom’s sustainability strategy.

Sustainalytics considers SPTs 1a and 1b to be ambitious given that: i) they are above past performance; ii) they are atleast aligned with peer performance; and iii) they are aligned with the TPI’s well-below 2°C scenario.

Sustainalytics considers SPTs 2a and 2b to be ambitious given that they are above past performance.

SPT	Ambitiousness of SPT			
SPT 1a: Reduce the CO ₂ emissions intensity of the operational passenger car fleet by 30% by 2028	Not Aligned	Moderately Ambitious	Ambitious	Highly Ambitious
SPT 1b: Reduce the CO ₂ emissions intensity of the operational passenger car fleet by 55% by 2030	Not Aligned	Moderately Ambitious	Ambitious	Highly Ambitious
SPT 2a: Increase the percentage of women in management roles to 43% by 2028	Not Aligned	Moderately Ambitious	Ambitious	Highly Ambitious
SPT 2b: Increase the percentage of women in management roles to 46% by 2030	Not Aligned	Moderately Ambitious	Ambitious	Highly Ambitious



Financial Characteristics

The financial characteristics of the sustainability-linked instruments issued under the Framework will be linked to the achievement of the SPTs in the form of a coupon or margin step-up, a redemption premium or payment of a premium at maturity of the bond instrument or a margin increase or decrease. A trigger event occurs if: i) a relevant SPT is not met on the relevant target observation dates; ii) Autonom fails to comply with the reporting or verifications specified in the relevant sustainability-linked financing instrument documentation; or iii) Autonom fails to calculate or observe the KPI selected and applied with respect to a particular sustainability-linked financing instrument in a satisfactory manner. The financial characteristics of each financial instrument issued under the Framework will be specified in its corresponding documentation.

Sustainalytics considers the financial characteristics of the sustainability-linked bonds and sustainability-linked loans to be aligned with the SLBP and SLLP, but does not opine on the adequacy of the magnitude and structure of the financial penalty.



Reporting

Autonom commits to report on an annual basis on its progress on the KPIs and expects to include the relevant figures in its Annual Report or Sustainability Report on its website, which is aligned with the SLBP and SLLP. Autonom further commits to disclose relevant information enabling investors to monitor the level of ambition of the SPTs. Autonom commits to disclose relevant information that may affect the KPIs, such as: i) information on the performance and monitoring of the selected KPI; and ii) data and explanations concerning any adjustments to previously disclosed data and scope of reporting. The reporting commitments are aligned with the SLBP and SLLP.



Verification

Autonom commits to have an external verifier provide limited assurance against each SPT for each KPI at least once a year, which is aligned with the SLBP on verification.

Section 2: Assessment of Autonom's Sustainability Strategy

Credibility of Autonom Sustainability Strategy

Autonom's 2021 sustainability strategy was adjusted in 2024 to consider the most material aspects and associated risks and opportunities for its business. The strategy has a short-term horizon of 2025 and a mid-term horizon of 2030 identifying three key strategic pillars: i) environment; ii) people and community; and iii) sustainable business and governance.²⁶

Under the environment pillar, the Company has committed to reducing the average emissions intensity of its operational fleet, which accounts for 99% of its total emissions, by 25% by 2025²⁷ and by 51% by 2030 compared to a 2020 baseline.²⁸ This will be achieved by increasing the share of low- and zero-emission vehicles in the Company's fleet and improving vehicle fuel efficiency. Autonom aims to increase the share of low-carbon hybrid and electrical vehicles from the total vehicles owned, leased or rented

²⁶ Autonom, "Towards a Sustainable Mobility: Sustainability Strategy July 2021", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Sustainability_Strategy_Final.pdf

²⁷ This is equivalent to a 23% reduction compared to a 2021 baseline.

²⁸ Autonom, "Towards a Sustainable Mobility: Sustainability Strategy July 2021", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Sustainability_Strategy_Final.pdf

by at least 15% until 2025.²⁹ The Company integrated 200 electric cars into its fleet in early 2023,³⁰ and between 2022 and 2023, the Company decreased the share of diesel cars from 46% to 39.76%, increased the share of hybrid cars from 11% to 14.21% and electric cars from 2% to 3.46%.³¹ In 2024, the Company started monitoring and reporting the CO₂ emissions of its passenger cars and vans separately under the adjusted sustainability strategy. It also established a target specifically for passenger cars, which is to reduce average CO₂ emissions of its passenger car fleet by 55% from a 2021 baseline by 2030 and reach an average emissions of 49.5 gCO₂e/km.³² By the end of 2023, Autonom had reduced emissions intensity by 7.49%, achieving an average of 142.06 gCO₂/km based on the WLTP.³³ Autonom has also installed six alternating current (AC) charging stations in its branches and a direct current (DC) charging station in its Floreasca office in 2023,³⁴ and signed a contract with OMV Petrom³⁵ to offset CO₂ emissions from the fuel supplied to Autonom. By 2023, the offset emissions reached 12,999 tCO₂e.³⁶

Autonom's people and community pillar addresses diversity and gender equality through education and training programmes and targets a minimum of 50 hours of training per FTE each year until 2030.³⁷ As of 2023, 34.08% of the Company's employees are women, with an average of 49.19 training hours for women and 48.90 for men.³⁸ In 2023, women represented 66.6% of Autonom's board structure. The Company further aims to reach at least 46% representation of women in management roles by 2030.

Sustainalytics considers Autonom to have a strong sustainability strategy and considers that instruments issued under the Framework will further support its sustainability strategy.

Autonom's Environmental and Social Risk Management

Sustainalytics recognizes that Autonom's defined targets are impactful, but notes that achieving the SPTs bears environmental and social risks related to: i) product governance;³⁹ ii) emissions, effluents and waste; iii) occupational health and safety (OHS); iv) human capital;⁴⁰ v) business ethics;⁴¹ and vi) supply chain.

Sustainalytics comments below on Autonom's ability to mitigate such potential risks.

- **Product governance:** to ensure road safety, Autonom keeps an average fleet age of under 48 months and ensures that all vehicles are well maintained. The Company aims to fully manage the maintenance and repair of its fleet, delegating this responsibility to customers approximately 15-20% of the times. Vehicle repairs are conducted by authorized partners under strict maintenance contracts to minimize safety risks. Additionally, the Company conducts in-house preventive driving courses for its partners and customers to raise awareness and limit the occurrence of accidents.⁴²
- **Emission, effluents and waste, and occupational health and safety:** Autonom has an integrated quality, environmental, occupational health and safety management system in line with ISO 9001,⁴³ ISO 14001⁴⁴ and ISO 45001.⁴⁵ Under this system, the Company has internal procedures to identify, assess and communicate OHS risks. Additionally, a Prevention and Protection Plan evaluates OHS risks across all functions and workstations, controlling for good working conditions,

²⁹ Autonom, "Towards a Sustainable Mobility: Sustainability Strategy July 2021", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Sustainability_Strategy_Final.pdf

³⁰ Ibid.

³¹ Ibid.

³² Autonom Sustainability-Linked Finance Framework, at: <https://www.autonom.com/sustainability>

³³ Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

³⁴ Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

³⁵ OMV Petrom is a Romanian oil company controlled by OMV Group, an Austrian multinational integrated oil, gas and petrochemical company.

³⁶ Ibid.

³⁷ Autonom, "Towards a Sustainable Mobility: Sustainability Strategy July 2021", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Sustainability_Strategy_Final.pdf

³⁸ Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

³⁹ Sustainalytics' MEI "Product Governance" focuses on how companies manage responsibilities to their clients. Emphasis is put on quality management systems, marketing practices, fair billing and post-sales responsibility.

⁴⁰ Sustainalytics' MEI "Human Capital" focuses on the management of risks related to scarcity of skilled labour as well as labour relations, such as non-discrimination, working hours and minimum wages.

⁴¹ Sustainalytics' MEI "Business Ethics" focuses on the management of ethical considerations applicable to most or all sectors, such as taxation and accounting, anti-competitive practices and intellectual property issues.

⁴² Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

⁴³ ISO 9001 – Quality management systems, at: <https://www.iso.org/standard/62085.html>

⁴⁴ ISO 14001 – Environmental management system, at: <https://www.iso.org/standard/60857.html>

⁴⁵ ISO 45001 – Occupational health and safety management system, at: <https://www.iso.org/standard/63787.html>

as well as health and well-being of workers and contractors involved in its work processes.⁴⁶ In terms of emissions effluents and waste, Autonom has a dedicated technical team and alerts systems to ensure that all vehicles undergo periodic technical inspections and comply with the pollution standards required by law.⁴⁷

- **Human capital and business ethics:** Autonom has a Policy Against Modern Slavery and Human Trafficking⁴⁸ and an Anti-Corruption and Anti-Bribery Compliance Policy.⁴⁹ Both policies apply to all its employees, subsidiaries, divisions and affiliated companies in relation to their responsibility to prevent, detect and stop corruption activities, modern slavery and human trafficking. The Company also: i) actively investigates suspected violations and takes actions if employees are found to have violated either policy; ii) provides compliance and ethics training to its employees; and iii) encourages its employees to report any known or suspected deviation from the policies by its associates, affiliated third parties and business partners.
- **Supply chain:** Autonom's Procurement Policy mandates the Company to conduct supplier performance reviews based on GRI Standards indicators, covering the environmental and social impacts of suppliers. The policy requires suppliers to: i) comply with laws and regulations in countries where they operate; ii) apply health and safety policies and take action to prevent accidents and injuries; iii) strictly refrain from any corruption and bribery practices, amongst others. Additionally, the policy prohibits suppliers from using forced or child labour and requires them to respect workers' rights. When violations to the Universal Declaration of Human Rights or the International Labour Organization standards are identified, Autonom terminates its relationship with the suppliers involved.⁵⁰
- Additionally, the Company has a Whistleblowing Policy for employees, shareholders, subcontractors, suppliers and other stakeholders to report anonymously any violations of law or policy, using an online reporting channel.⁵¹

Overall, Sustainalytics considers that Autonom has management programmes and policies to mitigate the above risks.

Section 3: Impact of the SPTs

Importance of reducing CO₂ emissions in the transport sector

Emissions from the transport sector increased at an annual average rate of 1.7% from 1990 to 2022, which is faster than most of the sectors and comparable only with the industrial sector.⁵² Overall transport volumes are expected to double and CO₂ emissions from this sector are expected to increase by 20% by 2050 from a 2015 baseline.⁵³ According to the IEA, the transportation sector's emissions need to decline by 3% per year until 2030 to get on track with the net zero emissions scenario by 2050.⁵⁴ Road transport is the largest contributor of global transport emissions, accounting for 73% of total CO₂ emissions from the sector in 2022.⁵⁵ In the EU, the transport sector is responsible for 25% of the bloc's total GHG emissions.⁵⁶ To reduce GHG emissions from the sector, the European Commission introduced emissions performance standards for light and heavy duty vehicles in 2019,⁵⁷ in line with a target to reduce GHG emissions from the transport sector by 90% by 2050 compared to a 1990 baseline.⁵⁸

⁴⁶ Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

⁴⁷ Autonom, "Autonom Sustainability Report 2023", at: https://www.autonom.com/assets/uploads/sustainability/Autonom_Services_SA_Sustainability_Report_2023.pdf

⁴⁸ Autonom, "Policy Against Modern Slavery and Human Trafficking", at: <https://www.autonom.ro/investitori/wp-content/uploads/2023/03/Policy-Against-Modern-Slavery-and-Human-Trafficking.pdf>

⁴⁹ Autonom, "Anti-Corruption And Anti-Bribery Compliance Policy", at: <https://www.autonom.ro/investitori/wp-content/uploads/2023/03/Anti-Corruption-And-Anti-Bribery-Compliance-Policy.pdf>

⁵⁰ Autonom, "Autonom Services S.A. Procurement Policy", at: <https://www.autonom.ro/investitori/wp-content/uploads/2023/03/Procurement-Policy.pdf>

⁵¹ Autonom, "Policy regarding the reporting of irregularities noted within Autonom Services S.A. (Whistleblowing Policy)", at: <https://www.autonom.ro/investitori/wp-content/uploads/2023/03/Whistleblowing-Policy.pdf>

⁵² IEA, "Transport", (2023), at: <https://www.iea.org/energy-system/transport>

⁵³ World Economic Forum, "7 reasons why global transport is so hard to decarbonize", (2021), at: <https://www.weforum.org/agenda/2021/11/global-transport-carbon-emissions-decarbonise/>

⁵⁴ IEA, "Transport", (2023), at: <https://www.iea.org/energy-system/transport>

⁵⁵ Ibid.

⁵⁶ European Environment Agency, "Transport and mobility", (2024), at: <https://www.eea.europa.eu/en/topics/in-depth/transport-and-mobility>

⁵⁷ European Commission, "Road transport: Reducing CO₂ emissions from vehicles", at: https://climate.ec.europa.eu/eu-action/transport/road-transport-reducing-co2-emissions-vehicles_en

⁵⁸ European Environment Agency, "Transport and mobility", (2024), at: <https://www.eea.europa.eu/en/topics/in-depth/transport-and-mobility>

Sustainalytics is of the opinion that Autonom’s efforts to reduce the emissions intensity of its fleet are expected to contribute to the overall emissions reduction from the transport sector in the markets where it operates and more broadly support the ambitions of the Paris Agreement.

Importance of gender diversity and inclusion in leadership roles in the workplace

Gender diversity and inclusion in the workforce, particularly in leadership roles, are expected to contribute to better decision-making and improved organizational performance for businesses.⁵⁹ Companies with more diversity in their leadership teams typically report greater returns in innovation and earnings,⁶⁰ and companies in the top quartile of gender diversity in their boards are 25% more likely to outperform their peers financially.⁶¹

The World Economic Forum’s Global Gender Gap score for 2023 stood at 68.4% closed, an improvement of 0.3 percentage points from 2022.⁶² At this pace, closing the gap will take 131 years to achieve.⁶³ Although the percentage of women in leadership roles worldwide has gradually increased over the years to reach 32.2%, women are still outnumbered by men in senior leadership positions across all industries.⁶⁴ Moreover, the global average proportion of women on boards in 2024 was only 23.3%, an increase of just 3.6 percentage points from 2022.⁶⁵ In 2021, the Generation Equality Forum held in Paris announced a global five-year action plan to accelerate gender equality globally by 2026, driven by EUR 36 billion in policy and programme commitments from governments, multilateral bodies and the private sector.⁶⁶

Based on the above, Sustainalytics is of the opinion that Autonom’s efforts to increase women’s representation in management roles are expected to contribute to improving gender diversity and inclusion in the workplace in Romania and Hungary, where Autonom operates.

Contribution to SDGs

The Sustainable Development Goals were adopted by the United Nations General Assembly in September 2015 and form part of an agenda for achieving sustainable development by 2030. The sustainability-linked instruments issued under the Framework are expected to help advance the following SDGs and targets:

KPI	SDG	SDG Target
KPI 1: CO ₂ emissions intensity of the operational passenger car fleet (average WLTP gCO ₂ /km)	11. Sustainable Cities and Communities	11.2 By 2030, provide access to safe, affordable, accessible and sustainable transport systems for all, improving road safety, notably by expanding public transport, with special attention to the needs of those in vulnerable situations, women, children, persons with disabilities and older persons
KPI 2: Share of women in management roles	5. Gender Equality	5.5 Ensure women’s full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life

Conclusion

⁵⁹ Rohwerder, B. (2017), “Impact of diversity and inclusion within organisations”, Institute of Development Studies, at: https://assets.publishing.service.gov.uk/media/5ba51175e5274a54d5c39c19/109_Diversity_and_inclusion_within_organisations.pdf

⁶⁰ Lorenzo, R. et al. (2018), “How Diverse Leadership Teams Boost Innovation”, Boston Consulting Group, at: <https://www.bcg.com/en-us/publications/2018/how-diverse-leadership-teams-boost-innovation>

⁶¹ Dixon-Fyle, S. et al. (2020), “Diversity wins: How inclusion matters”, McKinsey & Company, at: <https://www.mckinsey.com/featured-insights/diversity-and-inclusion/diversity-wins-how-inclusion-matters>

⁶² World Economic Forum, “Global Gender Gap Report”, (2023), at: https://www3.weforum.org/docs/WEF_GGGR_2023.pdf

⁶³ Ibid.

⁶⁴ Ibid.

⁶⁵ Marks, A. et al. (2024), “Women in the boardroom, eighth edition”, Deloitte, at: <https://www2.deloitte.com/us/en/insights/topics/leadership/women-in-the-boardroom.html>

⁶⁶ Generation Equality, “Generation Equality Forum concludes in Paris with Announcement of Revolutionary Commitments and Global Acceleration Plan to Advance Gender Equality by 2026”, (2021), at: <https://forum.generationequality.org/news/generation-equality-forum-concludes-paris-announcement-revolutionary-commitments-and-global>

Autonom intends to issue sustainability-linked bonds and loans tying the financial characteristics to achievement of the following SPTs:

- 1) SPT 1a: Reduce the CO₂ emissions intensity of the operational passenger car fleet by 30% by 2028
- 2) SPT 1b: Reduce the CO₂ emissions intensity of the operational passenger car fleet by 55% by 2030
- 3) SPT 2a: Increase the percentage of women in management roles to 43% by 2028
- 4) SPT 2b: Increase the percentage of women in management roles to 46% by 2030

Sustainalytics considers KPI 1 be very strong given that: i) it is a direct measure of the Company's sustainability performance on a relevant and material environmental issue; ii) it has a high scope of applicability; iii) it follows a clear and consistent methodology that is externally defined; and iv) it lends itself to be benchmarked against recognised external CO₂ emission reduction trajectories. Sustainalytics considers KPI 2 to be strong given that: i) it is a direct measure of the Company's sustainability performance on the material social issue of diversity, equality and inclusion; ii) it follows a clear methodology; but iii) it does not support benchmarking against external benchmarks.

Sustainalytics considers Autonom's SPTs 1a and 1b to be ambitious given that: i) they are above past performance; ii) they are at least aligned with peer performance; and iii) they are aligned with the TPI's well-below 2°C scenario. Sustainalytics considers Autonom's SPTs 2a and 2b to be ambitious given that they are above past performance.

Sustainalytics considers the reporting and verification commitments to be aligned with the Sustainability-Linked Bond Principles 2024 and Sustainability-Linked Loan Principles 2023.

Based on the above, Sustainalytics considers the Autonom Sustainability-Linked Financing Framework to be in alignment with the five core components of the Sustainability-Linked Bond Principles 2024 and Sustainability-Linked Loan Principles 2023 and the prospective achievement of the SPTs to be impactful.

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