# GREEN SECURITIES FRAMEWORK 2022-2023

# PURPOSE OF DOCUMENT

This document aims to inform SNCF investors about the sustainable financing policy implemented by the company, the monitoring, and rules with which it complies, the standards this approach is based on and the carbon and CSR impacts related to the financing of eligible assets.

This Green Securities framework merges our existing Green Bond and Green CP Frameworks into a single document. As such, the document covers all green securities issued by the company. Hence its name.

This document, by construction and philosophy, complies with best market practices, as set out in the ICMA Green Bond Principles (June 2021) and is subject to compliance verification by an external Second Opinion Provider (SOP) establishing a Second Party Opinion (SPO) on an annual basis.

# BRIEF PRESENTATION OF SNCF

#2 mobility player in Europe, SNCF operates in all segments of the transport market. Drawing on its core rail business, know-how, the ecological advantages, and ability to reinvent itself in a swiftly changing context, SNCF group acts in the general interest mission, toward customers and French territories.

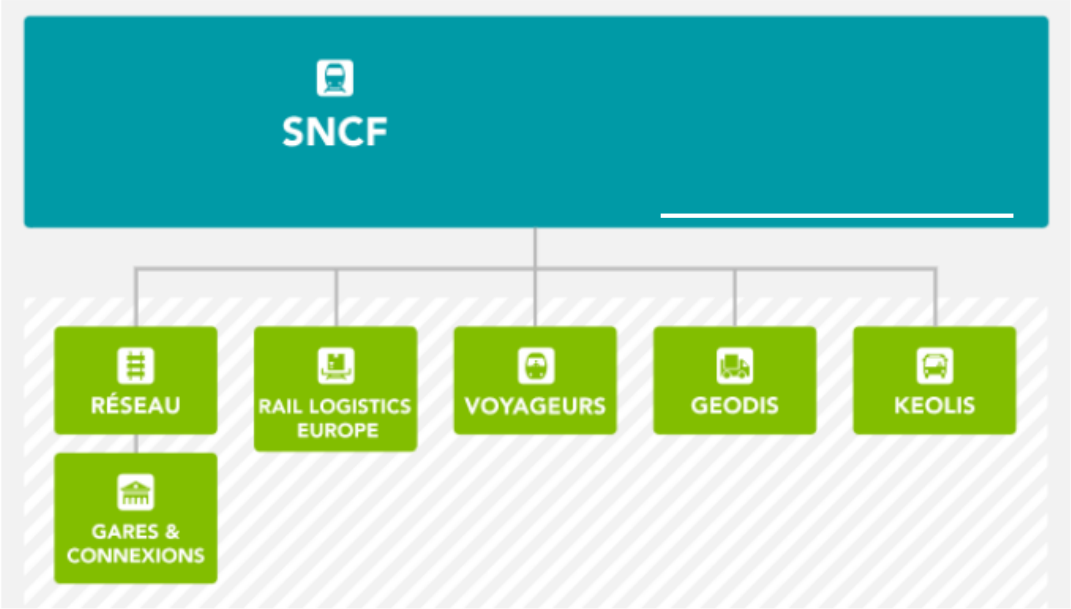
The group ambitions a positive impact on its ecosystem, both ecological and territories development. Promoting equal opportunities is central to its raison d'être:

> *""The role of the SNCF Group is to contribute to the vitality of society and its regions. We offer transport services that are vital to economic growth and social cohesion, vital to the development of regions and the daily well-being of their inhabitants and vital to ensuring the ecological transition.*
>
> *The public service role that SNCF adopted upon its creation in 1938 carries on to this day in the commitment of the company's employees to serving the common good. While guaranteeing safety, we design and implement for our customers, with professionalism and a sense of*
>
> *togetherness, innovative mobility and logistics solutions for the 21st century that are key to developing low-carbon transport. Our aim is to optimise the cost and overall impact of transport for customers, taxpayers and citizens based on the performance and integration of all our business lines in the rail industry. Our infrastructures and services, which will stand the test of time, represent shared resources used to overcome social, ecological and economic*
>
> *challenges, and therefore act for a changing, united and sustainable society"."*
>
> Source: Annual Report 2021

The SNCF group is made up of 5 major subsidiaries with distinct identities:

- **SNCF Réseau** for the management and renewal of the rail infrastructure and stations;
- **SNCF Voyageurs** for rail passenger transport, both in "Open Access" on high-speed and at regional level with the TER brands;
- **KEOLIS** for the mass transit and urban transport professions in France and abroad;
- **Rail Logistics Europe** for rail freight and logistics businesses in Europe;
- **GEODIS** for international freight and logistics businesses.

All the operational subsidiaries are overseen by SNCF SA, a national company with public capital (equity) which acts as the Group's parent entity and provides strategic and financial management among other services. It guarantees the unity, integration, and solidarity within the Group.




Source: Annual Report 2022

In 2022, the SNCF group achieved a **turnover of €41.4 billion**, an **EBITDA of €6.6 billion**, **total investments, all financings combined, of €10.5 billion (CAPEX)** - essentially in the rail system in France - and a **controlled level of debt**, post debt relief, standing at **€24.4 billion.**

To find out more about the group activities, please refer you to the following documents:

- Annual Report 22 – SNCF Group
- Investor presentation
- SNCF website – Finance pages
- SNCF website – Rail Logistics Europe
- SNCF website – Voyageurs
- SNCF Réseau website
- GEODIS website
- KEOLIS website

# SNCF GROUP ESG COMMITMENT

The world is developing in a context where interconnected segments are facing with four crises:

- **A climate crisis** requiring radical individual and collective behavioral changes, both individually and collectively;
- **A regional crisis**: all regions do not have the same level of development or inclusion in the globalization of trade. This creates inequalities in terms of growth, tax resources and therefore public service coverage;
- **A labor crisis**, as a result of the regional crisis, generated by job access difficulties and income disparities making it harder for households to change their lifestyles and, in particular, become more environmentally friendly;
- **A health crisis** of historic proportions that has caused a global crisis since 2020, the consequences of which will continue for several years, leading to profound economic, social and cultural changes. The Group's commitments are detailed in the nonfinancial performance statement.

Facing these emergencies, the group provides clear and strong responses:

- **Climate change, a major challenge:** While the transport sector accounts for 30% of French greenhouse gas (GHG), rail contributes to only 0.6% of it, and yet represents 11% of people and 9% of goods transported. To boost this performance and promote the modal transition to collective transport, SNCF Group is committed to an ambitious plan of CO2e emission reduction. As mentioned above, the Group aims to reduce transport and building CO2e emissions by 30% and 50%, respectively, by 2030 compared to 2015. These goals are consistent with France's national low carbon strategy and the Paris Agreement objectives.

- **A natural partner committed to regional development:** The Group's relationship with the regions is natural and long-standing: transport has always contributed to opening up and developing regions, conurbations and city centers. This is promoted by the Group's 11 regional coordinators whose role is to strengthen local ties with regional players. Regions are currently undergoing major changes: metropolization and globalization, regional deindustrialization, ageing population, reduction of their energy footprint, etc. All the Group's business lines contribute to the response: support the development of mass transit by revitalizing minor historical regional routes, boosting the capacities of major train stations while maintaining a maximum open in suitable conditions, assist all regions in developing mobility services tailored to their demographic, environmental and financial challenges.

- **A reaffirmed social commitment:** Social responsibilities of the SNCF group are multiple:
    - As an employer, the Group has a workforce of 276,000 employees worldwide (including close to 210,000 in France). It must provide each employee with the means to develop professionally, a protective social framework and a reassuring environment. As part of the employer's promise, the Group must rise to the challenge of making its brand appealing to attract and retain sought- after key talents.
    - As a purchaser, the Group is a major player in the rail sector and the national and European economy.
    - As a mobility solutions provider, the Group is central to the life of many French people and citizens in other countries. The operational and commercial performance determines their quality of life and their ability to find employment, get to their workplace daily and access their rights. The continuous improvement of our fundamentals is not only a question of competitiveness: it is also a question of social justice and regional equity.
    - As a public company, SNCF is at the service of the nation. It aims to be a useful group in the daily life of every French person.

Since 2003, SNCF has adhered to the 10 principles of the United Nations Global Compact on human rights, anticorruption, labour rights and environmental protection. It releases an annual publication on its progress in this area.

To find out more about the group's CSR commitments:

- Annual Report 22 – SNCF Group
- 2019 Extra-financial performance report
- SNCF website – Our commitments

# SNCF AND SUSTAINABLE FINANCE

## Context

Sustainable finance has grown exponentially over the past 10 years, with issuance volumes exceeding USD 100 billion per year. It is a key market for a large number of issuers, including the SNCF Group.

Between 2016 and 2022, SNCF raised €8.1 billion in Green Bond securities in 24 market transactions, making the Group one of the largest Green Bonds issuer both in France and worldwide (excluding financial or sovereign issuers).

## Our commitments

The group wishes to convert, by 2025, all its financial products (except derivatives) to the criteria of responsible investment, in a 100% green finance strategy, including:

- Green Bonds for medium and long-term financing
- Green Commercial Paper (CP) for short-term financing
- Investments in media that integrate environmental, social and governance (ESG) criteria for cash.

## Policies and actions

To convert all its financial products, the Group relies on three levers:

- **Broadening the asset base.** The gradual expansion to new asset types is a long-term approach for the Group. Originally designed for the rail network, the programme includes the acquisition and extensive renovation of highspeed rolling stock since 2021. Today, SNCF is working on developing indicators and approaches to broaden its base of eligible assets. The Group is interested, for example, in developing its real estate assets for railway use, such as technical or maintenance centers, or for residential use.

- **The extension to short-term financing (Green CP).** In 2021, SNCF launched the first issue of short-term green financing securities that comply with the allocation criteria of the Green Bond Principles[1]. The instrument is intended to finance operating expenses related to recycling, environmental remediation and renewable energy purchase agreements. This new financing method was developed in partnership with Mirova, a management company dedicated to sustainable investment. With this new initiative, the Group intends to contribute to the development of green finance and accelerate investment in the ecological transition.

- **The greening of investments.** By 2025, SNCF wishes to convert 100% of its cash investments (UCITS and money market and bond funds) to investments that meet responsible investment criteria.

[1] https://medias.sncf.com/sncfcom/finances/Investisseurs/2021_Green_CP_Framework.pdf

## Positive impacts for the climate

Between 2016 and 2021, the allocation of Green Bond funds focused on the rail network for its renewal or development. The investments financed by Green Bonds generated a saving of 35.2 million tonnes of CO2e (avoided emissions*), which corresponds to the carbon footprint of almost 74,000 French people over 40 years. Overall, for every €1 billion invested in the rail network, 3.7 million tonnes of CO2e are avoided over 40 years.

## A robust approach

Our Green securities programs are based on the best market practices, including:

- **The allocation of funds to new projects:** it is therefore impossible to finance the same project several times with separate emissions.

- **Consideration of the product life cycle:** project carbon emissions include direct emissions during the usage phase, but also a whole range of indirect emissions linked to the upstream (construction) or downstream (recycling) phases.

- **Complete impact analysis:** as far as possible, SNCF includes direct emissions, indirect emissions linked to energy consumption, and indirect downstream/upstream emissions.

- **Objective assumptions:** in particular for the assumptions on the change in the French energy mix or on the development of emission factors for rival transport modes. They are revised each year based on the latest studies by external reference bodies (ADEME, RTE, etc.).

- **No double counting:** SNCF incorporates allocation rules to avoid double counting of avoided emissions. More concretely, this implies that, irrespective of the project financed, 80% of the emissions are attributed to infrastructure and 20% to rolling stock. In the case of partially subsidised or co-financed projects, SNCF takes the share of avoided emissions in proportion to the funding provided.

In addition, SNCF has its Green Bond program certified each year by the best market standards, “Green Bond Principles”, “Climate Bond Initiative”, and publishes an annual Green Bond impact report. This document is checked by an external auditor independently of the mission of the statutory auditors

# GREEN BOND PROGRAM

## Use of proceeds

Due to its sustainable mobility offer, but also because of its footprint in the regions in terms of employment and housing, its support for associations, partnerships with training organizations and support for local start-ups, SNCF is a key player in carrying out the public policies deployed by local players. In this way, it intends to contribute to addressing the main concerns of French people as revealed by the second edition of the Baromètre des Territoires: health, purchasing power, environment.

Also, the train is the most sustainable means of transport of all, with the least impact on CO2e and other particle emissions. For each €1 billion invested on the infrastructure, 4.4 M of TCO2e are avoided over 40 years, which is equivalent to the carbon footprint of 7 600 French people over 40 years.

Through its Green Bond program, the SNCF group wishes to promote its investments (CAPEX) with a high environmental impact on the maintenance, renewal, or development of all the components of the "railway system", whether it be the infrastructure - the primary condition for all traffic - or the rolling stock - the realization of the ecological potential of this mode of transport.

As such, the Green Bond program set up by the SNCF group allows, for the moment, the financing of the following investments:

- Investments in maintenance, renewal, energy efficiency on the electric rail network, for the most circulated sections (UIC 1 to 6 and HSL).
- Investments in the development of the electric rail network, for the most circulated sections (UIC 1 to 6 and HSL).
- Purchase of high-speed electric rolling stock.
- Renovation investments (mid-life operation) of the high-speed electric rolling stock fleet.

## Process for project evaluation and selection

When selecting eligible projects, SNCF takes particular care to consider all potential social and environmental risks associated with the projects concerned. All projects must combine a high level of environmental benefit with strong social relevance.

Eligible projects follow a strong environmental logic which can be summarized through the following principles:

- **For infrastructure**, SNCF limits itself to CAPEX on the most heavily circulated part of the electrified network **(UIC 1 to 6)**.
- **For rolling stock**, SNCF limits itself to CAPEX related to trainsets **with zero direct emissions** (electric, hydrogen, etc.) including CAPEX related to technical centers associated to these rolling stocks heavy maintenance total overhaul (“Opérations Mi-Vie”).
- To avoid double counting, SNCF only values the investments made by the company

- SNCF allows itself the opportunity to enrich its base of eligible assets, but this will require the implementation of up-to-date documentation (Framework) and the communication of the main assumptions for the calculation of the impacts (Methodology).

SNCF SA's Finance and Treasury division in coordination with group's Accounting & Management Control divisions and Sustainable Development divisions will review the allocation of the projects annually. If projects are considered eligible, they will be recorded in the SNCF SA's Green Bond Register and tracked for the life of the involvement in the Green Bond.

To provide more information on our evaluation and selection processes:

1. Eligible projects are selected in partnership with the Sustainability Division based on their ability to avoid CO2e emissions while promoting affordable transportation for all
2. The Accounting and Controlling Division provides the Financing Department with a monthly reporting of eligible CAPEX
3. Green Bonds are raised by the Financing Department based on eligible envelopes
4. The Financing Department, in partnership with the Accounting and Management Control Department, reports on the use and management of proceeds for the year
5. The Financing Department, in partnership with the Sustainable Development Division, reports on the environmental and social impacts of investments

Today, SNCF is working on the development of indicators and approaches to broaden its base of eligible assets. The Group is interested, for example, in the valuation of its real estate assets for railway use, such as technical centers or maintenance centers, or residential.

## Management of proceeds

Due to a 'look-back period' of two years, the group is authorized to finance through Green Bonds all the eligible projects (CAPEX) made over the last two years.

For rolling stock (only), in the case of advance payments to the rolling stock manufacturer or for renovation, SNCF can include, in addition to the CAPEX realized in the year of issuance, all advance payments related to rolling stock without the time constraint of a "look-back period". This reflects the reporting method used by the group, which focuses on equipment deliveries in the previous two years rather than on advance payments for equipment to be delivered in the future. On the other hand, the group prohibits the use of Green Bonds to finance prepayments that are not related to equipment deliveries in year N.

Most of the time, green bonds are raised against existing assets. Thus, the proceeds are immediately allocated to the corresponding projects.

Nevertheless, the temporary management of Green Bond financing products follows best market practices and complies with the recommendations of the Green Bond Principles.

Thereby:

- Pending allocation of an amount equal to the net proceeds from the sales of the Notes to Eligible Green Projects, the proceeds from the Green Bond will be placed into SNCF SA's treasury accounts (only)
- Therefore, SNCF prohibits the allocation, even temporarily, of proceeds to non-eligible projects

- Therefore, all the proceeds will be used for the eligible projects only and in entirety
- The green bonds are raised by the parent company SNCF SA and subsequently an equivalent amount is reallocated to the subsidiaries in the form of one or more intra-group loans between the parent company and the subsidiary holding the assets. Each time the green proceeds are transferred, the intra-group loans are reduced by the amount transferred. On the other hand, an intra-group loan has a transferability whether it was set up before or after the issuance of the green bonds
- In the event of the sale or disposal of rolling stock assets, an amount equivalent to the sale proceeds must be reallocated to eligible projects. Pending this reallocation, an amount equivalent to the sale proceeds remains in cash

The use and management of Green Bonds products is reviewed by an external second opinion provider.

## Impact reporting and methodology

In accordance with the ICMA Green Bond Principles and the CBI Principles, within the calendar year that follows the issuance, and until the full allocation of an amount equal to the net proceeds of the Green Bonds issued, SNCF SA will provide to investors:

- Annual updates on website (https://www.sncf.com) on the amounts allocated to the Eligible Green Projects,
- Relevant expected impact metrics and where feasible actual impact metrics related to the Eligible Green Projects where competition and confidentiality reasons allow.
- Auditors or any other third party appointed by SNCF SA, will issue an annual report on SNCF SA's compliance in all material respects with the Eligible Green Project criteria set forth in these documents.

Our reporting has the following characteristics:

- **Level of reporting**: portfolio of eligible projects on the infrastructure (all CAPEX aligned with the selection criteria) and project specific for the train fleets (according to selection criteria, but limited number of projects)
- **Information reported**: allocated proceeds, Green Bond characteristics, $CO_2$ impacts etc.
- **Frequency**: annual reporting
- **Scope**: all eligible assets and impact of the eligible assets financed through Green Bonds
- **Duration**: Financed projects are reported once in the corresponding annual report but total impacts, since 2016 are mentioned

The carbon impacts (T $CO_2$) are calculated by following the set of good practices as defined on page 7 and are based on the construction of a reference scenario in which the non-completion of eligible projects leads to (i) a reduction in the capacity or quality of rail transport, to (ii) a modal shift of train users to the most emissive modes, and finally, to (iii) an increase in the level of emissions from the transport sector.

Conversely, the completion of the investment allows the maintenance of a high level of operation of the rail system and favors this mode against competing modes making it possible to maintain a lower level of emissions for the sector.

To find out more about the group's carbon impact methodologies:

- Carbon impact methodology for infrastructure assets
- Carbon impact methodology for high-speed rolling stock assets

## Compliance with standards

The SNCF group's Green Bond program and the impact methodologies comply with the criteria of the main market standards, namely the ICMA (2022) Green Bond Principles and the Climate Bond Initiative. SNCF ambitions to comply with the EU Green Bond Standards when available and if its final version brings any value added compared to the two former standards applied.

Each year, SNCF appoints an external third party - Second Opinion Provider - to confirm the alignment of its Framework with the Green Bond Principles criteria and, post-allocation, to review the correct allocation of proceeds to CAPEX compatible with the Green Bond Principles criteria.

The group's impact reporting is also reviewed by an external auditor to verify the integrity and seriousness of the information presented.

To find out more about meeting the GBP, CBI criteria:

- Second Party Opinion of the Green Bond Framework 2021
- CBI certification for 2021 allocation
- Green Bond Reporting 2021, incorporating the auditor's moderate assurance report

Please note that from 2023, SNCF Group Green Bond Framework and Green CPs' Framework are merged in a common Green Securities Framework.

# GREEN COMMERCIAL PAPER PROGRAM

## Description of the instrument

With the objective of targeting 100% of its financing and investments in 'Green' or 'Sustainable' format in 2025, the SNCF group decided, at year end 2021, to launch its first short-term Green Commercial Paper.

While sustainability-linked commercial paper has existed for several years, SNCF is innovating by offering the market the first commercial paper with a 'use-of-proceeds' approach. This use-of-proceeds requirement ensures that short-term financing remains consistent with the global investment policy of the company.

As a financing instrument, the group's Green CP has ad-hoc legal documentation integrated into the company's financing program and targets maturities ranging from 1 month to 12 months.

SNCF has developed this innovative program in partnership with Mirova to ensure that it meets the requirements of a leading investor specializing in sustainable finance. By subscribing to the entire first issue, Mirova intends to contribute to the success and development of this new instrument.

Through this initiative, the SNCF Group and Mirova aim to contribute to the development of green finance and to promote best practices to accelerate investment in the ecological transition.

At year end 2022 SNCF SA has issued 3 Green ECPs for a total amount of €372.6 million equivalent raised.

## Use of proceeds

Green CP products can be allocated to two categories of eligible projects:

- **Category 1:** eligible assets (CAPEX) for Green Bond financing (as set out in page 8)
- **Category 2:** predefined OPEX pockets

Category 2 assets are predefined pockets of OPEX and fulfill one of the 6 environmental objectives of the European taxonomy. Thus, these OPEX:

- Promote climate change mitigation
- Promote adaptation to climate change
- Protect or limit the consumption of water and marine resources
- Promote the transition to a circular economy
- Limit or control pollution
- Promote the protection of biodiversity and ecosystems

As of January 1, 2023, the group keeps being in the process of defining eligible pockets and building impact methodologies.

Among the potential pockets identified:

- OPEX associated with the purchase of recycled 'green' rail: SNCF buys rail recycled by Ascoval at a price higher than the price of new. In doing so, the group encourages the transition to a circular economy and limits the effects of global warming;
- OPEX associated with the purchase of wooden sleepers: by favoring wooden sleepers (and not concrete), the SNCF group limits the impact of global warming;
- OPEX associated with recycling operations and treatment of waste from infrastructure or rolling stock: whether it concerns the recycling of wooden sleepers, the treatment of non-hazardous waste, the costs of dismantling equipment, etc;
- OPEX associated with initiatives to maintain biodiversity: replacing herbicides (glyphosate) with low-impact solutions, setting up fish traps or natural corridors, etc.

## Distinction between category 1 and category 2 assets

The allocation to category 1 or 2 assets follows a distinct investment logic with differentiated obligations.

Thus, when proceeds are allocated to category 1 assets:

- The instrument should be understood as bridge financing for the group's CAPEX assets, before these assets can be definitively refinanced by a green bond issue.
- In the present case, there is no definitive consumption of the assets which could be refinanced by a long-term instrument (Green Bond).
- In this case, there is no associated impact reporting because the impact will be valued in a second step, post-allocation of the Green Bonds proceeds.
- In the present case, there is no final consumption of the intragroup loan enabling the transfer of products. Following the repayment of the short-term instrument, the intra-group loan regains a full transferability (and will be definitively consumed when the proceeds of the green bonds are transferred).

Since the Green ECPs / Neu.CPs and Green Bond products may refer to the same eligible assets (for category 1 projects), in the absence of strict guarantees, SNCF may run the risk of financing the even active, at the same time, through its Green CPs program and its Green Bond program.

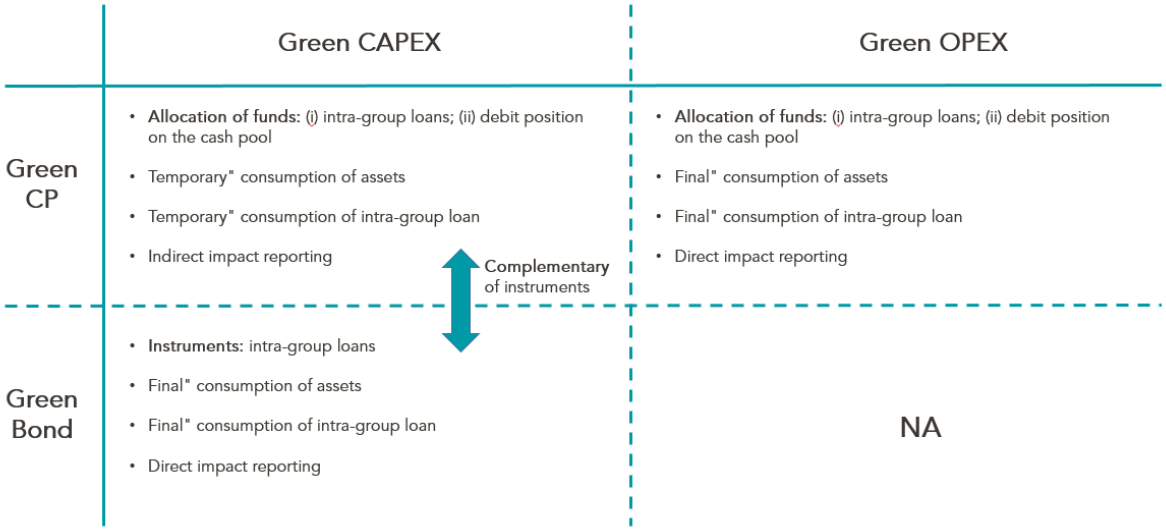
To prevent this from happening, a maximum issuance threshold of CPs is set to ensure that at any given time the volume of year N Green Bonds issuances and year N outstanding green CPs does not exceed the total amount of eligible category 1 assets. In extreme situations, due to the limited size of assets, SNCF may have to wait for the repayment of some of its green CPs before issuing Green Bonds.

When financing products are allocated to category 2 assets:

- As with green bonds, there is a logic of definitive allocation of the proceeds.
- In this case, the assets are definitively consumed: they cannot be refinanced by a new green CP or a green bond.

- In this case, SNCF must report on the impacts in its annual impact report.
- In this case, the intra-group loan used to transfer the product is definitively consumed.

The table below helps to understand the complementarity and difference of our various Green financing instruments.




## Management of proceeds

The temporary management of proceeds follows the same logic as that of Green Bond financing, namely:

- SNCF prohibits the allocation, even temporarily, of Green proceeds to non-eligible projects. Consequently, before final allocation to eligible assets, the group must justify, the maintenance in cash of an amount equivalent to the Green proceeds.
- Green CPs are raised by the parent company SNCF SA and subsequently an equivalent amount is reallocated to the subsidiaries in the form of one or more intra-group loans between the parent company and the subsidiary holding the assets. For category 2 assets (only) each time the green proceeds are transferred, the intra-group loans are reduced by the amount transferred.
- An intra-group loan has a transferability whether it was set up before or after the issuance of the green bonds.
- In the event of the sale or disposal of rolling stock assets, an amount equivalent to the sale proceeds must be reallocated to eligible projects. Pending this reallocation, an amount equivalent to the sale proceeds remains in cash.

To these different rules, SNCF adds two others:

- For category 1 CAPEX there is no final consumption of the intragroup loan enabling the transfer of products. Following the repayment of the instrument, the intra-group loan regains an intact

transferability (and which will be definitively consumed during the transfer of the Green Bonds products).

- In addition to the transfer via intra-group loan, the transfer of Green CP products to the subsidiaries can be justified in the event of a liquidity need for one of the subsidiaries holding the assets. This demonstration can take the form of a debit position of the subsidiary on the cash pool linking it to the parent company SNCF SA in the week preceding the issue of Green CP. In this case, the demonstration of need allows for an immediate transfer of an amount equivalent to the subsidiary.

## Impact reporting and methodology

The SNCF group undertakes to report, each year, on the environmental impacts of the projects financed during year N-1. In the case of Green CP, two scenarios must be distinguished:

- **For category 1 assets:** as specified above, there will be no associated impact reporting because the ecological impact will be valued post-allocation of Green Bonds proceeds
- **For category 2 assets:** as specified above, SNCF will report on the impacts of financing through an ad-hoc chapter in its annual impact reporting

## Compliance with standards

Like its Green Bond program, SNCF wishes to demonstrate the alignment of its Green CP program with the main market standards, namely the Green Bond Principles of ICMA (2021) and the Climate Bond Initiative.

In this context, SNCF wishes to mandate an external third party – Second Opinion Provider – to confirm the alignment of its Green CP Framework with the criteria of the Green Bond Principles (in the absence of a valid standard for short-term instruments) and, post-allocation, for the review of the proper allocation of proceeds to assets compatible with the CBI criteria.

The group's impact reporting will be reviewed by an external auditor to verify the integrity and seriousness of the information presented, including the Green CP part.

To know more:

- Press release Green CP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