

CORPORACION INMOBILIARIA VESTA, S.A.B. DE C.V. SUSTAINABILITY-LINKED FINANCE FRAMEWORK

PRE-ISSUANCE 2ND PARTY OPINION

Scope and Objectives

DNV Business Assurance USA, Inc. (henceforth referred to as "DNV") has been commissioned by Corporacion Inmobiliaria Vesta, S.A.B. de C.V. (henceforth referred to as "Vesta" or "ISSUER") to provide a 2nd party opinion on Vesta's Sustainability-Linked Bond Framework (the "Framework").

The Framework enables issuance of Sustainability-Linked Bonds (henceforth referred to as "SLB") and, to finance general purposes in Vesta, where Vesta commits to future sustainability improvements within a predefined timeline.

Vesta has chosen to measure performance against the SPT through the following Key Performance Indicator (KPI):

- Percentage of Gross Leasable Area (GLA) of properties that are certified sustainable under one or more Eligible Certification schemes as compared to the GLA of all properties in the total portfolio

Vesta will assess its sustainability performance against Sustainability Performance Targets (SPTs) annually from the period 2021 to 2030 providing a trajectory towards:

- Percentage of certified sustainable GLA to be equal to or greater than 20% by June 30, 2026
- Percentage of certified sustainable GLA to be equal to or greater than 28% by year-end 2030

Our objective has been to provide an assessment on whether the Sustainability-Linked Bond to be issued under the Framework meet the criteria established on the basis set out below. The scope of this DNV opinion is limited to the Sustainability-Linked Bond Principles June 2020 (SLBP) set out by the International Capital Market Association (ICMA). Our methodology to achieve this is described under 'Work Undertaken'.

Responsibilities of the Management of Vesta and DNV

The management of Vesta has provided the information and data used by DNV during the delivery of this review. Our statement represents an independent opinion and is intended to inform Vesta management and other interested stakeholders in the SLB as to whether the established criteria have been met, based on the information provided to us. In our work we have relied on the information and the facts presented to us by Vesta. DNV is not responsible for any aspect of the nominated assets referred to in this opinion and cannot be held liable if estimates, findings, opinions, or conclusions are incorrect. Thus, DNV shall not be held liable if any of the information or data provided by Vesta's management and used as a basis for this assessment were not correct or complete.

Basis of DNV's opinion

We have utilized our Sustainability-Linked Bond Principles methodology, which incorporates the requirements of the SLBP, (henceforth referred to as "Protocol"). Our Protocol includes a set of suitable criteria that can be used to underpin DNV's opinion. The overarching principle behind the criteria is that a Sustainability-Linked Bond should "provide an investment opportunity with transparent sustainability credentials". As per our Protocol, the criteria against which the Framework has been reviewed are grouped under the five Principles:

- **Principle One: Selection of Key Performance Indicators (KPIs).** The ISSUER of a sustainability-linked loan or bond should clearly communicate its overall sustainability objectives, as set out in its sustainability strategy, and how these relate to its proposed SPTs. The KPI should be reliable, material to the ISSUER's core sustainability and business strategy, address relevant ESG challenges of the industry sector and be under management control.
- **Principle Two: Calibration of Sustainability Performance Targets (SPTs).** The SPTs should be ambitious, meaningful and realistic. The target setting should be done in good faith and based on a sustainability improvement in relation to a predetermined performance target benchmark.
- **Principle Three: Bond Characteristics.** The bond will need to include a financial and/or structural impact depending on whether the selected KPIs reach (or not) the predefined SPTs. The bond documentation needs to require the definitions of the KPI(s) and SPT(s) and the potential variation of the SLB's financial and/or structural characteristics. Any fallback mechanisms in case the SPTs cannot be calculated or observed in a satisfactory manner, should be explained.
- **Principle Four: Reporting.** ISSUERS should publish and keep readily available and easily accessible up to date information on the performance of the selected KPI(s), as well as a verification assurance report (see Principle 5) outlining the performance against the SPTs and the related impact and timing of such impact on the bond's financial and/or structural characteristics, with such information to be provided to those institutions participating in the loan or to investors participating in the bond at least once per annum.
- **Principle Five: Verification (Post-issuance).** The ISSUER should have its performance against its SPTs independently verified by a qualified external reviewer with relevant expertise, at least once per annum. The verification of the performance against the SPTs should be made publicly available.

Work undertaken

Our work constituted a high-level review of the available information, based on the understanding that this information was provided to us by Vesta in good faith. We have not performed an audit or other tests to check the veracity of the information provided to us. The work undertaken to form our opinion included:

- Assessment of documentary evidence provided by Vesta on the SLB and supplemented by a high-level desktop research. These checks refer to current assessment best practices and standards methodology
- Discussions with Vesta management
- Review of relevant documentation including Vesta's Annual Financial and GRI Reports, CDP and GRESB submittals, SLB Roadmap, and Draft Description of the Notes
- Documentation of findings against each element of the criteria. Our opinion as detailed below is a summary of these findings.

Findings and DNV's Opinion

DNV has conducted the external review engagement in accordance with the Sustainability-Linked Bond Principles (SLBP). The review has included i) checking whether the provisions of the SLBP were consistently and appropriately applied and ii) the collection of evidence supporting the review. DNV's findings are listed below:

- 1. Principle One: Selection of Key Performance Indicators (KPIs).** DNV confirms that Vesta's KPI is material to the company's overarching sustainability strategy. The rationale and process for KPI selection, as well as its definition, measurability and verifiability, are deemed to be robust, reliable and in accordance with the SLBP. Vesta has disclosed that the company has considered issues of energy efficiency, water use, construction impact, and community benefit in identifying the KPI. In addition, the company has in place Sustainable Construction Manual to support construction of more sustainable and resilient buildings and to reduce the carbon footprint of operations.
- 2. Principle Two: Calibration of Sustainability Performance Targets (SPT).** DNV concludes that the SPT is meaningful and relevant in the context of Vesta's broader sustainability and business strategy and that the SPTs represent a material improvement over a predefined timeline. DNV considers the SPT to be aligned with Vesta's sustainability strategy and are reflective of Vesta's environmental and social sustainability priorities. In particular, the company has an ambition to become an ESG leader in the sector and integrate sustainable and resilient best practices into its business model. Discussions with Vesta's management have confirmed that the SPTs are consistent with the company's broader ESG goals which will be made public in 2021.

DNV concludes that the increase in certified sustainable GLA, under the Eligible Certification schemes, as defined by Vesta in the Framework, equal to or greater than 20 percent by June 30, 2026 and equal to or greater than 28 percent by year-end 2030, is ambitious compared to the company's past performance as well as sector trends in region. Furthermore, the SPT is and is in line with Mexico's Intended Nationally Determined Contribution (INDC) where Mexico agreed to reduce its greenhouse emissions and generate 35% of its energy use from renewables by 2024 and 43% by 2030. DNV has reviewed the credibility of Vesta's approach to achieving the SPT by reviewing the LEED Portfolio High Level Projection to 2030 and concludes that this plan is viable and possible to meeting the SPT targets outlined in the Framework.

- 3. Principle Three: Bond Characteristics.** DNV confirms that the financial characteristics of Bonds issued under the framework are impacted based on KPI performance under SPTs, in line with SLBP. The Sustainability-Linked instruments have a sustainability-linked feature that will result in a premium payment by Vesta if the SPT has not been reached at the target observation date.
- 4. Principle Four: Reporting.** DNV concludes that the framework will ensure that the required information, as outlined in SLBP, will be published at an appropriate interval and kept publicly available.
- 5. Principle Five: Verification.** DNV confirms that Vesta will have its performance against each SPT independently verified annually or for any date/period relevant for assessing the SPT performance leading to a potential adjustment of the SLB financial and/or structural characteristics, until after the last SPT Trigger Event of the bond has been reached.

On the basis of the information provided by Vesta and the work undertaken, it is DNV's opinion that the Vesta's Sustainability-Linked Finance Framework meets the criteria established in the Protocol and that it is aligned with the stated definition of Sustainability-Linked Bonds within the SLBP, which is to "incentivize the issuer's achievement of material, quantitative, pre-determined, ambitious, regularly monitored and externally verified sustainability (ESG) objectives through KPIs and SPTs", thereby providing "an investment opportunity with transparent sustainability credentials".

For DNV Business Assurance USA, Inc
4 May, 2021



Natasha D'Silva
Lead Assessor
Sustainability & Supply Chain Services



Mark Robinson
Technical Reviewer
Sustainability Services

SCHEDULE 1: DESCRIPTION OF VESTA’S KEY PERFORMANCE INDICATORS (KPI) AND SUSTAINABILITY PERFORMANCE TARGET (SPT)

KPI	SPT 2026	SPT 2030
Percentage of Gross Leasable Area (GLA) of properties that are certified sustainable as compared to the GLA of all properties in the total portfolio	Percentage of certified sustainable GLA to be equal to or greater than 20 by June 30, 2026	Percentage of certified sustainable GLA to be equal to or greater than 28% by year-end 2030

KPIs

Vesta has chosen to measure performance through the KPI:

- **Percentage of Gross Leasable Area (GLA) of properties that are certified sustainable under one or more Eligible Certification schemes as compared to the GLA of all properties in the total portfolio**

Percentage of green certifications is a widely used metrics in the real estate sector to monitor and report building development and operations performance. These certification schemes focus on internationally recognized environmental best practices in building design, construction and operations which are directly related to environmental issues of energy efficiency, emissions, energy management during the asset lifecycle, and waste. In the Framework, Vesta has identified the Eligible Certification Schemes as follows:

- LEED for Building Design and Construction
- LEED Operation and Maintenance: LEED for Operations and Maintenance (O+M)
- BOMA BEST Sustainable Buildings
- EDGE

SPT

- **Percentage of certified sustainable GLA to be equal to or greater than 20 by June 30, 2026**
- **Percentage of certified sustainable GLA to be equal to or greater than 28 by year-end 2030**



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Vesta has chosen to assess its certified sustainable GLA against a predefined trajectory towards 2030. The KPI will be calculated as the GLA of properties that are certified under one or more of the abovementioned Eligible Certification schemes as a percentage of the total GLA of all properties in Vesta's Total Portfolio.

SCHEDULE 2: SUSTAINABILITY-LINKED BOND ELIGIBILITY ASSESSMENT PROTOCOL

1. Selection of Key Performance Indicators (KPIs)

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1a	KPI – material to core sustainability and business strategy	<p>The issuer’s sustainability performance is measured using sustainability KPIs that can be external or internal. The KPIs should be material to the issuer’s core sustainability and business strategy and address relevant environmental, social and/or governance challenges of the industry sector and be under management’s control. The KPI should be of high strategic significance to the issuer’s current and/ or future operations;</p> <p>It is recommended that issuers communicate clearly to investors the rationale and process according to which the KPI(s) have been selected and how the KPI(s) fit into their sustainability strategy.</p>	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 <p>Discussions with Vesta’s management</p>	<p>DNV has reviewed Vesta’s sustainability KPIs and can confirm that the chosen KPI is material and relevant to the company’s core sustainability and business strategy.</p> <p>Vesta does not control the activities or consumption of resources by its tenants, but it does promote the application of best practices and the creation of sustainable spaces. As part of its strategy, Vesta notes an ambition to become an ESG leader in the sector through incorporating sustainability and climate resiliency best practices within its business model. Vesta intends to implement over time additional measures to mitigate the effects of climate change and meet its goals of materially reducing the Company’s environmental impact, improving the efficiency of the properties and promoting a reduction in the greenhouse gas emissions of the Company and tenants. Although not publicly disclosed at the time of this assessment, Vesta management has confirmed that the KPI and selected SPTs are in alignment with its ESG goals and its broader ESG objectives as below:</p> <p>The company has implemented a Sustainable Construction Manual to drive the construction of sustainable spaces and resilient buildings within its portfolio. As part of its ESG approach, the company continues to build on the manual and has developed a checklist for Vesta contractors on their application of the Sustainable Construction Manual before, during and after project development.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<p>As part of its ESG efforts, Vesta commits increasing awareness and promoting the adoption of LEED and other green certifications in the construction and operational phases.</p> <ol style="list-style-type: none"> 1. Vesta aims to achieve LEED New Construction Certification for more than half of its new development portfolio. 2. Vesta will roll-out a strategy to certify existing portfolio, where the company seeks to achieve certifications in the operational phase, such as LEED O+M, BOMA BEST or EDGE <p>The chosen Eligible Certifications focus on best practices related to the key environmental issues identified by Vesta's 2020 materiality analysis. This includes energy efficiency, strategies to waste, emissions and energy management during the asset lifecycle. The eligible schemes include</p> <ul style="list-style-type: none"> - LEED for Building Design and Construction - LEED for Operations and Maintenance (LEED O+M) - BOMA BEST - EDGE <p>The chosen KPIs are outlined in more detail in Schedule 1, and entail:</p> <ul style="list-style-type: none"> • Percentage of Gross Leasable Area (GLA) of properties that are certified sustainable under one or more Eligible Certification schemes as compared to the GLA of all properties in the total portfolio <p>The main source of energy consumption and carbon emissions of Vesta's industrial parks result from tenant activities over which Vestas does not have direct control. There the percentage of GLA certified sustainable is a suitable metric to</p>

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				<p>be used to address the environmental impacts for the industry being the needed reduction in GHG emissions as well as reduction in water consumption and waste generated. The KPI is therefore of strategic relevance for the ISSUER now and for the foreseeable future to measure the low carbon and resilient building footprint within its portfolio. The elements which make up the KPI are under management control and are monitored at the Board Level within the Social and Environmental Responsibility Committee.</p> <p>Although Mexico is a growing market for certified green or sustainable buildings, industrial real estate represents only 28% of certified projects and at this time, there are no policies or regulations in place for Green or Sustainable construction. Vesta aims to generate the following benefits for the Company and the country, given that the public and private industrial activity is of significant important for Mexico:</p> <ul style="list-style-type: none"> • measures to promote the circular economy • recognize the externalities of the industrial processes • optimize the use of raw materials and energy requirements. <p>Vesta anticipates that these implementation of these measures will influence a reduction in greenhouse gases and environmental protection, and also a positive impact on the economy and in the competitiveness of companies.</p> <p>Within Mexico, these measures support the Intended National Determined Contribution (“Contribución Determinada a nivel Nacional” or “NDC”), in accordance with the General Law of Climate Change (“Ley General de Cambio Climático”) and in accordance with the decisions 1/CMA.2 and 1/CP.21, and Article 4 of the Paris Agreement where Mexico agreed to reduce its</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				greenhouse emissions and generate 35% of its energy use from renewables by 2024 and 43% by 2030.
1b	KPI - Measurability	<p>KPIs should be measurable or quantifiable on a consistent methodological basis; externally verifiable; and able to be benchmarked, i.e. as much as possible using an external reference or definitions to facilitate the assessment of the SPT's level of ambition.</p> <p>Issuers are encouraged, when possible, to select KPI(s) that they have already included in their previous annual reports, sustainability reports or other non-financial reporting disclosures to allow investors to evaluate historical performance of the KPIs selected. In situations where the KPIs have not been previously disclosed, issuers should, to the extent possible, provide historical externally verified KPI values covering at least the previous 3 years.</p>	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 (2020) - Vesta – GRESB Real Estate Submittal (2020) <p>Discussions with Vesta's management</p>	<p>DNV concludes that the percentage of GLA that is certified sustainable KPI is measurable on a consistent methodological basis, externally verifiable and able to be benchmarked to external references. DNV concludes that it is a robust and reliable metric to measure</p> <p>The KPI is consistent with reporting on the transition to low carbon and climate resilient assets for the industry. We confirm that Vesta provides percentage of GLA certified sustainable performance figures dating back to 2018 in the Framework and within its annual GRI reporting. We note that the performance for years 2018 and 2019 have been externally verified within the company's annual GRI report. At time of this assessment, the company had not yet published its 2020 report, but management has confirmed that verification of the KPI is within the current verification scope. The KPI can therefore be benchmarked to external references.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
1c	KPI – Clear definition	A clear definition of the KPI(s) should be provided and include the applicable scope or perimeter as well as the calculation methodology	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 <p>Discussions with Vesta’s management</p>	<p>DNV confirms that the KPIs chosen by Vesta provide a clear scope and calculation methodology.</p> <p>The KPI will be calculated as the Gross Leasable Area (GLA) of properties that are certified under one or more of the Eligible Certification schemes described below as a percentage of the total GLA of all properties in Vesta’s Total Portfolio.</p> <p>DNV notes that within the Framework, Vesta defines certified sustainable as certification under the following eligible certification schemes:</p> <ul style="list-style-type: none"> • LEED for Building Design and Construction: Leadership in Energy and Environmental Design (LEED) for Building Design and Construction (BD+C) addresses design and construction activities for both new buildings and major renovations of existing buildings. • LEED Operation and Maintenance: LEED for Operations and Maintenance (O+M) addresses performance oriented sustainable strategies and outcomes in existing buildings that are undergoing improvement work or little to no construction. • BOMA BEST Sustainable Buildings: It provides building owners, managers and operators a roadmap for operational improvement through the use of questionnaires and survey-based assessment on ten key areas of environmental performance and management. • EDGE: EDGE was developed by the International Finance Corporation (IFC) specifically for application in emerging market countries and is a green building certification system focused on making new residential and commercial buildings more resource-efficient.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				<p>These eligible certification schemes focus on internationally recognized environmental best practices in building design, construction and operations which are directly related to environmental issues of energy efficiency, emissions, energy management during the asset lifecycle, and waste. These issues have been ranked as the most material environmental issues within Vesta's 2020 materiality analysis.</p> <p>Vesta uses the following definitions for its portfolio size:</p> <ul style="list-style-type: none"> Total Portfolio: the properties owned by, and delivered to, the Issuer, any of its Subsidiaries or any joint venture where the Issuer or any of its Subsidiaries own, directly or indirectly, at least 25% of the voting stock of such joint venture provided that, in the event a property owned by the Issuer, any such Subsidiary or any such joint venture is sold but continues to be administered by the Issuer, by a Subsidiary of the Issuer, or by any such Joint Venture, such property shall continue to be deemed part of the Total Portfolio

2. Calibration of Sustainability Performance Targets (SPTs)

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2a	Target Setting - Meaningful	The SPTs should be ambitious, realistic and meaningful to the issuer's business and be consistent with the issuers' overall strategic sustainability/ESG strategy	Review of: <ul style="list-style-type: none"> Vesta sustainability-linked finance framework Vesta Annual Report (Financial) for year ended December 31, 2020 Vesta Annual Report (GRI) for years 2018 and 2019 	DNV confirms that the SPTs are consistent with the Issuer's overall strategic sustainability strategy. The company considered its most material issues as prioritized through its most recent materiality assessment of energy, emissions, waste management, and the participation and development of the community in the life cycle of the assets when identifying its SPT. This target is meaningful to the Issuer's business, as it addresses the sustainability challenge, particularly

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
			<ul style="list-style-type: none"> - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 <p>Discussions with Vesta’s management</p>	<p>environmental, for the real estate sector and in particular within Mexico to reduce energy and emissions from buildings.</p> <p>As part of its ESG approach,</p> <ol style="list-style-type: none"> 1. Vesta aims to achieve LEED New Construction Certification for more than half of its new development portfolio. 2. Vesta will roll-out a strategy to certify existing portfolio, where the company seeks to achieve certifications in the operational phase, such as LEED O+M, BOMA BEST or EDGE <p>After review of the LEED portfolio projection roadmap and discussion with Vesta management, DNV concludes that the SPTs are realistic and that the plan is viable and possible to meeting the SPT targets outlined in the framework.</p>
2b	Target Setting - Meaningful	SPTs should represent a material improvement in the respective KPIs and be beyond a “Business as Usual” trajectory; where possible be compared to a benchmark or an external reference and be determined on a predefined timeline, set before (or concurrently with) the issuance of the bond.	<p>Review of:</p> <p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 <p>Discussions with Vesta’s management</p>	<p>Vesta reports that the chosen SPTs represent a material improvement of the KPI.</p> <p>The percentage of certified sustainable GLA to be equal to or greater than 20%, by June 30, 2026 which represents an increase of 9 percentage points from a 2020 baseline. Vesta considers this SPT challenging as it will require a near-doubling of its certified sustainable GLA within 5 years. In order to meet this ambitious target, it will need to significantly intensify its effort to create awareness and buy-in with its customers and tenants about the value proposition of certified sustainable buildings and internally develop new building certification strategies and capabilities for operational phase certifications which it has not actively pursued in past years.</p> <p>This highlights improvements beyond what has been the industrial buildings sector trajectory in Mexico and can be deemed to go beyond what is considered ‘business-as-usual.</p>

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
2c	Target Setting – benchmarks	<p>The target setting exercise should be based on a combination of benchmarking approaches:</p> <ol style="list-style-type: none"> 1. The issuer’s own performance over time for which a minimum of 3 years, where feasible, of measurement track record on the selected KPI(s) is recommended and when possible forward-looking guidance on the KPI 2. The SPTs relative positioning versus the issuer’s peers where comparable or available, or versus industry or sector standards 3. Systematic reference to science-based scenarios, or absolute levels (e.g. carbon budgets) or official country/regional/international targets or to recognised Best-Available-Technologies or other proxies 	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 <p>Discussions with Vesta’s management</p>	<p>DNV confirms that the SPT target setting exercise has been based on an appropriate combination of benchmarking approaches:</p> <ol style="list-style-type: none"> 1. DNV confirms that the framework provides a KPI performance track-record going back to 2018 and has included forward looking guidance on anticipated year over year achievement leading up to 2030 in accordance with ICMA principles. 2. DNV concludes that the SPTs outlined go beyond that of the regional peers. The SPT is based on Benchmarking against industry practices and current performance for sustainably certified square footage for industrial buildings within Mexico. 3. DNV concludes that the SPT is put within the appropriate context of Mexico’s INDC where Mexico agreed to reduce its greenhouse emissions and generate 35% of its energy use from renewables by 2024 and 43% by 2030. In addition, the SPTs are consistent with the overall aim of the Sustainable Development Goals (SDGs), in particular, SDG 9 to build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation.
2d	Target setting – disclosures	<p>Disclosures on target setting should make clear reference to:</p> <ol style="list-style-type: none"> 1. The timelines of target achievement, the trigger event(s), and the frequency of SPTs 2. Where relevant, the verified baseline or reference point selected for improvement of KPIs as well as the rationale 	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework - Vesta Annual Report (Financial) for year ended December 31, 2020 - Vesta Annual Report (GRI) for years 2018 and 2019 - Vesta Climate Change – CDP submittal (2020) 	<p>DNV confirms that the relevant disclosures on target setting are appropriately referenced:</p> <ol style="list-style-type: none"> 1. The timelines of SPT achievement are clearly referred to with achievements in 2026 and 2030. Sustainability linked instruments issued under the framework will need to deliver on applicable SPT(s) – in accordance with corresponding target observation dates for specified trigger events or will result in a premium payment such as a coupon step-up.

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
		<p>for that baseline or reference point to be used</p> <ol style="list-style-type: none"> 3. Where relevant, in what situations recalculations or pro-forma adjustments of baselines will take place 4. Where possible and taking into account competition and confidentiality considerations, how the issuers intend to reach such SPTs 	<ul style="list-style-type: none"> - Vesta – GRESB Real Estate Submittal (2020) - LEED Portfolio Projection through 2030 - Draft Description of the Notes <p>Discussions with Vesta’s management</p>	<ol style="list-style-type: none"> 2. The reference point for the SPT will be a baseline from 2020. 2020 is the most recent year of data prior to Bond issuance 3. The framework appropriately defines the situations that could lead to a recalculation of the KPI baseline/trajectory. Specifically, in the event Vesta divests properties the baseline will be recalculated as follows: <ul style="list-style-type: none"> - In the event a property is sold but continues to be administered by Vesta then the property will continue to be a part of Vesta’s Total Portfolio and there will be no recalculation of the KPI. - In the event a property is sold and the client does not retain Vesta to administer the property, then the property will not be included in Vesta’s Total Portfolio and the KPI will need to be recalculated and the baseline and annual KPI reporting will be restated in such way that the divested GLA is removed and it does not impact the KPI calculation. 4. After review of LEED Portfolio Projection to 2030, DNV concludes that the SPT to 2030 is realistic and that the plan is viable and possible to meeting the SPT targets outlined in the framework.

3. Bond Characteristics

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
3a	Bond Characteristics – SPT Financial/structural impact	The SLB will need to include a financial and/or structural impact involving trigger event(s) based on whether the KPI(s) reach the predefined SPT(s).	Review of: <ul style="list-style-type: none"> - Vesta sustainability-linked bond framework - Draft Description of the Notes Discussions with Vesta’s management	DNV can confirm that the inclusion of trigger event(s) under the framework is in line with the requirements outlined by ICMA’s SLBP. Trigger events, with corresponding target observation date(s) and performance requirements under specific SPTs - as outlined in each specific financial security issued under the framework - will ensure that the financial characteristics of the security changes in accordance with performance. The extent of this impact will be outlined in the specific Bond documentation.
3b	Bond Characteristics – Fallback mechanism	Any fallback mechanisms in case the SPTs cannot be calculated or observed in a satisfactory manner should be explained. Issuers may also consider including, where needed, language in the bond documentation to take into consideration potential exceptional events	Review of: <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework Discussions with Vesta management	If the performance level against the SPT cannot be calculated or observed, or not in a satisfactory manner (non-satisfactory manner to be understood as a verification statement provided by the independent auditor containing a reservation or the independent auditor not being in a position to provide such certificate), or if for any reason, the company does not publish the relevant verification statement as prescribed by the terms and conditions of the indenture of the sustainability linked instrument, the premium payment will be applicable. The Framework highlights that in the event Vesta divests properties the baseline will be recalculated as follows: <ol style="list-style-type: none"> (1) In the event a property is sold but continues to be administered by Vesta then the property will continue to be a part of Vesta’s Total Portfolio and there will be no recalculation of the KPI (2) In the event a property is sold and the client does not retain Vesta to administer the property, then the property will not be included in Vesta’s Total Portfolio and the KPI will need

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
				to be recalculated and the baseline and annual KPI reporting will be restated in such way that the divested GLA is removed and it does not impact the KPI calculation

4. Reporting

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
4a	Reporting	<p>Issuers of SLBs should publish, and keep readily available and easily accessible:</p> <ol style="list-style-type: none"> 1. Up-to-date information on the performance of the selected KPI(s), including baselines where relevant 2. A verification assurance report relative to the SPT outlining the performance against the SPTs and the related impact, and timing of such impact, on the bond's financial and/or structural characteristics 3. Any information enabling investors to monitor the level of ambition of the SPTs <p>This reporting should be published regularly, at least annually, and in any case for any date/period relevant for assessing the SPT performance leading to a potential adjustment of the SLB's financial and/or structural characteristics.</p>	<p>Review of:</p> <ul style="list-style-type: none"> - Vesta sustainability-linked finance framework <p>Discussions with Vesta management</p>	<p>DNV concludes that the framework will ensure that required information, as required by the SLBP, will be published in a timely manner and kept publicly available:</p> <ol style="list-style-type: none"> 1. KPI performance relative to the SPT targets will be published annually, at least until Target Observation Date, in the Annual Integrated Report and/or a Sustainable Finance Report which will be made available on the company website, as well as for any date/period relevant for a trigger event as outlined in the documentation of any specific Bond issued under the framework. 2. Vesta's performance relative to outlined SPT will be subject to annual verification from an independent reviewer – and made public on the company's website and within the Sustainability Bond Report. 3. Vesta's Annual Sustainability-Linked Bond Update and Sustainability Bond Report will provide updates that are relevant to monitoring progress and the level of ambition of the SPTs.

5. Verification

Ref.	Criteria	Requirements	Work Undertaken	DNV Findings
5a	External Verification	Issuers should have its performance against each SPT for each KPI independently verified by a qualified external reviewer with relevant expertise, at least once a year and for each SPT trigger event.	<ul style="list-style-type: none"> - Vesta sustainability-linked finance framework <p>Discussions with Vesta management</p>	DNV confirms that Vesta has committed in their Sustainability-Linked Finance Framework to obtain external and independent verification of its annual KPI performance relative to the SPT until after the KPI trigger event has been reached as specified in specific Bond documentation.

About DNV

Driven by our purpose of safeguarding life, property and the environment, DNV enables organisations to advance the safety and sustainability of their business. Combining leading technical and operational expertise, risk methodology and in-depth industry knowledge, we empower our customers' decisions and actions with trust and confidence. We continuously invest in research and collaborative innovation to provide customers and society with operational and technological foresight.

With our origins stretching back to 1864, our reach today is global. Operating in more than 100 countries, our 16,000 professionals are dedicated to helping customers make the world safer, smarter and greener.