

First rating date: 15/10/2021
 Review date: 07/12/2023

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Rating Action

EthiFinance Ratings ("the Agency") confirms the rating of "BBB+" to the Bonds issued by the Fund.

Executive Summary

SACYR GREEN ENERGY MANAGEMENT, FT (the "Issuer" or the "Fund"), is a Special Purpose Vehicle constituted and managed by Intermoney Titulización, S.G.F.T., S.A. (the "Management Company") under Spanish law. The purpose of the Fund is to advance Sacyr Industrial Operación y Mantenimiento, S.L. ("SIOM" or the "Assignor") the Present and Future Credit Rights resulting from 9 operation and maintenance agreements (the "O&M Agreements") entered into by the Clients (or the "Debtors") and the Assignor. The Clients mentioned above are 5 cogeneration plants, 2 industrial olive pomace oil extraction plants, and 2 biomass plants.

The transaction does not constitute a securitization in accordance to Article 2(1) of Regulation (EU) 2017/2402 of the European Parliament and the Council of 12 December 2017, as such, the Assignor has informed the Managing Company that it will not retain any risk related to the Fund.

Class	Rating	Issued Amount	Outstanding Balance	Fixed Annual Interest	Maturity date	Underlying
Bonds	BBB+	104.000.000 €	89.699.990 €	3,25%	15/12/2036	O&M contracts

Source: Banco Sabadell and Intermoney Titulización.

Rating Fundamentals

- **At the end of September 2023, the outstanding nominal value of the initially expected Future Credit Rights was 2,05x the outstanding balance of the Bonds.** Also, the Fund over-collateralization is at 2,14x (vs. 2,13x in the previous report) including the Credit Rights, the treasury account, the liquidity fund, which has a balance of 4MM€, and the reserve fund, which has a balance of 60k€, providing the necessary credit enhancement for the Fund's rating. Also, the transaction withstands a maximum stress level of 30,1% in the cash flow analysis, in line with the output of the Montecarlo simulation and the rating assigned.
- **The cogeneration plants' credit assessments performed by EthiFinance Ratings show a deterioration of the creditworthiness.** This is a consequence of the financial situation of the plants as it has been affected by the high price of natural gas during 2022, the current geopolitical scenario, and legislation uncertainty. Despite the fact that the deterioration in the creditworthiness has occurred this year, since the previous review we already considered the energy prices and regulatory risks as a possible impairment in the plants' performance, being that one of the reasons for the downgrade in the 2022 rating.
- **The energy production of the cogeneration plants was significantly affected by the high price of natural gas in 2022.** During 2022 the MWh produced by the cogeneration plants was, on average, 46,7% less than in 2021. The decrease in energy produced by the plants directly impacts the nominal value of the Credit Rights assigned to the Fund because some of the future Credit Rights have a variable part which is dependent on the energy production of each plant. Anyway, this effect

on the value of the assigned Credit Rights has been mitigated by the higher-than-expected CPI during 2022 and 2023.

- **The Consumer Price Index (CPI) has been higher than initially expected.** Initially, the CPI was expected to increase at an annual rate of 1,0% but during 2021 the CPI was 6,5% and during 2022 the CPI was 5,7%. This has benefited the Fund as the fixed service price of the Credit Rights is updated annually with the CPI.
- **SIOM will compensate the Fund in the case a Debtor decides to terminate its O&M Agreement.** The terms of the transaction state that in the case one of the Debtors decides to terminate its contract, SIOM has to compensate the Fund for the expected Future Credit Rights that have not been and will not be assigned to it. Because of this the Fund is not only exposed to the credit risk of the debtors but also exposed to the credit risk of the Assignor.
- **EthiFinance Ratings has upgraded the Assignor's parent company rating to "BBB-".** The Agency upgraded the rating of Sacyr S.A. in July 2023, from "BB+" to "BBB-". The rating upgrade was supported by the company's strong global competitive position within its sector, the favorable fundamentals of the infrastructure sector, and a positive assessment of its governance. As the Fund is exposed to the Assignor credit risk, an increase in the credit rating of Sacyr S.A. also has a positive effect on the creditworthiness of the Fund.
- **J&A Garrigues, S.L.P. issued a legal opinion stating that the sale of the Credit Rights to the Fund is considered a true sale under Spanish law.** The document also states that the sale is also considered effective against third parties and complete, valid, and unconditional.
- **Commingling risk has been mitigated by the bank account pledge agreement signed by SIOM.** The agreement states that SIOM pledges the account where the Debtors will pay the Credit Rights in favor of the Fund. There will also be an automatic weekly sweep of the account so that its balance is transferred to the Fund's Treasury Account.

Sensitivity analysis

Factors that could (individually or collectively) impact the rating

- **Positive factors (↑).**

An increase in the credit assessments of one or more Debtors could have a positive impact on the rating of the Fund. Furthermore, a significant increase in expected Credit Rights, leading to an increase in over-collateralization, would also have a positive effect on the credit rating of the Fund.

- **Negative factors (↓).**

The downgrade of the credit rating of the Assignor or a downgrade in the credit assessments of one or more Debtors, or also negative changes in regulation, would have a negative impact on the Fund. Additionally, the termination of one or more of the Contracts could also have a negative impact on the over-collateralization and therefore on the credit rating.

Description of the Transaction

The Fund's assets are composed of Present and Future Credit Rights resulting from the 9 O&M Agreements for the operation and management of 5 cogeneration plants, 2 industrial olive pomace oil extraction plants, and 2 biomass plants. Of the 9 Contracts, 6 have a payment scheme consisting of a fixed amount (independent of production) plus a variable amount (dependent on the production). The remaining 3 Contracts have a payment scheme that only consists of an agreed fixed amount.

Description	
Securitisation Fund	Sacyr Green Energy Management, Fondo de Titulización
Objective	O&M Financing
Asset Class	Receivables from O&M Agreements
Originator	Sacyr Industrial Operación y Mantenimiento, S.L
Inception Date	23/09/2021
Legal Maturity Date	15/12/2036
Assets Outstanding Balance* (09/2023)	€ 183,6m
Notes Issued Amount	€ 104,0m
Notes Outstanding Balance (09/2023)	€ 89,7m
Market	MARF
Settlement and Clearing	IBERCLEAR
Payment Dates	Payment Semi-annually, 15 June and 15 December of each year

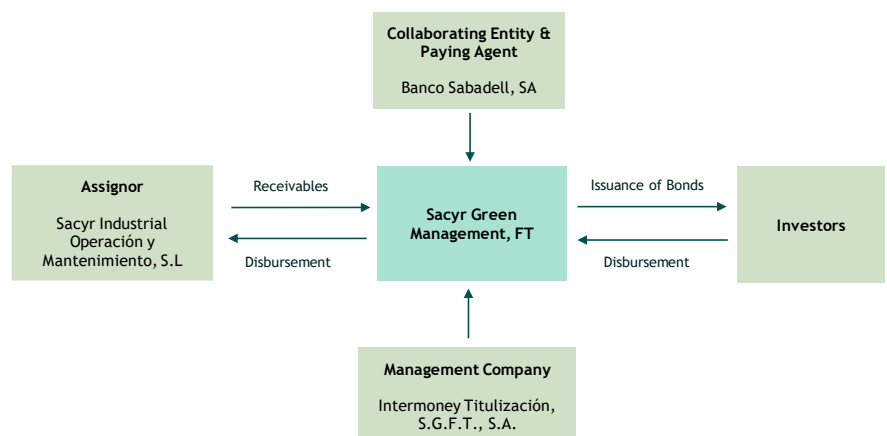
*Based on the initial Expected Future Credit Rights.
Source: Banco Sabadell and Intermoney Titulización.

Participants

Participants	
Assigner	Sacyr Industrial Operación y Mantenimiento, S.L
Management Company	Intermoney Titulización, S.G.F.T., S.A.
Collaborating Entity	Banco de Sabadell, S.A.
Paying Agent	Banco de Sabadell, S.A.
Bank Account	Banco de Sabadell, S.A.
Legal Advisor	J&A Garrigues, S.L.P.
Fund Auditor	Ernst & Young, S.L.

Source: Banco Sabadell

Operation Diagram



*Prepared by EthiFinance Ratings. Source: Banco de Sabadell, S.A.

Description of the Assignor

Established in 2000 and with its registered office in Madrid, Sacyr Industrial Operación y Mantenimiento, S.L.U. (hereinafter, "SIOM", "the transferor" or "the company") is a company engaged in providing management, consulting, and operation and maintenance (O&M) services in the industrial plant sector.

The company is part of the Grupo Sacyr, whose parent company is Sacyr, S.A., which is ultimately responsible for the actions of its subsidiary. The group is focused on a concession business model that intervenes in the entire value chain of the infrastructure sector (transport, social, renewables, water, waste, and singular building), from bidding, design, and financing to construction, operation, and maintenance of the assets. The strategic businesses in which the group is consolidated are: concessions, engineering and infrastructure, and services.

EthiFinance Ratings upgraded, in July 2023, the credit rating of Sacyr, S.A., parent company of Group Sacyr, from "BB+" to "BBB-", with a stable outlook.

Description of the Underlying Assets

The Fund's underlying asset portfolio is composed of Credit Rights coming from 9 O&M Agreements signed between the Assignor and the Debtors. The Assignor will issue an invoice to the Debtor for the O&M services rendered, following the terms stipulated in the O&M Agreements, and will then assign this invoice (net of VAT) to the Fund as a Credit Right.

The Credit Rights can be separated into two categories (i) Initial Credit Rights, which were assigned to the Fund at the Date of Incorporation, and (ii) Future Credit Rights, which are all the Credit Rights assigned to the Fund after the Date of Incorporation.

Regulatory information

Sources of information

The credit rating assigned in this report has been made solicited by the originator of the assets, taking part in the process. The credit rating is based in:

- Public information from public access sources.
- Information provided by the originator of assets assigned or that shall be assigned to the securitization fund.

From the time of the assignment of the credit rating, all information provided by the originator of the assets, by the servicer of the assets (other than the originator) or by a third participant in the transaction, shall be reviewed and analyzed with the aim to assess the following issues:

1. The performance of the credit quality of the assets comprising the collateral of the Fund.
2. The level of credit enhancement.
3. The evolution of the quantitative triggers of the Fund.
4. The evolution of the qualitative triggers (counterparty risks).

The information has been thoroughly reviewed to ensure that it is valid, coherent and consistent and it is considered as satisfactory. Nevertheless, EthiFinance Ratings assumes no responsibility for the accuracy of the information provided and the conclusions drawn from it.

Additional information

- The rating was carried out in accordance with Regulation (EC) N° 1060/2009 of the European Parliament and the Council of 16 September 2009, on credit rating agencies, and in accordance with the Trade Receivables Methodology that can be consulted on <https://www.ethifinance.com/en/ratings/methodologies> and according to the Structured Finance Rating scale available at <https://www.ethifinance.com/en/ratings/ratingScale>.
- EthiFinance Ratings publishes data on the historical default rates of the rating categories, which are located in the central statistics repository CEREP, of the European Securities and Markets Authority (ESMA).
- In accordance with Article 6 (2), in conjunction with Annex I, section B (4) of the Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009, it is reported that during the last 12 months EthiFinance Ratings has not provided ancillary services to the rated entity or its related third parties.
- The issued credit rating has been notified to the rated entity, and has not been modified since.

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