

Annual Transparency Report 2022



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Joint letter by Inbonis Rating's Chairman and Chief Executive Officer

Dear reader,

The year 2022 has been marked by a macroeconomic shift provoked by the war in Ukraine. The energy and raw materials crisis made previous year inflation persistent, and the central bank reacted increasing interest rates. The change of the cost of funding after a decade of low interest rates posed a challenge for the financial system and the economy. For small and medium-sized enterprises (SMEs) in Europe this new environment is even more challenging due to their dependency on both, the banking system and the economic cycles.

Happily, two types of financial providers for SME have emerged to complete the financing offer by banks. On one hand, the European Union and Member States have unlocked in recent years unprecedented amounts of public money to finance SME. On the other hand, mutual funds and insurance companies, who are custodian of household savings, are increasing their allocation to SME.

The challenge is now how to deploy efficiently and fast the European funding to provide SME with resilient resources to navigate the uncertainty while investing and greening their practice. This is paramount to preserve Europe's competitiveness, social peace and ESG leadership.

As pioneer of the SME credit rating category in Europe, at Inbonis we have built over the past 6 years the technology and a world-class team, that allow us to provide good quality SME credit ratings, needed to better understand the risks and opportunities of the European economy.

We are proud that tier-1 financial institutions, public sector and hundreds of SME and mid-caps are trusting us, which makes of Inbonis the **market leader in number of companies rated**, with 56% of market share in France and Spain.

We are even prouder of the **impact** we are generating:

- **SME access to finance:** 55% of our rated companies have received long-term financing within 6 months after rating issuance
- **Deployment of public financing programs:** 80% execution in programs where our credit rating are part of the process involved (vs. <30% on average)
- **Financial education:** 43% of rated companies have improved their rating year on year
- **Thought leadership:** launch in October 2022, INBONIS - METI Observatory of the French mid-cap company

Our challenge is to increase our coverage of SME rated, from 500 to 3.000 by 2025. We are firmly convinced that the increased transparency of credit rating will continue facilitating SME growth, expanding Capital Market Union to a corner of the economy never reached before and helping the financial system and public sector to better allocate their resources, thus preventing financial stability issues while protecting institutional investors and thus, the savings of the European citizens.

Yours truly,

Mr. François David

Charman of the Board

Mr. Alberto Sanchez Navalpotro

Chief Executive Officer

Introduction

The present Annual Transparency Report covers the year 2022 and is made available in accordance to Article 12 and Part III of Section E of Annex 1 of Regulation (CE) 1060/2009 of the European Parliament and of the council of 16 September 2009 on credit rating agencies ('The CRA Regulation').

INBONIS S.A. ('INBONIS') is registered with the European Securities Markets Authority ('ESMA') since May 27th, 2019 and is authorised to provide credit rating on corporate issuers not considered a financial institution or insurance undertaking.

Specifically, INBONIS is focused on providing corporate ratings on Small and Medium Enterprises ('SMEs') with annual revenues between 10 and 50 million euros according to a SME-specific and proven methodology.

In accordance with Article 12 of Regulation (EC) N° 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the CRA Regulation), INBONIS publishes this Transparency Report covering the period from January 1st, 2022 to December 31th, 2022.

The accounts of INBONIS are closed on a calendar year basis. The figures contained in this document refer to the 12-month period from January 1st, 2022 to December 31th, 2022.

1. Legal structure and ownership

INBONIS is a Sociedad Anónima (joint stock company) registered with the Registro Mercantil of Madrid under business ID (CIF) number A87385092 since October 16th, 2015. INBONIS' headquarters are in Plaza de la Lealtad, 2, CP 28014 Madrid, Spain. INBONIS' LEI code is 875500OYQK8S5AGGBZ02.

INBONIS is independent of any government or financial or corporate entity.

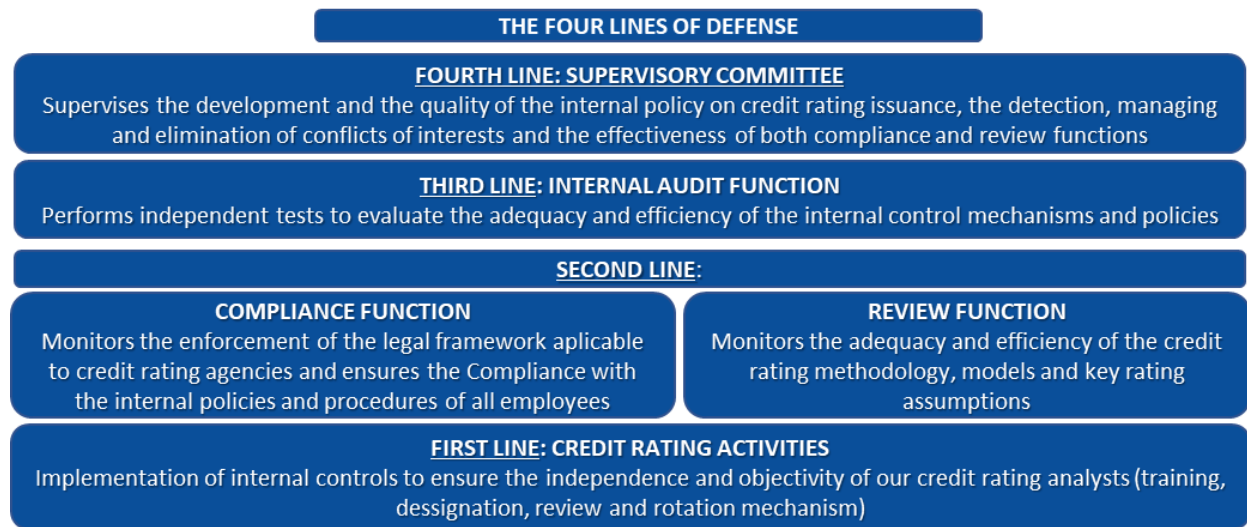
INBONIS holds 100% of the shares of Inbonis Rating France S.A.R.L., a French company registered with the Registre du Commerce et des Sociétés of Paris under business ID (SIREN) number 851 889 014. Inbonis Rating France does not conduct credit rating activities and aims at being the commercial hub for INBONIS in France.

As of December 31st, 2022, INBONIS's ownership structure is as described in the below table.

SHAREHOLDER	PERCENTAGE OF OWNERSHIP
Francois David	2,44
Justin Dekoszmovszky	4,27
Santiago de Rivera	1,11
Elounda Capital SL	1,32
Juan Carlos Estepa	0,70
A.M.G. Cohen-Skalli	3,82
Gravitation SAS	18,18
GRC Invest SL	0,84
HPFP SAS	2,62
Treasury stock	14,66
Inmate Asesores SL	0,31
La Compagnie des Agriates	1,54
Angeles Lopez	0,42
Alberto Sanchez Navalpotro	32,55
Sonsoles Santamaria	0,89
Maria-Aijan Trabuchi	2,41
Nour-Eddine Zanouda	2,86
Jose Luis Blanco	1,85
Israel Perez	2,1
Alexandre Royo	0,84
Sarai Criado	0,31
Chapsholding SAS	1,26
Paloma Baena	0,31
Arturo Gonzalez MacDowell	0,63
Alvaro Merino	0,31
Samuel Pinto	1,26
Michel Mayer	0,31
TOTAL	100,00

2. Internal control mechanisms

INBONIS has established standard operating procedures and reporting arrangements with regards to its corporate governance, its organisation and the management of conflicts of interest. The internal procedures are thoroughly implemented in order to respect a structure described as the four lines of defence.



INBONIS periodically monitors and reviews these operating procedures in order to evaluate their effectiveness and assess whether they should be updated in order to reach the CRA Regulation’s objectives of independence, transparency and quality.

2.1 Credit Rating Activities: the first line of defence

— Code of Conduct

INBONIS is committed to ethical standards and has adopted a code of conduct that all employees, directors and individuals whose services are placed at INBONIS’ disposal abide. The code of conduct is largely based on the IOSCO code of conduct fundamentals for credit rating agencies and has been adapted, as the case may be, to take into account the EU Regulation on Credit Rating Agencies, in particular Regulation (EC) No 1060/2009 on Credit Rating Agencies (the CRA Regulation) and INBONIS’ specific legal, business and market circumstances. INBONIS’ code of conduct is publicly available on INBONIS website¹. It contains the rules and principles that shall always govern INBONIS’ rating activities in terms of integrity, independence, transparency and protection of confidential information.

— Inbonis rating process

INBONIS has an implemented rating process, in accordance with the CRA Regulation, that ensures the quality of its credit rating and a certain level of efficiency suited to address specifically SME credit ratings. INBONIS has developed a compliant-by-design proprietary

¹ See: <https://inbonis.com/corporate-governance/>

software tool that ensures the respect of the rating process and discards potential conflicts of interest. The methodology, available on INBONIS website, is consistent and oriented to provide qualitative rating for SMEs. INBONIS has an outstanding team of experienced and skilled analysts led by Mrs. Gracia Orihuela, Head of Rating at INBONIS.

— Conflict of interests

INBONIS guarantees the segregation of its credit rating activities (ie. credit rating production and issuance) from the commercial activities as an additional measure of independence. INBONIS fee schedule is, in accordance with regulation, cost-based and non-discriminatory. INBONIS has a policy on conflicts of interest available on INBONIS website², applicable to Inbonis employees, shareholders and members of the Board of Directors. According to such policy INBONIS keeps a list, updated on a regular basis, of prohibited companies to be rated and companies for which a potential conflict of interest could appear and must be duly managed or eliminated. INBONIS discloses in its website and regularly updates a list of actual and/or potential conflicts of interest and the measures taken to eliminate/mitigate such conflicts. INBONIS analysts are prohibited to solicit or to accept money, gift or favours from anyone with whom INBONIS conducts business.

2.2 Compliance and Review functions: the second line of defence

The Compliance Officer operates independently and monitors on an on-going basis INBONIS' activities in order to respect internal procedures and regulatory obligations. The Compliance Officer carries out regular controls to ensure that INBONIS policies are effectively enforced in accordance with the Compliance Workplan and reports its findings on a quarterly basis and whenever it is considered necessary to the Board of Directors and the Supervisory Committee. The compliance officer advises and assists all Inbonis employees, consultants, shareholders and members of the Board of Directors to comply with the Regulation.

INBONIS' Review Officer operates independently from the ratings activities and reviews the methodology, models and key rating assumptions on a periodic basis in order to assess their adequacy and effectiveness. The Review Officer has more than 10 years of experience as quantitative analyst and is responsible of conducting back-testing and monitoring default occurrences of rated entities. INBONIS' Review Officer identifies potential anomalies and errors and reports to the Review Methodology Committee formed by the Supervisory Committee and himself.

2.3 Inbonis Internal Audit function: the third line of defence

The Head of Internal Audit has developed an internal audit methodology through which he monitors and evaluates the adequacy and effectiveness of INBONIS systems and internal control mechanisms, as well as arrangements established to safeguard compliance with the regulatory framework, including the CRA Regulation. The Head of Internal Audit takes appropriate measures to address any deficiencies and shall report to the Supervisory

² See: <https://inbonis.com/corporate-governance/>

Committee of INBONIS on a yearly basis on the tasks conducted and its recommendations. The Internal Audit Function operates independently.

2.4 Board of Directors and Supervisory Committee: the fourth line of defence

The Board of Directors is the ultimate layer of the defence system and ensures that the credit rating activities are independent, free of conflicts of interest and compliant with the CRA Regulation.

The Board of Directors defines the strategic vision of the company and ensures its prudent and sound management.

Among the Board of Directors, there are two Independent Non-Executive Directors (the 'INEDs') who form the Supervisory Committee which has the specific tasks of monitoring the effectiveness of the internal control mechanisms including the development of INBONIS' methodology and policies.

The Supervisory Committee reviews the other lines of defence reports, i.e., compliance, review and internal audit periodical reports, and presents its conclusions to the Board of Directors.

All other lines of defence have direct access to the Supervisory Committee and its members also have direct access to the three lines of defence above mentioned.

The current Board of Directors composition is as follows:

Members of the Board of Directors	Position
François David	Chairman
Alberto Sanchez Navalpotro	Chief executive Officer
Clémentine Baldon	Director
Charles Beigbeder	Director
Elena Herrero-Beaumont de Jorge	Independent Non-Executive Director and Supervisory Committee member
Bertrand Jacquillat	Independent Non-Executive Director and Supervisory Committee member

3. Allocation of personnel

As of December 31st, 2022, INBONIS has the following personnel:

Function	Allocated Staff
Senior Management (including CEO, COO and Heads of Rating, Compliance and Commercial)	5
Rating Analysts (including Head of Rating)	12
Review Function	1
Compliance Function	1
Support function (operations, data analytics and IT), including COO	5
Other Functions (marketing, communications, commercial, office managing and public affairs)	4

4. Record-keeping policy

INBONIS has a record-keeping policy established in accordance with point 7 of Section A and point 7 of Section B of Annex I to Regulation (CE) No 1060/2009 in order to manage all relevant information and records resulting from its operations and services. INBONIS compliant-by design software application is allowing relevant information to be kept and stored accordingly. The content of the record-keeping policy of INBONIS is taught to all employees throughout regular trainings.

INBONIS has set-up a list of records storage and authorised recipients which defines for each record, document and information: the responsible for storage, the place of storage and the authorised recipients. The records and audit trails are stored for at least five years and made available upon request to ESMA. In case of cease of activities, the records of INBONIS shall be kept for an additional term of at least 3 years.

5. Annual internal independent review of compliance function

The Compliance Officer follows a detailed compliance workplan including the following areas of controls: controls on determination of fees, control on implementation of rules on analyst and relevant trainings, control of implementation of record keeping rules, control of credit rating process, issuance and content, control of monitoring procedures and tools, control on conflicts of interest policy, control on public disclosure, control on implementation of internal control function, control on monitoring of continuity of activity. The Compliance Officer provides compliance reports to the INEDs on a quarterly basis and has conferred with the INED to discuss the main points and controls of the periodic reports.

INBONIS' compliance arrangements are operating effectively and with the appropriate degree of independence. Internal control system has been implemented, such as credit rating policy,

methodology, measures and procedures to ensure that any conflicts of interest are detected, managed, mitigated or eliminated and duly disclosed. The Compliance Officer has the necessary authority, resources and expertise to enforce the CRA Regulation together with the internal policies and has the appropriate level of involvement within the agency, through direct access to the analysis department, the senior management and the Supervisory Committee and Board of Directors.

6. Management and rating analyst rotation policy

6.1. Rating analyst rotation mechanism

In accordance with article 7(4) of the CRA Regulation, INBONIS Lead Rating analysts, who have primary responsibility for elaborating a credit rating, shall not be involved in credit rating activities related to the same rated entity or a related third party for a period exceeding four years with a cooling off period of two years in between assignments involving the same rated entity or related third party. In case of unsolicited rating, the involvement period is extended to five years with a cooling off period of two years in between assignments involving the same rated entity or related third party.

INBONIS Approving Rating analysts, whose primary function is to check and approve Lead Rating analyst reports, shall not be involved in credit rating activities related to the same rated entity or a related third party for a period exceeding seven years, with a cooling off period of two years in between assignments involving the same rated entity or related third party.

6.2. Management and Independent Non-Executive Directors rotation mechanism

The Board of Directors of INBONIS has a Supervisory Committee composed of two INEDs. The INEDs shall maintain a strict separation between their professional activities and their activities as INEDs. They shall maintain in all circumstances their independence of analysis, decision and action and clearly express their opposition in the event that they find that a decision of the Board of Directors may harm INBONIS' compliance with its obligation under the CRA Regulation. The term of office of INEDs is for five years and shall not be renewable.

7. Revenue and financial information

INBONIS issues corporate ratings within the European Union on corporate issuers not considered a financial institution or insurance undertaking and does not provide worldwide credit rating services.

INBONIS provides both Private and Public Credit Rating with focus on SME. INBONIS also delivers on request rating opinions on a confidential basis and exclusively destined for the private use of the entity placing the order.

With regards to the issuance of Public Credit Rating Report, INBONIS has chosen to combine an issuer-pays model and well as an investor-pays model. If solicited, Public Credit Rating Reports are financed by the entity requesting the Report and can generate revenues through INBONIS' subscription on its Rated Entities Platform. In case of unsolicited Public Credit Rating, INBONIS does not receive any fees from the rated entity or a third party ahead of the publication of the Rating and revenues are generated on an investor-pays model via subscription to the Rated Entities Platform. INBONIS also conducts technology related activities, that do not fall under The CRA Regulation, focusing on the development of tools focusing for SME assessment. Such tools might include data aggregation technologies, advanced models (machine learning, econometrics, benchmarking, ...) and applications with front-end interfaces.

In the fiscal year ended December 31st, 2022, the revenue obtained by INBONIS was of 1.855.986€³.

Below the definition of the considered concepts and the table showing the distribution of net revenue:

Revenue type	%
Credit Rating Activities	78,68%
Public Credit Rating	37,18%
Private Credit Rating	41,50%
Technology related activities & others	21,32%

8. Governance statement

This statement is made in accordance with Article 46a (1) of Council Directive 78/660/EEC of 25 July 1978 as per point 8 of Section E of Annex I of CRA Regulation.

INBONIS does not have any shares listed on any regulated exchange and is privately owned. INBONIS is not subject to any mandatory corporate governance code but has however adopted a Code of Conduct ⁴based on the IOSCO Code of Conduct Fundamentals for CRA. INBONIS is also governed by its corporate statutes and the CRA Regulation in relation to the composition of the Board of Directors and Shareholders. INBONIS is governed by the rules of Spanish Company Act (Ley de Sociedades de Capital y del Reglamento del Registro Mercantil).

INBONIS' internal control and risk management system relating to financial reporting is defined in section II of the present Annual Transparency Report.

INBONIS' shareholders, as described in section I of the present Annual Transparency Report, are recorded in the shareholders' registration book as defined within INBONIS' corporate

³ Audited 2022 accounts. Revenue figure provided includes capitalised production of 433.055 € and excludes revenues from Inbonis commercial office in France.

⁴ See: <https://inbonis.com/corporate-governance/>

statutes. INBONIS’ shareholders meet in ordinary and/or extraordinary General Meetings. It chooses a Board of Directors to run the company which is being invested with the responsibility to manage the operations of INBONIS. The Board of Directors includes a Chairman and a CEO.⁵

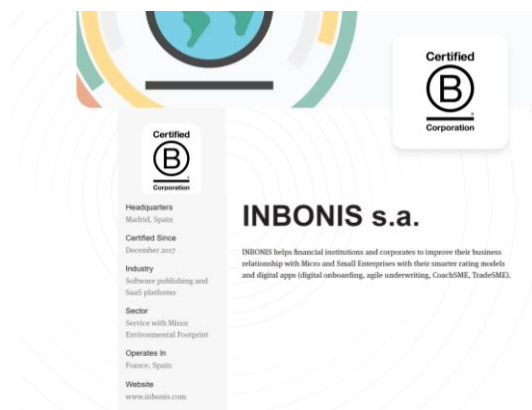
INBONIS is “registered in accordance with Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the Credit Rating Agencies Regulation)”:

LAST UPDATE
21 October 2022

Name of CRA	Country of residence	Status	Effective date	Legal entity identifier
Inbonis S.A.	Spain	Registered	27 May 2019	875500OYQK8S5AGGBZ02

Source: <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk/>

INBONIS is certified as a BCorporation. A B Corp Certification is a designation that a business is meeting high standards of verified performance, accountability, and transparency on factors from employee benefits and charitable giving to supply chain practices and input materials.



Source: <https://www.bcorporation.net/en-us/find-a-b-corp/company/inbonis-sa>

⁵ See Point II-IV of the present report and <https://inbonis.com/corporate-governance/>

INBONIS[—]RATING

THE CREDIT RATING AGENCY FOR SME

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