AUTODESK

Sustainability Financing Framework

October 2021

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Introduction to Autodesk

A. Company overview

Autodesk ("the Company" or "we" or "us") is a global leader in 3D design, engineering, and entertainment software and services. Our technology spans architecture, engineering, construction, product design, manufacturing, media, and entertainment, empowering innovators everywhere to solve challenges big and small. From greener buildings to smarter products to mesmerizing blockbusters, our software helps our customers to design and make a better world for all.

- **Architecture, Engineering & Construction:** Our architecture, engineering, and construction products improve the way building, infrastructure, and industrial projects are designed, planned, built, and operated.

- **Design & Manufacturing**: Our product development and manufacturing software provides manufacturers in automotive, transportation, industrial machinery, consumer products, and building product industries with comprehensive digital design, engineering, manufacturing, and production solutions.

- **Media & Entertainment**: Our digital media and entertainment software provide tools for digital sculpting, modeling, animation, effects, rendering, and compositing for design visualization, visual effects, and games production.

Empowering innovators to combine technologies and harness their data to unlock actionable insights unleashes talent and fuels innovation across processes, supply chains, and industries—creating new paths to efficiency, sustainability, and growth. At Autodesk, we believe that when you have solutions to design and make insightfully, you have the power to make better decisions and achieve superior outcomes. The power to design and make a better world for all.

B. Autodesk impact strategy

Autodesk is committed to advancing a more sustainable, resilient, and equitable world. We don't believe in waiting for progress, we believe in making it. We take action as a business and to support our employees, customers, and communities in our collective opportunity to design and make a better world for all.

At Autodesk, sustainability is about creating technology to improve energy and material productivity and to enable the creation of healthier, more resilient places, products, and systems. It's about supporting innovators with grants, software donations, and training. And, it's about leading by example in our own operations, advancing sustainable business practices and supporting every employee to make a positive impact.

We focus our efforts to advance positive outcomes across three primary areas. These impact opportunity areas are derived from the UN Sustainable Development Goals ("SDGs") and have been focused through a multi pronged process to align the top needs of our stakeholders, the important issues of our business, and the areas we are best placed to accelerate positive impact at scale.

Energy and materials
Enable better energy and material choices, reducing carbon emissions and waste. Encompasses key aspects related to energy, materials, waste, and supply chain.

Health and resilience
Accelerate the design and make of places and products that are safer, healthier, and more resilient. Encompasses key aspects related to safety, health, well-being, resilience, and adaptation.

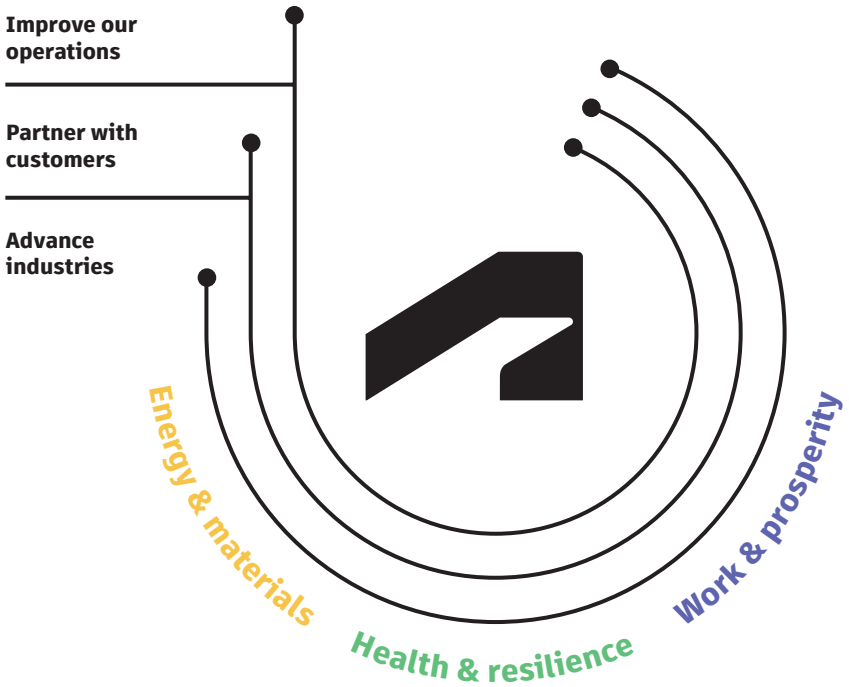
Work and prosperity
Advance equity and access, and facilitate the acquisition of in-demand skills of the future. Encompasses key aspects related to diversity, inclusion, mindset, skills, and learning.

Across all three focus areas, we implement three core strategies:

- **Improve our operations**: Advance sustainable business practices, set the standard in our culture, governance, and operations, and align and activate diverse employees to make a positive impact at work.

- **Partner with customers**: Empower innovators to harness data, automation, and insights to optimize the impact of design and make decisions to advance a more sustainable and equitable world.

- **Advance industries**: Accelerate industry transformation through cross-sector collaboration, policy advocacy, and by catalyzing innovation between and beyond our industries.



C. Sustainability impact of Autodesk Software

Empowering innovators to design, collaborate, build, and fabricate in ways that improve productivity–while also reducing waste, saving money, and staying competitive–is the goal behind our sustainable design technology. Our software harnesses the power of automation to achieve business and sustainability goals. As a result, we are helping our customers to create net-zero energy buildings, develop smart cities, and streamline more efficient yet green manufacturing. Providing automation tools to support these objectives affordably and at scale is central to our sustainability efforts. The Autodesk® Architecture, Engineering & Construction (AEC) Collection and Autodesk® Construction Cloud help enable customers to achieve these outcomes.

Focus area: Green building design

The buildings sector represents 19% of GHG emissions globally [1] and 38% of energy- and process- related emissions: 28% from operational energy consumption and 10% from the production of building materials such as cement, metal, and glass [2]. Tackling the embodied carbon of building materials also offers great potential for near-term improvement, since those materials will account for about half of the climate impacts of projected new building construction between 2020 and 2050 [3]. Reducing the impact of construction is essential, since that industry consumes more than half of all extracted raw materials [4] and generates upwards of 36% of the waste stream in the developed West [5].

We support customers with tools that tackle the total carbon impacts of the building life-cycle. The Embodied Carbon in Construction Calculator (EC3) helps customers choose carbon-smart materials that have lower embodied carbon. It uses information from publicly available datasheets, enabling building professionals to quickly compare different materials.

[1] http://ipcc.ch/site/assets/uploads/2018/02/ipcc_wg3_ar5_chapter9.pdf, Chapter 9: Buildings.
[2] https://globalabc.org/sites/default/files/inline-files/2020%20Buildings%20GSR_FULL%20REPORT.pdf
[3] http://worldgbc.org/sites/default/files/WorldGBC_Bringing_Embodied_Carbon_Upfront.pdf
[4] http://www.mdpi.com/2075-5309/4/3/266/pdf
[5] https://ec.europa.eu/eurostat/statistics-explained/index.php/Waste_statistics#Waste_generation_excluding_major_mineral_wastes

These comparisons can now be done in minutes by general practitioners, rather than taking days and whole teams as in years past. Project materials data can be transferred directly from Autodesk® BIM 360® with the free, easy-to-use EC3 app. The materials data available through EC3 has more than doubled since the tool was launched in 2019.

Autodesk® Insight® (formerly Insight 360) technology empowers architects and engineers to design more energy-efficient buildings with advanced simulation engines and building performance analysis data integrated in Revit. This results in reducing carbon associated with building operations. By combining design data in a cloud-based environment, design teams can visualize trade-offs with high accuracy. This scalable tool works from early conceptual design through to build, and is a central place of record for building energy. For example, Autodesk Revit provides integrated modeling and systems analysis for right-sizing HVAC systems (among other applications), lowering energy consumption and reducing carbon emissions.

Case Study: The Kendeda Building for Innovative Sustainable Design is a 36,978-square-foot facility at Georgia Institute of Technology that has been called the most sustainable building in the Southeast US. The regenerative building gives back more than it takes from the environment, and boasts a green roof, a solar panel canopy, cisterns for rainwater collection and reuse, and surrounding vegetable gardens that provide food throughout the year. Using Autodesk technology, the design team used Autodesk® Revit® and Assemble tools paired with virtual reality to rapidly price, model, and get sign-off on the new design. And during construction, BIM 360 facilitated communication and collaboration between contractors, designers, and the owner.

Focus area: Smart & sustainable cities

More efficient road network systems have the potential to reduce energy consumption, local pollutant emissions, delays, and traffic congestion, while improving safety. Autodesk also helps customers understand and reduce environmental impacts associated with roadways and transportation infrastructure. Using the integrated multi-modal Mobility Simulation engine for Autodesk® InfraWorks®, designers can create animated simulations of transit, parking, personal, and/or taxi-mode modeling.

Metrics such as person-hours traveled, person-kilometers traveled, multi-modal level of service calculations, and economic and environmental assessments help planners understand the relative impacts of different scenarios. This supports the development of more efficient road network systems, which has the potential to reduce energy consumption, local pollutant emissions, delays, and traffic congestion, and improve safety.

Case Study: A new Norwegian road authority with an eye on emerging technologies and sophisticated BIM techniques tapped Norconsult and AF Gruppen for the design and construction of Route E39, a 15-mile stretch of the 680-mile Coastal Highway project. Using generative design tools, Revit and Dynamo scripts, and the cloud-based Autodesk Forge® viewer, Norconsult was able to visualize data across multiple platforms, reducing materials and waste. The road authority attached an ambitious goal to the project: to reduce carbon emissions associated with construction by 20%. Detailed parametric design reduced the amount of concrete needed, enabling a 15% reduction of CO2 emissions for the Trysfjord bridge alone.

Focus area: Green manufacturing

Approximately 19% of global greenhouse gas emissions are from the manufacturing industry[6], and by 2050 the growth in population and associated demand for consumer goods will require at least twice the energy[7] and materials[8] currently used. These impacts and trends, combined with customer demand for more environmentally friendly products as well as new environmental regulations, are driving manufacturers to commit to sustainable outcomes in their work.

The Autodesk® Product Design & Manufacturing Collection and our cloud platform support sustainable design in a broad range of areas. Generative design capabilities in Fusion 360 can inform part consolidation and material use reductions. Enhanced 3D Adaptive and Pocket toolpaths in Fusion 360 Manufacture workspace reduce machining time and energy use. The Arrange tool, a simplified version of Nesting added to Fusion 360 in 2020, helps

[6] http://iea.org
[7] Ari Kahan, "EIA Projects Nearly 50% Increase in World Energy Usage by 2050, Led by Growth in Asia," 24 Sep. 2019, http://eia.gov
[8] Julian M. Allwood, Michael F. Ashby a, Timothy G. Gutowski b, Ernst Worrell, "Material Efficiency: A White Paper," Jan. 2011, http://sciencedirect.com

optimize material yield by laying out cutting patterns to minimize waste. The Autodesk® Factory Design Utilities for Inventor® add-on supports efficient planning and validation of factory layouts and equipment placement to maximize production performance. This helps save energy and materials that are often wasted due to poor design and inefficient production cycles, which create bottlenecks, machine idling, and slow product runs. Manufacturers can reduce energy use by up to 25% and increase productivity through smart and connected manufacturing techniques.

Case Study: WNDR Alpine (pronounced "wonder") is a ski equipment manufacturer based out of Salt Lake City, Utah, that uses Fusion 360 software to engineer skis from sustainable, high-performance materials derived from microalgae instead of petroleum. Fusion 360 enabled the WNDR team to significantly reduce the amount of waste generated during production by about two pounds of landfill input per manufactured ski. Additionally, microalgae is a renewable resource, maturing in five to seven days—compared to millions of years for fossil fuels.

Focus area: Sustainable water systems

Water, the world's most critical resource, is a key focus for Autodesk's material resource and health and resilience efforts. Globally, 2.2 billion people lack access to safely managed drinking water services [9], and 25% of the global population lives in countries experiencing high water stress [10]. Nearly nine trillion gallons of water are lost each year worldwide due to prolonged leaks and pipe breaks [11], and $1.9 trillion in water infrastructure investment is needed globally [12].

To help customers address a broad range of water-related issues, in early 2021 Autodesk acquired Innovyze, which creates software to enable more cost-effective and sustainably designed water distribution networks, water collection systems, water and wastewater treatment plants, and flood protection systems.

[9] WHO/UNICEF Joint Monitoring Program for Water Supply, Sanitation and Hygiene (JMP)
[10] World Resources Institute—National Water Stress Rankings
[11] Waterworld—According to World Bank data estimates
[12] Global Infrastructure Hub 2020

This acquisition expands our capabilities in this critical area and complements other solutions we offer. In extreme weather, the Green Stormwater Infrastructure (GSI) tool for InfraWorks can help in multiple ways. Green stormwater management—using techniques such as green roofs, bioretention, permeable pavement, and rain gardens—reduces stress on urban drainage and water treatment systems, avoiding flooding and minimizing surface runoff that can contaminate waterways.

Case Study: In 2014, Arcadis, a leading global design, engineering, and management consultancy, was tasked with designing and managing the construction of a water system upgrade in Toledo, Ohio. The city had suffered a toxic algal bloom that compromised its aging water system. Arcadis met the challenge with the help of Autodesk technologies. The project team spanned a range of disciplines and geographic locations from Ohio to Florida. But with the help of Autodesk's cloud collaboration solutions, such as Autodesk® BIM 360® Design (now BIM Collaborate Pro), every team member could interact with project data in real time, saving over 1,000 design hours and enabling Arcadis to deliver the project design on time. When it came time to manage construction, Autodesk® ReCap® and InfraWorks software enabled the Arcadis team to monitor construction with rich as-built models that could also be used for augmented and virtual reality experiences.

D. Autodesk's own operations and ESG goals

We are proud that Autodesk is now a net-zero greenhouse gas (GHG) emissions company across our business and value chain, following through on our commitment set in 2020. This achievement comes on the heels of attaining our decade-long science-based GHG emissions reduction target the prior year.

In 2021, building on these successes, we committed to two new science-based GHG emissions reduction targets: to reduce Scope 1 and Scope 2 GHG emissions by 50% by fiscal year 2031, compared to fiscal year 2020, and to reduce Scope 3 GHG emissions per dollar of gross profit by at least 25%, during the same timeframe. These new targets have been modeled to align with the latest climate science 1.5° C pathway.

When we launched our first target in fiscal year 2010 and released our methodology, C-FACT, under an open-source license, it helped launch the science-based target movement. We are proud to continue supporting science-based target setting with Science Based Targets initiative to make this a common practice across industries.

	TIMING	STATUS
Net-zero carbon emissions for Scopes 1, 2, and 3 annually, beginning fiscal year 2021	**FY21**	**Achieved** (and ongoing)
100% renewable energy powering our facilities, cloud services, and employee work from home by fiscal year 2021	**FY21**	**Achieved** (and ongoing)
50% reduction in Scope 1 and 2 GHG emissions by fiscal year 2031, compared to fiscal year 2020	**FY31**	**In progress**
25% minimum reduction to Scope 3 GHG emissions per dollar of gross profit by fiscal year 2031, compared to fiscal year 2020	**FY31**	**In progress**

In addition, through the Autodesk Carbon Fund, we support a range of projects globally to enable Autodesk to attain net-zero GHG emissions. In addition to reducing GHG emissions, these projects deliver positive outcomes in alignment with our broader impact opportunity areas.

During fiscal year 2021, we offset 126,000 metric tons of CO2e through the below projects, ensuring net-zero GHG emissions across our business and value chain, while delivering positive co-benefits.

Sustainability Financing Framework

Sustainability Financing Framework

We have designed this Sustainability Financing Framework (the "Framework") to further align Autodesk's impact strategy with our financial strategy. In addition, the Framework has been developed in accordance with the ICMA Green Bond Principles 2021 ("GBP"), Social Bond Principles 2021 ("SBP"), and Sustainability Bond Guidelines 2021 ("SBG", and together "the Principles"), which are voluntary process guidelines for best practices in the Sustainability Financing market.

The Framework is aligned with the five core components of the Principles:
A) Use of proceeds
B) Process for project evaluation & selection
C) Management of proceeds
D) Future reporting
E) External review

A. Use of proceeds

We intend to allocate an amount equal to the net proceeds from any Sustainability Financing pursuant to this framework to finance or refinance, in whole or in part, one or more new or existing "Eligible Projects". In addition, we would expect to reach full allocation within 24-36 months after any potential future Sustainability Financing.

Eligible Projects refer to projects that meet the defined "Eligibility Criteria", and include capital and operational expenditures made by us beginning with the 24 Months preceding the issuance date of any Sustainability Financing.

"Eligibility Criteria" means any of the following:

Eligible project category	Eligibitlity criteria and example projects	U.N. SDG aligment
Eco-efficient products, production technologies, and processes	**Investments and expenditures to develop and improve software capabilities to deliver insights that optimize the energy, waste, and water efficiencies and resilience of building, infrastructure, and industrial projects, specifically:** • Sustainability insight capabilities and lean process coordination in the Autodesk Architecture, Engineering, and Construction Collection and SpaceMaker that are designed to help professionals design, build, and operate, higher quality, and carbon emissions and energy-efficient buildings and infrastructure, with less waste; • Sustainability insight capabilities and lean process coordination in the Autodesk Product Design & Manufacturing Collection which are designed to help customers reduce material and energy use, cutting carbon emissions, and reducing waste by improving design decisions and production processes, and reduce energy by optimizing machine use and cooling cycles; and • Sustainability insight capabilities and lean process automation in the Autodesk Construction Cloud that are designed to help customers improve efficiencies, increase circularity, minimize waste, and reduce carbon emissions from construction projects	

Eligible project category	Eligibitlity criteria and example projects	U.N. SDG aligment
Sustainable water and wastewater management	**Investments and expenditures to provide sustainable water management solutions, specifically:** • The acquisition of Innovyze, which expanded our ability to deliver sustainable water products and services, as well as to increase the capacity for R&D in this area; • Research and development of Innovyze software and AEC Collection sustainability insight capabilities that are designed to improve water productivity and quality to help customers optimize and automate water management and pollution prevention, and maximize water recycling and reuse; and • Research and development of Innovyze software and AEC Collection sustainability insight capabilities that are designed to improve water resilience, including strengthening critical water infrastructure, flood control systems for storm relief infrastructure, and projects that monitor and protect water security for communities in water-stressed regions	
Renewable energy & energy efficiency	**Investments and expenditures that are designed to reduce the carbon footprint of our operations, including:** • Installation, maintenance, and operation of generation capacity for renewable wind and solar energy such as on-site projects; • The procurement of renewable wind, solar, or biomass energy, such as Power Purchase Agreements or Virtual Power Purchase Agreements with renewable energy providers with a term of at least 5 years; and • Optimizing energy use in offices, warehouses and other facilities through building retrofits with projected energy savings of at least 20% such as energy management and automation systems, building equipment improvements, and smart and light-emitting diode (LED) lighting.	
Green buildings	**Investments and expenditures related to the design, construction, maintenance or refurbishment of buildings that have or are expected to achieve:** • Leadership in Energy and Environmental Design (LEED) version 3 or version 4: Gold or Platinum Standard; or • Building Research Establishment's Environmental Assessment Method (BREAAM): Excellent or Outstanding; or • Green Mark Gold or Platinum certification levels	
Pollution prevention and control	**Investments and expenditures related to carbon mitigation and removal projects resulting in the origination of new Certified Emission Reductions or Verified Emission Reductions in accordance with the Gold Standard, the Verified Carbon Standard, Climate Action Reserve, American Carbon Registry, and/or the Climate, Community and Biodiversity Standards, specifically:** • Natural carbon removal and avoidance projects including forest, wildland, and ocean ecosystem conservation and management • Greenhouse gas capture and sequestration technology projects • Greenhouse gas mitigation technologies, products, and projects focused on the built environment	

Eligible project category	Eligibitlity criteria and example projects	U.N. SDG aligment
Socioeconomic advancement and empowerment	**Investments and expenditures focused on advancing economic opportunity & equity for underrepresented communities, promoting greater diversity & inclusion, and improving access to quality education, including:** Part A – Initiatives • Promoting opportunities for the advancement of target populations **within Autodesk's current and potential employees**, including specialized and targeted training, education, inclusive hiring initiatives and dedicated recruiting efforts, executive coaching initiatives, and other employee advocacy and fairness resources over and above standard training, recruitment and development activities; • Programs designed to help improve employment outcomes for target populations **outside of Autodesk in the industries we serve** via upskilling and training programs; • Costs associated with initiatives designed to support target-population owned **small- and medium-size enterprises** in our vendor and supplier diversity programs; Part A – Target Populations - People of Color - Women and people of non-binary genders - LGBTQ+ - People with disabilities - Veterans - Minority ethnic groups in countries outside of the US Part B – Initiatives • Developing products and solutions that are designed to improve learning outcomes among target populations, including the Autodesk Learning Engine • Delivering educational resources such as cost-free software and instruction to target populations, including Autodesk University and the Autodesk Education Community Part B – Target Populations - Under-skilled or under-employed/unemployed workers in the manufacturing and construction sectors - Students, young adults, and children	

Exclusionary criteria

Across all Eligible Project Categories, we will strictly exclude any expenditures related to the development of products or solutions designed with the overriding objective of servicing fossil fuel related industries. Moreover, Autodesk does not develop products/services exclusively designed for fossil fuel operations.

B. Process for project evaluation & selection

Autodesk has established a Sustainability Finance Working Group, comprising members from the Finance Division (including Treasury, Accounting, Financial Planning & Analysis and Investor Relations teams), and members of other departments including Sustainability, Law, and Internal Audit.
The Sustainability Finance Working Group will:

- Periodically review and approve recommendations regarding project eligibility and alignment with the Eligible Criteria as established in this Framework; and
- Establish and track allocations of net proceeds among Eligible Projects

In addition, we have established processes to monitor and mitigate environmental and/or social risks within our operations. The Sustainability Finance Working Group will seek to ensure alignment of all Eligible Projects that receive allocations with these risk-management protocols.

C. Management of proceeds

The Finance department will track the amount of net proceeds from the issuance of any Sustainability Financing allocated to Eligible Projects. Pending allocation, an amount equal to the net proceeds from the issuance of any Sustainability Financing may be held in accordance with our internal investment policy and temporarily invested in cash, cash equivalents, and/or high-quality marketable securities, or used to repay other borrowings.

Any future Sustainability Financing issued pursuant to this framework would be expected to reach full allocation within 24-36 months from the date of issuance. Any payment of principal and interest on any Sustainability Financing will be made from our general corporate account and will not be linked to the performance of any Eligible Project.

D. Future reporting

Beginning within one year from the issuance of any Sustainability Bonds, and annually until full allocation of the net proceeds from the issuance of any Sustainability Bonds, we will publish a Sustainability Bond Update report on our website that will include:

- The amount of net proceeds that have been allocated to Eligible Projects either individually or by category;
- The list of Eligible Project categories with a selection of brief descriptions of individual projects, subject to confidentiality and competitive considerations;
- Expected and/or realized impact metrics (further discussed below), where feasible; and
- The outstanding amount of net proceeds yet to be allocated to Eligible Projects at the end of the reporting period.

Eligible project category	Potential KPIs
Eco-efficient products, production technologies, and processes	• Average or expected CO2 emissions reduction and/or energy use reduction for typical use-case scenarios of Autodesk software solutions receiving allocations • Case study examples that demonstrate sustainable outcomes (e.g. CO2 emissions reduction and/or energy use reduction) of Autodesk software solutions receiving allocations
Sustainable water and wastewater management	• Average or expected volume of water consumption avoided or reduced for typical use-case scenarios of Autodesk software solutions receiving allocations • Average or expected volume of treated or recycled water for typical use-case scenarios of Autodesk software solutions receiving allocations • Case study examples that demonstrate sustainable outcomes (e.g. water use avoided) of Autodesk software solutions receiving allocations
Renewable energy & energy efficiency	• Renewable energy capacity purchased or generated on-site • Annual energy savings • Annual GHG emissions reduced or avoided
Green buildings	• Square feet of green certified buildings, by certification type and level • Annual GHG emissions reduced or avoided • % Energy Reduction
Pollution prevention and control	• Acreage of wildland or forest protected • Metric tons of greenhouse gas emissions reduced or sequestered
Socioeconomic advancement & empowerment	• Number of persons utilizing social advancement programs • Progress towards underrepresented groups target • Number of persons utilizing education programs

E. External review

We have obtained and will make publicly available a Second Party Opinion ("SPO") from a consultant with recognized environmental and social expertise to provide an opinion on the environmental and social benefits of the Framework as well as the alignment to the GBP, the SBP, and the SBG. The SPO will be available on the SPO provider's website.

We expect that our Sustainability Bond Update report will be accompanied by (i) assertions by our management as to the amount of the net proceeds from the sale of any Sustainability Bonds that have been allocated to Eligible Projects; and (ii) a report from an independent registered public accounting firm in respect of its examination of management's assertions on the allocation of proceeds conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants.

Appendix

Disclaimer

The information and opinions contained in this Autodesk Sustainability Bond Framework (the "Framework") are provided as of the date of this Framework and are subject to change without notice. None of Autodesk, its subsidiaries or any of its affiliates assume any responsibility or obligation to update or revise any such statements, regardless of whether those statements are affected by the results of new information, future events or otherwise.

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other equivalent document and a related pricing term sheet (the "Offering Documents") and any decision to purchase or subscribe for any securities pursuant to such offer or invitation should be made solely on the basis of such Offering Documents and not these materials. In particular, investors should pay special attention to any sections of the Offering Documents describing any risk factors. The merits or suitability of any securities or any transaction described in these materials to a particular person's situation should be independently determined by such person. Any such determination should involve, inter alia, an assessment of the legal, tax, accounting, regulatory, financial, credit or other related aspects of the securities or such transaction and prospective investors are required to make their own independent investment decisions.

Providing this Framework does not mean that Autodesk certifies the materiality, the excellence or the irreversibility of the projects undertaken by the Eligible Projects. Autodesk is fully responsible for certifying and ensuring the implementation and monitoring of and compliance with the Framework.

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