AMBER FUND MANAGEMENT LIMITED
MIFIDPRU 8 DISCLOSURE

AS AT 31 DECEMBER 2024

1 INTRODUCTION

Amber Fund Management Limited ("**AFML**" or the "**Firm**") is authorised and regulated by the Financial Conduct Authority ("**FCA**" or the "**regulator**") in the United Kingdom ("**UK**") as a full-scope Alternative Investment Fund Manager ('AIFM') under UK AIFMD, with MiFID "top-up" permissions, being a Collective Portfolio Management Investment ('CPMI') firm offering investment advisory and discretionary portfolio management services to professional clients.

AFML is part of the Amber Infrastructure Group Holdings Limited Consolidation Group (the "**AIGHL Consolidation Group**"). The AIGHL Consolidation Group under IFPR comprises Amber Infrastructure Group Holdings Limited, Amber Fund Management Limited, Amber Infrastructure Holdings Two Limited, Amber Infrastructure Holdings Limited, Amber Infrastructure Group Limited, Amber Asset Management Holdings Limited, Amber Infrastructure LLC, Amber Infrastructure Investment Advisor LLC, Amber NTCA Green New Deal FP Limited, Amber Infrastructure LA Limited, Amber Green LEEF FP Limited (in liquidation), Amber Green SPRUCE FP Limited and Amber MEEF FP Limited. AFML is the only FCA regulated entity within the AIGHL Consolidation Group.

The FCA in the Prudential sourcebook for MiFID Investment Firms in the FCA Handbook ("**MIFIDPRU**") sets out the detailed prudential requirements that apply to AFML. Chapter 8 of MIFIDPRU ("**MIFIDPRU 8**") sets out public disclosure rules and guidance with which the Firm must comply, further to those prudential requirements.

AFML is classified under MIFIDPRU as a non-small and non-interconnected MIFIDPRU investment firm ('non-SNI MIFIDPRU Investment Firm'). As such, the Firm (on a solo firm basis) is required by MIFIDPRU 8 to disclose information on the following areas:

- Risk management objectives and policies;
- Governance arrangements;
- Own funds;
- Own funds requirements; and
- Remuneration policy and practices.

The purpose of these disclosures is to give stakeholders and market participants an insight into AFML and the Group's culture, and to provide data on the Firm's own funds and own funds requirements, allowing potential investors to assess the Firm's financial strength.

This document has been prepared by AFML in accordance with the requirements of MIFIDPRU 8 and is verified by the Governing Body. Unless otherwise stated, all figures are as at the Firm's 31 December 2024 financial year end.

2 RISK MANAGEMENT OBJECTIVES & POLICIES

This section describes the Firm's risk management objectives and policies for the categories of risk addressed by the requirements of the Firm in the following areas:

- Own funds
- Concentration risk
- Liquidity

Business Strategy

AFML, part of the Amber Infrastructure Group ('**Amber'**), a Boyd Watterson Company, is a specialist international infrastructure investment manager with experience and expertise spanning a broad range of infrastructure sectors and geographies. Amber's core business focuses on sourcing, developing, advising, investing in and managing infrastructure assets across the public infrastructure sectors of transport, energy, digital, demographic and social infrastructure that support the lives of people, homes and businesses internationally. These activities are primarily focused on Europe, North America, Australia and New Zealand.

AFML offers regulated discretionary management and/or advisory services to 9 professional client funds and separate client portfolios[1], including two LSE-listed investment companies.

Business Outlook

AFML has a positive outlook. The firm has diversified its client base, geography and projects over the last few years and continues to grow, recognising certain of its fund mandates are no longer in an investment phase.

[1] As at 31st July 2025

AFML takes a cautious approach to new client risks and costs are controlled carefully to ensure long-term viability. The Firm seeks to maintain a robust control environment alongside its aim to expand its business and product lines.

The Firm has grown its revenues entirely organically. No additional investment has been required from immediate or ultimate shareholders to AFML.

The Firm's business operating model has remained largely unchanged over recent years. The Firm has experienced growth in the level of funds under management and increased diversity of fund revenue sources.

Given the Firm's business model, controls, and controls assessment, it is the conclusion of the Firm that its overall potential for harm is currently low.

Own Funds Requirement

AFML is required to maintain own funds that are at least equal to the Firm's own funds requirement. The own funds requirement is the higher of the Firm's:

- **Permanent minimum capital requirements ("PMR")**: The level of own funds required to operate at all times. Based on the MiFID investment services and activities that the Firm currently has permission to undertake, this is set at £75,000;
- **Fixed overhead requirement ("FOR"):** This is equal to one quarter of the Firm's relevant annual overhead expenditure calculated in accordance with MIFIDPRU 4.5.3; and
- **K-factor requirement ("KFR"):** The KFR is intended to calculate a minimum amount of capital that AFML would need for the ongoing operation of its business. The only K-Factor that applies to the Firm's business is K-AUM (calculated on the basis of the Firm's assets under management ("**AUM**")).

AFML's own funds requirement is currently set by FOR as this is the highest of the three metrics. The potential for harm associated with AFML's business strategy, based on the Firm's own funds requirement, is low. This is due in part to AFML's focus on managing largely institutional capital and relationships within the infrastructure investment sector, which, by its nature, is considered to offer longer-term and lower risk investment opportunities than other alternative equity investment strategies. This has delivered relatively consistent and stable growth in the Firm's revenues and fee earning funds under management.

The approach adopted by the Firm to manage the risk of a breach of the Firm's own funds requirement is to maintain a healthy own funds surplus above the own fund requirement. In the event that the Firm's own funds drop to an amount equal to 110% of the Firm's own fund threshold requirement, the Firm will immediately notify its Governing Body, as well as the regulator. The Governing Body will consider the necessary steps required in order to increase the own funds buffer; this may include injecting more own funds into the Firm.

Concentration Risk

AFML's appetite for concentration risk is medium-high in relation to client funds and geographies, but this is expected to reduce as AFML diversifies its infrastructure fund advisory and management activities to new geographies and through new mandates and funds. Concentration risk is managed within each fund or mandate in accordance with the relevant mandate investment policy.

The Firm currently manages and/or advises 9 professional, closed-ended client funds. It has no real estate fund clients. AFML's client funds' underlying investors and counterparties are typically institutional investors, including asset managers, insurance companies, wealth managers, pension schemes, government agencies and other professional investors.

The Firm's managed and/or advised mandates make unlisted equity and debt investments into infrastructure projects and businesses (including lending to public sector clients for infrastructure projects). The Firm therefore considers that its asset base is 'sticky' and not prone to substantial fluctuations, including during stressed market conditions.

AFML advises one FTSE-250 listed client fund and sub-advises another listed closed-ended investment company, the shares for both of which are available to retail investors on the secondary market. AFML itself has no direct retail clients, no broker counterparties, holds no client money and is not a custodian. The firm structures its long-term infrastructure projects to minimise risk to the clients and itself.

The potential for harm associated with AFML's business strategy, based on the Firm's concentration risk, is currently low.

Liquidity

AFML's appetite for liquidity risk is low. The Firm exercises tight controls over expenditure, cash management and cashflows and retains its capital in liquid form in bank accounts held with well-established multinational institutions. The Firm monitors the credit rating of its deposit banks. The Firm retains an amount it considers suitable for providing sufficient liquidity to meet the working capital requirements under various conditions. In relation to its own funds' requirement, there has been relatively stable and consistent growth in the Firm's revenues from growth in its advised/managed investment asset base. AFML's related party costs have been contractually linked to revenues such that reductions in revenues will also result in reductions in costs to the Firm.

AFML voluntarily maintains a healthy, core liquid assets surplus, above the FCA basic liquid assets requirement. There are no significant perceived threats to this given the level of cash deposits held with investment credit rated banks, the long-term contractual arrangements with its clients within the infrastructure sector, and the linkage of variable costs to variable revenues.

Historically, debtors in the main are settled promptly and if there are delays, steps are taken to engage and improve timeliness thus ensuring further liquidity resources are available to the firm on a timely basis. Within managed/advised clients, legal structures have been designed to ringfence projects and investments from each other to reduce contagion risk.

The cash position of the Firm is monitored by the Finance team headed by the AFML Financial Controller, who reports to the Chief Financial Officer, a board director. There are no identified probable material risks likely to occur within the next 12 months which require additional liquidity or capital to mitigate the risk, beyond those required to be held in relation to regulatory requirements to reserve for potential wind down costs under a theoretical wind down scenario. The potential for harm associated with AFML business strategy, based on the Firm's basic liquid assets requirement, is currently low.

Risk Management Structure

Effective risk management is a fundamental part of AFML and of the wider Amber group processes, as it helps filter opportunities at the investment stage that meet the risk versus return requirements of the relevant mandate. Effective risk management pervades through the investment lifecycle, from initial investment origination and advice provided by the Firm to clients, through to ongoing investment management.

AFML aims to foster a culture that critically identifies, analyses and, where possible, manages risk in each of its funds (and underlying portfolio entities) in line with the relevant mandate risk versus return appetite. In our view, the success of AFML's advisory and/or managed funds and client mandates depends, in part, on the rigour of the risk identification and mitigation processes.

The annual ICARA process forms an integral part of AFML's risk management framework.

Risk Management Policy

AFML has implemented a risk management policy (the "**Risk Management Policy**") in order to establish a sound system of risk oversight, management and internal control for each of the funds under management as well as its operations. The Risk Management Policy provides a framework for identifying, assessing, monitoring and managing risk, as well as communicating the roles and accountabilities of participants in the risk management function. The policy and framework are updated as required.

Risk Management Process

The risk management process is overseen by the Risk team, with the Risk and Controls Committee reporting to the Board and includes:

- considering the completeness and quantification of risks identified as part of the investment process (ensuring the identification and reporting of material risks as part of the approvals process);
- designing the overall risk management framework and keeping the framework relevant and appropriate considering global best practice, legal developments, emerging issues and challenges;
- monitoring the compliance of AFML and its managed funds with the Risk Management Policy and ensuring consistency of approach;
- where responsible for the fund risk management, reviewing and overseeing the preparation of fund risk registers in accordance with the Risk Management Policy;
- approving risk reports and presenting an overview to the AFML Board of Directors at its scheduled quarterly meetings. The clients, all professional, receive relevant risk reporting related to their fund or mandate (unless this is not within AFML's required or contracted scope of services); and
- feeding into the ICARA working group in its consideration of risk scenarios and harms to which the Firm may expose its clients and other stakeholders; itself, as a regulated firm and the UK financial system.

AFML's Board has ultimate responsibility for the development of appropriate strategies, frameworks, systems and controls for the management of risks within the AFML business.

Origination

As part of the due diligence process for potential investments, risks are identified by the investment team, together with relevant external advisers, and discussed with the risk teams and the relevant Investment Committee. In addition, the Risk and Controls Committee will also consider and approve any potential conflicts issues highlighted during the due diligence phase.

Asset Management

Once an investment has been executed by a managed and/or advised fund client, the investment team and the asset managers of the wider Amber group responsible for the investment will continue to be jointly accountable for any emerging risks and will identify and add them to the relevant Risk Register and discuss with risk. The Firm also has a Valuations Committee.

Effectiveness of risk management

The AFML Board meets on a regular basis and discusses financial performance, regulatory capital management and risk management. Management accounts demonstrating the continued adequacy of AFML's regulatory capital are formally reviewed quarterly by the Board. As part of the ICARA process, the Firm formally reviews its risk, controls, and other risk mitigation arrangements annually, having regard to the relevant laws, standards, principles, and rules (including FCA principles and rules), and assesses their effectiveness. The conclusions to this review inform the overall risk appetite of the firm which is reviewed at least annually, or more often as deemed appropriate, and is approved by the Board.

3 GOVERNANCE ARRANGEMENTS

Overview

AFML believes that effective governance arrangements help the Firm to achieve its strategic objectives while also ensuring that the risks to the Firm, its stakeholders, and the wider market are identified, managed, and mitigated.

The Board has overall responsibility for AFML and is therefore responsible for defining and overseeing the governance arrangements at the Firm. In order to fulfil its responsibilities, the Board meets on a quarterly basis to receive relevant reports from AFML functions including board committees, Finance, Legal, Risk and Compliance, and to formally approve advice provided. The Board oversees the implementation of the Firm's strategic objectives and risk appetite. It is responsible for ensuring the integrity of the Firm's accounting and financial reporting systems, including financial and operational controls; ensuring adequate systems and controls are in place and legal and regulatory compliance; and assessing the adequacy of policies relating to the provision of services to clients.

The Board receives information relating to the functioning and performance of regulatory aspects of the Firm including:-

- General organisational requirements, as well as the steps taken by the Firm to ensure continuity and regularity in the performance of its regulated activities, and the Firm's accounting policies;
- Changes to senior managers / material risk takers relevant to the Firm, including steps taken by the Firm, such as training, to ensure that employees have the necessary skills, knowledge, and expertise for the discharge of the responsibilities allocated to them, and to ensure that they are fit and proper persons;
- Policies, procedures and controls for meeting the Firm's compliance and financial crime requirements, including the MLRO and ABAC Officer Reports;
- Internal capital adequacy and risk assessment process ('ICARA');
- If any, outsourcing of critical or material operating functions or activities;
- Marketing activity;
- Consumer Duty impacts (e.g., products);
- Record-keeping controls and arrangements and Privacy;
- Conflicts of interest management;
- Remuneration policies and practices; and
- Whistleblowing controls.

The Management Body

AFML has a board consisting of five directors[2], the majority of whom as part of their role as employees of other Amber group companies, are members of other Amber group companies and/or entity boards. They may also hold non-executive positions on portfolio level project entities or companies of the Amber group, or under separate unregulated contractual arrangements with portfolio entities of advised client funds. There are no reportable in-scope directorships held by any members of the management body.

AFML is a non-SNI firm under the Senior Managers and Certification Regime ("**SM&CR**") and the board directors are all FCA-approved SMFs.

Approach to Diversity and Inclusion

The Amber management body recognises that the culture and satisfaction of its employees are central to the success of the company. Amber values the benefits of a diverse workforce and the contribution each individual colleague makes. Amber's goal is to create and maintain an open, supportive and inclusive work environment where everyone has an equal opportunity to succeed and reach their full potential, regardless of culture, race, ethnicity, gender and sexual orientation, disability, religious or spiritual beliefs. As a business, Amber seeks to live these values through its culture, underpinned by promoting inclusivity, equality and diversity in our policies, practices and procedures.

Risk & Controls Committee

Although not required under MIFIDPRU, AFML has established a Risk and Controls Committee. The Risk and Controls Committee is independent of the Origination and Asset Management functions, and includes the General Counsel/Head of Risk, the Compliance Officer/MLRO and senior members of the Risk team. The Committee is supported by risk teams comprising of various disciplines.

[2] As at 31st July 2025.

The Risk and Controls Committee reports to the AFML Board on a quarterly basis, with detailed AFML Risk Registers reviewed and reported to the Board every six months. The Committee discusses with the Board the Firm's overall current and future risk appetite and strategy in order to assist the Board in overseeing the implementation of that strategy by senior management. Risk is also discussed in detail at the wider Amber group level board.

4 OWN FUNDS

As at 31 December 2024 the Firm had own funds of £6.3m. The below regulator-prescribed tables provide a breakdown of the Firm's own funds.

Table 1: Composition of Regulatory Own Funds

	Item	Amount (GBP Thousands)	Source Based on Reference Numbers/Letters of the Balance Sheet in the Audited Financial Statements
1	**OWN FUNDS**	**6,285**	
2	**TIER 1 CAPITAL**	**6,285**	
3	**COMMON EQUITY TIER 1 CAPITAL**	**6,285**	
4	Fully paid up capital instruments	6,906	Shareholders' equity – 1
5	Share premium	0	
6	Retained earnings	17	Shareholders' equity – 2
7	Accumulated other comprehensive income	0	
8	Other reserves	0	
9	Adjustments to CET1 due to prudential filters	0	
10	Other funds	0	
11	(-) TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	0	
19	CET1: Other capital elements, deductions and adjustments	(638)	Total (intangible) assets – 1
20	**ADDITIONAL TIER 1 CAPITAL**	0	
21	Fully paid up, directly issued capital instruments	0	
22	Share premium	0	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	0	
24	Additional Tier 1: Other capital elements, deductions and adjustments	0	
25	**TIER 2 CAPITAL**	0	
26	Fully paid up, directly issued capital instruments	0	
27	Share premium	0	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	0	
29	Tier 2: Other capital elements, deductions and adjustments	0	

Table 2: Own Funds: Reconciliation of Regulatory Own Funds to Balance Sheet in the Audited Financial Statements

		Balance Sheet as in Published/Audited Financial Statements	Under Regulatory Scope of Consolidation	Cross-Reference to Table 1
		As at 31 December 2024	As at 31 December 2024	
Assets – Breakdown by Asset Classes According to the Balance Sheet in the Audited Financial Statements (in £'000)				
1	Intangible assets	638	n/a	Item 19
2	Trade debtors within 90 days	14,616	n/a	n/a
3	Non-trade debtors	362	n/a	n/a
4	Cash at bank – non-segregated	7,751	n/a	n/a
	Total Assets	**23,367**		
Liabilities – Breakdown by Liability Classes According to the Balance Sheet in the Audited Financial Statements (in £'000)				
1	Creditors	16,437	n/a	n/a
2	Accruals	7	n/a	n/a
	Total Liabilities	**16,444**		
Shareholders' Equity (in £'000)				
1	Ordinary shares	6,906	n/a	Item 4
2	Retained earnings	17	n/a	Item 6
	Total Shareholders' Equity	**6,923**		

Table 3: Own Funds: Main Features of Own Instruments Issued by AFML	
AFML's own funds consist of common equity Tier 1 capital. The main features of the own funds issued by the Firm are highlighted below:	
Public or private placement	*Private*
Instrument type	*Ordinary*
Amount recognised in regulatory capital (GBP thousands, as of most recent reporting date)	*6,906*
Nominal amount of instrument	*1*
Issue price	*1*
Redemption price	*Not applicable*
Accounting classification	*Ord*
Original date of issuance	*23 June 2009*
Perpetual or dated	*Not applicable*
Maturity date	*Not applicable*
Issuer call subject to prior supervisory approval	*Not applicable*
Optional call date, contingent call dates and redemption amount	*Not applicable*

Subsequent call dates, if applicable	*Not applicable*
Coupons/dividends	*Not applicable*
Fixed or floating dividend/coupon	*Not applicable*
Coupon rate and any related index	*Not applicable*
Existence of a dividend stopper	*Not applicable*
Convertible or non-convertible	*Not applicable*
Write-down features	*Not applicable*
Link to the terms and conditions of the instrument	*Not applicable*

5 OWN FUNDS REQUIREMENTS

AFML is required to at all times maintain own funds that are at least equal to the Firm's own funds requirement. The own funds requirement is the minimum requirement of the capital the Firm is required to hold, taken as the higher of the PMR, FOR or KFR.

The below illustrates the core components of AFML's own funds requirements:

Requirement	£'000
(A) Permanent Minimum Capital Requirement ("PMR")	75
(B) Fixed Overhead Requirement ("FOR")	2,010[3]
(C) K-Factor Requirements ("KFR")	
- K-AUM – Risk arising from managing and advising on investments	825
- K-COH – Risk arising from order execution and reception and transmission of orders	-
(D) Own Funds Requirement (Max. [A, B, C])	2,010

AFML is also required to comply with the overall financial adequacy rule ("**OFAR**"). This is an obligation on the Firm to hold own funds and liquid assets which are adequate, both as to their amount and quality, to ensure that:

- The Firm is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities; and
- The Firm's business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

Where AFML determines that the FOR is insufficient to mitigate the risk of a disorderly wind-down, the Firm must maintain 'additional own funds required for winding down', above the FOR, that are deemed necessary to mitigate the risks of a disorderly wind-down. Similarly, where the Firm determines that the KFR is insufficient to mitigate the risk of harm from ongoing operations, the Firm must maintain an amount of 'own funds required for ongoing operations', above the KFR, that is deemed sufficient to ensure the viability of the Firm throughout economic cycles.

The Firm's own funds threshold requirement ("**OFTR**") is the higher of:

- The Firm's PMR;
- The sum of the Firm's FOR and its additional own funds required for winding down; and
- The sum of the Firm's FOR and its additional own funds required for ongoing operations.

This is the amount of own funds that AFML is required to maintain of any given time to comply with the OFAR.

To determine the Firm's own funds threshold requirement, AFML identifies and measures the risk of harm faced by the Firm and considers these risks in light of its ongoing operations and also from a wind-down planning perspective. The Firm then determines the degree to which systems and controls alone mitigate the risk of harm and the risk of a disorderly wind-down, and thereby deduces the appropriate amount of additional own funds required to cover the residual risk. This process is documented and presented to, and ratified by, the Governing Body on at least an annual basis.

[3] FOR based on annualised expenditure to Q2 2024

6 REMUNERATION POLICY & PRACTICES

Overview

As a non-SNI MIFIDPRU Investment Firm, AFML is subject to the basic and standard requirements of the MIFIDPRU Remuneration Code (as laid down in Chapter 19G of the Senior management arrangements, Systems and Controls sourcebook in the FCA Handbook ("**SYSC**")). AFML, as an alternative investment fund manager ("**AIFM**"), is also classified as a collective portfolio management investment firm ("**CPMI**"), and as such, is also subject to the AIFM Remuneration Code ("**SYSC 19B**").

The purpose of the remuneration requirements is to:

- Promote effective risk management in the long-term interests of the Firm and its clients;
- Ensure alignment between risk and individual reward;
- Support positive behaviours and healthy firm cultures; and
- Discourage behaviours that can lead to misconduct and poor customer outcomes.

The objective of AFML's remuneration policies and practices is to establish, implement and maintain a culture that is consistent with, and promotes, sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profile of the Firm and the services that it provides to its clients.

AFML recognises that remuneration is a key component in how the group attracts, motivates, and retains quality staff and sustains consistently high levels of performance, productivity, and results. As such, the Firm's remuneration philosophy is also grounded in the belief that Amber's employees are its most important asset and provide its greatest competitive advantage.

AFML is committed to excellence, teamwork, ethical behaviour, and the pursuit of exceptional outcomes for its clients. From a remuneration perspective, this means that performance is determined through the assessment of various factors that relate to these values, and by making considered and informed decisions that reward effort, attitude, and results.

Whilst AFML does not have any of its own employees, services and personnel are provided from Amber Infrastructure Limited ("**AIL**") under two secondment agreements. These hold AIL, and such seconded persons employed by AIL, to these regulatory requirements.

Characteristics of AFML's Remuneration Policy and Practices

Remuneration at AFML is made up of fixed and variable components. The fixed component is set in line with market competitiveness at a level to attract and retain skilled staff. Compensation is generally made up of base salary, a package of employment benefits and performance-linked bonuses. Bonuses are discretionary and are assessed based on a variety of factors including financial and non-financial performance indicators. These are applied at the level of the individual, within teams and taking into account not only AFML performance, but performance of the group as a whole. Financial performance is not the only criteria and critical non-financial behavioural aspects are also considered.

Where financial performance is concerned, the emphasis is on appropriately rewarding observable outcomes. As such, unreceived financial outcomes (e.g., paper profits or projected returns) are generally excluded from consideration in bonus assessment until such time as those returns are achieved in cash terms. In simple terms, rewards are sought to be paid once outcomes have been achieved, rather than in anticipation of them.

Amber has set a ratio between the variable and fixed components of the total remuneration, by way of ensuring that the components are appropriately balanced and that the fixed component represents a sufficiently high proportion of the total remuneration to enable the operation of a fully flexible policy on variable remuneration. This allows for the possibility of paying no variable remuneration component, which the Firm would do in certain situations, such as if the Firm's profitability performance were to be particularly constrained, or if the Firm was not able to meet its capital or liquidity regulatory requirements.

Amber also recognises the importance and benefits of operating additional incentivisation plans for certain employees and operates a long-term incentive plan whereby certain senior employees are awarded an initial monetary value which is paid out to employees in the future, contingent on vesting and financial performance of the group. In addition, the business operates a management incentive plan whereby certain key managers in the business are aligned with the group's performance receiving certain profit interests and phantom awards which track the equity of the combined corporate group.

A number of AFML's managed funds operate carried interest schemes which provide direct alignment of interests between the plan participants and the fund investors. Plan participants include persons directly related to the specific mandate in an investment origination, asset management and/or financial management capacity and other senior individuals of the Amber group to provide necessary alignment with investors.

Governance and Oversight

The Amber group Management Committee is responsible for setting and overseeing the implementation of AFML's remuneration policy and practices (which comply with MIFIDPRU and the AIFM Remuneration Codes) across the Amber UK group. In order to fulfil its responsibilities, the Management Committee:

- is in a position to exercise competent judgement on remuneration policies and practices and the incentives created for managing risk, capital, and liquidity;

- prepares decisions regarding remuneration, including decisions that have implications for the risk and risk management of the Firm;
- ensures that the Firm's remuneration policy and practices take into account the long-term interests of the Firm's shareholders, its clients and their investors, and other stakeholders in the Firm; and
- ensures that the overall remuneration policy is consistent with the business strategy, objectives, values, and interests of the Firm and of its clients.

AFML's remuneration policy and practices are reviewed annually by the Operational Committee and approved by the AFML board. AFML has no Remuneration Committee given the size of the Firm.

Material Risk Takers

AFML is required to identify its material risk takers - those members of staff whose professional activities have a material impact on the risk profile of the Firm and of the assets that it manages. The types of staff that have been identified as material risk takers at AFML are:

- Members of the management body in its management function;
- Members of the senior management team;
- Those with managerial responsibility for a client-facing or client-dealing business unit of the Firm;
- Those with managerial responsibilities for the activities of a control function[4];
- Those with managerial responsibilities for the prevention of money laundering and terrorist financing;
- Those that are responsible for managing a material risk within the Firm;
- Those that are responsible for managing information technology, information security, and/or outsourcing arrangements of critical or important functions; and
- Those with authority to take decisions approving or vetoing the introduction of new products.

Compliance liaises closely with Human Resources in this area of recruitment or where there may be any concerns on competence or behaviour. The AFML Board receive a regular report on SM&CR compliance and approve the list of material risk takers. The AIGHL Board approves the list of material risk takers for the AIGHL Consolidation Group. Appropriate contractual clauses relating to remuneration are included in the employment contracts of all material risk takers.

Quantitative Remuneration Disclosure

The below table quantifies the remuneration paid to staff in the financial year 1 January 2024 to 31 December 2024. AFML has no employees but seconds personnel from the Amber group to perform required services both for the regulated and unregulated activities of AFML. For these purposes, 'staff' is defined broadly, and includes services provided by employees of other entities in the group, employees of joint service companies, and other secondees. The amounts below reflect the proportionate allocation of staff time (cost) to AFML:

Period: 1 January to 31 December 2024				
		Senior Management	Other Material Risk Takers	Other Staff
Total Number of Material Risk Takers		7	14	
Remuneration Awarded	Fixed (£'000)	954	1,421	2,764
	Variable (£'000)	2,517	1,326	1,745
	Total (£'000)	3,471	2,747	4,510
Guaranteed Variable Remuneration	Amount (£'000)	0	0	
	# Staff Awarded	0	0	

There were no severance payments made during the period to any material risk takers.

[4] A control function is defined as a function (including, but not limited to, a risk management function, compliance function and internal audit function) that is independent from the business units it controls and that is responsible for providing an objective assessment of the Firm's risks, and for reviewing and reporting on those risks.