

## **SECTION 172(1) STATEMENT FOR THE ACCOUNTING PERIOD ENDING DECEMBER 2020**

The following disclosure described how the directors have had regard to the matters set out in section 172(1)(a)-(f) and forms the directors statement required under section 414CZA of the Companies Act 2006.

### **Directors' duties**

The directors to the Board fulfil their duties in part through a governance framework that includes delegation of certain day-to-day decision making to senior employees, principally members of the Amber Executive Committee and various Investment Committees dedicated to the business's mandates. The Board is responsible for setting the Group's strategy and ensuring the necessary resources are available for long term sustainable success. The Board monitors management and financial performance against the Group's objectives. To enable it to do this, the Board receives updates on financial matters on at least a quarterly basis. The Board meets sufficiently frequently to discharge its duties and holds additional meetings when required, for example to review specific investment proposals. The Board also considers annually whether a dividend should be paid from surplus capital.

### **Risk management**

Since its formation in 2020, the Risk Committee has continued to identify, evaluate, manage and mitigate the risks in the business in compliance with the Amber Risk Management Policy. As part of its oversight across each of the mandates noted in the Review of Business above, a Conflicts of Interest Policy was created and made publicly available on the Amber website. As well as conflicts and the Principal Risks and Uncertainties noted above, key themes considered in 2020 were (i) certain key economic and political factors such as Brexit, (ii) Covid-19, and (iii) unique circumstances presented by specific proposed investments. The Risk Committee remains independent of the origination and portfolio management functions and reports directly to the Amber Executive Committee.

### **Engaging with our shareholders**

A small number of the Company's shareholders (which include members of the Company's Board) continue to be actively engaged within the business in an executive capacity. The Board also comprises members appointed by the Company's main shareholder, Hunt Amber London 1 Limited. The Board meet formerly quarterly each year, and ad hoc, as necessary, throughout the year. The Board recognises the importance of continuing an effective and transparent dialogue with shareholders and ensuring that non-management shareholders understand and support the Group's strategy and objectives. At least annually the Group's strategy and plan for the forthcoming year is explained and discussed with shareholders with quarterly reporting and update reviews.

### **Culture and environment**

The Board recognises that integrating environmental, social and governance (ESG) considerations into the Group's investments is of paramount importance to the Group's long-term success and value is placed on managing the Company in a sustainable way. In 2020, the Group was awarded an A+ score by the UN-backed Principles for Responsible Investment (UN PRI) assessment for both Strategy and Governance and the Infrastructure

Modules. In addition to being a registered supporter of the UN Sustainable Development Goals, consideration of ESG drivers continued to be an essential part of how the Group assesses the long-term viability of the investments it makes and associated asset management strategies. The Group's approach to sustainability goes beyond ESG integration through Amber Horizons, the Group's flagship sustainability and innovation programme, which ensures that the business draws on material trends to help drive innovation and improve investment decision making. In 2020 the business published its inaugural Sustainability Report, publicly available on the website, which sets out how ESG is incorporated into the business's governance and business strategy, investment integration and corporate culture. In addition, the Group's position on streamlined energy and carbon reporting can be found within the corporate culture section of this Sustainability Report.

### **Business relationships**

The Company is committed to acting ethically and with integrity in all business dealings and relationships. Fostering business relationships with key stakeholders, customers, investors and suppliers is important to the Company's success and many of the key-suppliers are engaged on multi-year contracts.

The Board looks to implement and enforce effective systems and controls to ensure its supply chains are maintaining the highest standard of business conduct in line with best practice including in relation to anti-bribery and modern slavery. The Board approves the Modern Slavery Statement annually and work closely with our suppliers and peers to build on our knowledge and promote best practice.

Certain members of the Board and the Amber Executive Committee receive regular reports and meet as required with certain suppliers that are key to the business to discuss feedback and to determine how well the relationship is operating. This process includes regular reporting and engagement with the limited partners of the funds noted in the Review of Business above, in relation to the fund activity. The Board regularly re-evaluates who the Group's key stakeholders are, in part taking in feedback from its employees, and engages with these stakeholders accordingly.

### **Engaging with employees**

The Group's UK staff are engaged by the Company's subsidiary Amber Infrastructure Limited. During usual business operations, the groups c100 employees would largely be operating in one location, enabling a high level of visibility regarding employee engagement and satisfaction. However, with the transition to mass remote working as a result of the Covid-19 restrictions, the Board, acting through the Amber Executive Committee, implemented several critical changes to ensure employee engagement and satisfaction were maintained in the new working environment.

Throughout the lockdown restrictions, the Board issued regular communications to staff to ensure they understood the latest information and guidance regarding Covid-19. Through Amber's existing IT infrastructure, all staff were able to transition to remote working with no business interruption and minimal operational impact for staff. In addition to our annual appraisal process, line managers were also encouraged to engage in more informal regular discussions with employees to understand their drivers, development needs, concerns and to help build trust between the manager and team. A new business magazine was launched to keep all staff up to date on the latest business and industry news and to provide them with

critical information and tips regarding mental health, staff benefits and working practices. Several staff pulse surveys were also carried out to understand employees needs and satisfaction at various points of the year. Directly as a result of these surveys, several new initiatives were introduced including the establishment of a formal virtual learning and development programme.

### **Our response to Covid-19**

While Covid-19 has had a significant impact upon consumers, businesses and the economy, our strong operational resilience has allowed the Group to continue to operate effectively during this time. The Board believed the best way to support communities and maintain the business's role as a responsible investors and manager, was to (i) focus on the business's strengths, (ii) operate in line with investor expectations, and (iii) be flexible within the boundaries of agreed contracts. The following key activities summarise this approach:

- Close engagement with public sector clients. The business's public sector clients are determining how to support their communities and given our position within the asset we can play an active role in helping them to develop solutions. This means working with the company's clients to support the assets to serve their communities most productively.
- Maintaining supply chain liquidity. Public policy measures put in place to contain the spread of Covid-19 are resulting in significant operational disruption for many companies. Given the continuing demand for services, and promptly paying suppliers, the Company is helping to keep the economy going.
- Keeping employees/contractors safe and financially secure. By keeping services running for the company's public sector clients, we have kept people employed and reduced dependence on the Government's furlough scheme. However – it is vitally important that all employees/contractors are operating in a safe environment and the appropriate risk assessments are in place to support this.
- Supporting requests for financial aid. UN PRI is encouraging investors to be open to assisting companies, debtors and governments with flexibility in financial arrangements and with more direct support where feasible.
- Supporting investment-led initiatives. The company's more substantial operating company investments are well placed to provide direct support to communities that they influence. Amber, through the board representation, have fully support the initiatives identified by those businesses.