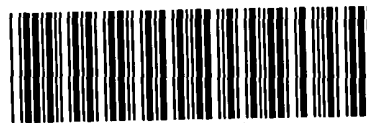


**Amber Capital UK LLP**  
**Members' Report and Financial Statements**  
**For the Year Ended 31 December 2021**

FRIDAY



\*ABA9F8PU\*

A10

12/08/2022

#149

COMPANIES HOUSE

**Contents**

---

	Page
<b>Information</b>	<b>1</b>
<b>Members' Report</b>	<b>2</b>
<b>Statement of Members' Responsibilities in respect of the Financial Statements</b>	<b>4</b>
<b>Independent Auditor's Report</b>	<b>5</b>
<b>Statement of Comprehensive Income</b>	<b>7</b>
<b>Statement of Financial Position</b>	<b>8</b>
<b>Reconciliation of Members' Interests</b>	<b>9</b>
<b>Notes to the Financial Statements</b>	<b>10</b>
The following pages do not form part of the statutory financial statements:	
<b>Appendix I - Pillar III disclosure (unaudited)</b>	<b>17</b>

---

**Amber Capital UK LLP**

---

**Information**

---

<b>LLP registered number</b>	OC322586
<b>Registered office</b>	Kent House 14-17 Market Place London W1W 8AJ
<b>Independent auditors</b>	Haysmacintyre LLP 10 Queen St Place London EC4R 1AG
<b>Bankers</b>	The Royal Bank of Scotland 62/63 Threadneedle Street London EC2R 8LA  HSBC Bank Fenchurch Street Branch 60 Fenchurch Street London EC3M 4AQ  Barclays Bank Plc Leicester Leicestershire LE87 2BB
<b>Solicitors</b>	Simmons & Simmons LLP CityPoint One Ropemaker Street London EC2Y 9SS

**Members' Report  
For the Year Ended 31 December 2021**

---

The members present their annual report together with the audited financial statements of Amber Capital UK LLP ("the LLP") for the year ended 31 December 2021.

**Principal activities and review of the business**

The LLP's principal activity is providing investment management services to (i) PriviEdge – Amber Event Europe; (ii) Amber Capital Investment Management ICAV, Amber Global Opportunities Limited, Amber Active Investors Limited, Amber Selective Opportunities Fund, Amber Strategic Opportunities Fund, and (iii) Oviedo Investments SCSp and Oviedo Holdings S.à.r.l.. The LLP is regulated and authorised by the Financial Conduct Authority. The LLP also provides execution and other services to Amber Capital Italia SGR S.p.A..

**Results and allocation to members**

The results for the year are a profit for the financial year before members' remuneration and profit share available for discretionary division among members of £5,006,982 (2020: £2,073,502) shown in the Statement of Comprehensive Income. The profit has increased from the previous year due to a reduction in turnover in 2020 caused by volatility across the portfolio of funds attributable to the COVID-19 pandemic. Profits will be allocated to the members as governed by the Partnership Agreement dated 28 June 2012 and the members' respective Allocation Notices.

The LLP's Statement of Financial Position shows a satisfactory position with Members' other interests amounting to £6,546,982 (2020: £3,613,502).

**Future developments**

There are no plans which will significantly change the activities and risks of the LLP.

**Principal risks and uncertainties**

The principal risks and uncertainties affecting the LLP relate to the performance of the underlying funds it manages and the impact that poor performance has on the ability to attract and retain investors. The underlying funds are exposed to market risks which may be impacted by wider market trends. Other risks and uncertainties relate to the ability to attract and retain key investment professionals. The LLP is not exposed to any significant price, credit, liquidity or cash flow risk.

**Financial key performance indicators ("KPIs")**

The KPIs of the LLP relate to the growth of assets under management and the performance of the funds managed. Given the straightforward nature of the business, the members are of the opinion that an analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

**Going concern**

The members have assessed the going concern status of the LLP and concluded that there are no material uncertainties that may cast significant doubt about the LLP's ability to continue as a going concern. The impact of COVID-19 pandemic resulted in significant volatility in global markets during 2020 to date. The pandemic is still ongoing but the members do not believe the situation causes a material uncertainty in the LLP's ability to continue as a going concern. The LLP has sufficient liquid resources to ensure that it can meet its liabilities as they fall due over the next 12 months from the date of this report.

The members therefore continue to adopt a going concern basis of accounting in the financial statements.

**Members**

The members of the LLP who were in office during the year and up to the date of this report were as follows:

Amber Capital UK Holdings Limited  
Gilles Emile Andre Fretigne (resigned 31 January 2021)  
Joseph Marie Oughourlian  
Olivier Marie Jacques Louis Fortesa  
Camilio Azzouz

The responsibility for the management and control of the LLP is exercised by the members of the LLP through both the Governance and Management Committee. Amber Capital UK Holdings Limited and Olivier Marie Jacques Louis Fortesa were designated members as at 31 December 2021. On the 31 January 2021, Gilles Emile Andre Fretigne resigned as designated member and Olivier Marie Jacques Louis Fortesa was appointed as designated member.

**Members' Report (continued)  
For the Year Ended 31 December 2021**

---

**Members' profit allocation**

The profits are allocated among the members in accordance with the Partnership Agreement dated 28 June 2012 and the members' respective Allocation Notices.

**Policy for members' drawings, subscriptions and repayments of members' capital**

Policies for members' drawings, subscriptions and repayment of members' capital are governed by the Partnership Agreement dated 28 June 2012 and any subsequent amendments/deeds of adherence since that date. In summary, the capital contributions made by each existing member were set out in the Partnership Agreement and the Corporate Member determines the capital contribution to be paid by all future further members. These capital contributions are only repaid at the discretion of the members of the LLP when a partner's membership in the LLP ceases. The Governance Committee of the LLP has sole discretion to determine and vary the level of each member's drawings, which it will do based on the requirements of the LLP. To the extent that the aggregate drawings of any member in any financial year exceed the profits so allocated to such member in respect of such financial year, such excess shall be treated as a debt due to the LLP, repayable immediately, unless determined otherwise by the Governance Committee. There were no transfers of equity to debt or debt to equity during the year.

**Indemnity**

The members have been covered by third party liability insurance throughout the year and the policy of insurance remains in force.

**Statement of disclosure of information to auditors**

Each member at the time when this Members' Report is approved has confirmed that:

- so far as that member is aware, there is no relevant audit information of which the LLP's auditors are unaware, and
- that member has taken all the steps that ought to have been taken as a member in order to be aware of any relevant audit information and to establish that the LLP's auditors are aware of that information.

**Independent Auditors**

The auditors, Haysmacintyre LLP, were appointed during the year and have indicated their willingness to continue in office. The designated members will propose a motion re-appointing the auditors at a meeting of the members.

This report was approved by the members on 24 March 2022 and signed on their behalf by:

*Olivier Fortesa*

**Olivier Fortesa**  
Designated Member

---

**Statement of Members' Responsibilities in respect of the Financial Statements**

---

The members are responsible for preparing the Annual Report and financial statements in accordance with applicable law and regulations.

Company law, as applied to limited liability partnerships, partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations"), requires the members to prepare financial statements for each financial year. Under that law, the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law, as applied to limited liability partnerships, the members must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the limited liability partnership and of the profit or loss of the limited liability partnership for that period. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the limited liability partnership will continue in business.

The members are also responsible for safeguarding the assets of the limited liability partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the limited liability partnership's transactions and disclose with reasonable accuracy at any time the financial position of the limited liability partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships by the Regulations.

---

**Independent Auditors' Report to the Members of Amber Capital UK LLP**

---

**Opinion**

We have audited the financial statements of Amber Capital UK LLP ("the LLP") for the year ended 31 December 2021 which comprise the Statement of Comprehensive Income, Statement of Financial Position, the Reconciliation of Members' Interest and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the LLP in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the members' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the limited liability partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Other information**

The members are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of members' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of members**

As explained more fully in the members' responsibilities statement set out on page 4, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

**Independent Auditors' Report to the Members of Amber Capital UK LLP (continued)**

---

In preparing the financial statements, the members are responsible for assessing the LLP's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

**Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud.**

Based on our understanding of the LLP and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the Investment advisory business and trade regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, income tax, payroll tax and sales tax.

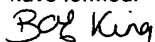
We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions, journals recorded at the end of the period with little or no description, journals that have significant impact on the profit/loss of the LLP; and
- Challenging assumptions and judgements made by management in their critical accounting estimates

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Use of our report**

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to limited liability partnerships. Our audit work has been undertaken so that we might state to the limited liability partnership's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.



Bernadette King (Senior Statutory Auditor)  
For and on behalf of Haysmacintyre LLP, Statutory  
Auditors Date: 31 March 2022

10 Queen Street Place  
London  
EC4R 1AG



**Statement of Comprehensive Income  
For the Year Ended 31 December 2021**

---

	Note	2021 £	2020 £
Turnover	4	10,369,988	8,322,577
Cost of sales	5	-	(2,321,248)
<b>Gross profit</b>		<b>10,369,988</b>	<b>6,001,329</b>
Administrative expenses		(5,363,109)	(3,930,015)
<b>Operating profit</b>	6	<b>5,006,879</b>	<b>2,071,314</b>
Interest receivable	7	103	2,188
<b>Profit for the financial year before members' remuneration available for discretionary division among members</b>		<b>5,006,982</b>	<b>2,073,502</b>

All transactions are from continuing operations.

There was no other comprehensive income for 2021 (2020: none) other than that disclosed in the Statement of Comprehensive Income.

There are no differences between total comprehensive income available for discretionary division among members as stated above and its historical cost equivalent.

**Statement of Financial Position**  
**As at 31 December 2021**

	Note	2021 £	2020 £
<b>Fixed assets</b>			
Tangible assets	9	642	1,156
<b>Current assets</b>			
Debtors: Amounts falling due within one year	10	7,292,628	3,742,780
Cash and cash equivalents	11	1,523,642	2,228,523
		<b>8,816,270</b>	<b>5,971,303</b>
Creditors: Amounts falling due within one year	12	(938,184)	(734,460)
<b>Net current assets</b>		<b>7,878,086</b>	<b>5,236,843</b>
<b>Net assets attributable to members</b>		<b>7,878,728</b>	<b>5,237,999</b>
<b>Represented by:</b>			
Loans and other amounts due to members within one year	13	1,331,746	1,624,497
<b>Members' other interests</b>			
Members' capital classified as equity		1,540,000	1,540,000
Other reserves classified as equity		5,006,982	2,073,502
<b>Total members' other interests</b>		<b>6,546,982</b>	<b>3,613,502</b>
<b>Total equity and liabilities</b>		<b>7,878,728</b>	<b>5,237,999</b>
<b>Total members' interests</b>			
Amounts due from members (included in trade and other debtors)	10	-	(878,373)
Loans and other debtors due to members	13	1,331,746	1,624,497
Members' other interests		6,546,982	3,613,502
		<b>7,878,728</b>	<b>4,359,626</b>

The financial statements were approved and authorised for issue by the members on 24 March 2022 and were signed on their behalf by:

*Olivier Fortesa*

Olivier Fortesa  
Designated Member

**Reconciliation of Members' Interests  
For the Year Ended 31 December 2021**

	Members' capital classified as equity £	Other reserves classified as equity £	Total members' other interests £	Loans and debts due to members less any amounts due from members in debtors £	Total members' interests £
<b>At 1 January 2020</b>	<b>1,530,000</b>	<b>2,219,349</b>	<b>3,749,349</b>	<b>1,747,009</b>	<b>5,496,358</b>
Profit for the year available for discretionary division among members	-	2,073,502	2,073,502	-	2,073,502
<b>Members' interests after profit for the year</b>	<b>1,530,000</b>	<b>4,292,851</b>	<b>5,822,851</b>	<b>1,747,009</b>	<b>7,569,860</b>
Capital introduced by members	10,000	-	10,000	-	10,000
Allocated profit for the year	-	(2,219,349)	(2,219,349)	2,219,349	-
Amounts withdrawn by members	-	-	-	(2,068,860)	(2,068,860)
Other movements	-	-	-	(1,151,374)	(1,151,374)
<b>Balance at 31 December 2020</b>	<b>1,540,000</b>	<b>2,073,502</b>	<b>3,613,502</b>	<b>746,124</b>	<b>4,359,626</b>
Profit for the year available for discretionary division among members	-	5,006,982	5,006,982	-	5,006,982
<b>Members' interests after profit for the year</b>	<b>1,540,000</b>	<b>7,080,484</b>	<b>8,620,484</b>	<b>746,124</b>	<b>9,366,608</b>
Capital introduced by members	20,000	-	20,000	-	20,000
Capital repaid by members	(20,000)	-	(20,000)	-	(20,000)
Allocated profit for the year	-	(2,073,502)	(2,073,502)	2,073,502	-
Amounts withdrawn by members	-	-	-	(1,039,847)	(1,039,847)
Other movements	-	-	-	(448,033)	(448,033)
<b>Balance at 31 December 2021</b>	<b>1,540,000</b>	<b>5,006,982</b>	<b>6,546,982</b>	<b>1,331,746</b>	<b>7,878,728</b>
				<b>2021</b>	<b>2020</b>
				£	£
Amounts due to members				1,331,746	1,624,497
Amounts due from members				-	(878,373)
				<b>1,331,746</b>	<b>746,124</b>

Notes 1 to 16 from an integral part of these financial statements.

**Notes to the Financial Statements  
For the Year Ended 31 December 2021**

---

**1. General information**

Amber Capital UK LLP ("the LLP") is a limited liability partnership incorporated and domiciled in England. The address of the registered office and principal place of business is Kent House, 14-17 Market Place, London, W1W 8AJ.

**2. Accounting policies****2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS 102"), the Companies Act 2006, the Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008 and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" issued in January 2017, applicable for periods commencing on or after 1 January 2016 (the "LLP SORP").

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the entity's accounting policies to the financial statements of the LLP (see note 3).

The principal accounting policies applied in preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

**2.2 Financial reporting standard 102 – reduced disclosure exemptions**

The LLP has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A; and
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29.

This information is included in the consolidated financial statements of Amber Capital UK Holdings Limited as at 31 December 2021 and these financial statements may be obtained from the LLP's registered office.

**2.3 Foreign currency translation****Functional and presentation currency**

The LLP's functional and presentational currency is British Pounds Sterling (GBP).

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each year end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income as gains or losses.

**2.4 Turnover**

Turnover, which is stated net of any value added tax, represents management and performance fees for investment management services provided directly to the funds and fees arising from services charged to Amber Capital Management LP, a related entity domiciled in Delaware, United States of America and Amber Capital Italia SGR S.p.A., a related entity domiciled in Italy.

**Notes to the Financial Statements (continued)**  
**For the Year Ended 31 December 2021**

---

**2. Accounting policies (continued)****2.4 Turnover (continued)**

Turnover is recognised on an accruals basis when the services have been performed and all of the following conditions are satisfied:

- the amount of turnover can be measured reliably and;
- it is probable that the LLP will receive the consideration due under the contract.

**2.5 Cost of sales**

Cost of sales, which are stated net of value added taxes, represent fees payable under a revenue sharing arrangement. Direct costs are recognised on an accruals basis, when the LLP has the right to receive the turnover to which the sharing arrangement relates.

**2.6 Operating leases**

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the period of the lease.

Any incentives to enter into an operating lease are credited to the Statement of Comprehensive Income as a reduction of the rental expense on a straight-line basis over the term of the lease.

**2.7 Interest income**

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

**2.8 Taxation**

No provision has been made for UK taxation in the financial statements. Each member is exclusively liable for any tax liabilities arising out of their interest in the LLP, which will be assessed on the individual members and not on the LLP.

**2.9 Tangible assets**

Tangible assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is necessary for an asset to be capable of operating in a manner intended by management.

The LLP adds to the carrying amount of an item of tangible assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the LLP. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Comprehensive Income during the year in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Leasehold improvements	- 3 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

**Notes to the Financial Statements (continued)**  
**For the Year Ended 31 December 2021**

---

**2. Accounting policies (continued)****2.10 Financial instruments**

The LLP has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

The basis for recognition and measurement of financial instruments is as set out in these accounting policies.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished; that is, when the contractual obligation is discharged, cancelled or expires.

Financial assets and liabilities are offset and the net amounts presented in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2.11 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment. Where there is a possibility that debtors may not be recoverable the LLP provides for a provision against the applicable debtor and amounts are stated net of the provision.

**2.12 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

**2.13 Creditors**

Short-term creditors are measured at transaction price.

**2.14 Members' capital**

Members' capital is classified as equity when it is not automatically repayable on retirement and is not interest bearing.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**(a) Critical judgements in applying the entity's accounting policies**

The members do not believe there are any critical judgements (apart from those involving estimates) which have had a significant effect on the amounts recognised in the financial statements.

**Notes to the Financial Statements (continued)**  
**For the Year Ended 31 December 2021**

---

**3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)****(b) Critical accounting estimates and assumptions**

The LLP makes estimates and assumptions concerning the future. The LLP's main areas of estimation and assumption are accrued expenses, the useful economic life of assets and the recoverability of debtors. The resulting accounting estimates could differ from the related actual results. These estimates and assumptions do not have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**4. Turnover**

	2021 £	2020 £
Investment advisory and administrative services	9,729,783	7,957,752
Management fees	640,205	364,825
	<u>10,369,988</u>	<u>8,322,577</u>
	2021 £	2020 £
Europe	853,242	693,520
Rest of the World	9,516,746	7,629,057
	<u>10,369,988</u>	<u>8,322,577</u>

**5. Cost of sales**

	2021 £	2020 £
Advisory fees	-	2,321,248

**6. Operating profit**

The operating profit is stated after charging:

	2021 £	2020 £
Depreciation of tangible assets	514	1,728
Fees payable to the LLP's auditors for:		
- the audit of the LLP's financial statements	11,100	9,500
- other assurance services	1,750	1,600
Other operating lease rentals	246,658	246,658

**7. Interest receivable**

	2021 £	2020 £
Bank and other interest receivable	103	2,188

Notes to the Financial Statements (continued)  
For the Year Ended 31 December 2021

8. Information in relation to members

	2021 Number	2020 Number
Average number of members during the year	<u>4</u>	<u>6</u>
	2021 £	2020 £
Profit attributable to the member with the largest entitlement	<u>617,244</u>	<u>1,124,929</u>

9. Tangible assets

	Leasehold improvements £	Computer equipment £	Total £
<b>Cost:</b>			
At 1 January 2021	<u>40,470</u>	<u>3,447</u>	<u>43,917</u>
<b>At 31 December 2021</b>	<u>40,470</u>	<u>3,447</u>	<u>43,917</u>
<b>Depreciation</b>			
At 1 January 2021	<u>40,470</u>	<u>2,291</u>	<u>42,761</u>
Charge for the year	<u>-</u>	<u>514</u>	<u>514</u>
<b>At 31 December 2021</b>	<u>40,470</u>	<u>2,805</u>	<u>43,275</u>
<b>Net book value</b>			
<b>At 31 December 2021</b>	<u>-</u>	<u>642</u>	<u>642</u>
<b>At 31 December 2020</b>	<u>-</u>	<u>1,156</u>	<u>1,156</u>

10. Debtors: amounts falling due within one year

	2021 £	2020 £
Amounts owed by related undertakings	5,779,530	1,639,523
Other debtors	1,260,385	998,020
Prepayments and accrued income	252,713	226,864
Amounts due from members	<u>-</u>	<u>878,373</u>
	<u>7,292,628</u>	<u>3,742,780</u>

Amounts due from members and related entities are interest free and are repayable on demand.

11. Cash and cash equivalents

	2021 £	2020 £
Cash at bank and in hand	<u>1,523,642</u>	<u>2,228,523</u>



**Notes to the Financial Statements (continued)**  
**For the Year Ended 31 December 2021**

---

**12. Creditors: amounts falling due within one year**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Trade creditors	114,511	507,337
Amounts due to related undertakings	115,801	-
Other creditors	620,917	1,729
Accruals and deferred income	86,955	225,394
	<u><b>938,184</b></u>	<u><b>734,460</b></u>

**13. Loans and other debts due to members**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Amounts due to members	<u><b>1,331,746</b></u>	<u><b>1,624,497</b></u>

Loans and other debts due to members rank equally with debts due to ordinary creditors in the event of a winding up.

All amounts due to members are repayable on demand and are interest free.

**14. Commitments under operating leases**

At 31 December 2021 the LLP had future minimum lease payments under non-cancellable operating leases for each of the following years:

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Not later than 1 year	273,785	273,785
Later than 1 year and not later than 5 years	547,570	821,355
	<u><b>821,355</b></u>	<u><b>1,095,140</b></u>

**Notes to the Financial Statements (continued)**  
**For the Year Ended 31 December 2021**

---

**15. Related party transactions**

Amber Capital UK Holdings Limited ("ACH"), the immediate parent undertaking:

During the year, ACH charged the LLP £4,688,193 (2020: £3,090,957). The amount due to ACH at 31 December 2021 was £1,182,177 (2020: £1,624,497).

Amber Capital Italia SGR S.p.A ("SGR"), an entity under common control:

During the year, the LLP charged execution, financial analysis and investor relation service fees of £213,037 (2020: £328,695) to SGR. SGR charged advisory services of £223,292 (2020: £347,277) to the LLP. At 31 December 2021, SGR owed £52,654 (2020: £357,384) to the LLP.

Amber Capital Management LP ("ACM"), the ultimate parent undertaking:

During the year, the LLP charged service fees of £9,516,746 (2020: £7,629,057) to ACM. At 31 December 2021, ACM owed £4,876,997 (2020: £922,884) to the LLP.

Oviedo Investments SCSp ("Oviedo"), a fund which the LLP manages:

During the year, the LLP provided investment management services of £640,205 (2020: £364,825) to Oviedo. At 31 December 2021, the LLP was owed £153,956 (2020: £123,869) by Oviedo with respect to investment management services. This amount is included within prepayments and accrued income in note 10.

Amber Capital LP ("ACLP"), an entity under common control:

During the year, the LLP provided funding to and received funding from ACLP. At 31 December 2021, the LLP owed £115,801 (2020: £nil) to ACLP.

Other amounts due (to)/from related parties at 31 December 2021 were as follows:

	2021	2020
	£	£
Amber Active Investors Limited	283,651	-
Amber Capital Armenia CJSC	12,399	12,399
Amber Capital Cayman GP I	2,316	2,316
Amber Capital Lux GP I	1,187	1,187
Amber European Long Opportunities Fund	1,870	-
Amber Global Opportunities Limited	10	-
Amber Latin America LLC – Series Three	171,917	6,995
Amber Strategic Opportunities Fund	31,291	46,539
J4A II Holdings	5,539	3,532
Oviedo Investments ScSP	20,899	16,281
Oviedo Partners LP	65,588	60,326
PrivilEdge – Amber Event Europe	197,000	153,000
San Lazzaro Holdings LLC	15	2,263
San Lazzaro GP LP	(811)	8,580
Solférino	363	8,838
Amber Capital Italia SGR	56,645	-
	<b>849,879</b>	<b>322,256</b>

Key management personnel:

The members are the only key management personnel of the LLP. The profit allocated to the members during the year amounted to £2,073,502 (2020: £2,219,349) and is based on the profits of the preceding year.

**16. Controlling party**

The LLP's immediate parent undertaking is Amber Capital UK Holdings Limited, which has included the LLP in its consolidated financial statements, copies of which are available from its registered office at Kent House, 14-17 Market Place, London, W1W 8AJ. Amber Capital UK Holdings Limited's parent is Amber Capital Management LP, a limited partnership domiciled in the state of Delaware, United States of America. The ultimate controlling party is Joseph Marie Oughourlian.

---

**Appendix I – Pillar III disclosure (unaudited)**

---

The following unaudited additional information does not form part of the financial statements.

**AMBER CAPITAL UK LLP  
PILLAR 3 RISK DISCLOSURE STATEMENT**

**Introduction**

Amber Capital UK LLP (the "Firm") is required by the Financial Conduct Authority ("FCA") to disclose information relating to the capital it holds and each material category of risk it faces in order to assist users of its financial statements and to encourage market discipline. These disclosures aim to provide information on the risk exposures faced by the Firm and the risk assessment process it has in place to monitor these. Known as "Pillar 3" disclosures, they are required to be made under Chapter 11 of the FCA's Prudential Sourcebook for Banks, Building Societies and Investment Firms ("BIPRU") and are seen as complementary to the Firm's minimum capital requirement calculation ("Pillar 1") and the internal review of its capital adequacy ("Pillar 2").

The Firm is a limited liability partnership incorporated in England.

The Firm is the investment manager of several funds and special purpose vehicles (the "Funds") and is responsible for all trading and other investment decisions for the Funds. The Firm is authorised and regulated by the FCA.

**Capital adequacy****Capital resources**

As at 31 December 2021, the Firm held regulatory capital resources of £3,614,000 (2020: £2,735,000). This comprised solely of core Tier 1 capital.

**Capital requirement**

As at 31 December 2021, the Firm's Pillar 1 capital requirement was £508,000. This has been determined by reference to the Firm's credit and market risk and calculated in accordance with the FCA's General Prudential Sourcebook ("GENPRU") at GENPRU 2.1.53. The requirement is based on the credit and market risk since this exceeds the Firm's Fixed Overheads Requirement ("FOR") and also exceeds its base capital resources requirement of €50,000 (2020: €50,000).

The FOR is based on annual expenses net of variable costs (which include discretionary bonuses paid to staff, exchange losses and certain one-off professional fees). The Firm monitors its expenditure on a monthly basis and takes into account any material fluctuations in order to determine whether the FOR remains appropriate to the size and nature of the business or whether any adjustment needs to be made intra-year. This is monitored by a managing member and reported to members of the Firm on a quarterly basis.

**Satisfaction of capital requirements**

Since the Firm's Internal Capital Adequacy Process ("ICAAP") process has not identified capital to be held over and above the Pillar 1 requirement, the capital resources detailed above are considered adequate to continue to finance the Firm over the next year.

---

**Appendix I – Pillar III disclosure (unaudited, continued)**

---

**Risk management**

The Firm has established a risk management process in order to ensure that it has effective systems and controls in place to identify, monitor and manage risks arising from the business. Due to the nature, size and complexity of the Firm it has not appointed an independent risk management function. The risk management process is overseen by Gilles Fretigne, a managing member of the Firm (and also the Firm's Chief Executive Officer) with the members of the Firm taking overall responsibility for this process. A formal update on operational matters is provided to the members on a quarterly basis. Management accounts demonstrating continued adequacy of the Firm's regulatory capital are also provided on a monthly basis. The Firm's ICAAP (Pillar 2) review is undertaken formally at least annually; it is via this process that the Firm determines that it is able to identify and manage its key risks in an on-going basis and that it has sufficient capital in respect of such risks. This process is forward looking and is an integral part of the management of the Firm.

Appropriate action is taken where risks are identified which fall outside of the Firm's risk tolerance levels or where the need for remedial action is required in respect of identified weaknesses in the Firm's mitigating controls.

Specific risks applicable to the Firm come under the headings of business, operational and credit risks.

**Business risk**

The majority of the Firm's revenue is generated through the provision of services to the Funds. The loss of this revenue would result in the Firm itself making a loss. This risk is mitigated by the level of capital held by the Firm.

**Operational risk**

The Firm places strong reliance on the operational procedures and controls that it has in place in order to mitigate risk and seeks to ensure that all personnel are aware of their responsibilities in this respect.

The Firm has identified a number of key operational risks to manage. These relate to key man issues, the risk of occurrence of trading errors, cyber security breaches, disaster recovery risks and the potential for serious regulatory breaches. Appropriate policies are in place to mitigate these risks, which include taking out adequate professional indemnity insurance.

The risk of loss of key trading personnel is mitigated by the fact that the portfolio managers are members of the Firm, and partners of the Firm's ultimate parent entity. Operational procedures exist to prevent and identify trade errors. The Firm maintains and enforces a cyber security policy and procedures to prevent, identify and address any related events. The Firm has alternative arrangements in place should a disaster recovery event occur. These arrangements are tested on a regular basis in order to ensure that they would be effective should they be required to be invoked. The Firm's employees undergo periodic training to ensure that they understand their regulatory obligations.

**Credit risk**

The Firm is exposed to credit risk in respect of fees billed to ACMLP and Amber Capital Italia SGR S.p.A. and Oviedo Investments SCSp., its rent deposit with its landlord and cash held on deposit.

Credit exposure is limited since the Firm has one main counterparty, ACMLP. The Firm's bank accounts are held with large international credit institutions.

Given the nature of the Firm's exposures, no specific policy for hedging and mitigating credit risk is in place. The Firm uses the simplified standardised approach detailed in BIPRU 3.5.5 of the FCA Handbook when calculating risk weighted exposures in respect of its debtors. This amounts to 8% of the total balances due. All bank balances are subject to a risk weighted exposure of 1.6% in accordance with BIPRU 3.4 of the FCA Handbook.

**Appendix I – Pillar III disclosure (unaudited, continued)**

---

**Consolidation**

The Firm is a member of a group that prepares financial statements on a fully consolidated basis for accounting purposes under UK GAAP. The financial statements are prepared on the going concern basis. Consolidated supervision reports prepared for the purpose of providing prudential returns to the FCA require each company in the group to assess the capital held and the capital required in accordance with the provisions set out in BIPRU 8 of the FCA Handbook. This requires all regulated firms within the group to maintain adequate capital resources so as to meet their capital requirements. Unregulated firms are not required to meet capital requirements on an individual basis provided there is adequate capital in the group as a whole.

The Firm is responsible for ensuring that sufficient capital is maintained on an entity by entity basis as well as on a consolidated basis.

**BIPRU Remuneration Code**

The FCA's BIPRU Remuneration Code ("Code") can be applied by the Firm in a proportionate way. As such, the members have determined that the following rules are not proportionate to the Firm and have not implemented these detailed rules:

- SYSC 19C.3.44 - Ratios between fixed and variable components of total remuneration;
- SYSC 19C.3.47 - Retained shares and other instruments;
- SYSC 19C.3.49 - Deferral; and
- SYSC 19C.3.51, 19C.3.52 - Performance adjustment

**Decision-making process for remuneration policy****Qualitative information**

The members of the Firm are responsible for approving the remuneration policy and, in doing so, take into account the pay and conditions across the Firm.

This includes the individual remuneration packages of members and other senior employees, including all in positions of significant influence and those having an impact on the Firm's risk profile ("Remuneration Code Staff").

Members receive drawings in accordance with the Partnership Agreement and any remaining profits are allocated to members in accordance with the Partnership Agreement.

No individual is involved in decisions relating to his or her own remuneration.

**a) Code Staff criteria**

In accordance with the FCA's criteria for Remuneration Code Staff, the Firm has identified those individuals who meet the relevant criteria, based on the definition noted below:

- a person who performs a significant influence function for a firm;
- a senior manager;
- risk takers, whose professional activities could have a material impact on the Firm's risk profile; and
- all staff whose total remuneration takes them into the same bracket as senior management and risk takers.

**Appendix I – Pillar III disclosure (unaudited, continued)**

---

**Decision-making process for remuneration policy**

**Qualitative information (continued)**

**b) The link between pay and performance for Remuneration Code Staff**

Remuneration is made up of fixed pay (i.e. salary and benefits) and performance-related pay (i.e. annual bonus). Performance-related pay is designed to reflect success or failure against a range of targets.

The structure of the remuneration package is such that the fixed element is sufficiently large to enable the Firm to operate a truly flexible bonus policy.

The Firm is subject to, and is in compliance with, the Code. The purpose of the Code generally is to ensure that firms have risk focused remuneration policies, which are consistent with and promote effective risk management and do not expose the firm to excessive risk.

The Code is capable of application in a proportionate manner (the Proportionality Rule). The Firm's members are responsible for setting the Firm's remuneration policy for all staff, and the Compliance Oversight Officer is a member of the senior management team.

Variable remuneration, to the extent it is paid, is directly linked to the Firm's performance and profitability as a whole.

**Quantitative information**

The total remuneration for Remuneration Code Staff For the Year Ended 31 December 2021 is £2,136,002.