

SUSTAINABLE IMPACT CAPITAL LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

Section 172(1) statement

The Directors have acted in a way that they considered, in good faith, to be most likely to promote the success of Sustainable Impact Capital Limited (the 'Company') for the benefit of its sole member, and in doing so had regard, amongst other matters, to:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company's maintaining a reputation for high standards of business conduct; and
- to act fairly between members of the Company.

The Directors also took into account the views and interests of a wider set of stakeholders, including our regulator, the Government, and non-government organisations. You can find out more about who are key stakeholders are, how management engaged with them, the key issues raised and actions taken on pages 14 to 15 of the Barclays PLC annual report 2019 which is incorporated by reference into this statement.

Considering this broad range of interests is an important part of the way the Board makes decisions; however, in balancing those different perspectives it won't always be possible to deliver everyone's desired outcome.

How does the board engage with stakeholders?

The Board will sometimes engage directly with certain stakeholders on certain issues, but the size and distribution of our stakeholders and of Barclays means that stakeholder engagement often takes place at an operational level.

In addition, to ensure a more efficient and effective approach, certain stakeholder engagement is led at Barclays group level, in particular where matters are of group-wide significance or have the potential to impact the reputation of the Barclays group.

The Board considers and discusses information from across the organisation to help it understand the impact of Barclays' operations, and the interests and views of our key stakeholders. It also reviews strategy, financial and operational performance, as well as information covering areas such as key risks, and legal and regulatory compliance. This information is provided to the board through reports sent in advance of each board meeting, and through in-person presentations.

As a result of these activities, the board has an overview of engagement with stakeholders, and other relevant factors, which enables the Directors to comply with their legal duty under section 172 of the Companies Act 2006.

The following is an example of how the Directors have had regard to the matters set out in sections 172 when discharging their section 172 duties and the effect of that on certain of the decisions taken by them.

Engagement in action

On 2 October 2019, the Directors have decided to approve the reduction of the Company's existing share capital in accordance with the solvency statement procedure for private limited companies set out in sections 641 to 644 inclusive of the CA 2006.

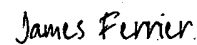
On 14 October 2019, the Directors have decided to pass a Special Resolution, pursuant to section 299 of the CA 2006, to change the name of the Company to Sustainable Impact Capital Limited.

The impact on a range of stakeholders including customers, clients, colleagues and suppliers was considered prior to approval.

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FOR THE YEAR ENDED 31 DECEMBER 2019**

This report was approved by the board on 29 September 2020 and signed on its behalf.

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J Ferrier
Director
Date: 29 September 2020
Registered number: 02052321
1 Churchill Place, London, E14 5HP