Greenvale Capital LLP

Pillar 3 Risk Disclosure

Introduction

Greenvale Capital LLP ("Greenvale" or the "Firm") is required by the FCA to disclose information relating to the capital it holds and each material category of risk it faces to assist users of its accounts and to encourage market discipline.

The Capital Requirements Directive (CRD) created a revised regulatory capital framework across Europe covering how much capital financial services firms must retain. In the United Kingdom, rules and guidance are provided in the General Prudential Sourcebook (GENPRU) for Banks, Building Societies and Investments Firms (BIPRU).

The FCA framework consists of three "Pillars":

- Pillar 1 sets out the minimum capital requirements that companies need to retain to meet their credit, market and operational risk;
- Pillar 2 requires companies to assess whether their Pillar 1 capital is adequate to meet their risks and is subject to annual review by the FCA;
- Pillar 3 requires companies to develop a set of disclosures which will allow market participants to assess key information about its underlying risks, risk management controls and capital position. These disclosures are seen as complimentary to Pillar 1 and Pillar 2.

Rule 11 of BIPRU sets out the provisions for Pillar 3 disclosure. The rules provide that companies may omit one or more of the required disclosures if such omission is regarded as immaterial. Information is considered material if its omission or misstatement could change or influence the decision of a user relying on the information. In addition, companies may also omit one or more of the required disclosures where such information is regarded as proprietary or confidential. The Firm believes that the disclosure of this document meets its obligation with respect to Pillar 3.

Firm Overview

Greenvale is incorporated in the UK and is authorised and regulated by the FCA as a Full Scope Alternative Investment Fund Manager, and is categorised by the FCA for prudential regulatory purposes both as a Collective Portfolio Management Firm ("CPMI") and a BIPRU firm.

The Governing Body of Greenvale has the daily management and oversight responsibility. It generally meets quarterly and is composed of:

- Bruce Emery (Partner); and
- Andrew Wall (Chief Operating Officer)

The Governing Body is responsible for the entire process of risk management, as well as forming its own opinion on the effectiveness of the process. In addition, the Governing Body decides Greenvale's risk appetite or tolerance for risk and ensures that the Firm has implemented an effective, ongoing process to identify risks, to measure its potential impact and then to ensure that such risks are actively managed. Senior Management is accountable to the Governing Body for designing, implementing and monitoring the process of risk management and implementing it into the day-to-day business activities of Greenvale.

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Capital Resources and Requirements

Capital Resources

Pillar 1

Greenvale was authorised by the FCA on 29 September 2015 and as at 31 December 2018 held regulatory capital resources of £4,284,256 comprised solely of core Tier 1 capital.

The Firm has calculated its BIPRU capital resources in accordance with GENPRU 2.2:

As a partnership its capital arrangements are as follows:

The Firm is required, as a CPMI firm, to maintain 'own funds' which equal or exceed the higher of:

- Funds under management requirement of €125,000 plus 0.02% of the AIF AUM exceeding €250,000,000;
- The sum of its market and credit risk requirements; or
- Own funds based on its Fixed Overhead Requirement (which is essentially 25% of the Firm's operating expenses less certain variable costs);
- PLUS PII Capital requirement based on the excess for professional liability risk or additional own funds of 0.1%.

As at 31 May, the Firm's Pillar 1 capital requirement was **£425,920**

Satisfaction of Capital Requirements

Pillar 2

The Firm has adopted the "Structured" approach to the calculation of its Pillar 2 Minimum Capital Requirement as outlined in the Committee of European Banking Supervisors Paper, 27 March 2006 which takes the higher of Pillar 1 and 2 as the ICAAP capital requirement. It has assessed Business Risks by modeling the effect on its capital planning forecasts and assessed Operational Risk by considering if Pillar 2 capital is required taking into account the adequacy of its mitigation.

Since the Firm's Internal Capital Adequacy Assessment Process (ICAAP or Pillar 2) 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. No additional capital injections are considered necessary and the Firm expects to continue to be profitable.

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 in the business. The risk management process is overseen by the Firm's members.

As risks are identified within the business, appropriate controls are put in place to mitigate these and compliance with them is monitored on a regular basis. The frequency of monitoring in respect of each risk area is determined by the significance of the risk. The Firm does not intend to take any risks with its own capital and ensures that risk taken within the portfolios that it provides advice to is closely monitored. The results of the compliance monitoring performed is reported to the partners by the Compliance Officer.

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. These relate to disruption of the office facilities, system failures, trade failures and failure of third party service providers. Appropriate policies are in place to mitigate against risks, including appropriate insurance policies and business continuity plans.

Credit Risk

The main credit risk to which the Firm is exposed is in respect to the failure of its debtors to meet their contractual obligations. The majority of the Firm's receivable is related to investment management activities. The Firm believes its credit risk exposure is limited since the Firm's revenue is ultimately related to management fees received from funds. These management fees are drawn throughout the year from the funds managed. Other credit exposures include bank deposits and office rental deposits.

The Firm undertakes periodic impairment reviews of its receivables. All amounts due to the Firm are current and none have been overdue during the year. As such, due to the low risk of non-payment from its counterparties, management is of the opinion that no provision is necessary. A financial asset is overdue when the counterparty has failed to make a payment when contractually due. Impairment is defined as a reduction in the recoverable amount of a fixed asset or goodwill below its carrying amount.

The Firm has adopted the standardised approach to credit risk, and therefore follows the provision within BIPRU 3 standardised credit risk of the FCA handbook. The Firm applies a credit risk capital component of 8% to its non-trading book risk weighted exposure. As the Firm does not make use of an external credit rating agency, it is obligated to use a risk weight of 100% to all non-trading book credit exposures, except cash and cash equivalents which are held by investment grade firms and currently attract a risk weighting of 20%.

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The table below sets forth the Firm's credit exposures and corresponding capital resource requirements as at the date of its ICAAP assessment:

Capital	£4,284,527
Funds under management requirement (a)	£83,970
Fixed overheads requirement(b)	£425,921
Credit risk + Market Risk (c)	£143,961
PII Requirement (d)	£0
Total Capital requirements (a) or (b) or (c) PLUS (d)	£425,921
Surplus	£3,858,606

Solo Basis	**Credit Exposure**	**Risk weighted Exposure**
Accrued Income	£11,701.16	£11,701.16
Tangible fixed assets	£0	£0
Due from affiliates – within 3 months	£0	£0
Due from affiliates – after 3 months	£0	£0
Cash at bank	£2,544,413	£508,882
Prepayments	£0	£0
Other	£3,947	£3,947
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Total	£2,548,360	£512,829
	=========	=======
Credit Risk Capital Component (8% of risk weighted exposure)		**£41,026**

Market Risk

Market Risk exposure has been assessed by the Firm and is limited to the Firm's exposure to any assets held on the Firm's Balance Sheet denominated in a foreign currency. The Firm receives its income in USD and its reporting currency is GBP and when required, some foreign currency assets are converted into GBP to cover the Firm's expenditure. The Firm is subject to the Fixed Overhead Requirement.

Remuneration Disclosures -

The Firm has adopted a remuneration policy and procedures that comply with the requirements of chapter 19B of the FCA's Senior Management Arrangements, Systems and Controls Sourcebook (SYSC), and in accordance with ESMA's Guidelines on sound remuneration policies. The Firm have considered all the proportionality elements in line with the FCA Guidance.

Remuneration is designed to ensure that the firm does not encourage excessive risk taking and staff interests are aligned with those of the clients.

The Governing Body, as the Remuneration Committee, is directly responsible for the overall remuneration policy which is reviewed annually. Variable remuneration is adjusted in line with capital and liquidity requirements as well as the Firm's performance. The Governing Body will review the remuneration strategy on an annual basis together with the Remuneration ("Code Staff").

The Firm ensures that its remuneration structure promotes effective risk management and balances the fixed and variable remuneration components for all Code and Non-Code staff. Total Remuneration is based on balancing both financial and non-financial indicators together with the performance of the Firm and the staff member's business unit. The Firm will monitor the fixed to variable compensation to ensure SYSC 19B is adhered to with respect to Total Compensation where applicable.

In accordance with SYSC 19B, the Firm makes the following quantitative remuneration disclosure:

Code Staff Quantitative Remuneration

The Firm is required to disclose aggregate information on remuneration in respect of its Code Staff, broken down by business area and by senior management and other Code Staff. Senior management and members of staff whose actions have a material impact on the risk profile of the Firm are classified as Code Staff. The relatively small size and lack of complexity of the Firm's business is such that the Firm only has the one business area, investment management and does not regard itself as operating, or needing to operate, separate 'business areas' and the following aggregate remuneration data should be read in that context:

The aggregate remuneration (in thousands) of code staff for the year ended 31 December 2018, was £2,022.5.