

# Crossbridge Group's Pillar 3 Disclosure and Policy

## Introduction

### Regulatory Context

The Pillar 3 disclosure of Crossbridge Capital LLP and Crossbridge Capital (UK) Ltd ("the Group") is set out below as required by the FSA's "Prudential Sourcebook for Banks, Building Societies and Investment Firms" (BIPRU) specifically [BIPRU 11.3.3 R](#). This follows the introduction of the Capital Requirements Directive ("CRD") which represents the European Union's application of the Basel Capital Accord. The regulatory aim of the disclosures is to improve market discipline.

### Frequency

The Group will be making Pillar 3 disclosures annually. The disclosures will be as at the Accounting Reference Date – 31<sup>st</sup> March 2011 ("ARD").

### Media and Location

The disclosure will be published on our website.

### Verification

The information contained in this document has not been audited by the Group's external auditors and does not constitute any form of financial statement and must not be relied upon in making any judgement on the Group.

### Materiality

The Group regards information as material in disclosures if its omission or misstatement could change or influence the assessment or decision of a user relying on that information for the purpose of making economic decisions. If the Group deems a certain disclosure to be immaterial, it may be omitted from this Statement.

### Confidentiality

The Group regards information as proprietary if sharing that information with the public would undermine its competitive position. Proprietary information may include information on products or systems which, if shared with competitors, would render the Group's investments therein less valuable. Further, the Group must regard information as confidential if there are obligations to customers or other counterparty relationships binding the Group to confidentiality. In the event that any such information is omitted, we shall disclose such and explain the grounds why it has not been disclosed.

## Summary

The CRD requirements have three pillars. Pillar 1 deals with minimum capital requirements; Pillar 2 deals with Internal Capital Adequacy Assessment Process ("ICAAP") undertaken by a firm and the Supervisory Review and Evaluation Process through which the firm and regulator satisfy themselves on the adequacy of capital held by the Group in relation to the risks it faces and; Pillar 3 which deals with public disclosure of risk management policies, capital resources and capital requirements. The regulatory aim of the disclosure is to improve market discipline.

The Group is an Investment Management Group. It acts solely as agent, so the main protection to our customers is provided through client money arrangements. The Group's greatest risks have been identified as business and operational risk. The Group is required to disclose its risk management objectives and policies for each separate category of risk which include the strategies and processes to manage those risks; the structure and organisation of the relevant risk management function or other appropriate arrangement; the scope and nature of risk reporting and measurement systems; and the policies for hedging and mitigating risk, and the strategies and processes for monitoring the continuing effectiveness of hedges and mitigants.

The Group has assessed business and operational risks in its ICAAP and set out appropriate actions to manage them.

A number of key operations are outsourced by our clients to third party providers such as administrators reducing our exposure to operational risk. The Group has an operational risk framework (described below) in place to mitigate operational risk. The Group's main exposure to credit risk is the risk that management and performance fees cannot be collected and therefore credit risk is low. The Group holds all cash and performance fee balances with banks assigned high credit ratings.

Market Risk exposure has been assessed by the Group and is limited to the Group's exposure to any cash amounts held by the Group in a foreign currency. All foreign currency is converted into GBP on a regular basis.

## **Background to the Group**

### **Background**

Crossbridge Capital LLP is incorporated in the UK and is authorised and regulated by the FSA as an Investment Management Firm. The Firm's activities give it the BIPRU categorisation of a "Limited Licence" and a "BIPRU €50K" firm. Crossbridge Capital (UK) Ltd is incorporated in the UK and is a Financial Holding Company for Crossbridge Capital LLP.

The following entities are covered by the ICAAP:

- Crossbridge Capital LLP
- Crossbridge Capital (UK) Ltd

Crossbridge Capital LLP is a BIPRU Investment Firm without an Investment Firm Consolidation Waiver deducting Material Holdings under ([GENPRU 2 Annex 4](#)).

## **BIPRU 11.5.1**

### **Disclosure: Risk Management Objectives and Policies**

#### **Risk Management Objective**

The Group has a risk management objective to develop systems and controls to mitigate risk to within its risk appetite.

#### **Governance Framework**

The Executive Committee is the Governing Body of the Group and has the daily management and oversight responsibility. It meets quarterly and is composed of:

- Tarek Khlaf
- Jean-Pierre Aoun

The Executive Committee 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 the Group's risk appetite or tolerance for risk and ensures that the Group 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 Executive Committee for designing, implementing and monitoring the process of risk management and implementing it into the day-to-day business activities of the Group.

## Risk Framework

Risk within the Group is managed by use of the following:

- The Governing Body of the Group is responsible for the total process of risk management, as well as forming its own opinion on the effectiveness of the process.
- The Governing Body sets the risk strategy policies.
- The Group has a conservative approach to risk;
- The Group has identified its risks and recorded them in a 'Risk Register';
- The 'Risk Register' is reviewed at regular meetings of the executive committee
- The Group has undertaken scenario Analysis and Stress Tests on the most significant risks identified. This informs the Group how risk are likely to behave and what, if any, impact there is likely to be to our balance sheet; and
- The Group has in place an internal control framework to govern its processes and procedures and to mitigate any risks.

## BIPRU 11.5.4

**Disclosure:** Compliance with BIPRU 3, BIPRU 4, BIPRU 6, BIPRU 7, BIPRU 10 and the Overall Pillar 2 Rule

## BIPRU 3

For its Pillar 1 regulatory capital calculation of Credit Risk, under the credit risk capital component the Group has adopted the Standardised approach ([BIPRU 3.4](#)) and the Simplified method of calculating risk weights ([BIPRU 3.5](#)).

### Credit Risk calculation

Credit Risk Capital Requirement	Rule	Capital Component
Credit risk capital component	BIPRU 3.2	£55,149
Counterparty risk capital component	BIPRU 13 & 14	£0
Concentration risk capital component	BIPRU 10	£0
<b>Total</b>		<b>£55,149</b>

	Rule	Exposure	Risk Weight	Risk weighted exposure amount
National Government Bodies	BIPRU 3.4.2	£0	0%	£0
Banks etc long-term	BIPRU 3.4.36	£0	50%	£0
Banks etc short-term	BIPRU 3.4.39	£409,731	20%	£81,946
Corporates	BIPRU 3.4.52	£510,614	100%	£510,614
Past due item	BIPRU 3.4.96	£0	100%	£0
Fixed assets	BIPRU 3.4.127	£58,508	100%	£58,508
Prepayments	BIPRU 3.4.128	£88,300	100%	£88,300
<b>Total</b>		<b>£1,067,153</b>		<b>£739,368</b>
<b>Credit Risk Capital Component</b>	8% of risk weighted exposure			<b>£55,149</b>

**BIPRU 4**

The Group does not adopt the Internal Ratings Based approach and hence this is not applicable.

**BIPRU 6**

The Group, consisting of a Limited Licence Firm is not subject to the Pillar I Operational Risk Requirement and, therefore, this is not applicable.

**BIPRU 7**

The Group has Non-Trading Book potential exposure only ([BIPRU 7.4](#), [7.5](#)).

**BIPRU 10**

The Group is not subject to the Large Exposure Rules at BIPRU 10 and, therefore, no disclosure on this is required.

**Overall Pillar 2 Rule**

The Group has adopted the “Structured” approach to the calculation of its ICAAP Capital Resources Requirement as outlined in the Committee of European Banking Supervisors Paper, 25 January 2006.

The ICAAP assessment is reviewed by the Executive Committee and amended where necessary, on a quarterly basis or when a material change to the business occurs. The Executive Committee presents the ICAAP document to the Governing Body of the Group which reviews and endorses the risk management objective each quarter or when a material change to the business occurs at the same time as reviewing and signing off the ICAAP document.

**BIPRU 11.5.8****Disclosure: Credit Risk and Dilution Risk**

The Group is primarily exposed to Credit Risk from the risk of non-collection of advisory and sub-advisory fees. It holds all cash and performance fee balances with Banks assigned high credit ratings. Consequently risk of past due or impaired exposures is minimal. A financial asset is past due when a 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.

**BIPRU 11.5.12****Disclosure:** Market Risk

The Group has Non Trading Book potential exposure only ([BIPRU 7.4](#) & [7.5](#)).

**Market Risk calculation**

	Rule	Position	Risk Weight	PRR
Interest rate position risk requirement	BIPRU 7.2	£0	8%	£0
Equity position risk requirement	BIPRU 7.3	£0	8%	£0
Commodity position risk requirement	BIPRU 7.4	£0	8%	£0
Foreign currency position risk requirement	BIPRU 7.5	£0	8%	£0
Option position risk requirement	BIPRU 7.6	£0	8%	£0
Collective investment undertaking position risk requirement	BIPRU 7.7	£0	32%	£0
<b>Total</b>		<b>£0</b>		<b>£0</b>

**BIPRU 11.5.2****Disclosure:** Scope of application of directive requirements

The Group is subject to the disclosures under the [Banking Consolidation Directive](#) however, it is not a member of a UK Consolidation Group and consequently, does not report on a consolidated basis for accounting and prudential purposes.

**BIPRU 11.5.3****Disclosure:** Capital Resources

Crossbridge Capital LLP is a BIPRU Investment Firm without an Investment Firm Consolidation Waiver deducting Material Holdings under ([GENPRU 2 Annex 4](#)). Tier 1 Capital comprises of LLP Members' Capital and Audited Reserves.

Tier 1 Capital	£502,927
Deductions	£0
Tier 2 Capital	£0
Deductions	£0
Capital Resources	£502,927
Tier 3 Capital	£0
Deductions	£0
<b>Total Capital</b>	<b>£502,927</b>

**BIPRU 11.5.5**

This disclosure is not required as the Group has not adopted the Internal Ratings Based approach to Credit Risk and therefore is not affected by [BIPRU 11.5.4R \(3\)](#).

**BIPRU 11.5.6**

This disclosure is not required as the Group has not adopted the Internal Ratings Based approach to Credit Risk and therefore is not affected by [BIPRU 11.5.4R \(3\)](#).

**BIPRU 11.5.7**

This disclosure is not required as the Group does not have a Trading Book.



**BIPRU 11.5.18****Disclosure: Remuneration**

The Group is a Remuneration Code Proportionality Tier 4 Group and has applied the rules appropriate to its Proportionality Tier. The Governing Body is responsible for the Group's remuneration policy. All variable remuneration is adjusted in line with capital and liquidity requirements.

**Remuneration Code Staff remuneration by business area (BIRPU 11.5.18(6))**

<b>Business area</b>	<b>Total remuneration</b>
Wealth Management	£738,373

**Aggregate quantitative variable remuneration by senior management and other Remuneration Code Staff (BIPRU 11.5.18(7))**

<b>Type of Remuneration Code Staff</b>	<b>Total Remuneration</b>
Senior management	£315,384
Other Remuneration Code Staff	£422,989
<b>Totals</b>	<b>£738,373</b>