

COMPANY NO: 6276706

MESIROW FINANCIAL INTERNATIONAL UK, LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

Year Ended 31 March 2017

TUESDAY

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CONTENTS OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

	Page
Company Information	
Report of the Directors	2-3
Directors' Responsibilities Statement	. 4
Independent Auditor's Report	5
Profit and Loss Account	6
Balance Sheet	7
Statement of Changes in Equity	. 8
Notes to the Einspein Statements	9.16

Company Information

Directors

Richard Scott Price Kristie Paula Paskvan Dennis B. Black Dermot Keegan

Registered office

Sackville House 40 Piccadilly London W1J ODR United Kingdom

Independent and Statutory Auditor

Deloitte LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2DB United Kingdom

Report of the Directors

The directors present their annual report and the audited financial statements for the year ended 31 March 2017.

Directors

The Company information on page 1 sets out details on directors serving during the year and up to the date of this report. The directors have an indirect interest in the share capital of Mesirow Financial International UK, LTD (the "Company") through its ultimate parent, Mesirow Financial Holdings, Inc.

Director's Indemnities

Mesirow Financial Holdings, Inc. has made qualifying third party indemnity provisions for the benefit of the Company, along with its officers and directors, which were made during the year and remain in force at the date of this report.

Going Concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1 in the financial statements.

Financial instruments

The Company does not enter into or trade financial instruments, including derivative instruments.

Financial risk management policies and objectives

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's exposure to its counterparties is continuously monitored. The Company measures credit risk on a fair value basis.

Foreign currency risk management

The Company undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. The Company does not currently enter into any hedging transactions to hedge these risks but continues to monitor the potential impact of foreign currency risk to the Company.

Liquidity and cash flow risk management

The Company manages liquidity and cash flow risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Events which have occurred since the end of the financial year

There are no significant post balance sheet events to report.

Existence of branches outside the United Kingdom

There are no branches of the Company outside the UK.

Results for the year

During the year ended 31 March 2017, the Company experienced an increase in turnover of £293,347 (7.4%). Turnover is comprised of translation gains and a mark-up on expenses of the Company which increased as a result of net overall increase in compensation costs in comparison to the year ended 31 March 2016. Additionally, foreign currency fluctuations caused increased translation gains for the year ended 31 March 2017.

Future developments

We do not expect any significant changes in the state of affairs in future years.

Report of the Directors (Continued)

Dividends

It is proposed that no dividends be paid for the year ended 31 March 2017 (year ended 31 March 2016: £nil).

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming annual general meeting.

Approval

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

The report of the directors was approved by the board on 26 July 2017 and signed on its behalf by:

Richard Scott Price

Director

Kristie Paula Paskvan

Director

Sackville House 40 Piccadilly London W1J ODR United Kingdom

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF MESIROW FINANCIAL INTERNATIONAL UK, LTD

We have audited the financial statements of Mesirow Financial International UK, Ltd for the year ended 31 March 2017 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company'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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 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 directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit.
- the directors were not entitled to prepare the financial statements in accordance with the small companies
 regime and take advantage of the small companies exemption in preparing the Directors' Report or from the
 requirement to prepare a Strategic Report.

Chris Hunter CA (Senior statutor

Chris Hunter CA (Senior statutory auditor) for and on behalf of Deloitte LLP Statutory Auditor Edinburgh, United Kingdom

26 July 2017

Profit and Loss Account For the year ended 31 March 2017

		Year Ended 31 March 2017	Year Ended 31 March 2016
	Notes	2	£
Turnover	1(c)	4,234,964	3,941,617
Cost of Sales		(3,393,483)	(3,232,989)
Gross Profit		841,481	708,628
Administrative expenses		(295, <u>642)</u>	(307,815)
Operating Profit		545,839	400,813
Profit on ordinary activities before taxation	3	545,839	400,813
Tax on profit on ordinary activities	5	(290,600)	(91,265)
Profit for the financial year		255,239	309,548

There are no recognised gains or losses in either year other than those disclosed in the profit and loss account above. Accordingly, no separate statement of recognised gains and losses has been prepared.

All activities relate to continuing operations.

The notes on pages 9 to 16 form an integral part of these financial statements.

Balance Sheet At 31 March 2017

	Notes	31 March 2017 £	31 March 2016 £
Fixed assets			
Tangible fixed assets	7	28,911	64,612
Current assets			
Debtors: amounts failing due within one year	· 8 :	2,832,708	2,285,703
Cash at bank and in hand		1,945,241	1,733,025
		4,777,949	4,018,728
Creditors: amounts falling due within one year	9	(1,926,554)	(1,458,273)
Net current assets		2,851,395	2,560,455
Total assets less current liabilities		2,880,306	2,625,067
Net assets		2,880,306	2,625,067
Capital reserves			
Share capital	- 10	670,000	670,000
Profit and loss account	11	2,210,306	1,955,067
Shareholder's funds	12	2,880,306	2,625,067

The financial statements have been prepared in accordance with Section 1A of FRS102 and the provisions applicable to companies subject to the small companies regimes to the small companies of the small companies regimes.

Company No: 6276706

The financial statements were approved and authorised for issue by the board on 26 July 2017 and signed on its behalf by:

Richard Scott Price

Director

Kristie Paula Paskvan

Director

The notes on pages 9 to 16 form an integral part of these financial statements. $_{\scriptscriptstyle \rm S}$

Statement of Changes in Equity At 31 March 2017

	Share Capital £	Profit and Loss Account £	Total £
At 31 March 2015	670,000	1,645,519	2,315,519
Profit for the financial year		309,548	309,548
At 31 March 2016	670,000	1,955,067	2,625,067
Profit for the financial year		255,239	255,239
At 31 March 2017	670,000	2,210,306	2,880,306

The notes on pages 9 to 16 form an integral part of these financial statements.

Notes to the Financial Statements For the Year Ended 31 March 2017

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

(a) General information and basis of accounting

Mesirow Financial International UK, LTD ("the Company") is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The Company's principal activity is to provide investment advisory services.

The Company is a private Company limited by shares and is registered in England and Wales. The address of the registered office is given on page 1.

The average monthly number of employees (including executive directors) was 9 (2016: 8).

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. An exemption has been taken in relation to presentation of a cash flow statement.

(b) Going concern

The Company's business activities, together with principal risks and uncertainties, financial risk management policies and objectives (including risks related to credit, foreign currency, liquidity and cash flow), as well as factors likely to affect its future development, performance and position, are set out in the Report of the Directors on pages 2-3. The Company's parent corporation, Mesirow Financial Holdings, Inc. ("MFH") has sufficient cash resources and is fully committed to supporting the Company's activities. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the uncertainty in the current economic outlook.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Company continues to adopt the going concern basis in preparing the financial statements.

(c) Turnover

Turnover represents income from investment advisory services that the Company conducts on behalf of the U.S. parent company and its subsidiaries. The turnover is attributable to activity based in the United Kingdom. Turnover is recognised on an accruals basis.

(d) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, net of depreciation. Depreciation is provided evenly on the cost of tangible fixed assets, to write them down to their estimated residual values over their expected useful lives. Leasehold improvements are amortised over the life of the lease. The useful life for furniture is seven years, equipment is five years and computer hardware and software is three years.

1. ACCOUNTING POLICIES (Continued)

(e) Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis.

(f) Taxation

Current tax, including U.K. corporation tax and foreign tax, is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(g) Foreign currency

Transactions in foreign currencies are recorded at the average rate of exchange for sterling prevailing during the month the transaction is entered into. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rate of exchange prevailing at that date. All exchange differences are included in the profit and loss account.

(h) Pension contributions

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable to the plan in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

2. CRITICAL ACCOUNTING JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4.

Notes to the Financial Statements (Continued) For the year ended 31 March 2017

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	Year Ended 31 March 2017 £	Year Ended 31 March 2016
Profit on ordinary activities before taxation is stated after charging (crediting):		
Auditor remuneration		
- audit of the annual accounts	24,850	21,000
- other audit related assurance services	6,000	3,500
- tax services (fees payable to the Company's auditor and its		
associates)	9,633	18,077
Depreciation (note 8)	35,701	35,180
Operating lease rentals	126,691	135,891
Foreign exchange gain	(160,842)	(42,484)
STAFF COSTS		
	Year Ended	Year Ended
	31 March 2017	31 March 2016
Average monthly number of employees	9	8
Staff costs:	£	2
Salaries and bonuses	2,090,827	1,951,610
Social security costs and other	825,885	759,432
Pension plan contributions	143,095	116.440
	3,059,807	2,827,482

The Company makes contributions to defined contribution pension plans on behalf of its employees.

5. TAXATION

	Year Ended 31 March 2017	Year Ended 31 March 2016
	£	E
The tax charge comprises:		
United Kingdom Corporation tax at 20% (2016: 20%)	302,542	87,764
Adjustment in respect of prior years	(7,150)	5,624
Current tax charge for year	295,392	93,388
Deferred tax		
Timing differences, origination and reversal	(5,203)	(2,123)
Change in rate	411_	•
Total deferred tax (see note 6)	(4,792)	(2,123)
Tax on profit on ordinary activities	290,600	91,265

The standard rate of tax applied to reported profit on ordinary activities is 20 per cent (2016: 20 per cent). In recent years, the UK Government has steadily reduced the rate of UK corporation tax with the Finance (No. 2) Act 2015 enacting the rate of corporation tax at 20% with effect from 1 April 2015, 19% from 1 April 2017 and 18% from 1 April 2020.

There is no explry date on timing differences, unused tax losses or tax credits.

The difference between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	Year Ended 31 March 2017	Year Ended 31 March 2016
	<u> </u>	£
Profit on ordinary activities before taxation	545,839	400,813
Theoretical tax at UK corporation tax rate of 20% (2016 - 20%)	109,168	80,163
Effects of:		
Expenses not deductible for tax purposes	3,715	5,478
Change in tax rate	411	-
Disallowable deductions for anti-hybrid rules	184,456	•
Adjustment in respect of prior years	(7,150)	5,624
Total tax charge for year	290,600	91,265

6. DEFERRED TAX ASSET

7.

		Year Ended	Year Ended
		31 March 2017	
		£	£
Movement on deferred taxation balance in	the year:		
Opening balance		3,010	
Change in corporate tax rate		(411	•
Credit to profit and loss account		5,203	2,123
Closing balance		7,802	3,010
		Year Ended	Year Ended
		31 March 2017	31 March 2016
		£	£
Analysis of deferred tax balance:			
Fixed asset timing differences		7,802	3,010
Deferred tax asset		7,802	3,010
		Year Ended	Year Ended
		31 March 2017	31 March 2016
		£	£
Analysis of deferred tax balance:			
Amounts expected to be recognized within:	12 months	•	•
Amounts expected to be recognized beyond	12 months	7,802	3,010
Deferred tax asset		7,802	3,010
TANGIBLE FIXED ASSETS			
		£	
	Equipment,		
	Hardware	Leasehol	-
Cost	and Software	Furniture Improveme	ents Total

	<u> </u>			
Cost	Equipment, Hardware and Software	Furniture	Leasehold Improvements	Total
As of 1 April 2016	124,858	63,734	337,579	526,171
Disposais	(6,750)			(6,750)
As of 31 March 2017	118,108	63,734	337,579	519,421
Accumulated depreciation				
As of 1 April 2016	(124,858)	(61,919)	(274,782)	(461,559)
Disposals	6,750	•	-	6,750
Charge for the year		(924)	(34,777)	(35,701)
As of 31 March 2017	(118,108)	(62,843)	(309,559)	(490,510)
Net book value				
As of 1 April 2016		1,815	62,797	64,612
As of 31 March 2017		891	28,020	28,911

•	DERTORE.	AMOUNTS FALLING DUE WITHIN ONE YEAR
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8.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Due from group undertakings	2,030,724	1,814,694
	Prepayments and accrued Income	497,172	239,972
	Deferred taxes (note 6)	7,802	3,010
	Other debtors	297,010	228,027
		2,832,708	2,285,703
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Due to group undertakings	317,948	162,039
	Staff cost - payroll	99,772	87,041
	Staff cost - bonus	1,125,365	1,014,846
	Payroll tax payable	75,439	71,877
	Income tax payable	248,209	64,147
	Other payables	59.821	58,323
		1,926,554	1,458,273
10.	SHARE CAPITAL		
	_		
		2017	<u> 2016</u>
		3	2
	Authorised	##A AAA	670.000
	670,000 ordinary shares of £1.00 each	670,000	670.000
	Allocated, called up and fully paid		
	670,000 ordinary shares of £1.00 each	670,000	670,000
11.	PROFIT AND LOSS ACCOUNT		
		2017	2016
		£	£
	Opening balance at the beginning of the year	1,955,067	1,645,519
	Retained profit for the year	<u>255,239</u>	309,548
	Closing balance at the end of the year	2,210,306	1,955,067
12.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS		
	·	2017	2016
		1	Ē
	Opening shareholder's funds	2,625,067	2,315,519
	Profit for the financial year	255,239	309,548
	Closing shareholder's funds	2,880,306	2,625,067
	-		

13. FINANCIAL COMMITMENTS

Total commitments under non-cancellable operating leases are as follows:

	At 31 March 2017	At 31 March 2016	
	£ Land and buildings	£ Land and buildings	
Company			
Lease Payments			
- within one year	120,252	135,938	
- between two and five years	-	120,252	
- after five years	· · · · · · · · · · · · · · · · · · ·		
	120,252	256,190	

The Company's Immediate and ultimate parent company, MFH, has the lease commitment for the office on behalf of the Company and allocates the charges for occupancy directly to the Company. Leases of land and buildings are typically subject to rent reviews at specified intervals and provide for the lessee to pay all insurance, maintenance and repair costs.

14. CONTROLLING PARTY

The Company's Immediate and ultimate parent company and controlling party, Mesirow Financial Holdings, Inc., is a company incorporated in the United States of America. Consolidated financial statements and books and records of Mesirow Financial Holdings, Inc. are maintained at 353 N. Clark Street, Chicago, Illinois 60654. Mesirow Financial Holdings, Inc. is the parent company which heads up the smallest and the largest group for which consolidated financial statements which include the results of the Company.

15. RELATED PARTY TRANSACTIONS

During the financial year the Company received the following amounts as advisory fees from entitles under common control of the parent entity of the Company:

		rear ended	Year ended
		31 March 2017	31 March 2016
Related entity	Type of Service	<u>L</u>	E
Mesirow Advanced Strategies, Inc.	Advisory fees	3,398,808	3,247,461
Mesirow Financial Investment Management, Inc.	Advisory fees	<u>836,156</u>	<u> 594,157</u>
• •	•	4,234,964	3,941,618

For the years ended 31 March 2017 and 31 March 2016, respectively, general and administrative costs (principally compensation expense) of £210,505 and £204,253 were allocated by an affiliate based on the number of employees and actual usage.

15. RELATED PARTY TRANSACTIONS (Continued)

At 31 March 2017 and 31 March 2016, the Company had the following receivables from (payable to) its related entities:

		31 March 2017	31 March 2016
Related entity	Relationship	E	£
Mesirow Advanced Strategies, Inc.	Under common control	1,744,116	1,602,013
Mesirow Financial Investment Management, Inc.	Under common control	285,608	212,681
		2,030,724	1,814,694
Mesirow Financial Administrative Corporation	Under common control	(317,948)	(162,039)
		(317,948)	(162,039)

The Company has 4 directors. For the years ended 31 March 2017 and 31 March 2016, respectively, directors received remuneration of £993,232 and £919,648 for services in their capacity as management of the Company and not for services provided as directors. These costs are included in note 4 to the financial statements.

16. SUBSEQUENT EVENTS

Through the date these financial statements were issued, no events have occurred which would require adjustment to or disclosure in these financial statements.