

Naya Capital Management UK Limited

Registered Number: 07775443 (England and Wales)

Consolidated Report and Financial Statements

For the year ended 31 December 2013

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Naya Capital Management UK Limited

Registered No: 07775443

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Naya Capital Management UK Limited

Registered No: 07775443

Administrative information

Director

A Qureshi

Secretary

Throgmorton Secretaries LLP
4th Floor Reading Bridge House
George Street
Reading
Berkshire
RG1 8LS

Auditors

Rees Pollock
35 New Bridge Street
London
EC4V 6BW

Registered Office

54 Baker Street
London
W1U 7BU

Bankers

HSBC
West End Area Commercial Centre
2nd Floor, 16 King Street
Covent Garden
London
WC2E 8JF

Solicitors

Schulte Roth & Zabel International LLP
1 Eagle Place
London
SW1Y 6AF

Naya Capital Management UK Limited

Registered No: 07775443

Director's report

For the year ended 31 December 2013

The director presents his report and the audited financial statements of Naya Capital Management UK Limited ("the company") and of the group for the year ended 31 December 2013.

Results and dividends

The group loss for the year, after taxation and appropriation to other members of the subsidiary undertaking, amounted to £1,933 (2012: £488 profit) as shown on page 7. The director did not propose payment of an ordinary dividend.

Directors

The director of the company during the period and up to the date of this report was:

A Qureshi

Going concern

The group has adequate financial resources and as a consequence, the director believes that the group is well placed to manage its business risks successfully despite the economic outlook.

The director has a reasonable expectation that the group has adequate resources to continue in operational existence, and meet its liabilities as they fall due, for the foreseeable future. Accordingly, he continues to adopt the going concern basis in preparing the director's report and financial statements.

Statement of director's responsibilities in respect of the financial statements

The director is responsible for preparing the Group strategic report, the Director's report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the group and parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director 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 group and the company and of the profit or loss of the group for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company or the group will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The director confirms that he has complied with the above requirements in preparing the financial statements.

The director is 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 the group and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Registered No: 07775443

Director's report (continued)

For the year ended 31 December 2013

Statement of disclosure of information to auditors

At the date of approving this report, so far as the director is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the company's auditors are unaware. The director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent Auditors

The auditors, Rees Pollock, have indicated their willingness to continue in office. A resolution concerning their re-appointment will be proposed at the members' meeting to approve these financial statements.

On behalf of the board



A Qureshi

Director

3 September 2014

Naya Capital Management UK Limited

Registered No: 07775443

Strategic report

For the year ended 31 December 2013

The directors present their strategic report for the Company for the year ended 31 December 2013. The directors, in preparing this strategic report, have complied with s414C of the Companies Act 2006.

Principal activity

The principal activity of the company in the period is that of a corporate member of Naya Management LLP (the "LLP").

The group comprises the company and its subsidiary, the LLP. The principal activity of the group in the period under review is the managing, on a discretionary basis, the investment and trading of fund securities on behalf of the Naya Fund, registered in the Cayman Islands, the Naya Fund LP, registered in Delaware and the Naya Master Fund LP, registered in the Cayman Islands. These activities commenced 17 May 2012.

Review of the business

The results for the period and the financial position at the period end were considered satisfactory by the director. The director does not anticipate any change in the nature of the company's and group's principal activity going forward.

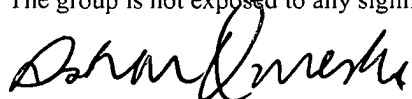
Key performance indicators ("KPIs")

Given the straightforward nature of the business, the director is of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Financial risk management

The key business risks and uncertainties affecting the business relate to the performance of the underlying funds managed by the group.

The group is not exposed to any significant price, credit, liquidity or cash flow risk



A Qureshi

Director

3 September 2014



REES POLLOCK

Chartered Accountants

35 New Bridge Street
London EC4V 6BW
Telephone 020 7778 7200
Fax 020 7329 6408
www.reespollock.co.uk

Independent auditor's report to the shareholders of Naya Capital Management UK Limited

We have audited the financial statements of Naya Capital Management UK Limited for the year ended 31 December 2013, set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Auditors' 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 director and auditors

As explained more fully in the Director's responsibilities statement, the director is 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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Group strategic report and the Director's 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 group's and the parent company's affairs as at 31 December 2013 and of the group's 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Group strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Naya Capital Management UK Limited

Registered No: 07775443

Independent auditor's report to the shareholders of Naya Capital Management UK Limited

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

Jonathan Mouldsdaie (Senior statutory auditor)

For and on behalf of

Rees Pollock, Statutory Auditor

9 September 2014

Naya Capital Management UK Limited

Registered No: 07775443

Consolidated profit and loss account

For the year ended 31 December 2013

		For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
	Notes	£	£
Turnover	1	15,201,561	897,576
Administrative expenses		<u>(1,122,856)</u>	<u>(716,724)</u>
Operating profit	2	14,078,705	180,852
Taxation on profit on ordinary activities	5	<u>(8,446)</u>	<u>(16,527)</u>
Profit on ordinary activities after taxation		14,070,259	164,325
Minority interests		<u>(14,072,192)</u>	<u>(163,837)</u>
(Loss)/profit for the financial year/period		<u><u>(1,933)</u></u>	<u><u>488</u></u>

All activities derive from continuing operations.

The group has no recognised gains or losses other than profit shown above and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 11 - 19 form an integral part of these financial statements.

Naya Capital Management UK Limited

Registered No: 07775443

Consolidated balance sheet

As at 31 December 2013

	Notes	2013 £	2012 £
Fixed assets			
Tangible assets	6	11,381	11,157
Current assets			
Debtors	8	11,627,707	553,708
Cash at bank and in hand		<u>2,328,866</u>	<u>501,378</u>
		13,956,573	1,055,086
Creditors: amounts falling due within one year	9	<u>(276,610)</u>	<u>(173,508)</u>
Net current assets		13,679,963	881,578
Net assets		<u>13,691,344</u>	<u>892,735</u>
Capital and reserves			
Called up share capital	10	300,813	300,813
Profit and loss account	11	<u>(1,445)</u>	<u>488</u>
Total shareholder's funds	12	299,368	301,301
Minority interests	13	<u>13,391,976</u>	<u>591,434</u>
Capital employed		<u>13,691,344</u>	<u>892,735</u>

The financial statements were approved and signed by the director on 3 September 2014.



A Qureshi
Director

The notes on pages 11 - 19 form an integral part of these financial statements.

Naya Capital Management UK Limited

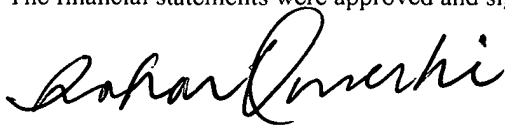
Registered No: 07775443

Company balance sheet

As at 31 December 2013

	Notes	2013 £	2012 £
Fixed assets			
Investment	7	<u>275,525</u>	<u>275,525</u>
Current Assets			
Debtors	8	-	6,221
Cash at bank and in hand		<u>86,834</u>	<u>21,982</u>
		86,834	28,203
Creditors: amounts falling due within one year	9	<u>(62,991)</u>	<u>(20,027)</u>
Net current assets		<u>23,843</u>	<u>8,176</u>
Net assets		<u>299,368</u>	<u>283,701</u>
Capital and reserves			
Called up share capital	10	300,813	300,813
Profit and loss account	11	<u>(1,445)</u>	<u>(17,112)</u>
Total shareholder's funds	12	<u>299,368</u>	<u>283,701</u>

The financial statements were approved and signed by the director on 3 September 2014.



A Qureshi
Director

The notes on pages 11 - 19 form an integral part of these financial statements.

Naya Capital Management UK Limited

Registered No: 07775443

Consolidated cash flow statement

For the year ended 31 December 2013

		For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
	<i>Notes</i>	£	£
Net cash inflow/(outflow) from operating activities	14 (a)	3,120,377	(213,795)
Capital expenditure and investing activities	14 (b)	(4,712)	(13,237)
Taxation	14 (b)	(16,527)	-
Net cash (outflow)/inflow from financing	14 (b)	(1,271,650)	728,410
Increase in net cash during the period	14 (c)	1,827,488	501,378

The notes on pages 11 - 19 form an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2013

1. Accounting policies

Basis of preparation

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements include the accounts of the company and its subsidiary undertaking, Naya Management LLP (collectively the "group"), drawn up to 31 December 2013. All material intercompany transactions and balances have been eliminated in the group financial statements.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Of the group profit for the year, a profit of £15,667 (2012: £17,112 loss) is dealt with in the accounts of the company.

Turnover and revenue recognition

Turnover, which is stated net of value added tax, represents fees for investment management services. Turnover arises from continuing activities in the United Kingdom and is recognised when the LLP obtains the right for consideration in exchange for its performance of services.

Expenses

Expenses incurred have been recognised on an accruals basis.

Foreign currency translation

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. All exchange differences are taken to the profit and loss account.

Taxation and deferred taxation

Provision is made for corporation tax at the current rates on the excess of taxable income over allowable expenses. Deferred taxation is provided on all timing differences that have originated but not reversed by the balance sheet date other than those differences regarded as permanent. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Any deferred tax assets and liabilities recognised are provided at the average rate of tax expected to apply when the asset and liability crystallises and are not discounted.

Operating leases

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease.

Fixed asset investments

Investments are held at cost less provision for any permanent diminution in value.

Pensions

The company operates a defined contribution money purchase pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the year ended 31 December 2013

1. Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and provision for impairment, where impairment is expected to be permanent.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Computer equipment	- 3 years straight line
Office equipment	- 3 years straight line
Furniture & fixtures	- 4 years straight line
Leasehold improvements	- Over the term of the lease

Going concern

The group has adequate financial resources and as a consequence, the director believes that the group is well placed to manage its business risks successfully despite the economic outlook.

The director has a reasonable expectation that the group has adequate resources to continue in operational existence, and meet its liabilities as they fall due, for the foreseeable future. Accordingly, he continues to adopt the going concern basis in preparing the director's report and financial statements.

2. Operating profit

	For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
	£	£
Operating profit is stated after charging:		
Depreciation	4,488	2,080
Operating lease rentals	127,240	129,979
Auditor's remuneration:		
-fees payable to auditors for the audit of the parent company and consolidated financial statements	2,000	2,000
-fees payable to auditors for audit of the subsidiary undertaking	9,500	9,500
Foreign exchange losses	59,772	25,031

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the year ended 31 December 2013

3. Staff costs

	For the year ended 31 December 2013 £	For the period from 15 September 2011 to 31 December 2012 £
Wages and salaries	302,311	133,226
Social security costs	39,153	16,835
Pension costs	<u>6,412</u>	<u>-</u>
	<u>347,876</u>	<u>150,061</u>

The average monthly number of employees during the period was as follows:

	For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
Administration	2	2
Operational support	<u>2</u>	<u>1</u>
	<u>4</u>	<u>3</u>

4. Director's emoluments

During the period the director did not receive any remuneration in respect of services provided to the group. However, the director receives a profit allocation from the subsidiary undertaking and included within minority interest is £605,364 (2012: £nil) in respect of this.

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the period ended 31 December 2013

5. Taxation

(a) Tax on loss on ordinary activities:

	For the year ended 31 December 2013 £	For the period from 15 September 2011 to 31 December 2012 £
<i>Current tax:</i>		
Current tax at 20%	8,446	16,527
Total tax for the period	8,446	16,527

(b) Factors affecting the tax charge for the period:

Profit/(loss) on ordinary activities before taxation	14,078,705	(4,985)
Corporation tax at 20%	2,815,741	(997)
Effects of:		
Disallowed expenses	6,793	17,524
Impact of timing difference	351	-
Adjustment for minority interest	(2,814,439)	-
Current tax charge for the period	8,446	16,527

6. Tangible fixed assets

Group

	Computer equipment £	Office equipment £	Furniture & fixtures £	Leasehold improvements £	Total £
Cost:					
At 1 January 2013	2,292	1,091	8,414	1,440	13,237
Additions	3,930	-	782	-	4,712
At 31 December 2013	6,222	1,091	9,196	1,440	17,949
Accumulated depreciation:					
At 1 January 2013	510	242	947	381	2,080
Charge for the period	1,447	364	2,169	508	4,488
At 31 December 2013	1,957	606	3,116	889	6,568
Net book value:					
At 31 December 2013	4,265	485	6,080	551	11,381
At 31 December 2012	1,782	849	7,467	1,059	11,157

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the year ended 31 December 2013

7. Fixed asset investments

Company

Unlisted investments

	2013 £	2012 £
At 31 December	<u>275,525</u>	<u>275,525</u>

The investment represents the company's capital interest in its UK subsidiary undertaking, Naya Management LLP in which it holds 82% of the voting rights. The nature of the subsidiary's business is that of managing the investment and trading of fund securities.

8. Debtors

	Group 2013 £	Company 2013 £	Group 2012 £	Company 2012 £
Amounts due from Naya Capital Management Limited	25,537	-	71,096	-
Amount due from subsidiary undertaking	-	-	-	1,821
Other debtors	70,853	-	35,224	-
Prepayments and accrued income	<u>11,444,677</u>	<u>-</u>	<u>360,748</u>	<u>-</u>
Due within one year	11,541,067	-	467,068	1,821
Due after more than one year				
Rent deposit	86,640	-	86,640	-
Deferred tax asset	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,400</u>
	<u>11,627,707</u>	<u>-</u>	<u>553,708</u>	<u>6,221</u>

The movement on deferred tax assets is as follows:

	Group 2013 £	Company 2013 £	Group 2012 £	Company 2012 £
At 1 January 2013	-	4,400	-	-
Deferred tax debited to profit and loss account	<u>-</u>	<u>(4,400)</u>	<u>-</u>	<u>4,400</u>
At 31 December 2013	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,400</u>

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the year ended 31 December 2013

8. Debtors (continued)

The deferred tax asset recognised, which is due after more than one year, comprises the following:

	Group 2013 £	Company 2013 £	Group 2012 £	Company 2012 £
Profits from later years already taxed	-	-	-	4,400
Deferred tax asset	-	-	-	4,400

The LLP has a fixed charge over the rent deposit of £86,640 in respect of rental expenses and other amounts due to the landlord (2012: £86,640).

9. Creditors: amounts falling due within one year

	Group 2013 £	Company 2013 £	Group 2012 £	Company 2012 £
Amount due to subsidiary undertaking	-	53,045	-	-
Trade creditors	22,627	-	21,491	-
Corporation tax	8,446	8,446	16,527	16,527
Other creditors	750	-	750	-
Social security and other taxes	9,870	-	4,278	-
Accruals	234,917	1,500	130,462	3,500
	<u>276,610</u>	<u>62,991</u>	<u>173,508</u>	<u>20,027</u>

10. Called up share capital

	2013 £	2012 £
Allotted, issued and fully paid 300,813 ordinary shares of £1 each (2012: 300,813)	<u>300,813</u>	<u>300,813</u>

Naya Capital Management UK Limited

Registered No: 07775443

Notes to the financial statements (continued)

For the year ended 31 December 2013

11. Reserves

Group

	Profit and loss account £
At 1 January 2013	488
Profit for the financial period	14,070,259
Allocation to minorities	<u>(14,072,192)</u>
At 31 December 2013	<u><u>(1,445)</u></u>

Company

	Profit and loss account £
At 1 January 2013	(17,112)
Profit for the financial period	<u>15,667</u>
At 31 December 2013	<u><u>(1,445)</u></u>

12. Reconciliation of movements in shareholder's funds

Group

	£
At 1 January 2013	301,301
Loss for the financial period	<u>(1,933)</u>
At 31 December 2013	<u><u>299,368</u></u>

Company

	£
At 1 January 2013	283,701
Profit for the financial period	<u>15,667</u>
At 31 December 2013	<u><u>299,368</u></u>

Naya Capital Management UK Limited

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Notes to the financial statements (continued)

For the year ended 31 December 2013

13. Minority interests

Minority interests represent the interests of the other members of Naya Management LLP.

	2013	2012
	£	£
At 1 January	591,434	-
Capital contributions by minority interests	-	484,243
Profit allocations to minority interests	14,072,192	163,837
Amounts drawn in respect of anticipated profit allocations	(1,074,376)	(320,014)
Loans and other amounts due minorities	<u>(197,274)</u>	<u>263,368</u>
At 31 December	<u>13,391,976</u>	<u>591,434</u>

14. Notes to consolidated cash flow statement

(a) Reconciliation of operating profit to net cash flows from operating activities

	For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
	£	£
Operating profit	14,078,705	180,852
Depreciation	4,488	2,080
Increase in debtors	(11,073,999)	(553,708)
Increase in creditors	<u>111,183</u>	<u>156,981</u>
	<u>3,120,377</u>	<u>(213,795)</u>

(b) Analysis of cash flows for headings netted in the cash flow statement

	For the year ended 31 December 2013	For the period from 15 September 2011 to 31 December 2012
	£	£
Capital expenditure and investing activities		
Payments to acquire tangible fixed assets	<u>(4,712)</u>	<u>(13,237)</u>
Financing		
Issue of share capital	-	300,813
Minority interest financing	-	747,611
Payments to minority interests	<u>(1,271,650)</u>	<u>(320,014)</u>
	<u>(1,271,650)</u>	<u>728,410</u>
Taxation:		
UK corporation tax paid	<u>(16,527)</u>	<u>-</u>

Naya Capital Management UK Limited

Registered No: 07775443

Notes to the financial statements (continued)

For the year ended 31 December 2013

14. Notes to consolidated cash flow statement (continued)

(c) Analysis of changes in net cash

	At 1 January 2013 £	Cash flows £	At 31 December 2013 £
Cash at bank	<u>501,378</u>	<u>1,827,488</u>	<u>2,328,866</u>

15. Lease commitments

At 31 December 2013, the LLP had annual commitments under non-cancellable operating leases in respect of land and buildings as set out below.

	2013 £	2012 £
Operating leases which expire:		
- between two and five years	<u>144,400</u>	<u>144,400</u>

16. Pension commitments

The company participates in a defined contribution money purchase pension plan. The pension cost charged during the year was £6,412 (2012: £Nil). At 31 December 2013, the outstanding contribution was £1,805 (2012: £Nil).

17. Related party transactions

Naya Capital Management Limited, a company incorporated in the Cayman Islands, and the LLP are under the common control of M Siddiqui, a designated member of the LLP and ultimate controlling party. During the period the LLP earned management and performance fees of £15,201,561 (2012: £897,576) from Naya Capital Management Limited and also paid expenses on its behalf. At 31 December 2013, £11,419,415 (2012: £398,548) was owed to the group and is included within debtors (note 8).

18. Parent undertaking and ultimate controlling party

The company's parent undertaking is Naya Capital Management Limited, a limited company registered in the Cayman Islands. The address of the parent is PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The ultimate controlling party is M. Siddiqui.

The largest and smallest group of undertakings for which group accounts have been drawn up which include the Company is headed by Naya Capital Management Limited.