

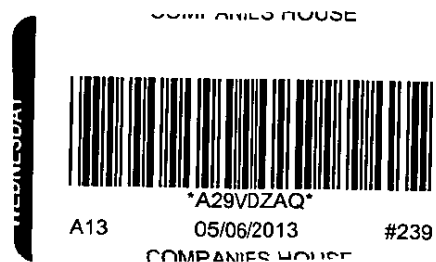
Naya Management LLP

(Formerly known as Tamerlane Management LLP)

Registered number: OC368143

Members' Report and Financial Statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012



Naya Management LLP (formerly known as Tamerlane Management LLP)

Registered No OC368143

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Registered No OC368143

Administrative information

Members

A Qureshi
M Siddiqui
A Brus
B Emery
R Gopalan
H Jagdev
I Wylie
Naya Investor Holdings Limited
Broadstone Bay Limited
Naya Capital Management (UK) Limited

Registered Office

54 Baker Street
London
W1U 7BU
United Kingdom

Auditors

Rees Pollock
35 New Bridge Street
London
EC4V 6BW

Bankers

HSBC
90 Baker Street
London
W1U 6AX

Solicitors

Schulte Roth & Zabel International LLP
Heathcoat House
20 Savile Row
London
W1S 3PR

Members' report

for the period from 19 September 2011 (date of incorporation) to 31 December 2012

The members present their report and the audited financial statements of Naya Management LLP (the "LLP") for the period ended 31 December 2012

Incorporation and commencement

The LLP was incorporated on 19 September 2011 and was authorised by the Financial Conduct Authority to conduct investment business on 17 May 2012

Principal activity and review of the business

The principal activity of the LLP 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.

On 8 March 2012, the LLP formally changed its name from Tamerlane Management LLP to Naya Management LLP by ordinary resolution.

The results for the period and the financial position at the end of the period are considered satisfactory by the members. The members do not anticipate any change in the nature of these activities in the foreseeable future.

Results and allocation to members

The results for the period are shown in the profit and loss account on page 6. Any profits are shared among the members as decided by the Executive Committee and governed by the amended LLP Agreement dated 17 May 2012.

Financial position

The LLP's balance sheet as detailed on page 7 shows a satisfactory position with members' other interests amounting to £945,605.

Policy for members' drawings, subscriptions and repayment of members' capital

Policies for members' drawings, subscriptions and repayment of members' capital are governed by the LLP Agreement dated 17 May 2012.

Members

The members of the LLP during the period and up to the date of this report were as follows:

A Qureshi (appointed 19 September 2011)

M Siddiqui (appointed 8 March 2012)*

A Brus (appointed 17 May 2012)

B Emery (appointed 8 March 2012)

R Gopalan (appointed 17 May 2012)

H Jagdev (appointed 17 May 2012)

I Wylie (appointed 8 March 2012)

Naya Investor Holdings Limited (appointed 17 May 2012)

Broadstone Bay Limited (appointed 2 July 2012)

Naya Capital Management (UK) Limited (appointed 19 September 2011)*

* denotes designated member

Going concern

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

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

Members' report (continued)

for the period from 19 September 2011 (date of incorporation) to 31 December 2012

Statement of members' responsibilities in respect of the financial statements

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

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations") requires the members to prepare financial statements for each financial year. Under that law the members have prepared the partnership financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law as applied to limited liability partnerships the members 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 partnership and of the profit or loss of the partnership for that period.

In preparing these financial statements, the members are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK 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 partnership and group will continue in business.

The members confirm that they have complied with the above requirements in preparing the financial statements.

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

Statement of disclosure of information to auditors

At the date of approving this report, so far as each member is aware, there is no relevant audit information of which the LLP's auditors are unaware. The members have taken all the steps that they ought to have taken as members to make themselves aware of any relevant audit information and to establish that the auditors are also aware of that information.

Pillar 3 disclosures

The unaudited Pillar 3 disclosures of Naya Management LLP as required by the FCA Prudential Sourcebook for Banks, Building Societies and Investment Firms (BIPRU) Chapter 11 - Disclosure (Pillar 3) are included as an appendix to these financial statements. These disclosures are unaudited.

Members' report (continued)

for the period from 19 September 2011 (date of incorporation) to 31 December 2012

UK stewardship code disclosures

The UK stewardship code disclosures of Naya Management LLP as required by the FCA Prudential Sourcebook for Banks, Building Societies and Investment Firms (BIPRU) COBS 2.2.3 – Disclosure of commitments to the Financial Reporting Council's Stewardship Code are included as an appendix to these financial statements. These disclosures are unaudited.

Auditors

The auditors, Rees Pollock, were appointed as independent auditors during the period and they 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 members



M Siddiqui

Designated member

23 April 2013



REESPOLLOCK

Chartered Accountants

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NAYA MANAGEMENT LLP

We have audited the financial statements of Naya Management LLP for the period ended 31 December 2012, set out on pages 6 to 14. 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 LLP's members in accordance with the Companies Act 2006, as applied by Part 12 of The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

As explained more fully in the Members' responsibilities statement, the members 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 LLP's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the designated members, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Members' report to identify material inconsistencies with the audited financial statements. 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 LLP's affairs as at 31 December 2012 and of its profit for the period 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, as applied to limited liability partnerships by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

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, as applied to limited liability partnerships, 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
- we have not received all the information and explanations we require for our audit.

Jonathan Mouldsdales (senior statutory auditor)

For and on behalf of

Rees Pollock, Statutory Auditor

23 April 2013

Naya Management LLP (formerly known as Tamerlane Management LLP)

Registered No OC368143

Profit and loss account

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

	Notes	From date of incorporation on 19 September 2011 to 31 December 2012 £
Turnover	1	897,576
Administration expenses		<u>(711,739)</u>
Operating profit	2	<u>185,837</u>
Profit for the financial period before members' remuneration and profit share available for discretionary division among members	8	<u>185,837</u>

All income and expenses have been generated from continuing operations

The LLP has no recognised gains and losses other than the profit shown above and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 9 - 14 form an integral part of these financial statements

Naya Management LLP (formerly known as Tamerlane Management LLP)

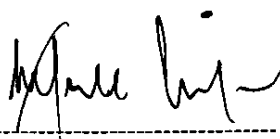
Registered No OC368143

Balance sheet

At 31 December 2012

	Notes	2012 £
Fixed assets		
Tangible assets	5	11,157
Current assets		
Debtors	6	873,722
Cash		479,396
		<u>1,353,118</u>
Creditors amounts falling due within one year	7	(153,481)
Net current assets		<u>1,199,637</u>
Net assets attributable to members		<u>1,210,794</u>
Represented by		
Loans and other debts due to members	8	265,189
Members' other interests		
Members' capital classified as equity under FRS 25	8	759,768
Other reserves classified as equity under FRS 25	8	185,837
	8	<u>945,605</u>
	8	<u>1,210,794</u>
Memorandum of members' total interests		
Amounts due from members	6	(320,014)
Loans and other debts due to members	8	265,189
Members' other interests	8	945,605
Total members' interests	8	<u>890,780</u>

The financial statements were approved by the members on 23rd April 2013 and were signed on their behalf by



M Siddiqui

Designated member

The notes on pages 9 - 14 form an integral part of these financial statements

Naya Management LLP (formerly known as Tamerlane Management LLP)

Registered No OC368143

Cash flow statement

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

	Notes	From date of incorporation on 19 September 2011 to 31 December 2012 £
Net cash outflow from operating activities	9(a)	(212,310)
Net cash outflow from capital expenditure and financial investment	9(b)	<u>(13,237)</u>
Net cash outflow before transactions with members		(225,547)
Transactions with members	9(b)	<u>704,943</u>
Increase in cash during the period	9(c)	<u>479,396</u>

Reconciliation of net cash inflow to movement in net funds

	Notes	From date of incorporation on 19 September 2011 to 31 December 2012 £
Increase in cash during the period	9(c)	<u>479,396</u>
Change in net funds resulting from cash flows	9(c)	<u>479,396</u>
Net funds as at 31 December 2012	9(c)	<u>479,396</u>

The notes on pages 9 - 14 form an integral part of these financial statements

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

1. Accounting policies

Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable accounting standards and the requirements of the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' (SORP) issued March 2010

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.

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.

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.

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

Taxation

No provision has been made for taxation in the financial statements. Each member is exclusively liable for any tax liabilities arising out of their interest in the LLP. Tax is assessed on the individual members and not on the LLP.

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

2. Operating profit

Operating profit is stated after charging

	From date of incorporation on 19 September 2011 to 31 December 2012 £
Depreciation	2,080
Operating lease rentals	129,979
Auditors' remuneration	
- fees payable to auditor for audit of financial statements	9,500
Foreign exchange losses	16,106
	<hr/>

3. Staff costs

	From date of incorporation on 19 September 2011 to 31 December 2012 £
Wages and salaries	133,226
Social security costs	16,835
	<hr/>
	150,061
	<hr/>

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

	From date of incorporation on 19 September 2011 to 31 December 2012
Administration	1
Operational support	1
	<hr/>
	2
	<hr/>

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

4. Members' remuneration

	From date of incorporation on 19 September 2011 to 31 December 2012 £
Profit for the financial period before members remuneration and profit share	<u>185,837</u>
Profit for the financial period available for discretionary division among members	<u>185,837</u>

At 31 December 2012, the profit for the period remained unallocated

The average number of members during the period was 6

5. Tangible fixed assets

	Computer equipment £	Office equipment £	Furniture & fixtures £	Leasehold improvements £	Total £
Cost					
At 19 September 2011	-	-	-	-	-
Additions	<u>2,292</u>	<u>1,091</u>	<u>8,414</u>	<u>1,440</u>	<u>13,237</u>
At 31 December 2012	<u>2,292</u>	<u>1,091</u>	<u>8,414</u>	<u>1,440</u>	<u>13,237</u>
Accumulated depreciation					
At 19 September 2011	-	-	-	-	-
Charge for the period	<u>510</u>	<u>242</u>	<u>947</u>	<u>381</u>	<u>2,080</u>
At 31 December 2012	<u>510</u>	<u>242</u>	<u>947</u>	<u>381</u>	<u>2,080</u>
Net book value					
At 31 December 2012	<u>1,782</u>	<u>849</u>	<u>7,467</u>	<u>1,059</u>	<u>11,157</u>

6. Debtors

	2012 £
Amounts due from members	320,014
Other debtors	192,960
Prepayments and accrued income	<u>360,748</u>
	<u>873,722</u>

During the period, the LLP granted a fixed charge over the rent deposit of £86,640 in respect of rental expenses and other amounts due to its landlord. This is included within other debtors.

The rent deposit is due after more than one year.

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

7. Creditors: amounts falling due within one year

	2012 £
Trade creditors	21,491
Other creditors	750
Other taxation and social security	4,278
Accruals	126,962
	<u>153,481</u>

8. Reconciliation of movements in members' interests

	Members' capital (Classified as equity) £	Other reserves £	Total members' other interests £	Loans and other debts due to / (from) members less any amounts due from members in debtors £	Members' total interests £
Profit for the period for discretionary division among members	-	185,837	185,837	-	185,837
Members' interest after profit for the period	-	185,837	185,837	-	185,837
Capital introduced by members	759,768	-	759,768	-	759,768
Other movements				265,189	265,189
Drawings	-	-	-	(320,014)	(320,014)
Amounts due from members				(320,014)	
Amounts due to members				265,189	
At 31 December 2012	<u>759,768</u>	<u>185,837</u>	<u>945,605</u>	<u>(54,825)</u>	<u>890,780</u>

Members' other interests rank after unsecured creditors, and loans and other debts due to members rank pari passu with unsecured creditors in the event of a winding up

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

9. Notes to the statement of cash flows

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

	From date of incorporation on 19 September 2011 to 31 December 2012 £
Operating profit	185,837
Depreciation	2,080
Increase in debtors	(553,708)
Increase in creditors	153,481
	<u>(212,310)</u>

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

	From date of incorporation on 19 September 2011 to 31 December 2012 £
Capital expenditure and financial investment	
Purchase of fixed assets	<u>(13,237)</u>
Transactions with members:	
Capital contributions	759,768
Other transactions with members	265,189
Drawings	<u>(320,014)</u>
Net cash	<u>704,943</u>

(c) Analysis of changes in net funds

	At 19 September 2011 £	Cash flows £	At 31 December 2012 £
Cash at bank	<u>-</u>	<u>479,396</u>	<u>479,396</u>

Notes to the financial statements

For the period from 19 September 2011 (date of incorporation) to 31 December 2012

10. Lease commitments

At 31 December 2012, the LLP has annual commitments under non-cancellable operating leases in respect of land and buildings as set out below

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

11. Related party transactions

During the period, Naya Capital Management (UK) Limited, a member of the LLP, provided net working capital of £1,821 to the LLP. This amount remains outstanding at the end of the period and is included within loans and other debts due to members.

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 its ultimate controlling party. During the period the LLP earned management and performance fees of £897,576 from Naya Capital Management Limited and also paid expenses on its behalf. At 31 December 2012, £398,548 was owed to the LLP and is included within debtors (note 6).

12. Ultimate controlling party

The immediate parent company is Naya Capital Management UK Limited which is the head of the smallest group for which consolidated accounts are prepared. Copies of these consolidated accounts can be obtained from Companies House. The ultimate controlling party is M. Siddiqui.

Appendix 1

Unaudited Pillar 3 Disclosure

The Pillar 3 disclosure of Naya Management LLP (“Naya” or “the Firm”) is set out below as required by the Financial Conduct Authority’s (“FCA”) “Prudential Sourcebook for Banks, Building Societies and Investment Firms” (“BIPRU”), specifically BIPRU 11. The regulatory aim of the disclosures is to improve market discipline.

Naya makes Pillar 3 disclosures annually, via its annual financial statements. This information contained in this disclosure is accurate as at 31 December 2012. The information contained in this document has not been audited by Naya’s external auditors and does not constitute any form of financial statement.

Introduction

The Firm is authorised and regulated by the FCA and as such is subject to minimum regulatory capital requirements. The Firm is categorised by the FCA, for capital purposes, as a limited licence firm. It is an investment management firm and has no trading book exposures. The Firm is not required to prepare consolidated reporting for prudential purposes.

As a limited licence firm for its Pillar 1 regulatory capital calculation of credit risk, Naya has adopted the standardised approach (BIPRU 3.4).

The Firm’s Pillar 1 capital requirement for a limited licence firm is calculated as the higher of the Fixed Overhead Requirement (“FOR”), the sum of market and credit risk requirements or the base capital requirement of €50,000. The Firm has deemed the FOR to be the higher and is therefore used for the purposes of the Pillar 1 calculation.

Materiality

The Firm 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 Firm deems a certain disclosure to be immaterial, it may be omitted from this Statement.

Confidentiality

The Firm 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 Firm’s investments therein less valuable. Further, the Firm must regard information as confidential if there are obligations to customers or other counterparty relationships binding the Firm 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.

Appendix 1

Unaudited Pillar 3 Disclosure (continued)

Capital resources

The main features of the Firm's Capital Resources are as follows

Capital Item	£'000s
Tier 1 capital less innovative tier 1 capital	626
Tier 2 capital	0
Tier 3 capital	0
Total capital resources, net of deductions	626

Risk management objectives and policies

Due to the nature, size and complexity of the Firm, Naya does not have an independent risk management function. The Senior Partnership Group ("SPG") and ultimately the Chief Operating Officer are responsible for the management of risk within the Firm and their individual responsibilities are clearly defined. The SPG which consists of the Head of Research, the Chief Executive, and the Chief Operating Officer are responsible for the day to day management of the firm. The SPG meets formally on a quarterly basis to discuss business issues. It will report its findings to the Members of the LLP at the formal Partnership Meeting, which is held quarterly and is documented. In addition to this, the Chief Executive Officer and the Chief Operating Officer meet informally on a daily basis to ensure the smooth running of the firm.

Naya undertakes an Internal Capital Adequacy Assessment Process ("ICAAP"), at least annually, which is the process through which it determines that it is able to identify and manage its key risks on an on going basis and that it has sufficient capital in respect of such risks. The process is forward looking and is an integral part of the management of the Firm.

Risks

Below we consider, for each separate category of risk, the strategies and processes to manage the risks.

Operational risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk. This risk has been assessed as material and has been considered further in the Firm's ICAAP.

Market Risk

Market risk is the risk of any impact upon the Firm's financial condition due to fluctuations in values of, or income from, assets or in interest or exchange rates. Naya does not maintain a trading book, therefore the only market risk to which the Firm is exposed is foreign exchange risk on accounts receivable, which is not assessed to be material.

Appendix 1

Unaudited Pillar 3 Disclosure (continued)

Credit and Counterparty Risk

Credit risk is defined as the risk of loss caused by the failure of a counterparty to perform its contractual obligations. A factor which may contribute to increased credit risk is concentration of assets held with a single counterparty. Given the nature of the relationship between Naya and its client(s), it is very unlikely that there is any credit risk. If the fund failed to meet its obligations to Naya this would either indicate that the relationship was irreparably damaged or the fund was not in the financial position to meet its obligation. In these circumstances it is likely that Naya would wind down.

Business risk

Business risk is any risk to the firm arising from changes in its business, including the risk that the firm may not be able to carry out its business plan and its desired strategy. This has been assessed as a material risk and has been considered further in the Firm's ICAAP.

Liquidity Risk

Liquidity risk is defined as the risk that the Firm, although solvent, either does not have sufficient available resources to enable it to meet its obligations as they fall due, or can secure them only at excessive cost. The Firm conducts, at least annually, a liquidity assessment to ensure that it meets the liquidity requirements in BIPRU 12.

Securitisation Risk

Securitisation risk is the risk that the capital resources held by a firm in respect of assets which it has securitised are inadequate having regard to the economic substance of the transaction, including the degree of risk transfer achieved. Naya does not securitise assets, therefore, the risk is considered to be nil.

Insurance Risk

Insurance Risk is the inherent uncertainty as to the occurrence, amount and timing of insurance liabilities. Naya does not undertake any insurance business.

Reputational risk

Reputational risk is defined as the risk of damage to the Firm's reputation that could lead to negative publicity, costly litigation, a decline in the customer base or the exit of key employees and therefore directly or indirectly to a loss of revenue. This risk applies to the Firm and has been considered further in the Firm's ICAAP.

Pension Obligation Risk

Pension obligation risk is defined as the risk to a firm caused by its contractual or other liabilities to or with respect to a pension scheme (whether established for its employees or those of a related company or otherwise). It also means the risk that the firm will make payments or other contribution to or with respect to a pension scheme because of a moral obligation or because the firm considers that it needs to do so for some other reason. Naya does not run a defined benefit pension scheme. Consequently this risk has been assessed as being nil.

Appendix 1

Unaudited Pillar 3 Disclosure (continued)

Interest rate risk arising from non-trading book activities

Interest rate risk is defined as the potential for losses or gains from fluctuations in interest rates. Naya does not have any debt and does not rely on cash in the bank to generate income. Therefore it is not relevant.

Concentration risk

Concentration risk is defined as exposure to sectoral, geographic, liability and asset concentrations. The Firm does not trade on its own account and has no principal positions. Therefore it is not exposed to concentration risk.

Residual risk

Residual risk is the risk of loss arising from Naya's exposure to residual risks that may result from the partial performance or failure of credit risk mitigation techniques for reasons that are unconnected with their intrinsic value, e.g. the risk that credit risk mitigation techniques used by the firm prove less effective than expected. The Firm does not use credit risk mitigation techniques; therefore this risk is not applicable.

Group risk

Group risk is defined as the risk that the financial position of a firm may be adversely affected by its relationships (financial or non-financial) with other entities in the same group or by risks which may affect the financial position of the whole group, for example reputational contagion. Naya is not part of a group; therefore this risk is not applicable.

Remuneration

Naya must comply with the FCA's Remuneration Code ("the Code"). The purpose of the Code is to ensure that firms have risk-focused remuneration policies, which are consistent with and promote effective risk management and do not expose themselves to excessive risk. We have reviewed all existing employment contracts to ensure they comply with the Code.

The SPG is responsible for setting the Remuneration Policy Statement for all staff.

The Code can be applied in a proportionate way and Naya is in proportionality level 3. As such, the SPG has determined that the following rules are not proportionate to Naya and have not implemented these detailed rules:

- SYSC 19A 3.44 - Leverage,
- SYSC 19A 3.47 - Retained shares and other instruments,
- SYSC 19A 3.49 - Deferral, and
- SYSC 19A 3.51, 19A 3.52 - Performance adjustment

Variable remuneration is not based solely on the financial performance of the individual. The SPG also considered the individuals' overall (non-financial) performance to the whole team and the overall results of the fund/firm. The performance of the individual is assessed over the entire year.

Appendix 1

Unaudited Pillar 3 Disclosure (continued)

Quantitative information

Remuneration was split between senior management who are also the firm's risk takers as follows

	Senior Management
Total remuneration for the year	£93,750

Appendix 3

Remuneration Code Disclosure (continued)

COMMITMENT TO THE UK STEWARDSHIP CODE

Under Rule 2.2.3R of the Financial Conduct Authority's ("FCA") Conduct of Business Sourcebook, Naya Management LLP ("Naya" or "the Firm"), to the extent it is managing investments for a professional client (as defined by the FCA), is required to include a disclosure about the nature of its commitment to the UK Financial Reporting Council's Stewardship Code (the "Code") or, where it does not commit to the Code, explain its considered choice based on the firm's investment approach. The Code is a voluntary code and sets out a number of principles relating to engagement by investors in UK-listed companies.

The Firm invests in a variety of asset classes in a variety of jurisdictions globally and exposure to UK listed companies is chiefly achieved through investment in (non-voting) financial derivative positions.

Therefore, whilst Naya generally supports the objectives that underlie the Code, the nature of the financial instruments it uses to execute its strategy do not allow it to formally engage with investee companies through voting rights. The Firm has therefore chosen not to commit to the Code at this time.