Greenhill & Co. International LLP

MIFIDPRU 8 Disclosure

For the Financial Year ending 31 March 2025

1. Introduction

Greenhill & Co. International LLP ("**Greenhill**" or the "**Firm**") is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom (firm reference number 414168). As a MIFIDPRU investment firm, the Firm is required to publicly disclose certain qualitative and quantitative information that is appropriate to its size and internal organisation, and to the nature, scope and complexity of its activities, in accordance with Chapter 8 of the FCA's Prudential sourcebook for MiFID investment firms ("**MIFIDPRU**").

These disclosures have been prepared for the financial year ended 31 March 2025 and are made on a solo-entity basis. They intend to provide transparency regarding the Firm's governance arrangements, risk management framework, capital and liquidity position, and remuneration practices.

The Firm has applied the principle of proportionality in determining the level of detail included in these disclosures, having regard to the Firm's size, business model, complexity and risk profile, in line with MIFIDPRU 8.1.3R

The disclosures are available on the website of the Firm's parent undertaking, Mizuho Financial Group, Inc. at www.mizuhogroup.com/americas, where the Firm's regulatory disclosures are published.

Business Overview

The Firm is incorporated in the United Kingdom as a limited liability partnership. The Firm is authorized to carry on the following regulated activities:

- Advising on investments (except on Pension Transfers and Pension Opt Outs)
- Arranging (bringing about) deals in investments
- Making arrangements with a view to transactions in investments
- Agreeing to carry on a Regulated Activity

The Firm is authorised to provide services to the following client types:

- Professional (Per se and Elective)
- Eligible Counterparty

The Firm does not provide services to retail clients.

The Firm's primary activity is the provision of financial and strategic advisory services with respect to significant mergers, acquisitions, restructurings, financings and capital raisings to corporations, partnerships, institutions and governments.

Classification

In accordance with MIFIDPRU, all UK investment firms are classified either as Small and Non-Interconnected ("**SNI**") or Non-Small and Non-Interconnected ("**Non-SNI**") investment firms. The Firm is currently classified as a Non-SNI investment firm for the purposes of the prudential requirements of the FCA Handbook.

Regulatory Framework

This document has been prepared in accordance with the Investment Firms Prudential Regime ("**IFPR**"). The IFPR establishes the prudential requirements for the Firm relating to own funds, the level of minimum capital, concentration risk, liquidity requirements and level of activity with respect to UK investment firms. The disclosure requirements are described in MIFIDPRU 8.

The Firm publishes the disclosures on an annual basis. The Firm will consider whether disclosure is required on a more frequent or ad hoc basis in the event that there is a material change in approach used for the calculation of capital, business structure or regulatory requirements.

Significant Changes

Greenhill & Co. Inc., ("**Inc.**"), together with its subsidiaries (including the Firm) (together, the "**Group**"), merged with Mizuho Americas LLC ("**Mizuho**"), an indirect subsidiary of Mizuho Financial Group, Inc. with effect from 1 December 2023 (the "**Merger**"). As part of the integration, the Firm changed its financial year end to 31 March.

This represents Greenhill's third MIFIDPRU 8 disclosure report, and its first as a non-small and non-interconnected MIFIDPRU investment firm ("**Non-SNI MIFIDPRU Investment Firm**"). Unless otherwise stated, all figures are as at the Firm's 31 March 2025 financial year-end. There are no other significant changes to the information disclosed, when compared to previous disclosure periods.

2. Governance Arrangements

In accordance with SYSC 4.3A.1R, the Firm's governing body, the Board, is responsible for defining, overseeing and is accountable for the implementation of governance arrangements that ensure effective and prudent management of the Firm, including the segregation of duties and the prevention of conflicts of interest, and in a manner that promotes the integrity of the market and the interests of clients.

The governing body comprises senior representatives from the business as well as one or more "corporate" functions (such as Compliance or Legal). The governing body meets regularly to review matters relating to strategy, risk, compliance and business continuity.

Members of the Firm's governing body participate in a number of group-wide committees covering matters such as risk management, compliance, and business continuity planning, providing appropriate coverage and insight for the UK business.

The Firm has a Conflicts of Interest Policy and procedures in place. Potential conflicts of interests are continually monitored and assessed by Compliance as an independent control function, as well as being reported to senior management where required.

In line with MIFIDPRU 7.3.1, the Firm is not required to establish a Risk Committee and as such the Firm does not maintain a standalone Risk Committee. Instead, the Firm falls under the purview of the Group level Risk Management Committee ("**RMC**") which provides oversight of risk management across the Group, including the Firm. The Firm's governing body retains ultimate responsibility for risk management and receives appropriate reporting and challenge from the RMC.

This arrangement is considered appropriate having regard to the Firm's size, business model and risk profile, and ensures access to suitably resourced risk expertise and effective independent challenge.

External Directorships

Under MIFIDPRU 8.3.1 and 8.3.2 the Firm is required to disclose the number of directorships (executive and non-executive) held by each member of the management body outside of the Group (excluding for such purposes directorships held in organisations which do not pursue predominantly commercial objectives). Details of such matters notified to the Firm as of 31 March 2025 are set out in the tables below:

Member Name	# of External Executive Roles	# of Non-executive Roles
David Wyles	0	0
Naomi Buffery	0	0
Jennifer Soreck	0	0

Diversity and Inclusion

The Mizuho Group is committed to the responsible management of its employees (or human capital), which includes supporting their personal and professional wellbeing and creating a work environment of mutual understanding, respect, and inclusiveness that fosters a diversity of ideas. In performing their duties, employees are expected to promote (and refrain from any conduct inconsistent with) an environment that is free of harassment of any type and behave in a manner that supports a safe and healthy workplace. Employees are expected to respect internationally recognized human rights standards and domestic laws, and in the event of discrepancies between the two, to follow the higher standard. If corporate commitment to protect human rights is insufficient or out of step with international standards, there may be adverse financial and reputational consequences.

The Firm acknowledges that it has statutory duties in relation to equal pay and non-discrimination and is committed to complying with those duties in relation to its general Remuneration Practices. The Firm has established, implemented and maintains gender neutral Remuneration Practices in accordance with the requirements of the MIFIDPRU Code.

3. Risk management objectives and policies

The Board recognises that every business activity entails risks, i.e., the danger that external or internal factors may prevent the Firm's objectives from being achieved, or at least not completely. The Firm maintains a risk management framework designed to identify, assess, mitigate and monitor all sources of risk that could have a material impact on its operations. Whilst the Firm's governing body has ultimate overall responsibility for risk management, aspects of risk are managed on a centralized basis, with certain policies and procedures applied on a global basis across the Mizuho group.

The Firm operates a three lines of defence model, under which business management owns and manages risks, Compliance and other control functions provide independent oversight and challenge, and Internal Audit provides independent assurance over the effectiveness of governance, risk management and internal controls.

Risk Management Framework

The Firm's business strategy forms the basis for deriving the risk strategy in order to ensure consistency between the business strategy and the risk strategy. The Firm's core business activities are therefore the primary elements to be analysed in order to determine the main risks. Long-term business policy objectives can be used to derive its risk appetite so that the selection of risk management measures can be determined. The Firm defines its approach to risk management through its risk strategy.

The Firm's risk management framework is designed to provide a structured and systematic process to proactively manage risks, enhance decision making, and support the Firm's business objectives. It helps the Board and senior management understand how risks can impact the achievement of objectives and make informed decisions to mitigate risks accordingly. In establishing the Risk Framework, the Firm has considered the nature, scale and complexity of its business model and activity. Considering the scope and scale of business activity provides the basis to ensure that the foundation and procedures of the Firm's risk framework are proportionate and appropriate for the firm's business.

As part of its Internal Capital and Risk Assessment ("**ICARA**"), the Firm identifies potential harms to clients, to market integrity and to the Firm itself, including harms that could arise from disruption to ongoing advisory mandates, confidentiality breaches, market abuse, or the Firm's inability to complete engagements in an orderly manner. For each material harm, the Firm assesses severity and likelihood, evaluates existing mitigants, and determines whether additional own funds or liquid assets are required beyond the baseline regulatory requirements.

The ICARA includes stress testing and scenario analysis, including severe but plausible scenarios, and an assessment of the Firm's ability to continue operating through the economic cycle and to execute an orderly wind-down without causing material harm to clients or markets.

When assessing material potential harms, the Firm takes into account the following risk categories: capital management risk, economic risk, conduct risk, operational risk, credit risk, liquidity risk, currency risk, interest rate risk, political risk and reputational risk. In addition to assessing its own material potential harms, MIFIDPRU 1.9.2 R requires firms that form part of a group, as part of its

ICARA process to also take into account any material risks or potential harms that may result from the firm's relationship with other members of that group or the group as a whole. This includes risks arising from financial, operational or reputational dependencies within the group.

These risks are monitored on an ongoing basis through management information, escalation procedures and periodic review by the governing body.

Risk Policies

Development of appropriate policies and procedures is a key tool for effective risk management. Risk policies establish core principles, high-level intent, and set overall management direction and goals. The policy outlines roles and responsibilities, defines the scope and provides a high level description of the controls that must be in place to protect the Mizuho Group. In order that the Mizuho Group operates globally in a consistent manner, where practicable they are applied across the group. However, the Firm continues to implement local policies and procedures where necessary, taking into account local regulatory requirements and practices.

Risk Appetite

The Firm defines "risk appetite" as the level of risk that the management considers is acceptable for a given risk or group of risks. The assessment of risk takes into account the perceived or actual effectiveness of existing mitigating controls. The management has determined that the Firm's overall appetite for risk in business operations should be conservative (risk-averse), with the goal being not complete risk avoidance, but rather a goal-compliant and systematic risk handling approach. The Firm encourages all staff to identify, escalate and minimise risks as much as possible. Alongside this, the Firm has a conservative approach to tax and regulatory compliance risk and employs reputable external advisors that are specialised in those areas. Overall, the risk appetite in respect of business, operational and other categories of risk identified as potentially material in the context of the ICARA process is **Low**. The Risk Appetite Statement is approved by the governing body of the Firm at least annually as part of the ICARA process.

Material Risks

The Firm is exposed, through its operations, to capital management, economic, operational, conduct, credit, liquidity, currency, interest rate and political risks. The policy for managing each of these risks is below:

Capital management risk

The Firm maintains an actively managed capital base to cover risks inherent in the business. The primary objectives of the Firm's capital risk management are to ensure that the Firm complies with externally imposed capital requirements and to ensure that the Firm will be able to continue as a going concern. The capital structure consists of partner's capital and reserve accounts, as per disclosed on the statement of financial position. In 2021, the Firm became subject to the new U.K.

investment firm prudential regulation, which will increase capital and liquidity requirements incrementally from 2022 to 2027.

The Firm manages its capital structure and makes adjustments to it, in light of economic conditions and the risk characteristics of its activities and regulatory requirements. The Firm also maintains capital planning buffers above its regulatory minimums to ensure continued compliance under stressed but plausible scenarios. In the event the Firm has additional capital needs, the corporate members will make capital contributions. Mizuho Americas has provided comfort that it will provide financial support to assist the Firm in meeting its obligations as and when they fall due, to the extent that funds are not otherwise available to the Firm to meet such obligations.

Economic risk

The principal business risks facing the Firm arise from economic climate, the non-recurring nature of the various advisory engagements, the impact to the reputation of the Firm if it does not provide sound advice and an extensive regulatory environment.

The Firm derives revenues from advisory fees. Adverse market or economic conditions would likely affect the number, size and timing of transactions on which it provides advice and therefore can adversely affect the Firm's advisory fees which would adversely affect turnover.

An unanticipated catastrophic event, such as the COVID-19 global pandemic, could adversely affect European and worldwide economic and market conditions, contribute to instability in global financial and foreign exchange markets, and introduce significant legal uncertainty and potentially divergent national laws and regulations.

Conduct risk

Conduct risk is the risk that actions (or omissions) of a Firm or individuals within a Firm causes detriment to clients or other parties or has an adverse effect of market stability causing, inter alia, reputational damage to that Firm. The Firm follows a policy of strict adherence to the highest ethical standards of integrity and fair dealing and best practices in its business. All MDs and employees have an obligation to act and conduct business for and on behalf of the Firm and its clients in a moral, ethical and legal manner. This means adherence to the spirit, as well as the letter, of all relevant laws, rules and codes. The Firm has a robust culture of governance which ensures that conduct risk is one of the primary areas of focus for the Board and senior management, supported by regular staff training and an embedded compliance culture within the Firm.

Operational risk

The Firm defines operational risk as risk of loss resulting from inadequate internal processes, people and systems, or from external events, including risk of damage through loss of reputation or standing. Due to their significant role in leading the Firm, members' actions are especially important regarding operational risk. The Firm is committed to regulatory compliance and has developed policies and procedures in order to stay abreast of regulatory developments. The Firm preserves its reputation by ensuring compliance with regulations and ethical standards, attracting and retaining talented staff, regular meetings of the members to discuss any current assignment issues or concerns, and providing accurate and timely execution of contractual obligations.

Credit risk

Credit risk is the exposure to the possibility of financial loss resulting from a client's failure to meet its financial obligations. As the Firm is in the business of offering advisory services in connection with corporate transactions, credit risk does not normally arise in the normal course of business. For non-trade related advances, credit checks are undertaken prior to the transactions being entered into.

Receivables are stated net of an allowance for doubtful accounts. The estimate for the allowance for doubtful accounts, if any, is derived by the Firm by utilizing past client transaction history and an assessment of each client's creditworthiness, giving specific consideration to invoices aged greater than 60 days.

The Firm's cash in bank and on hand is principally held in depository accounts and money market funds and other short-term highly liquid investments with original maturities of three months or less. The Firm maintains its depository accounts with financial institutions with high credit ratings. Although these deposits are generally not insured, management believes the Firm is not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held. Further, the Firm does not believe its cash equivalent investments are exposed to significant credit risk or interest rate risk due to the short-term nature and high quality of the underlying investments in which the funds are invested.

The Firm regularly reviews its accounts receivable and allowance for doubtful accounts by considering factors such as historical experience, credit quality, age of the accounts receivable, and the current economic conditions that may affect a customer's ability to pay such amounts owed to the Firm. The Firm maintains an allowance for doubtful accounts that, in its opinion, provides for an adequate reserve to cover losses that may be incurred.

Liquidity risk

The Firm deems liquidity risk as the failure to have sufficient financial resources to meet its day-to-day capital and cash flow requirements. To mitigate liquidity risk, the Firm has implemented cash management policies to ensure that there are strict guidelines to follow in relation to the products and the duration that surplus funds can be invested.

The Firm maintains its cash in institutions with high credit ratings. In the event of a significant deterioration of the credit markets or the failure of one or more banking institutions, there can be no assurance that the Firm will be able to access our cash. The Firm's inability to access our cash could have a material adverse effect on its liquidity.

Currency risk

Currency risk arises as the Firm has intercompany activity with affiliates of the Firm and cash amounts denominated in currency other than sterling. Management mitigates this risk by constantly monitoring currency exposures and aiming to mitigate currency risk by frequently settling the intercompany balances with its affiliates and minimizing the non-sterling cash balances.

Interest rate risk

The Firm's interest rate risk is derived from interest bearing deposits in which the Firm invests surplus funds. Management monitors interest rate risk by placing funds in overnight deposits, longer period deposits, and on a floating rate basis. Management conducts market analysis of interest rate expectations before placing amounts.

Assessment of Effectiveness of Risk Management Processes

The Firm sees effective risk management as an integral part of a holistic and integrated management system. The objective of this integrated risk management approach is to increase the quality of business decisions, to secure the Firm's continued existence in the long term and to ensure the sustainable and appropriate management of the Firm.

In addition to implementing procedures to identify material potential risks and harms, the Firm has also implemented measures designed to monitor and report such risks to management on an appropriate basis. In light of the Firm being reclassified as a non-SNI firm, together with its simple business model, a proportionate approach to risk management and control has been applied. The function of risk control shall be undertaken predominantly by the Firm's Compliance and Accounting support teams, who shall report to management on a quarterly basis, and ad hoc where significant issues arise (such as the Firm triggering its early-warning regulatory capital levels) or where material changes occur to the Firm's business.

Approach to assessment of Own Fund Requirements, Concentration Risk and Liquidity

Under the "overall financial adequacy rule' set out in MIFIDPRU 7, firms are required at all times to hold own funds and liquid assets which are adequate both in terms of amount and quality so as to ensure that the Firm (i) remains financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities, and that (ii) can be wound down in an orderly manner minimizing harm to consumers or to other market participants.

As part of the ICARA process, risks with potential for material harm to clients, markets in which the Firm operates and the Firm itself (and associated mitigants) are identified, in order to assess own funds requirements, concentration risk and liquidity and to ensure that adequate own funds and liquid assets are held in the context of the business of the Firm. These are assessed on the basis of historic experience and on a forward-looking basis as to the level of own funds and liquidity required to meet the overall financial adequacy rule, taking into account expectations for future growth (or reductions of business). Stress testing is then undertaken on the basis of varying scenarios in order to ascertain whether further allocation of own funds and/or liquid assets should be made in order from a prudential perspective to comply with the overall financial adequacy rule.

Concentration risk – MIFIDPRU 5

It should be noted that the Firm does not run a trading book, therefore the application of the rules set out in MIFIDPRU 5 (Concentration risk) largely do not apply, save for a general obligation to control concentration risk using sound administrative and accounting procedures and robust internal control mechanisms. In addition, the Firm monitors concentration risk in relation to cash deposits, counterparties and receivables as part of the ICARA process.

Liquidity – MIFIDPRU 6

As a non-SNI investment firm, the Firm is required at all times to maintain own funds equal to the highest of its Permanent Minimum Capital Requirement ("**PMCR**"), Fixed Overheads Requirement ("**FOR**") and K-Factor Requirement.

The Firm has considered the applicability of the K-factor capital requirements, having regard to the nature of its advisory business and MiFID permissions. K-factors that are not relevant to the Firm's activities are not applicable.

The Firm is also subject to the Basic Liquid Assets Requirement ("**BLAR**") and the Overall Financial Adequacy Rule ("**OFAR**"). The Firm maintains sufficient own funds and liquid assets to ensure that it remains financially viable throughout the economic cycle and can be wound down in an orderly manner if required.

The Firm's assessment under the OFAR includes consideration of the liquidity and capital required to support an orderly winddown.

4. Own funds requirements MIFIDPRU 8.4

Overview

Own funds (also referred to as capital resources) represent the regulatory capital available to absorb losses. The Firm's regulatory capital consists entirely of Common Equity Tier 1 ("**CET1**") capital. The Firm has not issued Additional Tier 1 or Tier 2 capital instruments.

The Firm's CET1 capital comprises partnership capital and retained earnings, as disclosed in the audited financial statements. Throughout the financial year, the Firm maintained capital resources in excess of its minimum regulatory requirements.

Quantitative information on the composition of own funds and reconciliation to the audited financial statements is provided in accordance with the OF1 and OF2 templates set out in MIFIDPRU.

During the year, the primary objective of the Firm with respect to capital management was to ensure that it complied with the required capital requirements with respect to its own funds and that it maintained healthy capital ratios in order to support its business. Further to the above, as a non-SNI investment firm, the Firm is required at all times to have own funds of at least an amount which is the greater of the following:

- Permanent Minimum Capital Requirement
- Fixed Overheads Requirements
- K-Factors Requirement

Throughout the period under review the Firm has managed its capital well within regulatory requirements, whilst keeping under review changes in economic and business conditions, and the risk characteristics of its activities

Composition of Regulatory Own Funds as at 31 March 2025

Composition of regulatory own funds as at 31 March 2025			
	Item	**Amount (£000)**	**Source based on reference numbers/letters of the balance sheet in the audited financial statements**
1	OWN FUNDS	13,238	
2	TIER 1 CAPITAL	13,238	
3	COMMON EQUITY TIER 1 CAPITAL	13,238	
4	Fully paid-up capital instruments	13,238	Members' interests classified as equity
5	Share premium		
6	Retained earnings		
7	Accumulated other comprehensive income		
8	Other reserves		
9	Adjustments to CET1 due to prudential filters		
10	Other funds		
11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1		
19	CET1: Other capital elements, deductions and adjustments		
20	ADDITIONAL TIER 1 CAPITAL		
21	Fully paid up, directly issued capital instruments		
22	Share premium		
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
24	Additional Tier 1: Other capital elements, deductions and adjustments		
25	TIER 2 CAPITAL		
26	Fully paid up, directly issued capital instruments		
27	Share premium		
28	TOTAL DEDUCTIONS FROM TIER 2		
29	Tier 2: Other capital elements, deductions and adjustments		

Main Features of Own Instruments

The Firm’s capital instruments are outlined below:

Investment type	Capital from designated members
Corporate and designated members	Greenhill & Co. Europe Holdings Limited Greenhill & Co. Cayman Limited
Amount recognized in regulatroy capital (£000)	13,238
Rights of capital from designated members	Ranks pari passu with unsecured creditors and loans
Accounting classification	Equity
Original date of issuance	December 2007
Perpetual or dated	Perpetual

Balance Sheet Reconciliation

The following table reconciles the Firm’s assets and liabilities as at 31 March 2025 to the Firm’s regulatory own funds:

		Audited financial statements 15 months ended 31 March 2025 £000	Cross-reference to Own Funds Table
Assets			
	Tangible assets	4,949	N/A
	Debtors	3,674	N/A
	Cash at bank and in hand	27,806	N/A
	Total assets	36,429	N/A
Liabilities			
	Creditors amounts failling due within one year	17,054	N/A
	Creditors amounts falling due after more than one year	6,137	N/A
	Total liabilities	23,191	N/A
Loans and other debts due to members			
	Other amounts	(14,643)	N/A
Equity			
	Members' interests - members' capital	29,400	N/A
	Members' interests - other reserves	(1,519)	N/A
Total members' capital		27,881	N/A
Total members' interests		13,238	Item 4
Total liabilities and members' interests		36,429	N/A

5. Own funds requirements

As a non-SNI investment firm, the Firm is required at all times to maintain own funds equal to the highest of its Permanent Minimum Capital Requirement (“**PMCR**”), Fixed Overheads Requirement (“**FOR**”) and K-Factor Requirement.

The Firm has considered the applicability of the K-factor capital requirements, having regard to the nature of its advisory business and MiFID permissions. K-factors that are not relevant to the Firm’s activities are not applicable.

The Firm is also subject to the Basic Liquid Assets Requirement (“**BLAR**”) and the Overall Financial Adequacy Rule (“**OFAR**”). The Firm maintains sufficient own funds and liquid assets to ensure that it remains financially viable throughout the economic cycle and can be wound down in an orderly manner if required.

As noted above, the Firm as a non-SNI investment firm is required to have at all times own funds of at least an amount which is the greater of the following:

• Permanent Minimum Capital Requirement

• Fixed Overheads Requirements

• K-Factor Requirement

Own Funds Requirement (“**OFR**”) as at 31 March 2025:

MIFIDPRU Investment Firm OFR		**Amount (£000)**
1	Permanent Minimum Capital Requirement	£75
2	Fixed Overhead Requirement	£6,697
3	K-factors Requirement, being the sum of (a), (b) and (c)	-
a	Sum of K-AUM, K-CMH and K-ASA	-
b	Sum of K-DTF and K-COH	-
c	Sum of K-NPR, K-CMG, K-TCD and K-CON	-
	Own Funds Requirement (being higher of 1,2, 3)	£6,697

Permanent Minimum Capital Requirement

For a MIFIDPRU investment firm which is authorised to offer any of the following services but is not permitted to hold client money or client assets in the course of its MiFID business, the applicable Permanent Minimum Capital Requirement ("**PMCR**") is £75,000:

- reception and transmission of orders in relation to one or more financial instruments
- execution of orders on behalf of clients
- portfolio management
- investment advice
- placing of financial instruments without a firm commitment basis.

Therefore, the Firm's PMCR is £75,000 based on the investment services which it is authorised by the FCA to offer.

Fixed Overheads Requirement

The fixed overheads requirement ("**FOR**") applies to all MIFIDPRU investment firms. The FOR is intended to calculate the minimum amount of capital that a MIFIDPRU investment firm would need available to absorb losses if it has cause to wind down or exit the market.

It is calculated as one-quarter of the fixed overheads of the preceding year in accordance with the provisions of MIFIDPRU 4.5. When calculating it's FOR, a firm must use figures resulting from the accounting framework applied by the firm in accordance with MIFIDPRU 4.5.2R.

Further to the above, the Firm's FOR based on the latest audited financial statements is £6,697,460.

K-Factors Requirement

The Firm has considered the K-factor capital requirements and determined none to be applicable to the Firm due to the nature of the services provided save for "client orders handled" in the context of the Firm's capital advisory business. In the event that the Firm were to expand its portfolio of activities or receive additional MiFID permissions, other K-factors may become relevant, and the impact of those activities would be assessed with other K-factor requirements.

Liquidity Requirements

The Basic Liquid Assets Requirement ("**BLAR**") is based on a proportion of a MIFIDPRU investment firm's FOR and any guarantees provided to clients. The purpose is to ensure that investment firms have an adequate stock of unencumbered high-quality liquid assets that can be converted easily and immediately in private markets into cash to meet their liquidity needs.

The Firm is required to comply with its BLAR, which is an amount of liquid assets that is at least equal to the sum of the following:

- one-third of the amount of its FOR, and

- 1.60% of the total amount of any guarantees provided to clients (not applicable).

The Firm holds liquid assets primarily in the form of short-term deposits at a UK-authorised credit institution. Other forms of liquid assets are acceptable under MIFIDPRU but not utilized by the Firm at this time.

The core liquid assets as of 31 March 2025 were in excess of the BLAR requirement of one third of the FOR as indicated above.**Overall Capital Adequacy Position**

As part of the ICARA process the Firm assesses the adequacy of its own funds in accordance with the Overall Financial Adequacy Rule ("**OFAR**") in MIFIDPRU 7.4.7R. In particular, the Firm assesses the own funds it requires to ensure that:

• the firm is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities, and

• the firm's business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

In addition to the OFR and BLAR requirements, all firms are required to perform an internal assessment through the Internal Capital Adequacy and Risk Assessment ("**ICARA**") process to establish any additional own funds and liquid assets that are required to support their ongoing operations and/or an orderly winddown as described above. This assessment allows the Firm to derive its Own Funds Threshold Requirement ("**OFTR**") and Liquid Assets Threshold Requirement ("**LATR**") where it exceeds its OFR and BLAR respectively. The assessment of own funds and liquid assets against the OFTR and LATR ensures full compliance with OFAR. The Firm maintains own funds and liquid assets which were sufficient to ensure that OFAR was met in all cases as at the relevant balance sheet date.

6. Remuneration Policy and Practices

As a non-SNI investment firm, the Firm is required to disclose certain information on its remuneration policy and practices as well as certain quantitative aggregated information about the remuneration awarded to its staff in respect to the Firm's financial year ended 31 March 2025. The definition of "staff" includes employees of the firm itself, secondees into the firm from other group entities, together with employees of other group entities where these employees are identified as MRTs of the firm.

The Firm has in place a remuneration policy (the "**Remuneration Policy**") in line with the requirements set by the FCA. The Remuneration Policy reflects the current organisational structure and is proportionate to the size, activities and risk profile of the Firm. The Remuneration Policy is reviewed by senior management periodically and any changes to the Remuneration Policy require its approval. Senior management are supported by Compliance and Human Resources in the development and review of the Remuneration Policy and implementation of such policy is subject to central and independent internal review at least annually. Pursuant to MIFIDPRU 7.3.1(2) the requirement to establish a Risk, Remuneration and Nomination Committee does not apply to the Company.

In order to fulfil its responsibilities, senior management ensures that overall remuneration policy is consistent with the business strategy, objectives, values, and interests of the Firm and of its clients.

Remuneration Policy Principles and Practices

The objective of the Firm's remuneration policies and practices is to establish, implement and maintain a culture that is consistent with, and promotes, sound and effective risk management and does not encourage risk-taking, which is inconsistent with the risk profile of the Firm and the services that it provides to its clients.

In addition, the Firm recognises that remuneration is a key component in how the Firm attracts, motivates, and retains quality staff and sustains consistently high levels of performance, productivity, and results. As such, the Firm's remuneration philosophy is also grounded in the belief that its people are the most important asset and provide its greatest competitive advantage.

The Firm is committed to excellence, teamwork, a positive compliance culture and the pursuit of exceptional outcomes for its clients. From a remuneration perspective, this means that performance is determined through the assessment of various factors that relate to these values, and by making considered and informed decisions that reward effort, attitude, and results.

Remuneration and Performance

Remuneration at Greenhill is made up of the following components:

- Fixed compensation is set in line with market competitiveness at a level to attract and retain skilled staff. This component encompasses the base salary (which is reviewed annually and informed with reference to peer group and adjusted for other variables, including, tenure, knowledge, ability and experience), pension contributions and benefits (for example, private medical insurance).

- Variable remuneration is paid on a discretionary basis and takes into consideration the Firm and Group financial performance, the broader competitive markets in which the Firm operates as well as the financial and non-financial performance of the individual in contributing to the Firm's success. All staff members are eligible to receive variable remuneration.

For this disclosure period, senior management of the Group, in conjunction with senior management of Mizuho, allocates a percentage of revenues as compensation to employees. Such allocation is evaluated based on the performance of the Group (including the Firm), its cash position, and any future capital commitments. The Firm's senior management determine the allocation of the defined bonus pool between employees, in consultation with senior management of the Group and Mizuho. Separately, senior management compensation of the Firm is determined by the senior management of the Group and Mizuho.

The Firm ensures that it does not remunerate or assess the performance of its staff in a way that conflicts with its ability to act in the best interests of its clients and therefore an appropriate balance between fixed and variable remuneration is maintained at all times.

The fixed and variable components of remuneration are appropriately balanced: the fixed component represents a sufficiently high proportion of the total remuneration to enable the operation of a fully flexible policy on variable remuneration. This allows for the possibility of paying no variable remuneration component, which the Firm would do in certain situations, such as where the Firm's profitability performance is constrained, or where there is a risk that the Firm may not be able to meet its capital or liquidity regulatory requirements.

Deferral

The Firm reserves the right to pay all or part of the discretionary bonus in a form other than cash, including deferred cash grants which vest over a period of time. The blend of deferred and non-deferred bonus components is based on the seniority of the employee, with more senior staff typically having a higher percentage of their total compensation deferred over a number of years. This is designed to encourage staff retention and a long-term commitment to the Firm.

Risk and Performance Adjustments

To support effective risk management, staff in receipt of variable awards of compensation are subject to the terms of such awards which require forfeiture in certain circumstances including where an individual terminates their employment contract before the relevant vesting date or where an employee is subject to a regulatory investigation, disciplinary proceedings or found to be in breach of a Firm's policies.

Staff have also been notified that malus and clawback of vested awards may be sought as regards any MRT involved inter alia, in cases of fraud or other conduct with intent or severe negligence which leads to significant losses.

Guaranteed variable remuneration and retention awards (MRTs)

In certain exceptional cases guaranteed awards are made, where there is a demonstrable need to attract individuals. Similarly, retention awards may be used where there is a critical need to retain an individual (for example, as part of a reorganization) or lock-in individuals following an acquisition. All such awards are subject to strict criteria. For example, in the case of guaranteed variable awards, these must align with the long-term interest of the relevant Firm, only occur in the context of hiring new MRTs, leave the Firm with a sound and strong capital base and be limited to the first year of service.

Payments relating to early termination (MRTs)

Severance pay (other than for contractually mandated notice periods) will only be made at the Firm's absolute discretion. Again, such payments are only made in exceptional circumstances and are designed to reflect contribution commensurate with the role and not to reward failure or poor risk management. Any such payments are made in accordance with the principles of the Remuneration Policy and FCA requirements

Payments under agreements to settle any potential claims against the Firm arising on the termination of an individual's employment or engagement will be calculated separately, and where appropriate upon taking independent legal advice, based on the potential value of the claim, costs of defending such a claim, and the commercial rationale for settling it. Any such payment will be recorded as being in settlement of the potential claim(s) rather than simply a payment on early termination. HR would prepare the necessary calculations with the assistance of legal advice where appropriate.

MRT termination payments are subject to the approval of the Firm's senior management, in consultation with the senior management of Greenhill's parent company, Greenhill & Co. Inc..

Material Risk Takers

MRTs are those members of staff members whose professional activities have a material impact on the risk profile of a Firm. In accordance with SYSC 19G.5.3R, the Firm has identified a limited number of material risk takers. These have been identified as senior management of the Firm and/or senior individuals with responsibility for control functions. As of 31 March 2025 there were three Senior Managers / MRTs.

The table below provides the gross aggregate remuneration awarded to all staff broken down by fixed and variable remuneration for the year ended 31 March 2025:

Annual Remuneration as at 31 March 2025 (£000)				
Position	No. of Beneficiaries	Fixed Remuneration	Variable Remuneration	Aggregated Remuneration
Senior Managers/MRTs	3	£965	£3,188	£4,153
Other Staff	95	£10,183	£8,548	£18,731
Total	98	£11,148	£11,736	£22,884

One severance payment of £760,100 was made to a material risk taker by the Firm during the disclosure period under MIFIDPRU 8.6.8R(5) and no payments of guaranteed variable remuneration under MIFIDPRU 8.6.8R(5)(a).

The Firm has relied on the exemption under MIFIDPRU 8.6.8R (7a). The Firm believes that disclosure required in MIFIDPRU 8.6.8R(4) relating to the fixed and variable remuneration of the MRTs, and information on the severance payment could identify information about one or two members of staff. As such, remuneration has been disclosed in aggregate for all staff members.

7. Investment Policy

As the Firm meets the conditions of MIFIDPRU 7.1.4R(1), the disclosure obligations relating to Investment Policy set out in MIFIDPRU 8.7 do not apply.