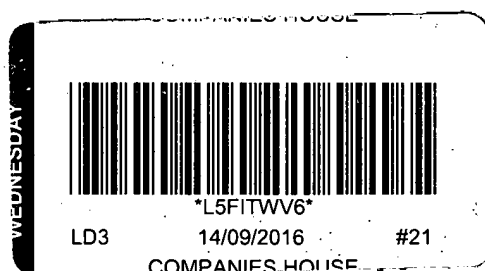


Perella Weinberg Partners UK LLP

Report and Financial Statements

For the year ended 31 December 2015



Registered No: OC319198

Designated Members

Perella Weinberg Partners Group LP
PWP UK LLC

Auditors

Ernst & Young LLP
25 Churchill Place
London E14 5EY

Registered Office

20 Grafton Street
London W1S 4DZ

Branch Office

Dubai International Financial Centre
Gate Village Building 1, Level 3
Office No. 304, P.O. Box 506582
Dubai, UAE

Representative Office

Abu Dhabi Global Markets
Al Sila Tower, 8th Floor
P.O. Box 111075
Abu Dhabi, UAE

Designated Members' report

The Designated Members present their report and financial statements of Perella Weinberg Partners UK LLP (the "Partnership") for the year ended 31 December 2015.

Results and distributions

The results for the year ended 31 December 2015 are shown in the income statement on page 7 and the Partnership's statement of financial position as detailed on page 9 shows a satisfactory position. Members' total interest amounted to £25,442,428 (2014 – £14,390,991).

Principal activity and review of the business

The principal activity of the Partnership is to provide corporate financial advisory services. The Partnership intends to continue with these activities. The Partnership is regulated by the Financial Conduct Authority ("FCA") and has made the disclosures concerning risk management and capital and remuneration required under the FCA Pillar 3 rules on the website <http://www.pillar3.eu/PWP0900409>.

Key Performance Indicators

Operating revenue for the year ended 31 December 2015 was £50,187,421 (2014 - £23,968,719).

	2015 £	2014 £
Turnover	<u>50,187,421</u>	<u>23,968,719</u>
Profit for the financial year available for discretionary division among the members *	<u>11,557,810</u>	<u>6,726,474</u>

* 2014 reflects prior period adjustment of £86,733 for holiday pay accrued under FRS 102 (See Note 2).

Members' profit allocation

Profits are shared among the members as decided by the Management Committee and governed by the Partnership Agreement dated 4 April 2014.

Future developments

The Partnership will continue and expand its corporate financial advisory services.

Principal risks and uncertainties

The primary objectives of the Partnership are to provide a suitable level of return on the partners' investment, to limit counterparty risks and to ensure that sufficient working and regulatory capital is maintained.

Principal risks are that: opportunities to provide income-generating corporate finance and other financial advisory services do not arise or are not obtained by the principals in the business; and the services of key professionals are not retained.

Designated Members' report (continued)

Going concern

The Partnership's business activities, together with the factors likely to affect its future development, performance and position are set out above. The financial position of the Partnership and its liquidity position are reflected in the statement of financial position.

The Partnership has considerable financial resources and ongoing financial advisory contracts, as well as the support of its parent. As a consequence, the members believe that it is well placed to manage its business risks successfully. The members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the 12 months from the date the financial statements are available to issue. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

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

Policy for Members' drawings, subscriptions and repayment of members' capital are governed by the Partnership Agreement dated 4 April 2014.

Designated Members

The Designated Members are:

Perella Weinberg Partners Group LP
PWP UK LLC

Disclosure of information to the auditors

So far as each person who was a Designated Member at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow members and the Partnership's auditor, each Designated Member has taken all the steps that he is obliged to take as member in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to re-appoint Ernst & Young LLP as the Partnership's auditor will be put to the forthcoming Annual General Meeting.

On behalf of the Members



Aaron Hood

On behalf of Perella Weinberg Partners Group LP

Designated Member

31 March 2016

Statement of Designated Members' responsibilities

The Designated Members are responsible for preparing the Members' report and the financial statements in accordance with applicable law and regulations.

Legislation applicable to limited liability partnerships (Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) requires the members to prepare financial statements for each financial year. Under that law the Designated Members have elected to prepare the financial statements in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and applicable law. Under this legislation, the Designated 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 year. In preparing those financial statements, the Designated Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 will continue in business.

The Designated 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 to enable them to ensure that the financial statements comply with the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. The Designated Members 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.

Independent auditor's report

To the members of Perella Weinberg Partners UK LLP

We have audited the financial statements of Perella Weinberg Partners UK LLP (the 'LLP') for the year ended 31 December 2015 which comprises the Income Statement, the Statement of Changes in Equity, the Statement of Financial Position, the Statement of Cash Flows and the related notes 1 to 12. 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), including FRS 102 'The Financial Reporting Standard' applicable to the UK and Republic of Ireland'.

This report is made solely to the members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied by 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 members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

As explained more fully in the Statement of Designated Members' Responsibilities set out on page 4, 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 limited liability partnership'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 Report and Financial Statements 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 LLP's affairs as at 31 December 2015 and of its profit for the year then ended;

- ▶ have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 'The Financial Reporting Standard' applicable to the UK and Republic of Ireland'; 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 by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 requires us to report to you if, in our opinion:

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

Ernst & Young LLP

Ashley Coups (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London

14 April

2016

Income statement

for the year ended 31 December 2015

	<i>Notes</i>	<i>2015</i> £	<i>2014</i> £
Turnover	3	50,187,421	23,968,719
Administrative expenses	5	(38,630,180)	(17,243,118)
Operating profit	4	11,557,241	6,725,601
Interest receivable		569	873
Profit for the financial year available for discretionary division among the members		<u>11,557,810</u>	<u>6,726,474</u>

The notes on pages 11 to 16 form an integral part of these financial statements.

Statement of changes in equity

for the year ended 31 December 2015

Reconciliation of movements in members' total interests

	<i>Members' Capital</i>	<i>Due from Designated Member re losses</i>	<i>Other reserves</i>	<i>Total members' other interests</i>	<i>Loans due to/(from) members</i>	<i>Members' total interests</i>
	£	£	£	£	£	£
At 1 January 2015	40,804,436	(20,325,826)	-	20,478,610	(6,087,619)	14,390,991
Capital contributions	7,500,000	-	-	7,500,000	-	7,500,000
Capital distribution	(5,000)	-	-	(5,000)	-	(5,000)
Profit for the year	-	-	11,557,810	11,557,810	-	11,557,810
Profit/(loss) allocation	-	-	(11,557,810)	(11,557,810)	11,557,810	-
Advances to members	-	-	-	-	(8,001,373)	(8,001,373)
At 31 December 2015	<u>48,299,436</u>	<u>(20,325,826)</u>	<u>-</u>	<u>27,973,610</u>	<u>(2,531,182)</u>	<u>25,442,428</u>

Amounts due to members are not subordinated.

The Partnership and its foreign affiliates provide global financial advisory services. During the year ended 31 December 2015, £39,660,868 (2014 - £4,633,180) of financial advisory fee revenue was transferred to the Partnership from its affiliates in recognition of services rendered by the Partnership (See Note 11). This revenue is included in the profit for the year which has been allocated to individual members. To the extent that the Partnership has profits, these profits are distributed to the individual members on a prorata basis based on the outstanding advances extended to those members since inception. Prior year losses are attributable to the Designated Member, Perella Weinberg Partners Group LP ("PWP Group"). These cumulative losses totalling £20,325,826 comprise the balance of other reserves at 31 December 2015.

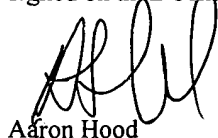
The notes on pages 11 to 16 form an integral part of these financial statements.

Statement of financial position

for the year ended 31 December 2015

	Notes	2015 £	2014 £
Fixed assets			
Tangible fixed assets	6	2,737,698	1,604,181
Current assets			
Debtors	7	44,324,611	20,504,840
Cash		3,647,002	17,588,547
		47,971,613	38,093,387
Creditors: amounts falling due within one year	8	(21,661,001)	(18,033,081)
Net current assets		26,310,612	20,060,306
Creditors: amounts falling due after one year	9	(1,074,700)	(1,185,877)
Net assets attributable to members		27,973,610	20,478,610
Represented by:			
Members' capital classified as equity under FRS 102 section 22		48,299,436	40,804,436
Other reserves		(20,325,826)	(20,325,826)
Total members' other interests		27,973,610	20,478,610
Memorandum of total members' interests			
Loans and other debts due from members		(2,531,182)	(6,087,619)
Members' capital and other reserves		27,973,610	20,478,610
Total members' interest		25,442,428	14,390,991

The financial statements on pages 7 to 16 were approved by the Designated Members on 31 March 2016 and signed on their behalf by:



Aaron Hood

On behalf of Perella Weinberg Partners Group LP

Designated Member

31 March 2016

The notes on pages 11 to 16 form an integral part of these financial statements.

Statement of cash flows

for the year ended 31 December 2015

	2015 £	2014 £
Cash flows from operating activities		
Net profit	11,557,810	6,726,474
Adjustments to reconcile net profit to net cash (used in) provided by operating activities:		
Depreciation of owned assets	867,297	1,060,335
(Increase) decrease in operating assets:		
Accounts receivable	130,020	(1,690,984)
Prepayments and accrued income	(689,947)	1,595,988
Amount due from affiliates	(25,743,050)	6,133,275
Other debtors	(1,073,231)	(36,918)
Increase (decrease) in operating liabilities:		
Accruals	2,691,437	2,425,920
Trade creditors	-	(268,005)
Due to affiliates	899,226	654,080
Other creditors	37,257	72,224
Deferred rent	(111,177)	(131,784)
Net cash (used in) provided by operating activities	(11,434,358)	16,540,605
Cash flows from investing activities		
Purchase of tangible fixed assets	(2,000,814)	(846,382)
Net cash used in investing activities	(2,000,814)	(846,382)
Cash flows from financing activities		
Members' capital contributions	7,500,000	3,692,418
Members' capital distributions	(5,000)	(10,000)
Advances to Members	(8,001,373)	(6,443,122)
Net cash used in financing activities	(506,373)	(2,760,704)
Net (decrease) increase in cash	(13,941,545)	12,933,519
Cash, beginning of year	17,588,547	4,655,028
Cash, end of year	3,647,002	17,588,547

The notes on pages 11 to 16 form an integral part of these financial statements.

Notes to the financial statements

for the year ended 31 December 2015

1. Accounting policies

Statement of Compliance

Perella Weinberg Partners UK LLP is a limited liability partnership registered in the United Kingdom. The registered office of the Partnership is 20 Grafton Street, London W1S 4DZ.

The Partnership's financial statements have been prepared in accordance with FRS 102 as it applies to these financial statements for the year ending 31 December 2015 and 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.

Basis of preparation

The financial statements have been prepared in accordance with applicable UK accounting standards on a going concern basis, under the historical cost convention and in accordance with the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' dated July 2014.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Turnover

Financial advisory fee income, net of value added tax, is recognised on an accrual basis when a transaction has been completed or retainer fees have been earned per a signed engagement letter.

Foreign currencies

The functional and presentational currency of the Partnership is pound sterling (GBP). Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the Statement of Financial Position. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transactions. Exchange differences are taken to the income statement.

Tangible fixed assets

The Partnership measures all property, plant and equipment using the cost model; under this model, the Partnership measures property, plant and equipment at cost less any accumulated depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value based on prices prevailing at the date of acquisition, of each asset evenly over its expected useful life, as follows:

Leasehold property	– 5 years
Furniture and fixtures	– 5 years
Office equipment, software	– 3 years

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 Partnership, which will be assessed on the individual partners and not on the Partnership.

Notes to the financial statements (continued)

for the year ended 31 December 2015

1. Accounting policies (continued)

Members' profit allocation

Amounts becoming due to members in respect of members' profit allocation are debited directly to reserves in the year in which the division occurs. Drawings are recognised as a loan due from members until allocation occurs.

Lease commitments

Rentals payable under operating leases are charged in the income statement on a straight-line basis over the lease term.

Reserves

Members' capital represents those amounts introduced by the Members of the Partnership to be used in business operations. All amounts credited to each member's capital account shall be immediately and fully available to the Partnership for unrestricted use to cover risks and losses as and when they may occur. Future capital contributions and withdrawals are permitted as outlined by the partnership agreement. Other reserves represent the unallocated profits from operations of the year.

2. Transition to FRS 102

The Partnership transitioned to FRS 102 from previously extant United Kingdom Generally Accepted Accounting Practice (UK GAAP) effective 1 January 2014. The impact from the transition to FRS 102 is as follows:

Reconciliation of equity

	<i>At 1 Jan 2014</i>	<i>At 31 Dec 2014</i>
	£	£
Total members interest (as previously stated)	10,425,221	14,477,724
Holiday pay accrual	(74,422)	(86,733)
Total members interests under FRS 102	<u>10,350,799</u>	<u>14,390,991</u>

Reconciliation of Profit for the year ended 31 December 2014

	<i>Year Ended 31 Dec 2014</i>
	£
Profit for the financial year available for discretionary division among the members (as previously stated)	6,813,207
Holiday pay accrual	<u>(86,733)</u>
Profit for the financial year available for discretionary division among the members under FRS 102	<u>6,726,474</u>

The following were changes in accounting policies arising from the transition to FRS 102:

Holiday pay accrual

Prior to applying FRS 102, the Partnership did not make provision for holiday pay (i.e. holiday earned but not taken prior to the year-end). Under FRS 102, the Partnership is required to accrue for all short term compensated absences for holiday entitlement earned by not taken at the date of the statement of financial position. The impact is to increase holiday pay accrued by £86,733 and £110,356 at 1 January 2015 and 31 December 2015, respectively.

Notes to the financial statements (continued)

for the year ended 31 December 2015

3. Turnover

Turnover represents fees for financial advisory services provided during the year and primarily arising from continuing activities in the United Kingdom. Included in 2015 turnover is £39,660,868 (2014 - £4,633,180) of revenue transferred to the Partnership from its foreign affiliates, Perella Weinberg Partners LP ("PWP LP") and Perella Weinberg Partners (Europe) LP ("PWP Europe"), for global financial advisory services rendered (see Note 11).

4. Operating profit

This is stated after charging:

	2015 £	2014 £
Auditors' remuneration – audit services	94,909	77,275
Non audit services – tax advisory	16,075	97,221
Operating lease – land and buildings	1,840,384	763,973
Depreciation of owned assets *	835,005	581,977

* Reflects gross depreciation charge for the year of £867,297 (2014 – £1,060,335) net of allocations to affiliates totalling £32,292 (2014 - £478,358) (see Note 6 and Note 12).

5. Staff costs

	2015 £	2014 £
Wages and salaries *	21,873,889	17,556,064
Social security costs	2,382,855	1,890,222
Pension costs	586,018	397,107
	<u>24,842,762</u>	<u>19,843,393</u>

* 2014 reflects prior period adjustment of £86,733 for holiday pay accrued under FRS 102 (See Note 2).

The average number of employees during the year was 86 (2014 - 73).

No member received remuneration charged as an expense during the period from incorporation to 31 December 2015.

Notes to the financial statements (continued)

for the year ended 31 December 2015

5. Staff costs (continued)

Members' remuneration

	2015 £	2014 £
Profit for the financial year before members' remuneration and profit share *	11,557,810	6,726,474
Profit for the financial year available for discretionary division among the members *	11,557,810	6,726,474
Profit allocation in the year in respect of the member with the largest share of profits	2,975,072	1,782,136

* 2014 reflects prior period adjustment of £86,733 for holiday pay accrued under FRS 102 (See Note 2).

The average number of members in the year was 8 (2014 - 9).

To the extent that the Partnership has profits, these profits are distributed to the individual members on a prorata basis based on the outstanding advances extended to those members since inception. At 31 December 2015, after the distribution of current year profits to members, the remaining carryover balance of prior and current year advances is £2,531,182 (2014 - £6,087,619).

6. Tangible fixed assets

	<i>Leasehold property</i> £	<i>Furniture</i> £	<i>Equipment</i> £	<i>Total</i> £
Cost				
At 1 January 2015	4,127,097	1,439,233	3,243,398	8,809,728
Purchases	53,445	159,898	1,787,471	2,000,814
At 31 December 2015	4,180,542	1,599,131	5,030,869	10,810,542
Depreciation				
At 1 January 2015	3,627,742	1,232,843	2,344,962	7,205,547
Charge for the year	275,445	112,145	479,707	867,297
At 31 December 2015	3,903,187	1,344,988	2,824,669	8,072,844
Net book value				
At 31 December 2015	277,355	254,143	2,206,200	2,737,698
At 31 December 2014	499,355	206,390	898,436	1,604,181

Notes to the financial statements (continued)

for the year ended 31 December 2015

7. Debtors

	2015 £	2014 £
Advances to members	2,531,182	6,087,619
Accounts receivable	3,378,381	3,508,401
Prepayments and accrued income	1,714,160	1,024,213
Amount due from affiliates	35,461,833	9,718,783
Other debtors	1,239,055	165,824
	<u>44,324,611</u>	<u>20,504,840</u>

8. Creditors: amounts falling due within one year

	2015 £	2014 £
Accruals	12,000,450	9,309,013
Due to affiliates	9,536,039	8,636,814
Other creditors	124,512	87,254
	<u>21,661,001</u>	<u>18,033,081</u>

9. Creditors: amounts falling due after one year

	2015 £	2014 £
Deferred rent	1,074,700	1,185,877
	<u>1,074,700</u>	<u>1,185,877</u>

10. Other financial commitments and contingencies

	Land & Buildings 2015 £	Land & Buildings 2014 £
Annual commitment in respect of leases maturing is as follows:		
Leases expiring in greater than five years	1,755,000	1,755,000
	<u>1,755,000</u>	<u>1,755,000</u>

Notes to the financial statements (continued)

for the year ended 31 December 2015

11. Related party transactions

During the period, PWP Group and PWP LP paid certain operating expenses amounting to £3,040,766 (2014 - £1,944,140) on behalf of the Partnership. The Partnership was also charged a net fee of £2,059,951 (2014 - £682,773) for administrative support services provided by PWP Group. At 31 December 2015, the Partnership has £9,536,039 payable to PWP Group (2014 - £8,133,164) and £0 (nil) payable to PWP LP (2014 - £503,650) with regard to these undertakings.

In addition, the Partnership incurred administrative expenses on behalf of its affiliates, Perella Weinberg Real Estate UK LLP, PWP Europe, and Perella Weinberg Partners Capital Management Europe LLP amounting to £21,857,062 (2014 - £17,017,466). At 31 December 2015, the Partnership has amounts due from these affiliates of £0 (nil) (2014 - £286,198), £0 (nil) (2014 - £9,430,784), and £26,420 (2014 - £1,801), respectively.

The Partnership and its foreign affiliates provide global financial advisory services. In 2015, PWP Group and its affiliates adopted a new global transfer pricing policy ("Transfer Pricing") in which revenue is shared among related entities based on a "residual profit split method". Under this method, each affiliate receives revenue to cover the costs of its employees, as well as routine research and back office support services. Any residual profits are then shared based on each affiliate's relative non-routine contributions. Transfer Pricing is evaluated on an annual basis. For the year ended 31 December 2015, £39,660,868 of transfer pricing revenue was earned by the Partnership (2014 - £4,633,180). At 31 December 2015, the Partnership has amounts due from PWP LP and PWP Europe of £16,491,744 and £18,943,669, respectively, with regard to Transfer Pricing. Transfer Pricing revenue is reflected in Turnover on the income statement.

12. Ultimate parent undertaking and controlling party

The Partnership's immediate parent undertaking is PWP Group, a partnership incorporated in the State of Delaware, United States.

The Partnership's ultimate controlling party is Perella Weinberg Partners LLC, a limited liability company in Delaware, United States.