Pillar 3 Disclosure

William Blair International Limited

Registration No: 03619027 (for the year ended 31 December 2015)

INTRODUCTION

William Blair International Limited ("WBIL") is authorised and regulated by the Financial Conduct Authority ('FCA') and a prudentially categorised as a 730k full-scope IFPRU investment firm.

The capital requirements for firms such as William Blair International Limited have been enacted in the United Kingdom through the FCA Handbook and particularly within the FCA Prudential Sourcebook for Banks, Building Societies and Investment Firms ('BIPRU'). The following disclosures are prepared and have been reviewed and approved by the WBIL Board, in accordance with the Capital Requirements Directive (CRD IV), which is the framework for implementing Basel III in the European Union. CRD IV rules are set out under three pillars:

Pillar 1 is a variable capital requirement based on the sum of operational, market and credit risk requirements. WBIL must maintain at all times capital resources equal to or in excess of the amount specified.

Pillar 2 requires all firms and supervisors to review whether additional capital should be held against risks not covered in Pillar 1, to instigate additional controls to mitigate such risks or a combination of these two approaches. WBIL undertakes an Internal Capital Adequacy Assessment Process (ICAAP) in order to assist in this process.

Pillar 3 requires firms to publish certain details of capital and risk management and to review and update this information at least annually.

Under the rules a firm may omit one or more disclosures where the information provided by such disclosure is not regarded as material.

The disclosures below are the required Pillar 3 disclosures and apply solely to William Blair International Limited. The disclosures do not apply to the funds managed by the Firm, which are exposed to different risks. The disclosures are not subject to audit and do not constitute any form of audited financial statement. The disclosures have been produced solely for the purpose of fulfilling our obligation with respect to Pillar 3 regulatory requirements and have been reviewed and approved by the Board.

FREQUENCY AND AIM OF DISCLOSURE REPORT

This report will be reviewed on an annual basis in conjunction with the publication of the Financial Statements. The report shall provide an overview of the risk profile and risk management of the WBIL.

MEANS OF DISCLOSURE

The disclosure is made available as required on the William Blair Website at https://www.williamblair.com/ under UK Disclosures. The Pillar 3 Remuneration Policy can also be found on the same link in a separate document.

THE BOARD

List of Directors	Internal	External
John Ettelson (CEO)	1	0
Arthur Simon	1	0
Jon Zindel	1	0
Michelle Seitz	1	0
Richard Smirl	1	0
John Moore	1	0
Ralph Mastrangelo	1	0
Matthew Gooch	1	0

Note: the Directorships held within the same group are counted as a single directorship, and those in organisations with non-commercial objectives are disregarded.

When assessing the current and future business needs of WBIL, equality and diversity are considered as part of WBIL's recruitment process There are a range of criteria for assessing Board membership including relevant skills, suitability for the role, relevant expertise and knowledge, all of which help for a balanced approach to challenge and decision making. The Directors collectively bring a broad range of business experience to the Board which is considered essential for the effective management of the firm. Executive summaries and biographies on each director can be found on the William Blair Website. https://www.williamblair.com/

In addition to the management committee, the firm also has a Risk Committee which meets quarterly to discuss risk requirements and high level risk events that impact the firm.

The Board Statement of Risk

The Board has assessed the adequacy of the risk management arrangements and believe they are adequate with regard to WBIL profile and strategy.

Risk Evaluation

William Blair International Limited has assessed business and operational risks in its ICAAP and set out appropriate actions to manage them. The ICAAP process seeks to ensure that the risk profile of the firm is assessed for all known material exposures faced by WBIL, taking into account all relevant controls in place. Stress and scenario testing is also undertaken as part of the ICAAP which assesses the potential impact on capital of a series of combined risk events. The ICAAP assessment is reviewed by the Board of Directors and amended where necessary or at a minimum annually.

The principal risk areas which we seek to manage are as follows:

Pillar 1 risks:	Pillar 2 risks:
• **Credit**	• Concentration
• **Market**	• Liquidity
• **Operational**	• Business

Pillar 1 risk evaluation

- Credit risk is minimal. The corporate finance activity does not record fee income and related receivables until the transaction is completed. The fee is usually collected at the closing, so rarely, if ever, are fee receivables on the books. Expenses are incurred while working on transactions, which are reimbursed by the client. In some cases, these expenses may not be totally reimbursed; however, a reserve is maintained to offset the risk of non-reimbursed deal expenses. The institutional sales activity has no receivables. The trade execution and clearance is performed by William Blair & Company LLC and all trades are done on a DVP basis. There are no margin accounts.

- Market risk relates to trading activity and there is no trading activity at William Blair International Limited, so market risk, from the trading perspective is non-existent. Foreign exchange risk, however, does exist. The foreign exchange risk is generated from the business activity. Fixed expenses are denominated in £'s but most of the revenues are denominated in $'s or €'s. The mitigating factor is that the most significant expense is employee compensation, which is based on revenues generated in $'s, calculated in $'s and only converted to £'s when paid.

- Operational risk would for the most part relate to trade error. While the possibility exists that an input error could be made by employees of William Blair International Limited, it is much more likely they would be caused by William Blair & Company LLC employees where most of the trade processing occurs, and would therefore be recognized in that company. As a result, operational risk is also minimal.

Pillar 2 risk evaluation

- Concentration risk is minimal. No one client represents a significant portion of WBIL's business.

- Liquidity risk is minimal. WBIL has a very liquid balance sheet with few long term assets other than furniture, equipment and leaseholds. In addition, it has the financial backing of William Blair & Company LLC to meet any short term liquidity issues. In the event that WBC is unable to provide WBIL with sufficient funding to enable it to meet any short term liquidity issues, the WBIL Board of Directors will determine the course of remedial action, which may include cost reduction strategies. The nature of WBC and WBIL's business activities is such that a funding issue is not likely to occur without some advance warning. As a result, remedial action, quickly implemented, could significantly reduce the negative impact on WBIL.

- Business risk is minimal given the products and operational model of WBIL. WBIL regularly monitors the performance of all business units against the strategic plan approved by the Board. Any significant deviation from the agreed plan will lead to management actions to improve performance via increased revenues or reduced costs. Impacts on the business of external events are appropriately captured via the Pillar 2b scenario analysis in the ICAAP.

CAPITAL RESOURCES AND REQUIREMENTS

William Blair International Limited calculates and reports its capital resources and requirements in accordance with the current FCA regulations as per IFPRU.

The table below summaries WBIL's available capital resources, the capital requirements under Pillar 1 and regulatory capital ratio.

PILLAR ONE - Own funds and requirements (£'000)	31 December 2015
Common Equity Tier 1 Capital (CET 1)	
Share capital	3,100
Share premium	750
Audited reserves	11,179
Tier 1 Capital	15,029
Tier 2 Capital	-
TOTAL OWN FUNDS	**15,029**
Own funds requirements	
Credit Risk*	2,195
Market Risk	926
Operational Risk	5,474
TOTAL REQUIREMENTS	**8,595**
Surplus own funds	**6,434**
Credit Risk (CR)	
Institutions	*2,837*
Equity instruments	*7,617*
Other assets	*16,987*
Total CR RWA's	***27,441***
Market Risk (FX)	11,570
Operational Risk (BIA)	68,423
TOTAL Risk Weighted Assets (RWA's)	**107,434**
Total capital ratio	**13.99%**

Common Tier 1 Capital (CET 1) comprises share capital, share premium, and audited reserves. Total capital is made up of Tier 1 capital as WBIL does not hold any tier 2 or 3 capital or instruments. The total capital ratio is defined as total capital divided by RWA's.

The audited CET1 capital as at 31 December 2015 increased by £7.3m to £22.3m following the completion of the annual external audit in March 2016.

William Blair International Limited is not required to and does not hold Tier 2 or 3 capital. There are no other items or deductions.

Risk-Weighted Assets were calculated in accordance with both the Basel III Advanced Rules and the Standardised Capital Rules.

The firm's Pillar 1 capital resource requirement is the higher of the base capital requirement and the variable capital resource requirement, as detailed in the table below:

	Pillar 1	**ICAAP**
	Minimum Capital	**Pillar 2 Capital**
	£'000	**£'000**
Base Capital	538	
Credit Risk (CR)	2,195	
Operational Risk (OR)	5,474	
Market Risk (MR)	926	-
CR + OR + MR	**8,595**	
		-
Fixed Overhead Requirement (FOR)	**-**	
Pillar 1 Total (higher of CR+OR+MR and FOR)	8,595	8,595
Pillar 2 Total		3,543
ICAAP Capital		**12,138**
Current total capital		**15,128**
Net finance income for the year		**2,991**

William Blair International Limited is sufficiently capitalised for the risks to which it is exposed. William Blair has £1.13m encumbered assets.

Requirement	**Details**
Base Capital requirement	€730,000 (conversion sterling amount £538,000)
Variable capital resource requirement	The higher of: (1) The sum of the Credit Risk Capital Requirement, the Operational Risk Capital Requirement and the Market Risk Capital Requirement; or (2) The Fixed Overhead Requirement