



Second Filing of a Previously Filed Document

Company Name: **ALCENTRA LIMITED**

Company Number: **02958399**



Received for filing in Electronic Format on the: **06/12/2023**

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Description of the original document

Document type: **Return of Allotment of Shares
SH01**

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**Return of Allotment of Shares**Company Name: **ALCENTRA LIMITED**Company Number: **02958399**Received for filing in Electronic Format on the: **06/12/2023****Shares Allotted (including bonus shares)**

Date or period during which shares are allotted	From	To
	01/03/2021	

Class of Shares:	B SHARES	Number allotted	625869
Currency:	GBP	Nominal value of each share	0.32
		Amount paid:	0.32
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	80000000
Currency:	GBP	Aggregate nominal value:	25659063.2

Prescribed particulars

VOTING RIGHTS: EACH HOLDER OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND A HOLDER OF ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH ORDINARY SHARE OF WHICH HE IS THE HOLDER. RIGHTS (RE DIVIDENDS) TO PARTICIPATE IN A DISTRIBUTION: ANY DIVIDENDS DECLARED IN ACCORDANCE WITH ARTICLE 68 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE SHARES THEN IN ISSUE PARI PASSU PROVIDED, HOWEVER, THAT ONLY THE HOLDERS OF ORDINARY SHARES THEN IN ISSUE SHALL BE ENTITLED TO PARTICIPATE IN ANY DISTRIBUTION OF; OR IN RESPECT OR THE CLASS A PROPERTY (AS DEFINED IN THE VALUATION PRINCIPLES). RIGHTS (RE CAPITAL) TO PARTICIPATE IN A DISTRIBUTION: SUBJECT TO ARTICLE 13, IF ANY CAPITAL IS RETURNED TO SHAREHOLDERS FOR ANY REASON (INCLUDING UPON AN INSOLVENCY EVENT IN RELATION TO THE COMPANY) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER (AT ITS OWN DISCRETION) PAYING ALL ITS LIABILITIES, SHALL BE DISTRIBUTED TO THE HOLDERS OF SHARES PRO RATA TO THEIR RESPECTIVE SHAREHOLDINGS, PROVIDED, HOWEVER, THAT ONLY THE HOLDERS OF ORDINARY SHARES THEN IN ISSUE SHALL BE ENTITLED TO PARTICIPATE IN ANY RETURN OF CAPITAL OR OR IN RESPECT OR THE CLASS A PROPERTY (AS DEFINED IN THE VALUATION PRINCIPLES).

Class of Shares:	B	Number allotted	2791274
	SHARES	Aggregate nominal value:	893207.68
Currency:	GBP		

Prescribed particulars

VOTING RIGHTS: THE B SHARES SHALL CARRY NO RIGHT TO RECEIVE NOTICE OR TO ATTEND, TO SPEAK OR TO VOTE AT ANY GENERAL MEETINGS OF THE COMPANY RIGHTS (RE DIVIDENDS) TO PARTICIPATE IN A DISTRIBUTION: ALL SHARES RANK PARI PASSU. RIGHTS (RE CAPITAL) TO PARTICIPATE IN A DISTRIBUTION: ON A RETURN OF CAPITAL PURSUANT TO THE ARTICLES, THE DIRECTORS, HAVING CONSULTED WITH THE REMUNERATION COMMITTEE IN RESPECT TO THE AMOUNT PAYABLE IN RESPECT OF EACH B SHARE IN ACCORDANCE WITH THE VALUATION PRINCIPLES ADOPTED BY THE REMUNERATION COMMITTEE, AS SUCH PRINCIPLES ARE AMENDED FROM TIME TO TIME (THE "VALUATION PRINCIPLES"), SHALL DETERMINE THE AMOUNT PAYABLE IN RESPECT OF EACH B SHARE. REDEMPTION OF SHARES AT OPTION OF COMPANY OR SHAREHOLDER: THE COMPANY SHALL HAVE THE RIGHT BUT NOT THE OBLIGATION, TO REPURCHASE ALL OR ANY PORTION OF THE B SHARES THEN IN ISSUE (THE "REPURCHASE RIGHT") IN CONNECTION WITH A CHANGE IN CONTROL (AS DEFINED IN THE ALCENTRA UK LONG TERM INCENTIVE PLAN ADOPTED BY THE COMPANY ON 30 JUNE 2017 (THE "COMPANY PLAN")) OF THE GROUP OF COMPANIES DIRECTLY OR INDIRECTLY OWNED BY BNY ALCENTRA GROUP HOLDINGS, INC., INCLUDING THE COMPANY AND ALCENTRA NY LLC (THE "COMPANY GROUP") (THE DATE OF SUCH CHANGE IN CONTROL OF THE COMPANY GROUP BEING THE "REPURCHASE TRIGGER DATE"), PROVIDED THAT: (A) THE REPURCHASE RIGHT MUST BE EXERCISED BY THE COMPANY IF AT ALL, WITHIN TWENTY FOUR (24) MONTHS AFTER THE REPURCHASE TRIGGER DATE (THE "REPURCHASE PERIOD"); (B) THE AMOUNT OF CONSIDERATION PAYABLE FOR EACH B SHARE UPON THE EXERCISE OF THE REPURCHASE RIGHT SHALL BE EQUAL TO THE LOWER OF: (I) THE CLASS B VALUATION AMOUNT IN RESPECT OF SUCH B SHARE AS OF THE REPURCHASE TRIGGER DATE; OR (II) THE AMOUNT THAT REPRESENTS EACH B SHARE'S PRO RATA PORTION OF THE PRICE RECEIVED IN CONNECTION WITH A CHANGE IN CONTROL OF THE COMPANY GROUP ATTRIBUTABLE TO COMPANY; AND (C) IF THE COMPANY DOES NOT ELECT TO EXERCISE THE REPURCHASE RIGHT WITHIN THE REPURCHASE PERIOD, THE HOLDERS OF THE B SHARES SHALL CONTINUE TO HOLD HIS OR HER B SHARES, SUBJECT TO AND IN ACCORDANCE WITH THE PROVISION OF THESE ARTICLES, UNLESS OTHERWISE PROVIDED BY THE COMPANY PLAN AND/OR ANY APPLICABLE RESTRICTED UNIT AGREEMENT ENTERED INTO IN RESPECT OF THE B SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	82791274
		Total aggregate nominal value:	26552270.88
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.