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Company Name: **ALCENTRA LIMITED**

Company Number: **02958399**



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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	2100129
	SHARES	Aggregate nominal value:	672041.28
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:	82100129
		Total aggregate nominal value:	26331104.48
		Total aggregate amount unpaid:	0

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **2100129 B SHARES shares held as at the date of this confirmation statement**

Name: **RBC CEES TRUSTEE LIMITED**

Shareholding 2: **80000000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ALCENTRA ASSET MANAGEMENT LIMITED**