

Alcentra Mezzanine Nominee Limited

Strategic Report, Director's report and financial statements

Registered number 05350625

31 December 2022

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Alcentra Mezzanine Nominee Limited

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Alcentra Mezzanine Nominee Limited

Board of Directors and other information

Directors

Vinay Patel

Registered Office

160 Queen Victoria Street

London, England

EC4V 4LA

Registered Number

05350625

Alcentra Mezzanine Nominee Limited

Strategic report

In accordance with Section 414A(1) of the Companies Act 2006, we have prepared the Strategic report which includes a review of Alcentra Mezzanine Nominee Limited ("the Company") business and future developments, a description of the principal risks and uncertainties facing the Company.

Business review

The company holds, as nominee for employees of Alcentra Limited, the allocated carried interest in the Alcentra Mezzanine Fund.

Principal risks and uncertainties

There are no specific risks or uncertainties impacting this company other than general market and economic conditions.

Business and future developments

The company has been dormant throughout the period and is expected to continue to be so.

Approval

By order of the Board

Vinay Patel
Director



11 October 2023

Alcentra Mezzanine Nominee Limited
160 Queen Victoria Street
London, England
EC4V 4LA

Registered number: 05350625

Alcentra Mezzanine Nominee Limited

Director's report

The director presents his report and financial statements for the year ended 31 December 2022.

Principal activities

The company holds, as nominee for employees of Alcentra Limited, the allocated carried interest in the Alcentra Mezzanine Fund.

The company has been dormant throughout the period and is expected to continue to be so.

Directors

The directors who served during the year and up to the date of the report were as follows:

	Appointed	Resignation
Vinay Patel	29 November 2022	-
Ruth Davis	29 November 2022	17 April 2023
Jonathan DeSimone	-	1 November 2022
Sandeep Sumal	-	1 November 2022

Directors' indemnity provision

The articles of association of the Company provide that in certain circumstances the directors are entitled to be indemnified out of the assets of the Company against claims from third parties in respect of certain liabilities arising in connection with the performance of their functions, in accordance with the provisions of the Companies Act 2006. Indemnity provisions of this nature have been in place during the year but have not been utilised by the directors (2021: none).

Disclosure of information to auditor

For the year ending 31 December 2022, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Post balance sheet events

There are no material post balance sheet events.

By order of the Board

Vinay Patel
Director



11 October 2023

Alcentra Mezzanine Nominee Limited
160 Queen Victoria Street
London, England
EC4V 4LA

Registered number: 05350625

Alcentra Mezzanine Nominee Limited

Statement of director's responsibilities in respect of the Strategic report, the Director's report and the financial statements

The director is responsible for preparing the Strategic report, the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101: *Reduced Disclosure Framework*.

Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the director is 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 Company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 2006. He has general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Alcentra Mezzanine Nominee Limited

Balance Sheet

at 31 December 2022

		2022 €000	2021 €000
Current assets			
Debtors	3	<u>1</u>	<u>1</u>
		1	1
Net assets		<u><u>1</u></u>	<u><u>1</u></u>
Capital and reserves			
Called up share capital	4	<u>1</u>	<u>1</u>
Shareholders' equity		<u><u>1</u></u>	<u><u>1</u></u>

Notes 1 to 5 are integral to these financial statements.

For the year ending 31 December 2022, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Director's responsibilities:

- a) the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.
- b) the director acknowledges his responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the Board of Directors and were signed on its behalf by:

Vinay Patel
Director



11 October 2023

Company registered number: 05350625

Alcentra Mezzanine Nominee Limited

Statement of changes in equity
31 December 2022

	Called up Share capital €000	Total equity €000
Balance at 1 January 2021	1	1
Balance at 31 December 2021	1	1
	Called up Share capital €000	Total equity €000
Balance at 1 January 2022	1	1
Balance at 31 December 2022	1	1

Alcentra Mezzanine Nominee Limited

Notes to the financial statements

for the year ended 31 December 2022

1 Accounting policies

1.1 Basis of preparation and statement of compliance with FRS 101

The Company is a company incorporated and domiciled in the UK. The Company has been dormant throughout the period from incorporation to 31 December 2015. The registered address is given on page 1.

Alcentra Mezzanine Nominee Limited is a subsidiary of Alcentra Group Holdings Inc. On 1 November 2022 Franklin Resources, Inc. ("FRI"), a global investment management organisation operating as Franklin Templeton, completed the acquisition of Alcentra Mezzanine Nominee Limited as part of its acquisition of 100% of the shares of Alcentra Group Holdings Inc. ("the Transaction") and its subsidiaries ("Alcentra Group" or "the Group") from The Bank of New York Mellon Corporation ("BNY Mellon"). There is no change to the Company's operations or investment strategies as a result of the change in ownership.

As a result of the Transaction the Company's year-end is not the same as that of its parent FRI which has published consolidated results for the year ended 30 September 2022. The Company's results for the period prior to the Transaction from 1 January 2002 to 31 October 2022 are included in the consolidated results of BNY Mellon at 31 December 2022. For the two months from 1 November to 31 December 2022 the results are not included in FRI's consolidated results as it has a different year end, but the Company and all its subsidiary undertakings will be included in its audited consolidated financial statements for the year ending 30 September 2023.

The Company is a qualifying entity under Financial Reporting Standard 100. Accordingly, the financial statements are prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101") under the historical cost convention. Therefore, the recognition, measurement and disclosure requirements of UK adopted International Financial Reporting Standards ("IFRS") have been applied, with amendments where necessary, in order to comply with the requirements of the Companies Act 2006, as applicable to companies using FRS 101, and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410) as these are Companies Act 2006 financial statements. The Company has also taken advantage of the FRS 101 disclosure exemptions as set out below.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.2 Profit and loss account

The company has not prepared a profit and loss account as there has been no income or expense during the year.

1.3 Related party transactions

As the Company is a wholly owned indirect subsidiary of the ultimate parent company, FRI, it has taken advantage of the exemption contained in IAS 24 and has therefore not disclosed transactions or balances with entities which form part of the Group.

2 Staff numbers and costs

The Company had no employees during the year ended 31 December 2022 (2021: nil).

3 Debtors

	2022	2021
	€000	€000
Amounts owed by group companies	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>
Due within one year	1	1

Alcentra Mezzanine Nominee Limited

Notes to the financial statements
for the year ended 31 December 2022

4 Capital and reserves

Share capital

	2022	2021
	€000	€000
Allotted, called up and fully paid		
Ordinary shares of €1 each	<u>1</u>	<u>1</u>

5 Ultimate parent company and parent company of larger group

The immediate parent undertaking of the Company is Alcentra Asset Management Limited, a company registered in England and Wales. Copies of accounts for Alcentra Asset Management Limited can be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate parent company as at 31 December 2022 was Franklin Resources, Inc., incorporated in the United States of America. However as noted in section 1.1, as a result of the Transaction the results of the Company will not be included in the ultimate parents audited consolidated accounts until 30 September 2023. These then may be obtained from <https://www.franklinresources.com/>.