

ARC SLINW GP Limited

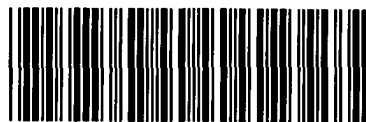
Report and Financial Statements

Year ended

31 March 2023

Company number 10919254

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ARC SLINW GP Limited

Annual report and financial statements for the year ended 31 March 2023

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ARC SLINW GP Limited
Officers and professional advisers

Directors

Mr B Bauman
Mr M Rattigan

Registered office

6th Floor
338 Euston Road
London
NW1 3BG

Company number

10919254

Auditors

BDO LLP
55 Baker Street
London
W1U 7EU
United Kingdom

ARC SLINW GP Limited

Directors' report for the year ended 31 March 2023

The Directors present their report together with the audited financial statements for the year ended 31 March 2023.

Principal activity

The principal activity of ARC SLINW GP Limited (the "Company") is to act as the General Partner to Social Long Income North-West LP ("SLINW LP").

Review of business

The Directors are satisfied with the trading and performance of the Company during the year. The Directors are of the opinion that the Company is of going concern due to the Company's expected future cash receipts, and an analysis of future expenses.

Results

The profit for the year before tax was £7,796 (2022: loss £2,256). The Directors do not recommend payment of a dividend (2022: £nil).

Directors

The present membership of the board is set out on page 1. All Directors served throughout the year and up to the date of signing these financial statements.

Directors Indemnity

The Group to which the Company belongs has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Principal risks and uncertainties

The Directors are responsible for determining the level of risk acceptable to the Company. This is subject to regular review.

The Directors believe the principal risks facing the Company are as follows:

- Credit risk – the risk of loss if another party fails to perform its obligations or fails to perform them in a timely fashion.

The Directors seek to mitigate risks through the application of strict controls and a monitoring process at the operational level of cash flows.

Charitable donations

No charitable or political contributions were made during the year (2022: £nil).

Subsequent events

Subsequent to the balance sheet date, the group of Alpha Real Capital LLP ("ARC") underwent a restructuring transaction. Following the transaction, the Company's immediate parent undertaking remained to be ARC, however ARC's immediate parent company became Alpha Real Capital Holdings Limited ("ARCH"), a newly-incorporated company registered in Guernsey and the ultimate controlling party is considered to be Philip S Gower OBE.

ARC SLINW GP Limited

Directors' report for the year ended 31 March 2023

Auditors

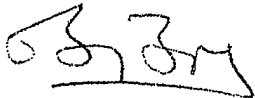
Each of the persons who are directors at the date of approval of this report confirms that:

- (1) so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) the Director has taken all the steps that they ought to have taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing its report and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418(2) of the Companies Act 2006.

BDO LLP were appointed during the year and are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

This report was approved by the Board of Directors on 20th March 2024 and signed on its behalf by:



Mr B Bauman
Director

20th March 2024

ARC SLINW GP Limited

Directors' Responsibilities

Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial period. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors 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 Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ARC SLINW GP Limited

Independent Auditor's Report to the members of ARC SLINW GP Limited

Independent Auditor's Report to the members of ARC SLINW GP Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of ARC SLINW GP Limited ("the Company") for the year ended 31 March 2023 which comprise Income Statement, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

ARC SLINW GP Limited

Independent Auditor's Report to the members of ARC SLINW GP Limited

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 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 Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Directors Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be the Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice) and UK tax legislation.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigation.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;

- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of internal controls.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation.

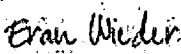
We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's 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 Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Eran Wieder (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK
20th March 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

ARC SLINW GP Limited**Income statement for the year ended 31 March 2023**

	Notes	2023 £	2022 £
Turnover	2	14,269	-
Administrative expenses		(6,473)	(2,256)
Operating profit/(loss)	3	7,796	(2,256)
Profit/(loss) on ordinary activities before taxation		7,796	(2,256)
Taxation	5	-	-
Profit/(loss) and total comprehensive income for the financial year		7,796	(2,256)

The notes on pages 11 to 13 form part of these financial statements.

ARC SLINW GP Limited
Statement of Financial Position as at 31 March 2023

	Notes	2023 £	2022 £
Current assets			
Cash at bank and in hand		3,669	3,787
Debtors	6	14,269	355
		<u>17,938</u>	<u>4,142</u>
Creditors: amounts falling due within one year			
Creditors	7	(18,686)	(12,686)
		<u>(748)</u>	<u>(8,544)</u>
Net liabilities			
		<u>(748)</u>	<u>(8,544)</u>
Capital and reserves			
Share capital	8	2	2
Profit and loss account		(750)	(8,546)
		<u>(748)</u>	<u>(8,546)</u>
Equity attributable to shareholders		<u>(748)</u>	<u>(8,544)</u>

The financial statements were approved by the board of directors on 20th March 2024 and signed on its behalf by:



Mr B Bauman
Director

Company number: 10919254

The notes on pages 11 to 13 form part of these financial statements.

ARC SLINW GP Limited**Statement of Change in Equity for the year ended 31 March 2023**

	Share capital £	Profit and loss account £	Total Equity £
At 1 April 2021	2	(6,290)	(6,288)
Loss for the year	-	(2,256)	(2,256)
At 31 March 2022	2	(8,546)	(8,544)
At 1 April 2022	2	(8,546)	(8,544)
Profit for the year	-	7,796	7,796
At 31 March 2023	2	(750)	(748)

The notes on pages 11 to 13 form part of these financial statements.

ARC SLINW GP Limited

Notes to the financial statements for the year ended 31 March 2023

1 Accounting policies

General information

The ARC SLINW GP Limited (the company) is a private limited company by shares incorporated in United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of registered office is 6th Floor, 338 Euston Road, London, NW1 3BG.

Basis of preparation

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires the Directors to exercise judgement in applying the Company's accounting policies.

In preparing these financial statements, the Company has taken advantage of all disclosure exemptions conferred by FRS 102. These financial statements are included within the consolidated financial statements of Alpha Real Capital LLP which are available to the public by writing to the Chief Finance Officer at 338 Euston Road, London NW1 3BG. Therefore these financial statements do not include:

- a statement of cash flows; and
- a statement of segmental reporting.

The following principal accounting policies have been applied:

Going concern

The Company's long-term strategy remains resilient through volatile domestic and international economic events.

At year end the Company had net liabilities of £748 (2022: net liabilities of £8,544). The principal activity of the Company is to act as the general partner to Social Long Income North-West LP ("SLINW LP"). SLINW LP is in a profitable position and it is expected that they will begin to make cash distributions in due course.

The Company has received a letter of support from its parent, Alpha Real Capital LLP pledging financial support up to £10,000 to cover existing and projected third party liabilities and also to not call in the existing intercompany loan unless the Company has sufficient funds to repay it. On this basis the directors believe that the Company will have sufficient funds to pay its debts as they fall due for at least 12 months following the approval of these financial statements.

The Directors therefore consider it appropriate to prepare the Company's financial statements on a going concern basis.

Financial assets, financial liability and equity

Financial assets, liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Turnover

The Company, in its role as General Partner, receives a fixed share of income from SLINW LP.

Expenses

All expenses are accounted for on an accruals basis.

Taxation

Taxation expense for the year comprises current tax recognised in the reporting year. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current taxation liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

ARC SLINW GP Limited

Notes to the financial statements for the year ended 31 March 2023 (Continued)

2 Turnover

	2023 £	2022 £
Turnover consists of:		
Fee Income	14,269	-

3 Operating loss

	2023 £	2022 £
The operating loss is stated after charging:		
Auditors' remuneration – audit services	6,355	2,197
Bank charges	118	58

4 Directors' remuneration and employees

The remuneration of the highest paid Director was £nil (2022: £nil) and the pension costs were £nil. (2022: £nil).

There were no persons employed during the year (2022: nil).

5 Tax charge on profit/(loss) on ordinary activities

	2023 £	2022 £
Current tax for the year	-	-

The standard rate of current tax for the year is based on the standard rate of corporation tax in the United Kingdom of 19% (2022: 19%).

The current year tax charge differs from the standard rate for the reasons set out in the following reconciliation:

	2023 £	2022 £
Profit/(loss) on ordinary activities before tax	7,796	(2,256)
Tax charge/(credit) on profit/(loss) on ordinary activities at the standard rate	1,481	(429)
Effects of:		
- utilisation of losses brought forward	(1,481)	-
- losses carried forward	-	429
Current tax for the year	-	-

Unrecognised total tax losses brought forward amounted to £8,546 (2022: £6,290). Unrecognised total tax losses carried forward amounts to £750 (2022: £8,546).

6 Debtors

	2023 £	2022 £
Trade debtors	14,269	-
Other taxation	-	355
	14,269	355

All amounts shown under debtors fall due within one year.

ARC SLINW GP Limited

Notes to the financial statements for the year ended 31 March 2023 (Continued)

7 Creditors: amounts falling due within one year

	2023	2022
	£	£
Amounts owed to parent company	12,686	10,186
Accruals	6,000	2,500
	<u>18,686</u>	<u>12,686</u>

As at 31 March 2023 amounts owed to Alpha Real Capital LLP of £12,686 (2022: £10,186) were unsecured, interest free and repayable on demand.

8 Called up share capital

	2023	2022
	£	£
Authorised:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>
Called up, allotted and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

9 Commitments under operating leases

The Company had no annual commitments under non-cancellable operating leases at 31 March 2023.

10 Ultimate controlling party

Alpha Real Capital LLP is considered to be the controlling party of the Company at 31 March 2023.

As at 31 March 2023, the ultimate controlling party is considered to be the designated members of Alpha Real Capital LLP. After the balance sheet date, the group of Alpha Real Capital LLP ("ARC") underwent a restructuring transaction which is detailed in the below subsequent events note 12.

These financial statements are included within the consolidated financial statements of Alpha Real Capital LLP which are available to the public by writing to the Chief Finance Officer at 338 Euston Road, London NW1 3BG.

11 Related party transactions

As at 31 March 2023, there was an outstanding amount owed by the Company to Alpha Real Capital LLP of £12,686 (2022: £10,186).

As at 31 March 2023, included within trade debtors there was an outstanding amount owed to the Company by Social Long Income North-West L.P., a fund managed by Alpha Real Capital LLP of £14,269 (2022: £nil).

12 Subsequent events

Subsequent to the balance sheet date, the group of Alpha Real Capital LLP ("ARC") underwent a restructuring transaction. Following the transaction, the Company's immediate parent undertaking remained to be ARC, however ARC's immediate parent company became Alpha Real Capital Holdings Limited ("ARCH"), a newly-incorporated company registered in Guernsey and the ultimate controlling party is considered to be Philip S Gower OBE.