

ALCENTRA LIMITED

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Form ADV Part 2 (as of March 31st 2014)

This brochure provides information about the qualifications and business practices of Alcentra Limited. If you have any questions about the contents of this brochure, please contact us at 44 207 367 5000 or visit us at www.alcentra.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Alcentra Limited also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Summary of Material Changes

Alcentra Limited's last annual update of its Brochure was on April 1 2013. There have been no material changes to the Brochure since the last annual update..

Item 3. Table of Contents

<u>Item</u>	<u>Page</u>
Cover Page	1
Material Changes	2
Table of Contents	3
Advisory Business	4
Fees and Compensation	5
Performance-Based Fees and Side-by-Side Management	7
Types of Clients	10
Methods of Analysis, Investment Strategies and Risk of Loss	11
Disciplinary Information	19
Other Financial Industry Activities and Affiliations	20
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	24
Brokerage Practices	29
Review of Accounts	32
Client Referrals and Other Compensation	33
Custody	34
Investment Discretion	35
Voting Client Securities	36
Financial Information	37

Item 4. Advisory Business

Alcentra Limited (the "Firm" or "We" or "Us") is a private company limited by shares and incorporated in England and Wales. The Firm has been providing investment advisory services since July 2002. In 2010, we acquired the rights to manage Silver Birch CLO I B.V. from West LB AG, London Branch. The Bank of New York Mellon Corporation ("BNY Mellon") owns approximately 99% of our parent holding company, BNY Alcentra Group Holdings, Inc. ("Group Holdings"). Alcentra Limited and Alcentra NY are subsidiaries of Group Holdings. We provide discretionary investment advisory services] to individual institutional investors in the form of separate accounts, pooled investment vehicles (private funds) that are exempt from registration in the United States, and to other investment advisers through subadvisory agreements]. Our business is not limited to US clients and US operations but is also subject to foreign registration and regulation by the United Kingdom Financial Conduct Authority.

- We focus on the sub-investment grade debt capital markets. Our employees are primarily organized in the following teams: Credit Analysts, Finance, Risk and Compliance Transaction Management, and Business Development. These teams support the CLO, Mezzanine, Direct Lending, Special Situations, High Yield and Structured Credit strategies of the Firm. *See Item 8 below.*
- Our clients are typically private funds but also include some separately managed accounts, whose investors include a variety of institutions ("Professional Clients"). These funds include collateralized loan obligation ("CLOs"), private loan funds and mezzanine debt funds. *See Item 7 below.*
- For our separately managed accounts, We offer investment advisory services tailored to meet clients' individual investment goals. We work with clients to create investment guidelines mutually acceptable to the client and the Firm. When creating investment guidelines, clients may impose investment restrictions in certain individual securities or types of securities. Clients who impose investment restrictions might limit our ability to employ the strategy resulting in investment performance that differs from that of other client accounts.
- We also offer investment advisory services to private funds. Each private fund has an investment objective and a set of investment policies and/or guidelines that we must follow. For this reason, we cannot tailor the investment advisory services we provide to pooled investment vehicles to meet individual investor needs. In addition, we cannot impose individual investment restrictions on our investment strategies for underlying investors in the private funds.
- The Firm also shares research and other services with our affiliate Alcentra NY LLC ("Alcentra NY") through a service agreement. In addition, We serve as sub-adviser to a private fund which is advised by Alcentra NY through a separate sub-advisory agreement. *See Item 10 below.*
- We manage **\$ 10.9** Billion on a discretionary basis as of 31st December 2013.
- Alcentra (US) High Yield, a separate division of the Firm, provides both discretionary and non-discretionary investment advisory services to institutional and through intermediaries retail investors in the form of separate accounts, registered mutual funds, and pooled investment vehicles (private funds) that are exempt from registration in the United States, and to other investment advisers through sub-advisory agreements

We offer investment advisory services tailored to meet clients' individual investment goals. We work with clients to create investment guidelines mutually acceptable to the client and the Firm. When creating investment guidelines, clients may impose investment restrictions in certain individual securities or types of securities. The strategies in which we may invest client assets and the fees we may receive for managing such strategies are described below.

We offer investment advisory services in the form of pooled investment vehicles or "funds". Each pooled investment vehicle has an investment objective and a set of investment policies and/or guidelines that we must follow. For this reason, we cannot tailor the investment advisory services we provide to our funds to meet individual investor needs. In addition, we cannot impose individual investment restrictions on our investment strategies for underlying investors in the pooled investment vehicles.

Item 5. Fees and Compensation

We are compensated for our advisory services by earning management fees and in some instances performance fees from our clients. We will generally describe our management fees below. *Please see Item 6 for a discussion of our performance fees.* Investors in our private funds should refer to the applicable fund's offering materials for a complete description of our fees.

Generally, our fees are dependent on the strategy that your account follows.

Separate Account Fees:

We provide investment advisory services to separate account clients for a fee. This fee is typically charged as a percentage of an account's assets under our management. While this fee is typically expressed as an annual percentage, it is calculated based on the average market value of the account's portfolio held during the quarter. Fees are billed on a quarterly basis in arrears. A client's investment advisory agreement will provide further information on how we charge and collect fees.

A representative fee based on the type of strategy is as follows:

A management fee shall be paid to the Firm on a quarterly basis in arrears. Such fee shall be in an amount equal to 0.65% of the net asset value of the portfolio annually.

We reserve the right, in our sole discretion, to negotiate or modify (either up or down) the basic fee schedule set forth above for any client due to a variety of factors, including but not limited to: the level of reporting and administrative operations required to service an account, the investment strategy or style, the number of portfolios or accounts involved, and/or the number and types of services provided to the client. Because our fees are negotiable, the actual fee paid by any client or group of clients may be different from the fees reflected in our representative fee set forth above. We may require the inclusion of a performance fee in the investment advisory agreement in addition to the asset based management fee for our separate account clients. *Please see Item 6 below for more information on our performance fees*

Private Fund Fees**European Leveraged Loan Strategy:**

We serve as collateral manager for certain cashflow CLOs and earn management fees which are determined mainly by the assets under management of each CLO and are based on the current outstanding aggregate collateral balance (being the nominal face amount of the assets and cash) of the CLOs. The management fees consist of senior management fees and subordinated management fees. The senior management fee has a higher priority in a CLO payment waterfall whereas the subordinated management fee generally ranks below principal and interest payments to senior note holders in the payment waterfall. Also, to earn the subordinated management fee, over-collateralization and interest coverage tests must be passing on the relevant determination date for all senior CLO note holders. The sum of the senior and subordinated management fees we earn from advising cash flow CLOs generally ranges from 20 to 65 basis points annually and are paid either semi annually or quarterly in arrears. Please consult the offering materials of each CLO for further details.

Special Situations Strategy

The fees for the Alcentra Special Situations Fund consist of management fees ranging from 0-% to 2% depending on the specific class of shares invested in and performance fees ranging from 0% of 20%.One specific class of shares has a performance fee hurdle.

European Loan Strategy

The management fee for the Alcentra European Loan Strategy charges management fees ranging from 0% to 45% and performance fees of 10% on specific classes of shares. Certain classes of shares have a performance fee hurdle

Structured Credit Strategy

Alcentra Structured Credit Opportunity Strategy/Fund charges management fees ranging from 0% to 1.5% and performance fees of 15% on specific classes of shares.

Alcentra Structured Credit Opportunity Strategy/Fund II charges management fees ranging from 0% to 1.5% and performance fees of 20% on specific classes of shares.

European Mezzanine Funds:

Alcentra Limited acts as investment adviser to The Alcentra Mezzanine Fund I and The Alcentra Mezzanine Fund II and serves as sub-adviser to the Alcentra Mezzanine QPAM Fund. These funds are focused on mezzanine and mezzanine related investments in high quality middle market and selected larger end sponsored and unsponsored Leverage Buyout ("LBO") transactions in Europe.

We generally charge annualized management fees of 1.50% based on aggregate commitments of capital made by limited partners of such funds during the funds' investment periods and thereafter on funded commitments, subject to other limitations as provided in the funds' offering materials. Management fees are charged in advance on a quarterly basis.

Allocation of General Partner's Profit Share:

During the investment period, the General Partner receives an amount equal to an annual rate of:

- (i) 1.5% of the commitment of the underlying investor; plus
- (ii) 1% of the amount by which that investor's acquisition cost of all unrealised investments exceeds their commitment; plus
- (iii) 0.1% of the interest costs of the fund on the principal amount outstanding under the fund's leverage facility

Direct Lending Funds: Alcentra acts as investment adviser to UK Direct Lending Fund and European Direct Lending Fund.

Allocation of General Partner's Profit Share:

The General Partner will be allocated a profit share out of amounts otherwise allocated to each Fund Investor equal to 1.25% per annum of that Fund Investor's share of the acquisition costs of Investments that have not been realised or fully and permanently written, provided that the

1.25% annual rate referred to above will be reduced to 1% for a Fund Investor which makes a Fund Commitment of €75m or US\$100m or more, with effect from the date on which such threshold is met.

In addition, the annual % rates referred to above will be further reduced by 0.25 % points for a Fund Commitment made by a Fund Investor at first Closing (so that, for the avoidance of doubt, the annual rate shall be 0.75% for a Fund Investor which makes a €75m or US\$100m Fund Commitment at the first closing.

The fees of the Manager, Alcentra Limited is borne by the General Partner.

Alcentra serves as investment adviser for BNY Multi-Strategy funds, which principally invest in our European Loan, Structured Credit, Special Situations and Direct Lending strategies. The multi-strategy funds do not separately charge investors management fees. Investors pay performance fees at the relevant fee rate of the strategy.

General Fee Information for All Clients:

Should our management services be terminated prior to the actual provision of services for the upcoming period, we will return management fees pro-rata from the date of our termination to the end of the period to which the advance fee covered. Other non-management fees may be assessed, either at the fund or portfolio company level, which include without limitation monitoring fees, transaction fees, break-up fees and directors' fees. The funds' offering materials describe the funds' fee structure and use of such fees. Please consult these materials for further fee details.

In addition, each of the private funds or separate accounts we manage may also be subject to additional charges such as custody, brokerage and other transaction costs, administrative, fund directors fees and other expenses. Fees are not generally negotiable, though they may be waived or deferred at the discretion of the private fund in accordance with the fund's offering materials. Such waivers and deferrals will cause some clients or groups of clients to pay fees that are different from the basic fee schedules disclosed in fund offering materials. Please see the applicable private fund's offering materials for further information regarding fees.

As stated above, most of the private funds charge performance fees. *Please see Item 6 below for more information on our fund performance fees. Please see Item 12 of this brochure for more information on brokerage.* Certain private funds may invest in pooled investment vehicles (e.g. our Structured Credit strategies can invest in CLO notes) that they themselves bear advisory fees and operational expenses such as advisory, transfer agent, distribution, shareholder servicing, networking and recordkeeping fees. The private funds will indirectly bear these fees and expenses as an investor in such pooled investment vehicles and, as a result, the private fund will bear higher expenses than if it invested directly in the securities held by the pooled investment vehicle.

We do not charge or receive compensation in connection with the sale of investment products. However, certain employees of our affiliates can accept compensation (also referred to as "commissions") for the sale of securities, private funds or other investment products that we manage. Currently we have no plans for our employees or supervised persons to accept compensation for the sale of private funds that we manage. Accepting commissions for the sale of such investment products gives rise to a conflict of interest in that it may give our employees

an incentive to recommend investment products based on the compensation they will receive, rather than solely on a client's needs.

Item 6. Performance-Based Fees and Side-by-Side Management

Advisers are subject to certain fiduciary standards under federal law and owe clients an affirmative duty of utmost good faith to act solely in the best interests of the client and to make full and fair disclosure of all material facts, particularly where the adviser's interests may conflict with the client's best interest. In this section, we describe our performance based fee arrangements and our side-by-side management activities and the inherent conflicts in such arrangements.

We have entered into performance-based fee arrangements with some of our clients, in addition to the fees described in Section 5 above. In general, our performance fee is based on the portfolio's gross return in excess of a high water mark, specified benchmark, hurdle rate or preferred return during a designated period of time. However, variations exist depending on, among other things, the strategy followed.

The CLOs we manage may pay a performance fee if specified internal rates of return are achieved. These amounts, if earned, are typically paid at the end of the life of the CLO.

Investors in the private funds managed by European Mezzanine and Direct Lending Team pay a share of the profits of the funds' investments, called "carried interest", typically up to 20 percent. The remaining 80 percent of the funds' profits is paid to the funds' investors. Under this strategy a hurdle rate or preferred return, typically 8 percent, must be achieved before we can receive any carried interest payments. For more detailed information on how performance fees are calculated for our funds under this strategy please refer to the offering documents of such funds.

Investors in the private funds managed by the Structured Credit team, in addition to an annual management fee, pay a carried interest, typically 15%-20% over a high water mark during a designated period of time. The high water mark keeps track of the highest level of performance on which carried interest has been paid and which must be exceeded in order for an additional carried interest to be assessed. For more detailed information on how carried interest is calculated, please refer to the offering documents of such funds.

Investors in the private fund managed by the Global Special Situations team, in addition to an annual management fee, may, in certain share classes, be subject to an annual performance fee equal to 20% of any increase in the aggregate net asset value of the relevant class of shares (including net realized and unrealized gains and net investment income) over the highest net asset value per share of the relevant class as at the end of the prior calculation period. For more detailed information, please refer to the offering documents of the fund.

"Side-by-side management" refers to our simultaneous management of multiple types of client accounts/investment products. For example, we manage different types of pooled investment vehicles for clients at the same time. In addition, we manage funds and separate accounts with the same strategy. Our clients have a variety of investment objectives, policies, strategies, limitations and restrictions. Our affiliates likewise manage a variety of separate accounts and pooled investment vehicles.

Side-by-side management gives rise to a variety of potential and actual conflicts of interest for us, our employees and our supervised persons. Below we discuss the conflicts that we and our employees and supervised persons face when engaging in side-by-side management and how we deal with them.

Note that we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged. For example, we have Trade Allocation Policies and Procedures which are designed and implemented to ensure that all clients are treated fairly and equally, and to prevent these conflicts from influencing the allocation of investment opportunities among clients. *Please see Item 12 for an explanation of our Trade Allocation Policies and Procedures.*

Conflicts of Interest Relating to Performance Based Fees When Engaging in Side-by-Side Management

We manage accounts that are charged a performance-based fee and other accounts that are charged a different type of fee, such as a flat asset-based fee. We may have a financial incentive to favor accounts with performance-based fees because we (and our employees and supervised persons) may have an opportunity to earn greater fees on such accounts as compared to client accounts without performance-based fees. Thus, we may have an incentive to direct our best investment ideas to client accounts that pay performance-based fees, and to allocate, aggregate or sequence trades in favor of such accounts. We also may have an incentive to give accounts with performance-based fees better execution and better brokerage commissions. *Please see also Item 12.*

Conflicts of Interest Relating to Accounts with Different Strategies

We and our affiliates manage numerous accounts with a variety of strategies, which may present conflicts of interest. For example, a long/short position in two client accounts simultaneously can result in a loss to one client based on a decision to take a gain in the other. Taking concurrent conflicting positions in certain derivative instruments can likewise cause a loss to one client and a gain to another. *Please see also Item 12.*

Conflicts of Interest Relating to Investment in Affiliated Accounts

To the extent permissible under applicable law, we may decide to invest some or all of our temporary investments in money market accounts or funds advised or managed by a BNY Mellon affiliate. In addition, we may invest client accounts in affiliated pooled vehicles. For example, our Structured Credit Strategy may purchase notes of CLOs for which we or one of our affiliates serve as investment manager. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates. *Please see also Item 12.*

Conflicts of Interest Relating to "Proprietary Funds"

We, our affiliates, and our existing and future employees may from time to time manage and/or invest in products managed by the Firm ("Proprietary Funds"). Fees or incentive allocations on such investments as well as minimum investment amounts may be reduced or waived altogether in these instances. Furthermore, we or our affiliates or employees have a managerial interest in various Proprietary Funds as a general or managing partner or have an otherwise financial interest, including but not limited to the receipt of management and/or certain performance based fees. The interests of the Firm, our affiliates and employees may be, at times, significant in such Proprietary Funds. Investment by the Firm, our affiliates, or our employees in Proprietary Funds may create conflicts of interest. We may have an incentive to favor these Proprietary Funds by, for example, directing our best investment ideas to these funds or allocating, aggregating or sequencing trades in favor of such funds, to the disadvantage of other funds. We also may have an incentive to dedicate more time and

attention to our Proprietary Funds and to give them better execution and brokerage commissions than our other client accounts. *Please see also Item 12.*

Conflicts of Interest - Relating to to use of Affiliates as Administrators and Custodians of Funds

We use affiliate entities as Administrators and Custodians for some of our funds we manage. We could receive superior level of service or inferior and/ or more expensive service than that of an external provider. Information barriers could be breached internally allowing Affiliates access to information about funds and the common parent could use. *Please see also Item 12.*

Other Conflicts of Interest

As noted previously, we and our affiliates manage numerous accounts with a variety of interests. This necessarily creates potential conflicts of interest for us. For example, we or an affiliate may cause multiple accounts to invest in the same investment. Such accounts may have conflicting interests and objectives in connection with such investment, including differing views on the operations or activities of the portfolio company, the targeted returns for the transaction and the timeframe for and method of exiting the investment. Conflicts may also arise in cases where multiple Firm and/or affiliate client accounts are invested in different parts of an issuer's capital structure. For example, one of our funds could acquire debt obligations of a company while an affiliate's account acquires an equity investment. In negotiating the terms and conditions of any such investments, we may find that the interests of the debt-holding client accounts and the equity holding client accounts may conflict. If that issuer encounters financial problems, decisions over the terms of the workout could raise conflicts of interest (including, for example, conflicts over proposed waivers and amendments to debt covenants). For example, debt holding accounts may be better served by a liquidation of an issuer in which it could be paid in full, while equity holding accounts might prefer a reorganization of the issuer that would have the potential to retain value for the equity holders. As another example, holders of an issuer's senior securities may be able to act to direct cash flows away from junior security holders, and both the junior and senior securities may be held in client accounts. Any of the foregoing conflicts of interest will be discussed and resolved on a case-by-case basis by a committee of the Firm's senior managers. Any such discussions will factor in the interests of the relevant parties and applicable laws. *Please see also Item 12.*

Item 7. Types of Clients

Type of Clients: We offer investment advisory services to private funds (including CLOs, CDOs, limited partnerships, limited liability companies, and corporations) in addition to separately managed accounts which may include corporate pension and profit sharing plans, public/governmental pension plans, other U.S. and International institutions ("Professional Clients"). Each private fund has an investment objective and a set of investment policies and/or guidelines that we must follow. For this reason, we cannot tailor the investment advisory services we provide to our funds to meet individual investor needs. In addition, we cannot impose individual investment restrictions on our investment strategies for underlying investors in the private funds.

We also offer investment sub-advisory services to our affiliate Alcentra NY for the benefit of a private fund that it manages. Alcentra NY is headquartered in NY and is registered as an investment adviser with the Securities and Exchange Commission. Alcentra NY has expertise in the U.S. credit market and manages a number of investment vehicles utilizing investment strategies similar to those utilized by the Firm, but generally focusing on U.S. rather than European market.

Account Requirements: Each private fund is required to execute a written agreement with us, granting us authority to manage its assets and setting out minimum and ongoing investment requirements. All such terms are subject to negotiation. Investors in private funds we manage are also subject to minimum and ongoing investment requirements as determined by such funds. Please refer to the offering and subscription documents of such private funds for more specific information.

Account Requirements for Separate Accounts: We require clients to execute a written investment management agreement with us, granting us authority to manage their assets. Generally, client accounts are subject to minimum account sizes in the region of \$50m – \$100m which vary depending upon the strategy of the account .

Account Strategy Minimum Account Size

European Loan

Structured Credit

Global Special Situations

Direct Lending

High Yield

We reserve the right to waive the minimum account size requirements.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

We are credit investors and we invest primarily, on behalf of our clients, in the sub-investment grade credit markets. Our objective is to deliver strong, risk-adjusted returns together with capital preservation. Generally, we seek to meet this objective through intensive fundamental research and credit analysis, combined with active portfolio management to minimize "credit" losses. However, our methods of analysis do vary depending on the type of client and the investment strategy selected.

Each client account typically follows one of and/or combination of the following strategies:

- European Leveraged Loan Strategy
- European Mezzanine Debt Strategy
- Global Special Situations Strategy
- Structured Credit Strategy

High Yield Strategy

Direct Lending Strategy

European Leveraged Loan Strategy

This strategy invests in leveraged loans typically originated in Europe. European leveraged loans are corporate bank loans of below investment grade issuers bearing floating interest rates typically based off either the London Interbank Offering rate ("LIBOR") or the European Interbank Offered Rate, a widely used floating rate index. These loans are generally senior secured obligations, which are at or near the top of an issuer's capital structure.

Alcentra's Leveraged Loan Strategy seeks to generate attractive risk adjusted returns by investing in senior secured loans in mostly large, below investment-grade European corporate debt issuers. In addition, the strategy makes selective investments in senior secured and unsecured bonds that offer appealing relative value opportunities. The strategy focuses on investment opportunities in larger capitalization companies typically with annual earnings before interest, taxes, depreciation, and amortization ("EBITDA") of €50 million and greater, with the greater proportion of investments in companies with EBITDA greater than €\$100MM.

The methods of analysis for the European Leveraged Loan Strategy can be divided into three areas: credit analysis, portfolio management and vehicle management:

Credit analysis is performed on the individual investments that comprise a portfolio. Investment evaluation is approached from both a top down industry analysis that includes a review of the current economic outlook, observed default trends in the industry and performance drivers specific to that business and a bottom up review of the operating performance, and risk metrics of each company. The credit analysis process incorporates an analyst's review and screen of the financial fundamentals followed by a quantitative analysis of corporate earnings, cash flow, leverage and more. A qualitative evaluation of product lines, competitive position, management quality and customer base will lead to a presentation to and review by the Firm's credit committee. Generally the credit committee will assess the relative risks and returns and either reject the investment, ask for additional evaluative analysis and information or approve the credit. Typically following an investment, the credit analyst responsible for the transaction will monitor company and investment performance via discussions and conference calls with management, industry specialists and buy and sell side traders and analysts. The Credit Committee conducts quarterly performance reviews ("QPR") covering recent performance, changes in outlook and projections, price movements and relative values and changes in risk

metrics. The reviews and conclusions drawn from the QPRs are incorporated into portfolio and vehicle management strategies.

Portfolio management is undertaken by the portfolio management team in concert with the investment analysts. Portfolio management entails the creation of a portfolio of individual investments in loans or other assets that aggregate into a total that seeks to match the return objectives and risk characteristic of a particular fund. Our management objective is to create a portfolio of solid, performing loans that generate stable cash interest payments quarter after quarter. Since there is limited opportunity for capital appreciation in par loans, emphasis must be placed on risk mitigation. Here, the portfolio management team uses diversification in industry (including the avoidance of certain perceived at-risk industries), size, location and absolute number to help to reduce the impact of any single event. In the CLOs, the number of individual issuers in a portfolio is typically in the region of 50 names.

Vehicle management is a third critical element in investment management. Each client account has its own risk parameters and return objectives. In CLOs and CDOs, additional constraints related to spread, industry diversification, price, average ratings, maturity limits, geographic location and a multitude of other tests and limits requires precision in investment buys and sells. Portfolio managers, along with the analyst team and the operations team, work to monitor the tests and constraints in advance of trade allocations with a view to optimizing the risk adjusted returns for the vehicles. This can often lead to different investment decisions for the same assets among our funds.

European Mezzanine Debt Strategy

We provide advisory and sub-advisory services (to our affiliate, Alcentra NY), for private funds which have a European Mezzanine Debt strategy. European mezzanine loans are a hybrid floating-rate loan product filling the funding gap between senior secured debt and equity. They typically share collateral with senior secured lenders, albeit in a junior position. Yield is achieved by a combination of cash-pay coupon, rolled-up interest ('Payment-In-Kind' and usually referred to as PIK) and there may also be equity warrants, to achieve a total return. This strategy also invests in PIK loans outright and co-invests in equity securities depending on Our view of the transaction and overall returns. Since mezzanine is a higher risk product than senior secured loans, We adopt a more conservative approach when assessing potential investments and the hit-rate of investments made versus opportunities analyzed is significantly lower for mezzanine than for senior secured loans. Each transaction will involve the same detailed due diligence undertaken for new senior loans, although final investment selection will require the Firm to place greater focus on the equity story and exit strategy of the financial sponsor as We believe this will greatly impact the final internal rate of return on the investment.

Direct Lending Strategy

This strategy seeks to focus on investments in secured loans comprising 1st lien senior, uni-tranche, mezzanine and mezzanine related and equity investments in high quality, middle market, sponsored and unsponsored leveraged transactions in Europe for the European Direct Lending fund and in UK for the UK Direct Lending fund.

The funds will target individual transactions with expected gross returns of 6% to 12% per annum for senior

and uni-tranche investments and gross returns of 13% to 21% per annum for mezzanine investments with an investment horizon of three to four years. Additional returns can be expected from transactions where the fund will also make equity co-investments. The fund will aim to achieve an allocation of 70% to first lien obligations and 30% to other investments.

Investment Process

Alcentra will seek investment opportunities in small and medium sized enterprises that conduct a material part of their business in Europe which have an enterprise value of up to £500 million (or equivalent value in local currency), and that have some or all of the following characteristics: (i) profitable track record; (ii) leading and defensible market position; (iii) stable industry; (iv) cash generative business with historically reliable cash flows; (v) asset coverage; (vi) experienced management team; and (vii) where proceeds are to be used for the purpose of directly financing or indirectly benefitting existing or proposed European operations. Alcentra will target portfolio companies with strong fundamentals and high visibility towards full debt repayment, through obtaining structural seniority, and pursuing comprehensive credit analysis, focusing on cash flow generation and asset coverage. Accordingly, Alcentra will typically seek investments with an underlying equity cushion of 40%-60% of the capital structure. Alcentra will focus its credit analysis on the track record of the company, its market position, management team, its underlying assets, and the jurisdictions in which the operations and the debt are located.

No investments will be made directly in real estate assets, or asset-backed securities.

Sourcing

The Investment Adviser will originate opportunities in the European mid-market space through several channels including direct approaches from European corporates, banking and sponsor relationships, and debt advisory firms across Europe. As one of the largest sub-investment grade debt investors, Alcentra has relationships with a broad number of advisory firms.

The team will proactively market the Fund's capabilities directly to businesses through local business networks, local banking relationships, and local accounting and advisory groups.

Credit analysis is primarily undertaken by industry-focused and specialist analysts with in-depth industry knowledge. Analysts rely on extensive proprietary information and industry knowledge gathered from the firm's investments in between 170 and 190 European issuers at any given time, combined with detailed third party due diligence to ensure that the key questions and risks associated with that sector are identified.

The analysts complete an assessment of the likely performance of the company and its markets, the strength of its management and market positions, the security of the investment, alignment of interest with the financial sponsor or owner and their ability to manage the company to a successful exit or through a business cycle. The due diligence process also includes an in-depth analysis of the optimal structure for the investment and documentation in order to obtain adequate risk/return characteristics. The due diligence process consists of three stages: Stage 1- Initial Due Diligence

An Alcentra analyst will prepare an initial report to be submitted to the Investment Committee in order to determine the suitability of the asset for inclusion in the Fund's portfolio

Stage 2- in depth Due Diligence Review

If the General Partner gives its preliminary approval to the potential investment, the responsible analyst will perform (within the parameters set by the General Partner) more in-depth due diligence as needed to confirm or reject the investment,

Stage 3-Execution Phase

Once the General Partner has made the final decision to invest, the analyst will continue to work with legal counsel and the General Partner to finalise all loan documentation from a legal and commercial perspective.

Global Special Situations Strategy

The Strategy has a mandate to invest on both the long and short side, across the capital structure in a variety of instruments including senior secured and mezzanine debt, common equity (both publicly listed and OTC) as well as high yield bonds and credit default swaps (CDS). High-yield bonds are issued by organizations that do not qualify for "investment-grade" ratings. These assets are generally unsecured, rank behind the senior debt and are mostly issued with a fixed rate coupon. High yield bonds provide a high rate of current income and the potential for capital appreciation. The buying or selling of CDS contracts allow the investor to express a view as to the creditworthiness of the borrower: by entering into such an agreement the risk of default on an obligor's debt securities is transferred from the buyer of the CDS contract to the seller of the swap, as the buyer becomes entitled to the par value of the bond or loan in the event of a default. The use of such contracts provides the Global Special Situations Strategy with the ability to express both a negative view of an obligor's creditworthiness, or alternatively hedge its exposure to risk that it may have on the long side. The investment team actively monitors positions and employs disciplined trading in order to manage its risk.

Each member of the Alcentra Global Special Situations team is responsible for the identification and analysis of potentially attractive investment opportunities. If, following preliminary analysis, it is believed the investment fits the fund risk/reward criteria the team will undertake a more thorough review, incorporating a combination of in-depth fundamental and technical analysis. This analysis will include, but will not be limited to: business and industry analysis; contact with the company and discussions with management; financial modelling of the company's earnings and cash flow; valuation analysis; and legal due diligence associated with the company's finance documentation. All investment proposals are submitted to the Fund's Investment Committee for consideration. This Committee is responsible for the approval of any proposal and as part of this process sets limits according to the maximum exposure the Fund can acquire, whether it be on the long or short side, to any particular security.

Structured Credit Strategy

The Structured Credit Strategy of the Firm is managed and executed by the Structured Credit Team and are over-seen by the Firm's Risk Committee and compliance area. The strategy consists of investing in debt securities which are secured or collateralized by sub-investment grade US and European leveraged loans (collateralized loan obligations or **CLOs**). CLO securities are issued in tranches with different seniorities of security and cash flow, and consequently different credit risks. The strategy does not invest in CLO securities backed by

non-corporate credit assets (e.g. mortgages, credit cards, auto loans and commercial mortgage-backed securities). The strategy seeks to achieve its investment objective primarily through acquiring CLO securities in the secondary market, focusing on investments which the Firm believes to be undervalued based on the credit quality of the loans securing such securities. The strategy will also seek returns through the active management of its portfolio, particularly in instances where an investment gain can be monetized in the secondary market (rather than holding to maturity) or where sales can be used to mitigate downside risk.

The investment strategy takes advantage of low secondary prices of CLO tranches and the structural protections (both in the form of subordination and priority of payments) that benefit tranches of CLOs. The discounted purchase prices should result in capital appreciation from the eventual principal repayment of the tranche, which is accelerated by the protection mechanisms of the CLO waterfall structure (i.e. the diversion of cash flows from junior to senior tranches).

The Structured Credit team is responsible for screening potential investments utilizing proprietary internal cashflow models as well as third party systems. Investment ideas are developed and scenarios performed by the analyst and the portfolio manager. The initial criteria typically include:

- breakeven default and downgrade rates;
- yield, price and potential investment return;
- weighted average life of investment;
- collateral composition;
- subordination levels;
- liquidity of the investment;
- technical features governing events of default and over-collateralization tests;
- situation assessment (ratings outlook, current news or outstanding issues, etc.);
- cash flow level, pikability and sustainability.

Simultaneously, the underlying portfolio is reviewed with primary focus on the following criteria:

- market price of portfolio
- downgrade and default risk for individual credits;
- second lien and mezzanine exposure;
- recovery rate risk;
- structured finance and bond exposure; and
- portfolio industry concentrations.

If the potential investment passes through these two screens, the responsible analyst(s) performs more in depth due diligence as needed to confirm or reject an investment.

The further due diligence may include:

- documentation review, including trustee reports, indenture, collateral management agreement and offering document ;
- project investment cashflows using cashflow models;
- underlying CLO manager assessment (reputation, liquidity, financial standing, sustainability); and
- asset by asset cashflow projection for forthcoming payment dates.

Risk of Loss

Each investment strategy we offer invests in a variety of securities and other investments and employs a number of investment techniques that involve certain risks. Investing in these instruments involves risk of loss that you should be prepared to bear.

The table below and section that follows sets forth information concerning the material risks involved with each strategy. However there are also different risks depending on the type of client account we manage (i.e. our CLO investors have different risks than our private mezzanine debt fund investors). Those risks are also discussed in the table below but chief among those risks are leverage and diversification risk.

CLOs have third parties invested from the senior most tranche funding the CLO capital structure (typically rated AAA at its launch) through to the equity, and these make up the liability side of a CLO balance sheet (whereas the loans in which a CLO is invested make up the asset side of the balance sheet). The senior tranches have priority in payouts but the returns by design are lower than the average aggregate returns on the loans that CLOs hold as assets. This provides the leverage and therefore the return arbitrage needed to generate more attractive and higher returns to the subordinated debt and equity tranches of the capital structure. In CLOs, the leverage adds a measure of risk to returns as both gains and losses are magnified. Diversification reduces the risk and impact of any individual credit default or any specific industry facing problems.

Unleveraged funds do not rely on leverage to generate additional return. As in all funds invested in assets with lower absolute returns, loss avoidance is important, but because there is a lack of leverage, losses and gains on individual investments do not have a magnified impact on the fund. Risk and return is more balanced in an unleveraged fund and will therefore tend towards fewer, more selective investments, but diversification remains important.

Table of Risks

An "X" in the table indicates that the strategy involves the corresponding risk. An empty box indicates that the strategy does not involve the corresponding risk in a material way.

However, an empty box does not guarantee that the strategy will not be subject to the corresponding risk.

The risks set forth below represent a general summary of the material risks involved in the investment strategies we offer. Following the table we provide a description of each of these risks. In addition, investors in our private funds must also read the "Risk Factors" section in the offering documents for a more detailed discussion of the risks involved in such funds. **In**

the case of a conflict between these risks and those in the offering documents, the offering documents will control.

Risk Type	European Leveraged Loan Strategy	Structured Credit Strategy	European Mezzanine Debt Strategy*	High Yield	Direct Lending	Global Situations Strategy
General Risk	X	X	X	X	X	X
Bank Loans and Participations Risk	X					
Call Risk	X		X		X	X
Corporate and Other Debt Obligations	X	X	X	X	X	X
Country/Sector Allocation Risk	X		X	X	X	X
Credit Risk	X	X	X	X	X	X
Sector Risk	x		x	X	x	x
High-Yield Bond Risk	X			X		X
Interest Rate Risk	X	X	X	X	X	X
Issuer Risk	X	X	X	X	X	X
Lender Liability Considerations/Equitable Subordination	X	X		X		X
Leverage Risk	X	X	X		X	X
Liquidity Risk	X	X	X		X	X
Market Risk	X	X	X	X	X	X
Micro-Cap Company Risk		X				
Midsize Company Risk		X	X	X	X	
Non-Diversification Risk		X	X	X	X	
Preferred Stock Risk		X	X	X	X	
Warrants and Rights Risks		X	X		X	X

- **General Risks.** Investing in securities involves risk of loss that you should be prepared to bear. We do not guarantee or represent that our investment program will be successful. Our past results are not necessarily indicative of our future performance and our investment results may vary over time. We cannot assure you that our investments of your money will be profitable, and in fact, you could incur substantial losses. Your investments with us are not a bank deposit and are not insured or guaranteed by the FDIC or any other government agency.

- *Bank Loans and Participations.* Bank loans and derivatives of bank loans and participations are subject to unique risks, including (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws, (ii) so-called lender liability claims by the issuer of the obligations, (iii) environmental liabilities that may arise with respect to collateral securing the obligations and (iv) limitations on the ability of the strategy to directly enforce its rights with respect to participations. In analyzing each bank loan assignment or swap, we must compare the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by the investors.
- *Call Risk.* Some bonds / mezzanine debt instruments (collectively "bonds") give the issuer the option to call, or redeem, the bonds before their maturity date. If an issuer "calls" its bond during a time of declining interest rates, the strategy might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates. During periods of market illiquidity or rising interest rates, prices of "callable" issues are subject to increased price fluctuation.
- *Corporate and Other Debt Obligations.* Corporate and other debt obligations, including commercial paper, are subject to the risk of an issuer's inability to meet principal and interest payments on the obligations.
- *Country and Sector Allocation Risk.* While the portfolio managers use the country and sector weightings of the strategy's benchmark index as a guide in structuring the strategy's portfolio, they may overweight or underweight certain countries or sectors relative to the index. This may cause the strategy's performance to be more or less sensitive to developments affecting those countries or sectors.
- *Credit Risk.* Failure of an issuer to make timely interest or principal payments, or a decline or perception of a decline in the credit quality of an asset can cause the assets price to fall. See also "High yield bond risk."
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- *High-Yield Bond Risk.* The strategy may invest to a limited extent in high yield bonds. High yield ("junk") bonds involve greater credit risk, including the risk of default, than investment grade bonds, and are considered predominantly speculative with respect to the issuer's ability to make principal and interest payments. The prices of high-yield bonds can fall dramatically in response to bad news about the issuer or its industry, or the economy in general.
- *Interest Rate Risk.* Prices of debt securities, and particularly fixed rate debt securities, tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect the prices of these securities and, accordingly, the value of your investment. The longer the effective maturity and duration of the strategy's portfolio, the more the value of your investment is likely to react to interest rates.
- *Issuer Risk.* The value of a security or investment may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's products or services.
- *Lender Liability Considerations/Equitable Subordination.* In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories, including equitable subordination (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that the institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower. Funds that we manage, as a

creditor, may be subject to allegations of lender liability. Furthermore, funds may be unable to control the conduct of the other lenders under a loan syndication agreement requiring less than a unanimous vote, yet funds may be subject to lender liability for such conduct.

- *Leverage Risk.* The companies in which client accounts will invest expect to employ considerable leverage, a significant portion of which may be at floating interest rates. The leveraged capital structure of the companies will increase the sensitivity of client accounts' investments to any deterioration in a company's revenues, condition or industry, competitive pressures, an adverse economic environment or rising interest rates. In the event any such company cannot generate adequate cash flow to meet debt service, client accounts may suffer a partial or total loss of capital invested in the company, which could adversely affect client account returns.
- *Liquidity Risk.* When there is little or no active trading market for specific types of securities or other instruments, it can become more difficult to sell the securities or other instruments at or near their perceived value. In such a market, the value of such securities or other instruments and the value of your investment may fall dramatically, even during periods of declining interest rates. Liquidity risk also exists when a particular derivative instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as is the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous time or price.
- *Market Risk.* The market value of a security or investment may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. The market value of a security or investment may also decline because of factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.
- *Micro-Cap Company Risk.* Micro-Cap stocks may offer greater opportunity for capital appreciation than the stocks of larger and more established companies; however, they also involve substantially greater risks of loss and price fluctuations. Micro-Cap companies carry additional risks because their earnings and revenues tend to be less predictable (and some companies may be experiencing significant losses), and their share prices tend to be more volatile and their markets less liquid than companies with larger market capitalizations. Micro-Cap companies may be newly formed or in the early stages of development, with limited product lines, markets or financial resources, and may lack management depth. In addition, there may be less public information available about these companies. The shares of micro-cap companies tend to trade less frequently than those of larger, more established companies, which can adversely affect the pricing of these securities and the Firm's ability to sell these securities. Also, it may take a long time before the value of your investment realizes a gain, if any, on an investment in a micro-cap company.
- *Midsized Company Risk.* Midsized companies carry additional risks because the operating histories of these companies tend to be more limited, their earnings and revenues less predictable (and some companies may be experiencing significant losses), and their share prices more volatile than those of larger, more established companies.
- *Non-Diversification Risk.* The strategy is non-diversified, which means that the strategy may invest a relatively high percentage of its assets in a limited number of issuers. Therefore, the strategy's performance may be more vulnerable to changes in the market value of a single issuer or group of issuers and more susceptible to risks associated with a single economic, political or regulatory occurrence than a diversified strategy.

- *Preferred Stock Risk.* Preferred stock is a class of a capital stock that typically pays dividends at a specified rate. Preferred stock is generally senior to common stock, but subordinate to debt securities, with respect to the payment of dividends and on liquidation of the issuer.
- *Warrants and Rights Risk.* Warrants and rights may become worthless if the price of the stock does not rise above the exercise price by the expiration date. This increases the market risks of warrants as compared to the underlying security.

Item 9. Disciplinary InformationUpdated and Amended Response as of March 2012

Alcentra Limited is not a defendant in any of the complaints or actions described in the following paragraph.

The New York State Attorney General's Offices, the U.S. Attorney's Office for the Southern District of New York and certain other plaintiffs have filed civil complaints against The Bank of New York Mellon (the "Bank") and/or The Bank of New York Mellon Corporation ("BNY Mellon"). BNY Mellon is the parent company of the Bank and Alcentra Limited. These actions allege that the Bank and/or BNY Mellon improperly charged and reported prices for standing instruction foreign exchange ("FX") transactions executed in connection with custody services provided by the Bank. BNY Mellon believes that the claims asserted in the actions are without merit, and reflect a fundamental misunderstanding of the role of custodian banks and the operation of institutional FX markets. BNY Mellon plans to defend itself vigorously on behalf of its shareholders. Alcentra Limited is not a defendant to any of these actions.

Item 10. Other Financial Industry Activities and Affiliations**Alcentra NY**

Alcentra Limited and Alcentra NY are affiliates and subsidiaries of Group Holdings. Alcentra NY provides non-discretionary investment advisory services to Alcentra Limited under a sub-advisory agreement following the Global Special Situations Strategy. Alcentra Limited provides Alcentra NY with sub-advisory services with respect to the European Mezzanine QPAM Fund. In addition, the affiliates provide each other with various research and back office services pursuant to a service agreement.

BNY Mellon is a Global Financial Services Company:

BNY Mellon is a global financial services company providing a comprehensive array of financial services (including asset management, wealth management, asset servicing, clearing and execution services, issuer services and treasury services) through a world-wide client focused team that enables institutions and individuals to manage and service their financial assets. BNY Mellon Asset Management is the umbrella designation for BNY Mellon's affiliated investment management firms and global distribution companies and is responsible, through various subsidiaries, for U.S. and non-U.S. retail, intermediary and institutional distribution of investment management and related services.

We may enter into transactions with unaffiliated counterparties or third party service providers who then use affiliates of the Firm to execute such transactions. These services may include, for example, clearance of trades, purchases or sales of ADRs, or other transactions not contemplated by us. Although one of our affiliates may receive compensation for engaging in these transactions, the decision to use or not use an affiliate of ours is made by the unaffiliated counterparty or third party service provider. Further, we will likely be unaware that the affiliate is being used to enter into such transaction.

[BNY Mellon and/or its other affiliates may gather data from us about our investment activities, including information about holdings within client portfolios, which is required for regulatory filings to be made by us or BNY Mellon or other affiliates (e.g., reporting beneficial ownership of equity securities) or for other compliance, legal or risk management purposes, pursuant to policies and procedures of the Firm, BNY Mellon or other affiliates. This data is deemed confidential and procedures are followed to ensure that any information is utilized solely for the purposes intended.]

BNY Mellon's Status as a Bank Holding Company

BNY Mellon and its direct and indirect subsidiaries, including [the Adviser / Firm/ us], are subject to certain U.S. banking laws, including the Bank Holding Company Act of 1956, as amended (the "BHCA"), and to regulation and supervision by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The BHCA (and other applicable banking laws, and their interpretation and administration by the appropriate regulatory agencies, including but not limited to the Federal Reserve) may restrict the transactions and relationships among BNY Mellon, its affiliates (including us) and our clients, and may restrict our investments, transactions and operations. For example, the BHCA regulations applicable to BNY Mellon and us may, among

other things, restrict our ability to make certain investments or the size of certain investments, impose a maximum holding period on some or all of our investments, and restrict our ability to participate in the management and operations of the companies in which we invest. In addition, certain BHCA regulations may require aggregation of the positions owned, held or controlled by related entities. Thus, in certain circumstances, positions held by BNY Mellon and its affiliates (including us) for client and proprietary accounts may need to be aggregated and may be subject to a limitation on the amount of a position that may be held. These limitations may have an adverse effect on our ability to manage client investment portfolios. For example, depending on the percentage of a company we and our affiliates (in the aggregate) control at any given time, the limits may: (1) restrict our ability to invest in that company for certain clients and/or (2) require us to sell certain client holdings of that company at a time when it may be undesirable to take such action. Additionally, BNY Mellon may in the future, in its sole discretion and without notice, engage in activities impacting us in order to comply with the BHCA or other legal requirements applicable to (or reduce or eliminate the impact or applicability of any bank regulatory or other restrictions on) us and accounts managed by us and our affiliates.

BNY Mellon Referral Incentive Compensation Plan

BNY Mellon has adopted an incentive compensation program ("Program") designed to reward internal referrals of business and opportunities, and:

- 1) Help clients understand and gain access to the full range of products and services offered by BNY Mellon and its subsidiaries; and
- 2) Expand and develop client relationships.

The Program promotes BNY Mellon's corporate values of Client Focus, Trust, Teamwork and Outperformance by encouraging the cross-selling of BNY Mellon's broad array of services and products throughout the organization to better meet a current or prospective client's full range of needs for financial products and services, and to expand customer relationships. The Program seeks to financially reward (via bonus or referral fee) eligible employees who offer a business lead that results in a sale of certain affiliated products or services to existing clients and prospects. These bonuses and referral fees may be paid to us and our employees for referring business (services or products) to our affiliates, and our affiliates and their employees may receive bonuses and referral fees for referring business to us. The bonuses and referral fees may be based on the number of referrals made and/or the revenue generated by the referral. Certain types of regulated entities, employees and referrals may be ineligible for the Program or subject to restrictions under applicable law or internal procedures governing the earning of such rewards. These referral fees and bonuses may create conflicts of interest for us and our employees because we have an incentive to encourage our clients to engage in transactions with our affiliates, based on the compensation that we will receive for these referrals, rather than our clients' needs.

Affiliated Placement Agents

We have affiliated "placement agents," including MBSC Securities Corporation, BNY Mellon Asset Management Canada Limited and BNY Mellon Asset Management International Limited, who can solicit persons to invest in various private funds, including our private funds. Certain private funds have entered into agreements with these placement agents to pay them commissions or fees for such solicitations should such sales activity occur. We or our affiliates are solely responsible for the payment of these commissions and fees - they will not be borne

by the private funds and their investors. We or our affiliates will pay these commissions and fees out of our profits, and these payments will not increase the fees paid by the private funds' investors. These financial incentives may cause the placement agents and their employees and/or salespersons to steer investors toward those private funds that will generate higher commissions and fees. *Please see Item 14 for more information on the compensation arrangements related to client referrals.*

Our sales and client service employees are registered representatives of our affiliate, MBSC Securities Corporation, a registered broker-dealer under the Securities Exchange Act of 1934, as amended, and a member of FINRA. In their capacity as registered representatives of MBSC, these employees sell and provide services regarding funds managed by us. There is a financial arrangement in place between us and MBSC.

Affiliated Service Providers

In addition, to the extent permitted by law, placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to us, our affiliates or related private funds. Such services, if any, will be provided at competitive rates. BNY Mellon is also affiliated with service providers, distributors and consultants that may provide services and may receive fees from BNY Mellon in connection with such services, which may incentivize such persons to distribute interests in a private fund or other BNY Mellon products.

Other Relationships

In addition, BNY Mellon personnel, including certain of our employees, may have board, advisory, or other relationships with issuers, distributors, consultants and others that may have investments in a private fund and/or related funds or that may recommend investments in a private fund or distribute interests in a private fund. To the extent permitted by applicable law, BNY Mellon and its affiliates, including us and our personnel, may make charitable contributions to institutions, including those that have relationships with investors or personnel of investors. As a result of the relationships and arrangements described in this paragraph, placement agents, consultants, distributors and other parties may have conflicts associated with their promotion of a private fund, or other dealings with a private fund, that create incentives for them to promote a private fund.

Affiliated Broker-Dealers and Investment Advisers

Through our relationship with BNY Mellon we are affiliated with a significant number of advisers and broker/dealers. Please see Form ADV, Part I - Schedule D, Section 7.A for a list of our affiliated advisers and broker-dealers. While the Firm typically does not execute transactions through affiliated broker-dealers, where we select the broker to effect purchases or sales of securities for client accounts, we may use either an affiliated or unaffiliated broker (unless otherwise restricted by an agreement, law or regulation). We may have an incentive to enter into transactions with an affiliated broker-dealer, in an effort to direct more commission dollars to its affiliate.

We have broker selection policies in place that require our selection of a broker-dealer to be consistent with our duties of best execution, and subject to any client and regulatory proscriptions. *Please see Item 12 for more information on our broker selection process.*

We may be prohibited or limited from effecting transactions for client accounts because of rules in the marketplace, foreign laws or our own policies and procedures. In certain cases, we may face further limitations because of aggregation issues due to our relationship with affiliated

investment management firms. *Please also refer to Item 12 for a discussion of trade aggregation matters.*

Affiliated Underwriters

Our broker-dealer affiliates occasionally act as underwriter or as a member of the underwriting syndicate for certain new issue securities, which may create an incentive for us to purchase these new issue securities, in an effort to provide additional fees to the broker-dealer affiliate. Currently we don't expect BNY Mellon and/or its broker-dealer affiliates to underwrite or participate as a member of the underwriting syndicate for leveraged loans or other debt instruments, such as high-yield bonds, in which the private funds we manage invest.

BNY Mellon has established a policy regarding purchases of securities in an offering in which an affiliate acts as an underwriter or as a member of the underwriting syndicate. In compliance with applicable banking, securities and ERISA regulations, we may purchase on behalf of our clients securities in an offering in which an affiliate is acting as an underwriter or as a member of the underwriting syndicate during the syndication period, so long as requirements of the policy, including written approval and compliance with certain investment criteria are met. The policy prohibits direct purchases from an affiliate for any fiduciary account under any circumstances.

Affiliated Private Funds and SponsorsAs discussed in Items 4-8 above, we act as investment adviser to various private funds, including certain mezzanine debt & direct lending private funds. Related persons, owned in part by our management persons but ultimately controlled by BNY Mellon, sponsor and/or act as the general partner of such mezzanine& direct lending debt private funds. Please see Form ADV, Part I - Schedule D, Section 7.B for a list of our affiliated private funds and sponsors. Our management persons' relationship to these funds, the affiliated general partner and other affiliates as well as the related conflicts of interest are disclosed to underlying investors before they invest. For example, the general partner receives performance-based compensation (i.e. carried interest) from the mezzanine debt private funds, which may create an incentive for our management persons to recommend investments that are riskier than might otherwise be the case. Also, such management persons may have conflicts of interest in allocating their time and service among such funds, the Firm and certain other BNY Mellon entities. Please see the applicable fund's offering materials for further information regarding such conflicts.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a Code of Ethics that is made up of three parts:

- 1) BNY Mellon Code of Conduct and Interpretive Guidance (the "BNY Mellon Code");
- 2) BNY Mellon Personal Securities Trading Policy (the "PSTP"); and
- 3) A supplement to the PSTP (see below).

The BNY Mellon Code provides to employees the framework and sets the expectations for business conduct. In addition, it clarifies our responsibilities to clients, suppliers, government officials, competitors and the communities we serve and outlines important legal and ethical issues:

- 1) Conflicts of Interest: gifts, entertainment and other payments; personal conflicts of interest; fiduciary appointments and bequests; outside affiliations, outside employment and certain outside compensation issues; and disclosure of relationships and transactions;
- 2) Proper Use and Care of Information and Proper Recordkeeping: proprietary information and intellectual property; data integrity and corporate information; use of e-mail and internet; accurate accounting and internal controls; use of non-public or "inside" information; talking to the media; and document retention;
- 3) Dealing with Customers, Prospects, Suppliers, and Competitors: business relationships with customers, prospects, suppliers, and competitors; business decisions; exploitation of relationships and use of the company's name, letterhead or facilities; knowing your customer; and recognizing and reporting illegal, suspicious, or unusual activities;
- 4) Doing Business With the Government: complying with government contracts, government contracting laws and regulations; integrity in the sales and marketing process; truthful, accurate statements and recordkeeping; safeguarding government information and property; cooperating with government audits and investigations; and meeting employment and labor obligations;
- 5) Personal Finances: personal investments; personal brokerage accounts; political campaign contributions; contributions to not-for-profit entities; and individual employees' regulatory requirements; and
- 6) Compliance with the Law: among other matters illegal or criminal activities; investigations; and protection of company assets.

The PSTP is designed to reinforce our reputation for integrity by avoiding even the appearance of impropriety and to ensure compliance with applicable laws in the conduct of our business. The PSTP sets forth procedures and limitations that govern the personal securities transactions of our employees in accounts held in their own names as well as accounts in which they have indirect ownership.

The PSTP imposes different requirements and limitations on employees based on the nature of their business activities for the Firm. Each of our employees is classified as one of the following:

- 1) Investment Employee ("IE"): IEs are employees who, as part of their responsibilities, have access to nonpublic information regarding any advisory client's purchase or sale of securities or nonpublic information regarding the portfolio holdings of any Proprietary Account, or are involved in making securities recommendations to advisory clients or have access to such recommendations before they are public.
- 2) Access Decision Maker ("ADM"): ADMs (generally portfolio managers and research analysts who make recommendations or decisions regarding the purchase or sale of equity, convertible debt and non-investment grade debt securities for mutual funds and other managed accounts) are subject to the most extensive procedures under the PSTP.
- 3) Non-Classified Employee ("OE"): Our employees are considered OEs if they are not an IE or ADM.

PSTP Overview:

- 1) IEs and ADMs are subject to preclearance and personal securities reporting requirements, with respect to discretionary accounts in which they have direct or indirect ownership;
- 2) Transaction reporting is not required for non-discretionary accounts, transactions in exempt securities or certain other transactions that are not deemed to present any potential conflicts of interest;
- 3) Preclearance is not required for transactions involving certain exempt securities (such as open-end investment company securities that are not Proprietary Funds or money market funds and short-term instruments); non-financial commodities; transactions in non-discretionary accounts (approved accounts over which the employee has no direct or indirect influence or control over the investment decision-making process); transactions done pursuant to automatic investment plans; and certain other transactions detailed in the PSTP which are either involuntary or deemed not to present any potential conflict of interest;
- 4) We maintain a "restricted list" of companies whose securities are subject to trading restrictions. This list is used to determine whether or not to grant trading authorization. See Section entitled "Material Non-Public Information and Limitations in Securities Transactions" in this Item 11.
- 5) The acquisition of any securities in a private placement requires prior written approvals;
- 6) With respect to transactions involving BNYMC securities, all employees are also prohibited from engaging in short sales, purchases on margin, option transactions (other than employee option plans), and short-term trading (*i.e.*, purchasing and selling or selling and purchasing BNYMC securities within any 60 calendar day period);
- 7) With respect to non-BNYMC securities, purchasing and selling, or selling and purchasing the same or equivalent security within 60 calendar days is discouraged, and any profits must be disgorged and
- 8) No covered employee should knowingly participate in or facilitate late trading, market timing or any other activity with respect to any fund in violation of applicable law or the provisions of such fund's disclosure documents.

We have adopted policies supplementing the PSTP, including precluding the Firm's access persons from purchasing any class of security of any issuer in which the Firm holds for client accounts or is under consideration by the Firm within the next seven days.

A copy of our Code of Ethics will be provided upon request.

Material Non-Public Information and Limitations in Securities Transactions

When providing advisory services focused on sub-investment grade debt, including senior secured, mezzanine and second lien loans, the Firm and Alcentra NY regularly receive information about debt issuers that is not made available to the general public. Certain of this private information may be considered material non-public-information (MNPI). We have implemented policies to prevent the misuse of MNPI. Under no circumstances may our personnel trade public securities on MNPI for their own reportable accounts or those of a fund.

Generally, disclosure of such information is subject to internal limitations to prevent the flow of confidential information between ourselves and our affiliates, except as noted below.

We have put in place a joint policy to address the manner in which the Firm and Alcentra NY handle private information, including MNPI. The policy creates a joint restricted list based on the receipt of private information each firm gets from issuers they follow. Neither the Firm nor Alcentra NY can transact in the public securities of issuers that appear on the joint restricted list.

In the instances where our investment strategies contemplate the purchase and sale of publicly traded securities and the issuer of the relevant securities appear on the joint restricted list, we will be prohibited from purchasing/selling such securities. Therefore we may be restricted from purchasing or selling certain public securities on behalf of client accounts which might negatively affect investment performance.

Valuations

A conflict of interest may arise in the Firm overseeing the valuation of its investments if the Firm charges fees based upon its valuations. We require, to the extent possible, pricing from an independent third party pricing vendor. If vendor pricing is unavailable, We then look to other observable inputs for the valuations. In the event that a vendor price or other observable inputs are unavailable or deemed unreliable, the Firm has established a Pricing Committee to make a reasonable determination of an investment's fair value. We may alter our valuation procedures due to, including without limitation, market events and illiquidity over a sustained period or unreliability of pricing source.

Interest in Client Transactions

Note that while each of the following types of transactions present conflicts of interest for us, as described below, we manage our accounts consistent with applicable law, and we follow procedures that are reasonably designed to treat our clients fairly and to prevent any client or group of clients from being systematically favored or disadvantaged.

Principal Transactions – "Principal transactions" are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys any security from or sells any security to any client. A principal transaction may also be

deemed to have occurred if a security is crossed between an affiliated pooled investment vehicle and another client account. While we have, in certain instances, engaged in principal transactions, 2e generally do not engage in principal transactions. However, subject to the consent requirements under the Investment Advisers Act of 1940, as amended (the "Advisers Act") and as permitted under applicable law, the Firm may engage in principal transactions.

The Structured Credit strategy may purchase assets from, sell assets to or otherwise engage in transactions with affiliates of the Firm. The strategy is also permitted to invest in entities managed by the Firm and/or its affiliates. These investments may have limited or restricted liquidity. In particular, the Alcentra Structured Credit Opportunity Fund II has made an investment in certain notes issued by Silver Birch CLO I B.V. an investment which was purchased from an affiliate of the Firm. In addition it also purchased the notes of and Jubilee CDO II B.V. from the same affiliate.

Cross Transactions – We may direct one private fund to sell securities or instruments to another private fund or an affiliated fund through a cross-transaction in which neither we nor an affiliated person receives compensation. Since the Firm has an incentive to effect cross transactions between funds in order to position profitable trades into higher paying and/or performance fee funds, any such transaction is effected consistent with the funds' offering materials and our Cross Trading and Best Execution Policies. We generally only effect cross trades in securities or other instruments for which market quotations are readily available though, on occasion, we may effect cross trades in securities or other instruments for which a market quotation is not readily available. In these cases, trades are effected at a price which we have a reasonable basis for believing is fair and equitable to both the buyer and seller, typically the average of the mid of the bid/ask spread obtained from two brokers. In instances where a broker quote is not available, the Firm's Pricing Committee determines the price. Transaction costs are typically split pro-rata between the participating funds. The Firm considers a variety of factors when determining the appropriateness of a cross transaction which include, but are not limited to, applicable legal rules and regulations, whether the trade is advantageous to both parties, investment objectives and strategies, applicable investment restrictions, appetite for the security, and cash availability.

Other Potential Interests in Client Transactions:

Common investments do arise in connection with the CDO/CLO funds, the European Mezzanine Debt strategy and the Global Special Situations strategy. Other Alcentra affiliates generally do not make the same investments as the Firm. When the Firm or an affiliate currently holds for our own benefit the same securities as a client, we could be viewed as having a potential conflict of interest. For example, we or our affiliate could be seen as harming the performance of the client's account for our own benefit if we short-sell the securities in our own account while holding the same securities long in the client account, causing the market value of the securities to move lower. If our portfolio managers make inconsistent trading decisions, the basis for those decisions must be documented.

We or our affiliates may invest in the same securities that we or our affiliates recommend to clients. When we or an affiliate currently holds for our own benefit the same securities as a client, we could be viewed as having a potential conflict of interest. For example, we or our affiliate could be seen as harming the performance of the client's account for our own benefit if we short-sell the securities in our own account while holding the same securities long in the

client account, causing the market value of the securities to move lower.

We or our affiliates may recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that we or one of our affiliates buys or sells the same securities for our (or the affiliate's) own account. This practice may give rise to a variety of potential conflicts of interest, particularly with respect to aggregating, allocating and sequencing securities being purchased on both our (or its affiliate's) behalf and our clients' behalf. For example, we could have an incentive to cause a client or clients to participate in an offering because we desire to participate in the offering on our own behalf, and would otherwise be unable to meet the minimum purchase requirements. Likewise, we could have an incentive to cause our clients to participate in an offering to increase our overall allocation of securities in that offering, or to increase our ability to participate in future offerings by the same underwriter or issuer. On the other hand, we could have an incentive to cause our clients to minimize their participation in an offering that has limited availability so that we do not have to share a proportionately greater amount of the offering to the client. Allocations of aggregated trades might likewise raise a potential conflict of interest as we may have an incentive to allocate securities that are expected to increase in value to our self. *See Item 12 for a discussion of our brokerage and allocations practices and policies.* Further, a potential conflict of interest could be viewed as arising if a transaction in our own account closely precedes a transaction in related securities in a client account, such as when a subsequent purchase by a client account increases the value of securities that were previously purchased for our self. Our compliance personnel review periodic transaction reports and holdings reports on our accounts to evaluate the nature of sequenced transactions and to assess potential harm caused by trades in our account to client accounts.

Interest in Affiliated Accounts

To the extent permissible under applicable law, we may decide to invest some or all of our temporary investments in money market accounts advised or managed by a BNY Mellon affiliate. For example, cash remitted into some client accounts due to pay downs or sales of loans may be invested in BNY Mellon overnight deposit products, including affiliated money market funds. In addition, we may invest client accounts in affiliated pooled vehicles. Further, to the extent permissible under applicable law, our strategies, including Structured Credit, may invest in the notes of CLOs that we manage. We have an incentive to allocate investments to these types of affiliated accounts in order to generate additional fees for us or our affiliates.

Item 12. Brokerage Practices

Typically we seek to execute portfolio transactions in a manner designed to obtain the best overall qualitative execution for the private funds under the prevailing circumstances. The funds' offering materials and/or our advisory agreements generally grant the Firm discretion and authority to select broker-dealers and to negotiate spreads and other costs. We typically effect transactions with broker-dealers acting as principals at prices which include markups or markdowns. In addition, the administrative agent of a loan/debt instrument can typically charge an assignment fee for a particular loan.

We have no duty or obligation to seek in advance competitive bidding for the most favorable spreads or transaction costs applicable to any particular fund transaction but will endeavor to be aware of the current level of transaction costs and will seek to minimize the expenses incurred for effecting fund transactions when possible.

On occasion we may execute transactions directly with an issuer without transacting through a broker-dealer/agent bank if it is determined that doing so is in the best interest of the client.

The various Portfolio Managers for each of the Strategies have the authority to direct transactions in securities and other investments on behalf of our clients to brokers-dealers the Firm has selected and approved in accordance with its broker approval process. In doing so, we seek best execution of such transactions. When seeking best execution, we consider the overall costs and proceeds of particular investments, including the price of the security, broker-dealer mark-ups or mark-downs and related transaction costs. Transactions will not always be executed at the lowest available price or transaction cost, but will be within a generally competitive range. Additionally, transactions which involve specialized services on the part of the broker-dealer usually entail higher transaction costs than would be the case with other transactions requiring more routine services or other brokers-dealers that may not offer such products or services.

Considerations include a broker-dealer's specific expertise and/or agent bank status with respect to a particular investment, access to underwritten offerings, execution capabilities including such factors as responsiveness to the Firm and back office settlement capabilities, the ability to generate credit investment ideas and the broker-dealer's financial stability. We often direct transactions to full service broker-dealers that provide research reports, generally on an unsolicited basis. Such broker-dealers may pay for certain ancillary items (i.e. meals) for our investment professionals while attending seminars and other opportunities for education and fostering of business relationships. While we recognize that such activities can create potential conflicts of interest, we seek to minimize these conflicts by, for example, not permitting broker-dealers to pay for our travel and lodging expenses. The Trade Oversight Committee meets periodically to evaluate the execution capabilities of broker-dealers and maintain efforts to seek best execution of client transactions. The Committee also assesses the types of research or other services that are provided (whether solicited or unsolicited) to determine if they are appropriate under the circumstances and if the provision of such research or services appears to have had any effect on the execution quality for client accounts.

Trade Aggregation

We manage numerous private funds and accounts with similar investment objectives. Additionally, we manage clients with different objectives that trade in the same investments. Despite such similarities, investment decisions relating to the clients' investments are made independent of each other in light of differing conditions and we will not necessarily purchase or

sell securities at the same time or in the same proportionate amounts for all eligible clients. Therefore, not all funds will necessarily participate in the same investment opportunity or participate on the same basis and the performance resulting from such decisions will differ from client to client. However, if the same investment decision is made for two or more clients within or across investment strategies, we will seek to combine such transactions for the same security into a single aggregated order to obtain best execution and/or price for participating clients. Each client who participates in an aggregated order generally receives an average price with all transaction costs shared on a pro-rata basis.

Trade Allocation

Clients invest in many of the same loans. The Portfolio Manager seeks to allocate investment opportunities among the clients on a fair and equitable basis over time, taking into consideration each fund's investment restrictions and various other factors as noted below. When allocating investment opportunities the Firm is precluded from favoring any client or set of clients under this strategy over another, considering different fee structures as an incentive in allocating investment opportunities to a client or clients that have the potential to pay a larger fee, or recommending or causing a client to enter into transactions for the purpose of benefiting the direct or indirect securities holdings of the Firm or its affiliates or employees. When allocating investment opportunities the Firm first seeks to ascertain the amount of the asset available while keeping in mind each client's overall investment objective and cash availability. The Firm uses its best judgment as determined by the Firm's portfolio managers in conjunction with the Global Chief Investment Officer, in allocating investments among the clients. The Firm considers a wide range of factors in determining allocations of investments among clients, including, but not limited to, each client's available cash, investment objectives, limitations outlined in each client's offering materials, and certain position considerations such as concentration limitations and round lots. In addition, we give special consideration to our CLOs nearing an upcoming determination date or the end of a reinvestment period, avoiding an event of default, or bringing a client into compliance with Indenture or other restrictions. Allocations among clients are periodically reviewed and monitored on an ongoing basis by the Compliance Officer who reports findings to the Board of the Firm. Such determinations will be maintained in writing by the portfolio managers of the relevant clients. For more information investors should refer to the offering materials of the fund or the client's investment advisory agreement following the relevant strategy.

Item 13. Review of AccountsEuropean Leveraged Loan Strategy

Each fund's investments are frequently reviewed by the assigned portfolio manager and/or the relevant Credit Analyst for the investment. In addition, the investment team and the portfolio administration team meet regularly to review relevant data in order to assess each CLO's compliance with terms established by the indentures. Supplementary in-depth reviews by the portfolio managers may be triggered by market or economic factors, severe deterioration in credit performance, collateral value, cash flow or rating. Trustees or administrators for the CLOs prepare monthly written reports for the Firm and the investors in the vehicles. Reports are distributed directly to the underlying investors in the funds by the Trustee or administrator. In addition the Firm makes the reports available to investors by posting them to the Firm password protected website. We typically prepare a monthly written commentary on overall market conditions for fund investors under this strategy.

European Mezzanine Capital Strategy

The European Mezzanine team/and or the relevant credit analyst conducts due diligence on proposed investments and compiles information supporting its analysis for consideration in the first instance by the Alcentra Credit Committee, if the investment opportunity is approved by the committee it is then presented to the fund's independent board for consideration. The independent board of the fund is responsible for approving all investments. The European Mezzanine team is responsible for on-going monitoring based on the information provided by the Credit Analysts. Monitoring of investments is done on a regular basis. Supplementary in-depth reviews by the Credit Analysts may be triggered by market or economic factors, severe deterioration in credit performance, collateral value or cash flow. Annual audited financial statements, as well as unaudited quarterly reports are provided to the funds' investors. The quarterly reports include a summary of fund investments made during the related quarterly period and a statement of each fund investor's consolidated capital accounts at the beginning and end of such quarterly period.

Direct Lending Strategy

The Direct Lending Team team/and or the relevant credit analyst conducts due diligence on proposed investments and compiles information supporting its analysis for consideration in the first instance by the Alcentra Credit Committee, if the investment opportunity is approved by the committee it is then presented to the fund's independent board for consideration.

Monitoring is conducted by the credit analyst responsible for the relevant investment. Analysts will screen news services daily for relevant updates on their credits. Typically, Alcentra will receive private, monthly management accounting data from the companies to which it lends. The relevant analyst will track monthly data for each borrower using proprietary systems and standardised monitoring reports. In many cases, analysts will regularly meet key executive management in invested companies. The investment team will meet weekly to discuss developments with the Portfolio companies. All credits will be reviewed in detail by the Investment Committee at quarterly portfolio reviews. Annual audited financial statements, as well as unaudited quarterly reports are provided to the funds' investors. The quarterly reports include a summary of fund investments made during the related quarterly period and a statement of each fund investor's consolidated capital accounts at the beginning and end of such quarterly period.

Global Special Situations Strategy

The Special Situations Strategy team is responsible for the ongoing monitoring of any approved investments, continually analyzing and reassessing any changes or developments that may

affect the company's financial performance. These may include but will not be limited to: the evolution of the company's earnings and cash flow, industry developments, macroeconomic factors and change in capital structure.

High Yield

Portfolio Manager review their portfolios with the CIO monthly. The review covers performance of each portfolio, attribution of performance, and reasons for any performance dispersion between like strategies. The Portfolio Manager for the strategy provides documentation on those topics and minutes are taken. These meetings are open for any other investment team members and client service personnel.

Alcentra High Yield meets daily to go over current issues, potential strategy shifts, and market changes. Portfolio Managers and Portfolio Analysts for each investment team review all trades for all accounts daily and meet formally on a weekly basis. The Portfolio Manager and Portfolio Analyst for each team reviews daily the fixed income account summary data for each account relating to quality, diversification, duration, and yield curve distribution, which shall be consistent with the current investment policy of High Yield. Such reviews take into account, but are not limited to, computer-generated reports that identify targets, and any dispersion from targets, on sectors, curve, duration, etc. The Portfolio Managers also review performance on a daily basis, for daily, month-to-date, and year-to-date performance. On a regular basis, Portfolio Managers review holdings and themes with other Portfolio Managers and their investment teams. The teams undertake an in-depth, more detailed review when certain rank levels are triggered and during other circumstances, as required.

Structured Credit Strategy

The Portfolio Manager of the Structured Credit team reviews the portfolios on a weekly basis. The Risk Committee has additional oversight and reviews the portfolio holdings and investment guidelines on a monthly basis. When requested to do so, the Portfolio manager provides additional narrative on the portfolio and current market conditions to the committee. The team monitor investments utilizing proprietary internal cashflow models as well as third party systems. The criteria typically includes:

- breakeven default and downgrade rates;
- yield, price and potential investment return;
- weighted average life of investment;
- collateral composition;
- subordination levels;
- liquidity of the investment;
- technical features governing events of default and over-collateralisation tests;
- situation assessment (ratings outlook, current news or outstanding issues, etc.);
- cash flow level, pikability and sustainability.
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Simultaneously, the underlying portfolio is reviewed with primary focus on the following criteria:

- market price of portfolio
- downgrade and default risk for individual credits;
- second lien and mezzanine exposure;
- recovery rate risk;

- structured finance and bond exposure; and
- portfolio industry concentrations.

Item 14. Client Referrals and Other Compensation

Unaffiliated Solicitors and Placement Agents. We may hire third parties to solicit new investment advisory clients. The commissions or fees, if any, payable to such solicitors (also referred to as placement agents) with respect to solicitation of investments with the Firm will be paid solely by the Firm. Clients will not pay fees for these solicitations. These solicitors have an incentive for the client to hire us because we will pay the solicitor for the referral. The prospect of receiving solicitation/placement fees may provide such placement agents and/or their salespersons with an incentive to favor these sales over the sale of interests of other investments with respect to which the placement agent does not receive such compensation, or receives lower levels of compensation. In addition, to the extent permitted by law, certain placement agents and their respective affiliates may provide brokerage and certain other financial and securities services to the Firm or our affiliates. Such services, if any, will be provided at competitive rates.

Affiliated Solicitors and Placement Agents. We may pay referral fees to our affiliates (and/or their employees) for referrals that result in additional investment management business. *Please see the discussion of affiliated placement agents in Item 10, above.*

Our ultimate parent, BNY Mellon, has organized its lines of business into four groups: Asset Management, Asset Servicing, Payment Solutions & Investor Services and Private Wealth Management (collectively "Groups"). We are part of the Asset Management Group. A sales force has been created to focus on developing new customer relationships and developing and coordinating large complex existing customer relationships within those Groups.

In certain circumstances, Asset Management sales representatives are paid fees for sales. The fees may be based on revenues and may be a one-time payment or paid out over a number of years. In addition, our sales representatives and sales representatives of its affiliates within the Asset Management Group are paid for intra-Group referrals to their counterparts. Those fees are based on the first year's revenue for the new Group.

Sales of any alternative investment products (such as private funds) may be made through a broker-dealer affiliate. Only registered representatives of such broker-dealer receive compensation for sales of alternative investments.

We may pay a fee to an affiliate (or directly to employees of the affiliate) that has a pre-existing relationship with a new client in one of the three other Groups. The fees may be based on revenues and may provide for a one-time payment or payments over a number of years.

The Firm and our affiliates also participate in the BNY Mellon Incentive Compensation Plan, which presents certain conflicts of interest, all as described in Item 10 above.

Item 15. Custody

Rule 206(4)-2 under the Advisers Act (the "Custody Rule") defines "custody" to include a situation in which an adviser or a related person holds, directly or indirectly, client funds or securities or has any authority to obtain possession of them, in connection with advisory services provided by the adviser.

For purposes of the Custody Rule, we are deemed to have "custody" of certain client assets because client funds or securities are held by BNY Mellon and/or related persons of the Firm serve as general partners / managing members / trustees (or similar capacities) of our private funds.

Generally, an adviser that is deemed to have custody of a client's funds or securities, among other things, is required to arrange for an annual independent verification of such funds or securities in accordance with the Custody Rule (the "Surprise Exam").

While the Firm may be deemed to have "custody" under the Advisers Act of certain client assets because a related person holds client assets, we note that NO related persons hold any assets of our **U.S.** Clients. Because the Firm's non-U.S. clients are not subject to the Custody Rule, and because the Firm is not deemed to have custody of its U.S. clients' assets, the Firm does not arrange for a Surprise Exam (nor does it need to meet any of the exceptions under the Custody Rule) for any of its clients assets.

Item 16. Investment Discretion

We typically accept discretionary investment authority over client assets. Clients grant this discretionary authority to us in writing via a contract, typically through an appointment to become the investment manager of a private fund or managed account. Such discretion is to be exercised in a manner consistent with the stated investment objectives and guidelines for the particular client account.

Clients must deliver their investment guidelines and restrictions to us in writing, and we will adhere to such guidelines and restrictions when making investment decisions.

Item 17. Voting Client Securities

While the private funds that we manage have delegated proxy voting decisions to the Firm, we generally will not be called upon to vote because of the nature of the clients' investment strategies. However, in certain rare situations when we are called upon to vote, we will decide on a case-by-case basis how each proxy should be voted in the best interests of the client. This generally means voting proxies with a view toward enhancing the economic value of the investment. In the case of social and political responsibility issues that, in our opinion, do not primarily involve financial considerations, it is our objective to support shareholder proposals that we believe promote good corporate citizenship while enhancing long-term shareholder value.

The Firm has implemented policies and procedures designed to ensure voting decisions are based on the best economic interest of the clients. In summary, the procedures require completion of a conflicts questionnaire to identify possible relationships with the parties involved in the proxy that may not be readily apparent. Based on the responses, we will determine whether we believe a material conflict of interest is present. If a material conflict is found, we will recuse the individual involved from the voting process. If a tie exists for any vote, we will seek the recommendation of an independent third party or resolve the conflict in such other manner as we believe is appropriate, including by making our own determination that a particular vote is, notwithstanding the conflict, in the best interest of the funds.

A copy of our Proxy Voting Policy, as well as information regarding the voting of securities, is available upon request by contacting the Firm's Chief Compliance Officer at the address designated on Page 1 of this Form ADV Part 2.

Item 18. Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this Item. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and have never been the subject of a bankruptcy proceeding.