CEDS S.à r.l.

Annual Accounts and Report of the réviseur d'entreprises agréé for the year ended June 30, 2021

5, Heienhaff L -1736 Senningerberg, Luxembourg R.C.S. Luxembourg: B215019 Share Capital: EUR 12,000

CEDS S.à r.l. Share Capital: EUR 12,000

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MANAGEMENT REPORT

JUNE 30, 2021

The Board of Managers presents its report and the annual accounts of CEDS S.à r.l. (the "Company") for the year ended June 30, 2021.

General

The Company was incorporated on May 12, 2017 and organised under the Laws of Luxembourg as a "société à responsabilité limitée" for an unlimited period and is subject to the Law of March 22, 2004 on securitisation as amended (the "Securitisation Law").

On September 16, 2020, the Company changed its registered office address from 51, avenue John F. Kennedy, L-1855 Luxembourg to 5, Heienhaff, L-1736 Senningerberg, Luxembourg.

The Company's financial year starts on July 1 and ends on June 30, with the exception of the first period, which began on the date of incorporation of the Company on May 12, 2017 and ended on June 30, 2018.

The Company is a securitisation company within the meaning of the Law of March 22, 2004 on securitisation and has as its corporate purpose the holding of investments in a portfolio of debt securities.

The Company had 100% of its loan notes listed on The International Stock Exchange of the Channel Islands (TISE) since September 18, 2020.

Summary of activities

The results for the financial year amounted to EUR nil (2020: EUR nil).

The total carrying value of loan notes issued and outstanding as at June 30, 2021 amounted to EUR 88,528,776 (2020: EUR 100,164,367). The interest accrued on the loan notes amounted to EUR 2,934,233 (2020: EUR 3,444,000) as of June 30, 2021. The Board of Managers expect the Company to continue its securitisation activities for the future.

Risk exposures

During the year, the principal risks faced by the Company relate to the financial instruments held by it, and the Company expects the nature of these risks to remain the same for the foreseeable future.

Price risk

The investments purchased by the Company are subject to changes in value due to changes in market prices. Due to the limited recourse nature of the debt securities issued all price risk is ultimately borne by the sole noteholder.

Credit risk

The Company is exposed to the risk of default on the portfolio of debt securities held. Due to the limited recourse nature of the debt securities issued all credit risk is ultimately borne by the sole noteholder. There was no default on the portfolio of debt securities as of June 30, 2021 and June 30, 2020.

Liquidity risk and cash flow risk

The notes issued by the Company are limited recourse. Due to the limited recourse nature of the debt securities issued, all liquidity and cash flow risks are ultimately borne by the sole noteholder.

Interest rate risk

The debt investments made by the Company are subject to changes in value and income from them varies in line with changes in interest rates. Due to the limited recourse nature of the debt securities issued all interest rate risks are ultimately borne by the sole noteholder.

Research and development activities

The Company was neither involved nor participated in any kind of research or development activities in the year ended June 30, 2021 and June 30, 2020.

Branches of the Company

The Company does not have any branches.

MANAGEMENT REPORT (CONTINUED)

JUNE 30, 2021

Acquisition of own shares

The Company did not purchase any of its own shares in the years ended June 30, 2021 and June 30, 2020.

Events during the year

Impact of COVID-19

COVID-19 was declared a pandemic by the World Health Organisation on 11 March 2020. The outbreak and spread has led to a public health crisis and widespread disruption across almost all regions and sectors. Through 2020, the global spread of the virus led to an increased level of uncertainty in financial markets and triggered volatility in interest rates, foreign exchange rates and asset prices.

Multiple rounds of restrictions and lockdowns seen across Europe in response to COVID-19 has led to acute impacts for businesses in directly affected sectors, with trading almost completely suspended, at least initially, for those worst impacted. Many businesses saw a pattern of significant rebound in activity following the easing of government restrictions. In many cases, the impact on trading as a result of the virus is expected to be temporary. Some of the worst affected companies have experienced, and continue to experience, severe difficulties as a result of the disruption to their activities and defaults are likely to increase for these businesses and in some cases, recoveries reduce.

The Portfolio Manager evaluated the fair value of the underlying assets held by the Company at 30 June 2021 and, where required, recommended fair value adjustments on these assets. These adjustments are reflected in the annual accounts via the Company's share of the respective underlying investments. The Portfolio Manager will continue to monitor the impact of COVID-19 on the underlying valuations going forward. The fair values as at 30 June 2021 are unrealised and actual realised proceeds may differ.

Brexit

With the UK formally exiting the European Union at the end of December 2020, the Portfolio Manager has continued to analyse and assess the impact on portfolio companies and valuations. Overall, the Portfolio Manager did not see a materially disruptive impact of Brexit on its investments either in Europe or the UK, both during the transition period and in the immediate aftermath of Brexit. Consistently firms were duly prepared, we noted a particular focus throughout the proceeding period on supply chain rigor, stability and business continuity. This diligence was rewarded, and as a consequence little measurable impact has been seen to date deriving from Brexit across the portfolio on performance and valuations.

Subsequent events

No other events have occurred subsequent to the year end which would have material impact on the annual accounts for the year ended June 30, 2021.

Manager

Vlanager

Date: September 30, 2021



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To the Shareholder of CEDS S.à r.l. 5, Heienhaff L-1736 Senningerberg Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Opinion

We have audited the annual accounts of CEDS S.à r.l. (the "Company"), which comprise the balance sheet as at June 30, 2021, and the profit and loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at June 30, 2021 and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of the "réviseur d'entreprises agréé" for the audit of the annual accounts » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of the audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Valuation of financial assets

a. Why the matter was considered to be one of the most significant in our audit of the annual accounts of the current year

b. How the matter was addressed in our audit

The fair value of the financial assets held by the Company represented 97.14% of its total assets as at June 30, 2021.

The financial assets consists of investments in loans.

These investments are unquoted and illiquid by nature, therefore significant judgement and estimates are required to be applied by Management in its assessment of their fair value. Inappropriate judgements made in relation to the methodology used inputs or assumptions taken may have a material impact on the valuation of the financial assets.

Due to the significance of financial assets' balance and the management judgement involved, we consider their valuation as a key audit matter. Our procedures over the valuation of financial assets included, but were not limited to:

- We inspected the valuation workings and pricing committee minutes received from management and assessed the accuracy of the fair value calculations by:
 - agreeing the nominal amount of investment positions to independent confirmations received.
 - agreeing the pricing of the financial assets to relevant corroborative supporting documents, and
 - reperforming the calculation of the financial assets' valuations.
- We considered whether the valuation methodology used is the most appropriate in the circumstances in accordance with the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines.
- We agreed and benchmarked key inputs and estimates to independent information and to our own research.

We refer to the accounting policy in Note 2.2 and Note 3 "Financial assets" of the annual accounts.

Other information

The Board of Managers is responsible for the other information. The other information comprises the information stated in the annual report but does not include the annual accounts and our report of the "réviseur d'entreprises agréé" thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Managers for the annual accounts

The Board of Managers is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Managers determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Managers is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Managers either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the "réviseur d'entreprises agréé" for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Managers.



- Conclude on the appropriateness of the Board of Managers' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "réviseur d'entreprises agréé" to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

The management report is consistent with the annual accounts and has been prepared in accordance with the applicable legal requirements.

Luxembourg, September 30, 2021

KPMG Luxembourg Société coopérative Cabinet de révision agréé

T. Ramphu Partner

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RCSL Nr.: B215019 Matricule: 2017 2426 531

eCDF entry date:

BALANCE SHEET

Financial year from $_{01}$ _01/07/2020 to $_{02}$ _30/06/2021 (in $_{03}$ EUR)

CEDS S.à r.l. 5, Heienhaff L-1736 Senningerberg

ASSETS

		Reference(s)	Current year	Previous year
A. S	ubscribed capital unpaid	1101	101	102
I.	Subscribed capital not called	1103	103	104
II.	. Subscribed capital called but unpaid	1105	105	106
B. F	ormation expenses	1107	107	108
C. F	ixed assets	1109 Note 3	89.898.344,00	96.631.457,00
I.	Intangible assets	1111	111	112
	 Costs of development 	1113	113	114
	Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	115	116
	 a) acquired for valuable consideration and need not be shown under C.I.3 	1117	117	118
	b) created by the undertaking itself	1119	119	120
	Goodwill, to the extent that it was acquired for valuable consideration	1121	121	122
	 Payments on account and intangible assets under development 			
II.	·	1123	123	124
11.	Land and buildings	1125	125	126
	J	1127	127	128
	Plant and machinery	1129	129	130

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					Reference(s)		Current year		Previous year
		3.	Other fixtures and fittings, tools and equipment	1131		131		132	
		4.	Payments on account and tangible assets in the course of construction	1122		122		124	
	III.	Fin	ancial assets		Note 3		89.898.344,00		96.631.457,00
			Shares in affiliated undertakings				02102013 : 1/00		20100 11 107/00
			Loans to affiliated undertakings						
			Participating interests						
		4.	Loans to undertakings with which the undertaking is linked by virtue of participating interests						
		5.	Investments held as fixed assets						
		6.	Other loans	1147	Note 3	147	89.898.344,00	148	96.631.457,00
D.	Cui	rren	t assets	1151		151	2.228.466,00	152	7.041.470,00
	l.	Sto	ocks	1153		153		154	
		1.	Raw materials and consumables	1155		155		156	
		2.	Work in progress	1157		157		158	
		3.	Finished goods and goods for resale	1159		159		160	
		4.	Payments on account	1161		161		162	
	II.	De	btors	1163	Note 4	163	796.635,00	164	1.056.500,00
		1.	Trade debtors	1165		165		166	
			a) becoming due and payable within one year	1167		167		168	
			b) becoming due and payable after more than one year	1169		169		170	
		2.	Amounts owed by affiliated undertakings	1171	Note 4.1	171	41.454,00	172	132.339,00
			a) becoming due and payable within one year	1173	Note 4.1	173	41.454,00	174	132.339,00
			b) becoming due and payable after more than one year	1175		175		176	
		3.	Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests		Note 4.2		755.181,00		924.161,00
				1177	Note 4.2	177	755.181,00	178	924.101,00
			becoming due and payable within one year	1179	Note 4.2	179	755.181,00	180	924.161,00
			b) becoming due and payable after more than one year	1181		181		182	
		4.	Other debtors	1183		183		184	
			a) becoming due and payable within one year	1185		185		186	
			b) becoming due and payable after more than one year	1187		187		188	

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	Reference(s)	Current year	Previous year
III. Investments	1189 Note 7	189	92.246,00
1. Shares in affiliated undertakings	1191	191	192
2. Own shares	1209	209	210
3. Other investments	1195 Note 7	195	92.246,00
IV. Cash at bank and in hand	1197	1.431.831,00	5.892.724,00
E. Prepayments	1199	199 2.312,00	5.086,00
TOTAL (ASSETS)	201 92.129.122,00	103.678.013,00

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CAPITAL, RESERVES AND LIABILITIES

			Reference(s)		Current year		Previous year
A.	. Capital and reserves	1301	Note 5	301	12.000,00	302	12.000,00
	I. Subscribed capital	1303	Note5	303	12.000,00	304	12.000,00
	II. Share premium account	1305		305		306	
	III. Revaluation reserve	1307		307			
	IV. Reserves	1309		309		310	
	1. Legal reserve	1311		311		312	
	2. Reserve for own shares	1313		313		314	
	Reserves provided for by the articles of association	1315		315		316	
	Other reserves, including the fair value reserve	1429		429		430	
	a) other available reserves	1431		431		432	
	b) other non available reserves	1433		433		434	
	V. Profit or loss brought forward	1319		319		320	
	VI. Profit or loss for the financial year	1321		321		322	
	VII. Interim dividends	1323		323		324	
	VIII. Capital investment subsidies	1325		325		326	
В.	. Provisions	1331		331		332	
	 Provisions for pensions and similar obligations 	1333		333		334	
	2. Provisions for taxation	1335		335		336	
	3. Other provisions	1337		337		338	
c.	Creditors	1435	Note 6	435	92.117.122,00	436	103.666.013,00
	1. Debenture loans	1437		437		438	
	a) Convertible loans	1439		439		440	
	i) becoming due and payable within one year	1441		441		442	
	ii) becoming due and payable after more than one year	1443		443		444	
	b) Non convertible loans	1445		445		446	
	i) becoming due and payable within one year	1447		447		448	
	ii) becoming due and payable after more than one year	1449		449		450	
	Amounts owed to credit institutions	1355					
	a) becoming due and payable within one year						
	b) becoming due and payable after more than one year						

RCSL Nr.: B215019

Matricule: 2017 2426 531

				Reference(s)		Current year		Previous year
3.	of ordenot sh	ents received on account ers in so far as they are own separately as tions from stocks	1361		361		362	
		becoming due and payable within one year						
	b)	becoming due and payable after more than one year	1365		365		366	
4.	Trade	creditors	1367		367		368	
	a)	becoming due and payable within one year	1369		369		370	
	b)	becoming due and payable after more than one year	1371		371		372	
5.	Bills of	exchange payable	1373		373		374	
	a)	becoming due and payable within one year	1375		375		376	
	b)	becoming due and payable after more than one year	1377		377		378	
6.		nts owed to affiliated takings	1379	Note 6	379	91.463.009,00	380	103.630.750,00
	a)	becoming due and payable within one year	1381	Note 6.1	381	2.934.233,00	382	3.466.383,00
	b)	becoming due and payable after more than one year	1383	Note 6.1	383	88.528.776,00	384	100.164.367,00
7.	with w	nts owed to undertakings hich the undertaking is by virtue of participating	1205		205		206	
	a)	becoming due and payable	.565					
	,	within one year	1387		387		388	
	b)	becoming due and payable						
0	Oth	after more than one year	1389				390	
8.		creditors	1451			654.113,00		35.263,00
	a) b)	Tax authorities Social security authorities						
	c)	Other creditors		Note 6.2		654.113,00		35.263,00
	C)	i) becoming due and	1397	Note 0.2	397	654.113,00	398	35.263,00
		payable within one year	1399	Note 6.2	399	654.113,00	400	35.263,00
		ii) becoming due and payable after more than one year	1401		401		402	
D. Deferr	ed inco	ome	1403		403		404	
TOTA	L (CAP	ITAL, RESERVES AND LIAB	ILITIES)		405	92.129.122,00	406	103.678.013,00

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RCSL Nr.: B215019 Matricule: 2017 2426 531

eCDF entry date:

PROFIT AND LOSS ACCOUNT

Financial year from $_{01}$ _01/07/2020 to $_{02}$ _30/06/2021 (in $_{03}$ EUR)

CEDS S.à r.l. 5, Heienhaff L-1736 Senningerberg

		Reference(s)	Current year	Previous year
1.	Net turnover	1701	701	702
2.	Variation in stocks of finished goods and in work in progress	1703	703	704
3.	Work performed by the undertaking for its own purposes and capitalised	1705	705	706
4.	Other operating income	1713	713	714
5.	Raw materials and consumables and other external expenses	1671 Note 8	-322.827,00	-140.729,00
	a) Raw materials and consumablesb) Other external expenses	1601 Note 8	601	602
6.	Staff costs	1605	605	606
	 a) Wages and salaries b) Social security costs i) relating to pensions ii) other social security costs c) Other staff costs 	1607	607	608
7.	Value adjustments	1657	657	658
	 a) in respect of formation expenses and of tangible and intangible fixed assets b) in respect of current assets 	1659	659	660 <u> </u>
8.	Other operating expenses	1621	621	622

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	Reference(s)	Current year	Previous year
9. Income from participating interests	1715	715	716
a) derived from affiliated undertakings	1717	717	718
 b) other income from participating interests 	1719	719	720
10. Income from other investments and loans forming part of the fixed assets	1721 Note 9	7.714.441,00	8.122.481,00
a) derived from affiliated undertakings	1723		724
b) other income not included under a)	1725 Note 9	7.714.441,00	8.122.481,00
11. Other interest receivable and similar			
income	1727 Note 10	164.395,00	728800.719,00
a) derived from affiliated undertakings	1729 Note 10.1	729	569.738,00
b) other interest and similar income	1731 Note 10.2	731 164.395,00	732 230.981,00
Share of profit or loss of undertakings accounted for under the equity method Value adjustments in respect of	1663	663	664
financial assets and of investments held as current assets	1665 Note 11	665671.819,00	-800.719,00
14. Interest payable and similar expenses	1627 Note 12	-8.223.006,00	-7.971.919,00
a) concerning affiliated undertakings	1629 Note 12.1	-8.150.287,00	-7.685.522,00
b) other interest and similar expenses	1631 Note 12.2	631	-286.397,00
15. Tax on profit or loss	1635	635	636
16. Profit or loss after taxation	1667	4.822,00	9.833,00
17. Other taxes not shown under items 1 to 16	1637	-4.822,00	-9.833,00
18. Profit or loss for the financial year	1669	6690,00	6700,00





CEDS S.à r.l.

Share Capital: EUR 12,000

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

1. ORGANISATION

CEDS S.à r.l. (hereafter the "Company") was incorporated on May 12, 2017 for an unlimited period. The Company was organised under the laws of Luxembourg as a private limited liability company (société à responsabilité limitée) and was granted the status of a securitisation company (société de titrisation) within the meaning of the Law of March 22, 2004 on securitisation, as amended from time to time and that is governed by the Laws of the Grand Duchy of Luxembourg, including the Luxembourg Law dated August 10, 1915 on commercial companies. The Company is registered under R.C.S in Luxembourg, number B215019. On September 16, 2020, the Company changed its registered office address from 51, avenue John F. Kennedy, L-1855 Luxembourg to 5, Heienhaff, L-1736 Senningerberg, Luxembourg. The principal activity of the Company is to enter into one or more securitisation transactions within the meaning of the Securitisation Law.

The Company's financial year starts on July 1 and ends on June 30, with the exception of the first period, which began on the date of incorporation of the Company on May 12, 2017 and ended on June 30, 2018.

The Company is a wholly-owned subsidiary of Alcentra European Direct Senior Fund (Holding) SCSp (hereafter the "Master Fund"), a Limited partnership incorporated under the Luxembourg Law of August 10, 1915 on commercial companies as amended. The Company's registered office address is 5, Heienhaff, L-1736 Senningerberg, Luxembourg (formerly: 51, avenue John F. Kennedy, L-1855 Luxembourg). On the basis of Article 317 (3) c set out by Luxembourg Company law, as interpreted by the Commission des Normes Comptables in its advice CNC 2-1 of December 18, 2009, the Company is exempted from the obligation to be drawn up in consolidated accounts and a consolidated management report under the Master Fund for the year ended June 30, 2021. Therefore, in accordance with the legal provisions, these annual accounts are presented on a non-consolidated basis to be approved by the Board of Managers.

The Company had 100% of its loan notes listed on The International Stock Exchange of the Channel Islands (TISE) since September 18, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. BASIS OF PREPARATION

The annual accounts have been prepared in accordance with legal and regulatory requirements and generally accepted accounting principles in the Grand Duchy of Luxembourg. The annual accounts have been prepared on a going concern basis. In preparing the annual accounts, the principal accounting policies besides the ones laid down by the Law, have been determined and applied by the Board of Managers. The Company keeps its books in Euro ("EUR") and the balance sheet and the profit and loss account are expressed in the same currency.

The Company has adopted the fair value approach to value financial fixed assets held.

The provisions of the Law of December 18, 2015 on the annual accounts and consolidated accounts and the Grand-Ducal regulation of December 18, 2015 on the layout of balance sheet and profit and loss accounts, amending the Law of December 19, 2002 have been transposed in these annual accounts.

In preparing the annual accounts, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The figures in the annual accounts have been rounded to the nearest whole number, unless otherwise stated.

2.2. INVESTMENTS HELD AS FIXED ASSETS

Investments held as fixed assets represent principally debt instruments, equity and warrants. The investments are held as part of a trading portfolio. Accordingly, they are fair valued in accordance with Art.64 bis 4(a). of the Commercial Law.

INVESTMENTS IN DEBT INSTRUMENTS

Investments in debt instruments are measured initially at purchase price, including the expenses incidental thereto. Subsequent to initial recognition investments are measured at fair value with changes recognised in profit or loss account. The fair value option has been adopted in line with the way the debt instruments are managed given their performance is evaluated on a fair value basis in accordance with each Company's documented risk management policies, investment strategy and information that is provided to key management personnel on a periodic basis. Payment in Kind (PIK) income for the period from the income due date until the reporting date shall be a component of investments at fair value through profit or loss. Amounts accrued are treated as part of the debt instruments in line with the terms of the respective agreements.

CEDS S.à r.l.

Share Capital: EUR 12,000

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2. INVESTMENTS HELD AS FIXED ASSETS (CONTINUED)

INVESTMENTS IN EQUITY INSTRUMENTS AND WARRANTS

Investments in equity instruments include investments in non-convertible preference and non-puttable ordinary or preference shares. Investments in warrants entitle the Company to subscribe for unquoted ordinary equity shares in investee companies. Both types of investment are recognised initially at fair value which is normally the cost of the instrument excluding transaction costs. Subsequent to initial recognition, these investments are measured at fair value through profit or loss. Where fair value cannot be measured reliably, the investment shall be measured at the cost of the investment excluding transaction costs less impairment until a reliable measure of fair value becomes available. Stapled investments (e.g., debt and equity issued by the same issuer) that are "inseparable" by the terms of the investment are valued by taking consideration from both instruments.

FAIR VALUE MEASUREMENT

'Fair value' is the amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's length transaction. The following hierarchy is used to estimate fair values:

- (i) The best evidence of fair value is a quoted price for an identical asset in an active market. Quoted in an active market in this context means quoted prices are readily and regularly available and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted price is usually the current bid price.
- (ii) When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the Company can demonstrate that the last transaction price is not a good estimate of fair value (e.g. because it reflects the amount that an entity would receive or pay in a forced transaction, involuntary liquidation or distressed sale), that price is adjusted.
- (iii) If the market for the asset is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, an entity estimates the fair value by using a valuation technique. The objective of using a valuation technique is to estimate what the transaction price would have been on the measurement date in an arm's length exchange motivated by normal business considerations.

Fair value based on a valuation technique using observable market data will generally include evaluated pricing techniques using inputs such as quoted prices for similar instruments. Fair value based on a valuation technique that relies significantly on non-observable market data will include values not primarily derived from observable market data. Valuation techniques include comparison with similar instruments for which observable market prices exist and other valuation models. Some or all of the significant inputs into these models may not be observable in the market, and are derived from market prices or rates or are estimated based on recent transactions that have been completed or market information obtained from deals that are under negotiation.

For debt investments the Company applies primary and secondary valuation models in line with International Private Equity and Venture Capital Valuation guidelines. Valuation models include the EV/EBITDA multiples methodology, discounted cash-flows and income yield approach. For assets which experience marked increases in leverage since entry a required yield adjustment to the valuation has been considered. Due to the nature of the asset class, inputs into the debt instruments' valuation model take into consideration the costs incurred when the assets were acquired (purchase price) adjusted by a market overlay, which reflects any changes in the environment, performance of the asset relative to similar instruments, market appetite as well as other factors (e.g., level of interest rates) at the end of the financial reporting period. Fair values reflect the credit risk of the instrument and include adjustments which take into account the credit risk of the platform and the counterparty where appropriate.

For equity investments the Company utilises valuation models based on ratios for comparable listed companies adjusted for effects of size and liquidity and other points of difference where relevant. Warrants are valued using internal models that take into account the enterprise value of the investee, their performance and other factors such as the likelihood of the warranty being exercised given the forecast market conditions.

2.3. OTHER DEBTORS

Other debtors are recorded at their nominal value. They are subject to value adjustments when their recoverability is either uncertain or compromised at the balance sheet date.

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.4. AMOUNTS OWED TO AFFILIATED UNDERTAKINGS

This caption consists mainly of loan notes in issue. Loan notes in issue are initially recorded at their nominal amount. Subsequent to initial recognition, these loan notes in issue represent the values which represent the fair value of the net assets (assets less liabilities excluding the loan notes in issue) of the Company as at the balance sheet date. Movements in the carrying amount of the loan notes in issue may vary as a result of the performance of the underlying portfolio and the value adjustments. In order to reflect the value adjustments to the loan notes in issue, a net gain or loss allocated to the sole noteholder is recorded in the profit and loss account. The amount of net loss allocated to the noteholder will be recorded in other interest receivable and similar income and the amount of net gain allocated to the noteholder will be recorded in other interest and similar expenses. The loan notes and interest accrued constitute direct, unsecured and limited recourse obligations of the Company. The Company's ability to satisfy its payment obligations under the loan notes and its operating and administrative expenses are wholly dependent upon receipt by it in full of payments of amounts receivable under the corresponding underlying investments.

2.5. OTHER CREDITORS

Other creditors represent fees accrued during the year and are recorded at their repayment value.

Other creditors also include derivative contracts which are valued at fair value. Unrealised losses as at the balance sheet date are recorded as other creditors. Movement in these unrealised losses are recorded under interest payable and similar expenses in the profit and loss account.

2.6. FOREIGN CURRENCIES TRANSLATION

Transactions expressed in currencies other than EUR are translated at the exchange rate effective at the time of the transaction.

Subscribed capital and other non-monetary assets and liabilities expressed in currencies other than EUR are translated into EUR at the exchange rates effective at the time of the transaction. At the balance sheet date, these items remain translated at historic exchange rates. Cash at bank is translated at the exchange rate effective at the balance sheet date. Realised exchange gains and losses and unrealised losses are reflected in the profit and loss account.

Other assets and liabilities are translated separately at the closing rates.

2.7. FAIR VALUE ADJUSTMENTS

Fair value adjustments are adjusted directly on related assets.

2.8. PROVISIONS FOR LIABILITIES AND CHARGES

Provisions for liabilities and charges are intended to cover losses or debts, the nature of which is clearly defined and which, at the balance sheet date are either likely to be incurred or certain to be incurred as to their amount or as to the date on which they will arise.

2.9. INTEREST AND ARRANGEMENT FEE INCOME

Interest and arrangement fee income are recognised in the profit and loss account on an accrual basis at the contractual rate of interest of the related financial asset.

2.10. EXPENSES

Expenses are recognised in the profit and loss account in the year to which they relate.

2.11. CASH AT BANK AND IN HAND

Cash at bank and in hand is valued at its nominal value.

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.12. INVESTMENTS

Investments are valued at fair value. Unrealised gains as at the balance sheet date are recorded under 'Current assets - Other investments'. Unrealised losses on derivatives as at the balance sheet date are recorded under 'Creditors - Other creditors'. Movement in the unrealised gains and losses are recorded under value adjustments in respect of financial assets and of investments held as current assets and interest payable and similar expenses respectively in the profit and loss account.

3. FINANCIAL ASSETS

Investments held as fixed assets

The movements for the year are as follows:

	June 30, 2021	June 30, 2020
	EUR	EUR
Acquisition cost - opening balance	96,926,972	85,692,761
Additions for the year	31,344,584	62,175,636
Disposals for the year	(39,448,406)	(50,941,425)
Acquisition cost - closing balance	88,823,150	96,926,972
Accumulated fair value adjustments - opening balance	(295,515)	563,493
Fair value adjustment of the year	1,370,709	(859,008)
Accumulated fair value adjustments - closing balance	1,075,194	(295,515)
Fair value - opening balance	96,631,457	86,256,254
Fair value - closing balance	89,898,344	96,631,457

Investments held as fixed assets consist of investments in direct lending loans which are for the purpose of generating interest income and, potentially, capital gains.

4. DEBTORS

4.1. AMOUNTS OWED BY AFFILIATED UNDERTAKINGS

Amounts owed by affiliated undertakings consisted of the following:

	June 30, 2021	June 30, 2020
	EUR	EUR
a) becoming due and payable within one year:		
Amounts due from related parties	41,454	132,339
Total	41,454	132,339

4.2. OTHER DEBTORS

Other debtors consisted of the following:

	June 30, 2021	June 30, 2020
	EUR	EUR
a) becoming due and payable within one year:		
Accrued interest	724,681	924,161
Other debtors	30,500	-
Total	755,181	924,161

Accrued interest relates to investments held as fixed assets which consist of investments in direct lending loans.

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

5. CAPITAL AND RESERVES

The Company's share capital was set at the date of incorporation at EUR 12,000, represented by 12,000 shares with a par value of EUR 1 each. Under the terms and conditions provided by law, the Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of the articles of the Company. Under Luxembourg Law, an amount equal to at least 5% of the profit for the financial year must be allocated to a legal reserve until such reserve equals 10% of the subscribed capital. This reserve is not available for dividend distribution.

No transfer to legal reserve is required for the year ended June 30, 2021 in light of the EUR nil accumulated profit at year end (2020: EUR nil). The Company did not repurchase any of its own shares during the year ended June 30, 2021 (2020: EUR nil).

6. CREDITORS

6.1. AMOUNTS OWED TO AFFILIATED UNDERTAKINGS

Amounts owed to affiliated undertakings consisted of the following:

8,861 9,915	100,630,667 (466,300)
•	, ,
8,861	100,630,667
4,233	3,466,383
-	22,383
,	, ,
4,233	3,444,000
EUR	EUR
), 2021	June 30, 2020
}	EUR 4,233

Loan notes subscribed during the year amounted to EUR 51,306,868 (2020: EUR 58,437,821). Redemptions during the year amounted to EUR 63,778,674 (2020: EUR 43,750,367). The subscriptions and redemptions are in accordance with the Notes Issuance Programme (for the maximum amount up to EUR 1,000,000,000) which has been subscribed solely by Alcentra European Direct Senior Fund (Holding) SCSp.

The proceeds from this issuance are used to finance acquisition of debt securities. The loan notes have limited recourse obligations of the Company and are payable solely out of amounts received by or on behalf of the Company in respect of the investment portfolio. The proceeds of the realisation of the security over the portfolio may be insufficient to pay all amounts due to the sole noteholder. In the event of a shortfall of such proceeds, the Company will not be obliged to pay any such shortfall and all claims in respect of which shall be extinguished. Such shortfall shall be borne by the sole noteholder.

The loan notes are issued in EUR and bear a variable interest rate. Interest paid during the year ended June 30, 2021 amounted to EUR 7,823,839 (2020: EUR 6,742,448). Interest payable at June 30, 2021 amounted to EUR 2,934,233 (2020: EUR 3,444,000).

6.2. OTHER CREDITORS

Other creditors consisted of the following:

	June 30, 2021	June 30, 2020
	EUR	EUR
Other creditors	606,644	-
Audit fee	30,564	26,853
Administration and professional fees payable	16,905	8,410
Total	654,113	35,263

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

6. CREDITORS (CONTINUED)

6.2. OTHER CREDITORS (CONTINUED)

Other creditors relate to unrealised loss at reporting date on derivative contracts. Details are as follows:

Derivatives

As at June 30, 2021 the Company had foreign currency swaps contracts as below:

Contract Type	Maturity	Amount bought	Amount sold	Unrealised loss
				EUR
FX Swaps	October 21, 2021	EUR 13,207,335	USD 15,683,817	(430,513)
FX Swaps	October 21, 2021	EUR 1,738,612	CHF 1,905,117	(2,712)
FX Swaps	October 21, 2021	USD 507,678	EUR 414,401	13,140
FX Swaps	October 21, 2021	CHF 25,517	EUR 23,287	(35)
FX Swaps	October 21, 2021	EUR 34,749,010	GBP 29,893,062	(187,201)
FX Swaps	October 21, 2021	GBP 340,729	EUR 395,400	677
Total				(505 544)
IUlai				(606,644)

Unrealised loss on derivative contracts amounted to EUR 606,644. Movement in unrealised loss on derivatives contracts during the year ended June 30, 2021 amounted to EUR 698,889 (2020: unrealised gain of EUR 58,289).

7. INVESTMENTS

Other investments - Derivatives

As at June 30, 2020 the Company had foreign currency swaps as below:

Contract Type	Maturity	Amount bought	Amount sold	Unrealised gain
				EUR
FX Swaps	September 23, 2020	EUR 4,144,531	USD 4,623,112	40,199
FX Swaps	September 23, 2020	EUR 1,727,972	CHF 1,847,205	(7,908)
FX Swaps	September 23, 2020	EUR 12,550,905	GBP 11,360,000	59,955
Total				92,246

Unrealised gain on derivative contracts amounted to EUR 92,246.

8. OTHER EXTERNAL EXPENSES

Other external expenses consisted of the following:

Total	322,827	140,729
Service rees	11,700	12,060
Service fees	11,700	12,080
Audit fees	38,309	36,366
Administration fees and professional fees	119,143	92,283
Legal fees	153,675	-
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

9. INCOME FROM OTHER INVESTMENTS AND LOANS FORMING PART OF THE FIXED ASSETS

Income from other investments and loans forming part of the fixed assets consisted of the following:

Total	7,714,441	8,122,481
Interest income on investments held as fixed assets	7,064,886	6,424,747
Arrangement fee income	649,555	1,697,734
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

Arrangement fees are one-off fees that are receivable by the Company in relation to the loan initiation process. Interest income is earned on the principal balance based on contractually agreed rates and interest periods.

10. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

10.1 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME DERIVE FROM AFFILIATED UNDERTAKINGS

Other interest receivable and similar income derived from affiliated undertakings consisted of the following:

	Year ended	Year ended
	June 30, 2021	June 30, 2020
	EUR	EUR
Net loss allocated to sole noteholder	-	569,738
Total	-	569,738

10.2 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

The other interest and similar income consisted of the following:

Total	164,395	230,981
Foreign exchange gains	164,395	230,981
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

11. VALUE ADJUSTMENTS IN RESPECT OF FINANCIAL ASSETS AND INVESTMENTS HELD AS CURRENT ASSETS

Value adjustments in respect of financial assets and investments held as current assets consisted of the following:

Total	671,819	(800,719)
Unrealised exchange (loss)/gain on open derivatives financial instruments	(698,890)	58,289
Value adjustments on financial fixed assets*	1,370,709	(859,008)
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

^{*}Refer to note 3 for the movement in financial fixed assets.

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

12. INTEREST PAYABLE AND SIMILAR EXPENSES

12.1 INTEREST PAYABLE AND SIMILAR EXPENSES CONCERNING AFFILIATED UNDERTAKINGS

Interest payable and similar expenses concerning affiliated undertakings consisted of the following:

Total	8,150,287	7,685,522
Net gain allocated to sole noteholder	836,215	-
Interest allocated to sole noteholder	7,314,072	7,685,522
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

12.2 OTHER INTEREST AND SIMILAR EXPENSES

Other interest and similar expenses consisted of the following:

Total	72,719	286,397
bridge drivingement rec		30,000
Bridge arrangement fee	_	50,000
Bank charges	17,809	25,558
Realised losses on derivative contracts	54,910	210,839
	EUR	EUR
	June 30, 2021	June 30, 2020
	Year ended	Year ended

13. TAXATION

The Company is subject to all taxes applicable to commercial companies in Luxembourg. Pursuant to the provisions of the Securitisation Law of March 22, 2004 as amended, the commitments to remunerate investors and other creditors are fully deductible.

14. STAFF

The Company did not employ any staff during the year (2020: none).

15. RELATED PARTY TRANSACTIONS

San-Marie Greeff resigned as manager of the General Partner and was replaced by Jörg Oster on February 17, 2021. San-Marie Greeff and Jörg Oster, who was / is a manager of the General Partner, was / is also a director at Sanne Group (Luxembourg) S.A., which provides administration services to the Company. Total administration fees in respect of the year ended June 30, 2021 amounted to EUR 89,484 (2020: EUR 80,508). EUR 16,905 (2020: EUR 8,410) was payable at the end of the year.

Jens Hollermann and Simon Barnes are managers of the General Partner during the year under review. Service fees of EUR 11,700 (2020: EUR 12,080) were charged during the financial year.

As at the year end, amounts owed to affiliated undertakings include the outstanding loan notes issued to Alcentra European Direct Senior Fund (Holding) SCSp amounted to EUR 88,528,776 (2020: EUR 100,164,367) and the interest accrued on the loan notes amounted to EUR 2,934,233 (2020: EUR 3,444,000). There is no amount payable to Alcentra European Direct Senior Fund SCSp as at the end of the year (2020: EUR 22,383).

NOTES TO THE ANNUAL ACCOUNTS JUNE 30, 2021

15. RELATED PARTY TRANSACTIONS (CONTINUED)

Amounts owed by affiliated undertakings as at June 30, 2021 consisted of the following:

Entity	Nature of receivable	Amount
		EUR
Alcentra European Direct Senior Fund (Holding) SCSp	Operating expenses	10,790
Clareant European Direct Senior Fund GP S.à r.l.	Operating expenses	30,664
		41,454
Amounts owed by affiliated undertakings as at June 30, 2020 consisted of	he following:	41,454
Amounts owed by affiliated undertakings as at June 30, 2020 consisted of Entity	he following: Nature of receivable	41,454 Amount
		,
		Amount

132,339

Expenses include administration fees and professional fees, legal fees, audit fees and bank charges.

16. EVENTS DURING THE YEAR

Impact of COVID-19

COVID-19 was declared a pandemic by the World Health Organisation on 11 March 2020. The outbreak and spread has led to a public health crisis and widespread disruption across almost all regions and sectors. Through 2020, the global spread of the virus led to an increased level of uncertainty in financial markets and triggered volatility in interest rates, foreign exchange rates and asset prices.

Multiple rounds of restrictions and lockdowns seen across Europe in response to COVID-19 has led to acute impacts for businesses in directly affected sectors, with trading almost completely suspended, at least initially, for those worst impacted. Many businesses saw a pattern of significant rebound in activity following the easing of government restrictions. In many cases, the impact on trading as a result of the virus is expected to be temporary. Some of the worst affected companies have experienced, and continue to experience, severe difficulties as a result of the disruption to their activities and defaults are likely to increase for these businesses and in some cases, recoveries reduce.

The Portfolio Manager evaluated the fair value of the underlying assets held by the Company at 30 June 2021 and, where required, recommended fair value adjustments on these assets. These adjustments are reflected in the annual accounts via the Company's share of the respective underlying investments. The Portfolio Manager will continue to monitor the impact of COVID-19 on the underlying valuations going forward. The fair values as at 30 June 2021 are unrealised and actual realised proceeds may differ.

Brexit

With the UK formally exiting the European Union at the end of December 2020, the Portfolio Manager has continued to analyse and assess the impact on portfolio companies and valuations. Overall, the Portfolio Manager did not see a materially disruptive impact of Brexit on its investments either in Europe or the UK, both during the transition period and in the immediate aftermath of Brexit. Consistently firms were duly prepared, we noted a particular focus throughout the proceeding period on supply chain rigor, stability and business continuity. This diligence was rewarded, and as a consequence little measurable impact has been seen to date deriving from Brexit across the portfolio on performance and valuations.

17. OFF BALANCE SHEET COMMITMENTS

As at June 30, 2021, the amount of uncalled commitment from the investment held as fixed assets is EUR 8,069,573 (2020: EUR 13,304,342).

18. SUBSEQUENT EVENTS

No events have occurred subsequent to the year end which would have material impact on the annual accounts for the year ended June 30, 2021.