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Private & confidential

Alcentra Mezzanine Nominee Limited
10 Gresham Street
London
EC2V 7JD

Our ref PF/130

Contact Paul Furneaux
0207 694 2624

1st December 2014

Dear Sirs,

Resignation as auditors of Alcentra Mezzanine Nominee Limited ("the Company") (no. 5350625)

We hereby give notice of our resignation as auditors of the Company with effect from today. In accordance with section 519 of the Companies Act 2006, we enclose our statutory statement given in connection with our ceasing to act.

Under section 517 of the Companies Act 2006, you are required to file a copy of this letter of notice with the Registrar of Companies within 14 days of your receipt of this letter.

Under section 520 of the Companies Act 2006, if our statutory statement given in connection with our ceasing to act contains a statement of circumstances, you must within 14 days of receipt of that statement either send a copy of that statement to every person entitled to be sent a copy of your financial statements under section 423 of the Companies Act 2006 or apply to the Court over this matter.

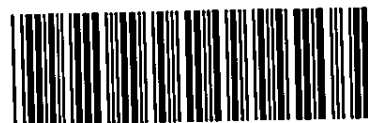
If you decide to apply to the Court, you are required under the law to notify us of that application. Please send any such notification to our registered office, 15 Canada Square, London, E14 5GL, marked for the attention of the Audit Regulation Department.

Under section 523 of the Companies Act 2006, you are required to make various notifications to the relevant audit authority in connection with our resignation. We consider that the audit of your financial statements falls outside the definition of a major audit and therefore your notification should be made to the ICAEW.

Yours faithfully,

KPMG Audit Plc

FRIDAY



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COMPANIES HOUSE