

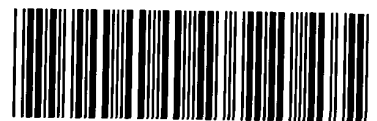
# AllianceBernstein Holdings Limited

## Annual Report

For the year ended 31 December 2016

Registered number: 07095980

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## Contents

## Page

Directors and advisers	1
Strategic report	2
Directors' report	3
Independent auditors' report to the members of AllianceBernstein Holdings Limited	5
Statement of income and retained earnings	7
Statement of financial position	8
Notes to the financial statements	9

## Directors and advisers

<b>Directors</b>	L Mangan M Manley
<b>Company secretary</b>	M Manley
<b>Registered office</b>	50 Berkeley Street London United Kingdom W1J 8HA
<b>Bankers</b>	HSBC Bank Plc 79 Piccadilly London W1V OEU
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

## Strategic report

*For the year ended 31 December 2016*

The directors present their strategic report for the year ended 31 December 2016.

### Principal activities

AllianceBernstein Holdings Limited (the "company") was incorporated in England and Wales, under the Companies Act 2006, as a private company limited by shares, on 4 December 2009. The company's principal activity is to act as an intermediary holding company.

### Business Review

The company has remained as the holding company of both AllianceBernstein Limited and AllianceBernstein (Luxembourg) S.a.r.l throughout the year. During the year the company acquired all the issued share capital of AB Risk Premia Management S.a.r.l and AB Arya Partners (Luxembourg) Management, S.a.r.l, two newly incorporated Luxembourg entities.

### Results and dividends

The company's loss for the year was £5,017 (2015 loss: £4,970).

No dividend has been recommended for payment by the directors (2015: £nil).

### Key Performance Indicators (KPIs)

The directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the company.

### Risk Management

There are a number of risks and uncertainties which could impact the company, and to mitigate these risks the company operates under strict risk management controls. In light of the company's operating history, liquidity, risk management systems, and internal controls, the risk of an unanticipated insolvency and wind-up process is minimal. A more detailed assessment of individual risks is disclosed in the notes to the financial statements.

On behalf of the board



L Mangan

Director

7 April 2017

Company registered number: 07095980

Registered office:  
50 Berkeley Street  
London  
United Kingdom  
W1J 8HA

## **Directors' report**

*For the year ended 31 December 2016*

The directors present their annual report and the audited financial statements for the year ended 31 December 2016.

### **Directors**

The directors who held office during the year and up to the date of signing the financial statements are as follows:

L Mangan  
M Manley

### **Directors' insurance**

AllianceBernstein L.P. maintains insurance for the Directors in respect of their duties as directors of the company, including third party indemnity. This was in force during the financial year and up to the date of signing the financial statements.

### **Creditor payment policy**

The company agrees payment terms when entering into new business contracts with its suppliers. The company seeks to abide by the agreed terms whenever it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions.

### **Future developments**

Currently there are no significant future developments for the company. The company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

## **Statement of directors' responsibilities**

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

**Directors' report** *(continued)*

*For the year ended 31 December 2016*

**Statement of directors' responsibilities** *(continued)*

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Disclosure of information to auditors**


In the case of each of the persons who are directors at the time when this report is approved, so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and the directors have taken all steps that they ought to have taken as directors to make themselves aware of any audit information and to establish that the company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s.418 of the Companies Act 2006.

**Independent auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

On behalf of the board



L Mangan  
Director

7 April 2017  
Company registered number: 07095980

Registered office:  
50 Berkeley Street  
London  
United Kingdom  
W1J 8HA

## **Independent auditors' report to the members of AllianceBernstein Holdings Limited**

### **Report on the financial statements**

#### **Our Opinion**

In our opinion, AllianceBernstein Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **What we have audited**

The financial statements, included within the Annual Report, comprise:

- the Statement of Financial Position as at 31 December 2016;
- the Statement of Income and Retained Earnings for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **Opinions on other matters prescribed by the Companies Act 2006**

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

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

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

#### **Other matters on which we are required to report by exception**

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility

#### **Director's remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## **Independent auditors' report to the members of AllianceBernstein Holdings Limited** *(continued)*

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities, set out on pages 3 and 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Alex Bertolotti (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

7<sup>th</sup> April 2017



**Statement of Income and Retained Earnings**  
*For the year ended 31 December 2016*

	Note	2016 £	2015 £
<b>Revenue</b>		-	-
Administrative expenses		(6,271)	(6,231)
<b>Operating loss</b>	3	(6,271)	(6,231)
<b>Loss on ordinary activities before taxation</b>		(6,271)	(6,231)
Tax on loss on ordinary activities	5	1,254	1,261
<b>Loss for the financial year</b>	12	(5,017)	(4,970)
<b>Retained loss brought forward</b>		(29,134)	(24,164)
<b>Retained loss carried forward</b>		(34,151)	(29,134)

All the amounts above are in respect of continuing operations.

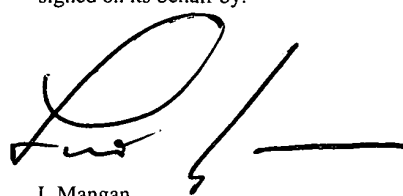
Further comments on the statement of income and retained earnings line items are presented in the notes to the financial statements on pages 9 to 14.

**Statement of Financial Position**  
*As at 31 December 2016*

	Note	2016 £	2015 £
<b>Fixed assets</b>			
Investments	6	<u>20,776,546</u>	<u>20,752,992</u>
<b>Current assets</b>			
Trade receivables	7	1,255	4,320
Cash	8	<u>94</u>	<u>94</u>
		1,349	4,414
<b>Creditors: amounts falling due within one year</b>	9	<u>(87,289)</u>	<u>(61,783)</u>
<b>Net current liabilities</b>		(85,940)	(57,369)
<b>Total assets less current liabilities</b>		20,690,606	20,695,623
<b>Net assets</b>		<u>20,690,606</u>	<u>20,695,623</u>
<b>Equity</b>			
Called up share capital	10	20,724,757	20,724,757
Profit and loss account	12	<u>(34,151)</u>	<u>(29,134)</u>
<b>Total equity</b>	11	<u>20,690,606</u>	<u>20,695,623</u>

Further comments on the consolidated balance sheet line items are presented in the notes to the financial statements on pages 9 to 14.

These financial statements on pages 7 and 8 were approved by the board of directors on 2017 and were signed on its behalf by:

  
L Mangan  
Director  
7 April 2017

AllianceBernstein Holdings Limited  
Co. Registered number: 07095980

## Notes to the financial statements for the year ended 31 December 2016

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

These financial statements are prepared on the going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 and Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The principal accounting policies which have been applied consistently throughout the year are set out below.

#### *Going Concern*

The financial statements have been prepared on a going concern basis. The directors are satisfied that should the company lack sufficient cash or other liquid assets to enable it to carry on business as a going concern, the company may, for a period of no less than eighteen months, call upon its subsidiaries to advance the required amount.

#### *Cash flow statement and related party disclosures*

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholder. The company has taken advantage of the following exemptions:

The company is exempt from preparing a cash flow statement under FRS 102, paragraph 1.12, as it is a wholly owned subsidiary of a company which prepares consolidated financial statements which are publicly available. The consolidated financial statements of AllianceBernstein L.P., within which this company is included, can be obtained from the address given in Note 14.

The company is also exempt under FRS 102, paragraph 33, from the requirements concerning wholly owned group related party transaction disclosures.

The company is exempt under FRS 102, paragraph 11.4x, from the requirements concerning disclosure of financial instruments.

#### *Consolidation Exemption*

The financial statements contain information about AllianceBernstein Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under the Companies Act 2006 section 401 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, AllianceBernstein L.P.

## Notes to the financial statements for the year ended 31 December 2016 *(continued)*

### 1 Accounting policies *(continued)*

#### *Fixed asset investments*

Fixed asset investments are stated at cost less provision for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying values of these assets exceed their recoverable amount. The recoverable amount is the greater of net realisable value and value in use, and is determined based on management's assumptions and estimates.

#### *Functional Currency*

The functional currency of the company is pound sterling. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### *Taxation*

The charge for taxation is based on the results for the year ended 31 December 2016 and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis. As the company is a member of a group for corporation tax purposes, deferred tax assets will be recognised where losses will be passed to members of the group.

#### *Dividend*

The company would recognise revenue from dividends received on an accruals basis from the time a dividend is declared by one of its subsidiaries.

#### *Critical accounting judgements and estimation uncertainty*

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the date of the statement of financial position and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that the actual outcomes could differ from those estimates. All estimates and assumptions are best estimates undertaken in accordance with the applicable standard, and the directors are of the view that none have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year.

No significant judgements have to be made by the directors in preparing these financial statement.

## Notes to the financial statements for the year ended 31 December 2016 *(continued)*

### 2 Revenue

Revenue for the year was zero (2015: zero).

### 3 Operating loss

	2016	2015
	£	£
This is stated after charging:		
Auditors' remuneration - audit fees	<u>6,271</u>	<u>6,231</u>

### 4 Remuneration of directors

The directors did not receive any emoluments in respect of their services to the company during the financial year (year ended 31 December 2015: £nil). There were also no employees during the year (year ended 31 December 2015: nil).

Certain directors of the company have emoluments paid by related entities of the company, which make no recharge to the company. The remuneration of the directors is deemed to be wholly attributable to their services of their respective related entities. Accordingly, the above details include no remuneration in respect to these directors.

### 5 Tax on loss on ordinary activities

The taxation credit for the year is set out below:

	2016	2015
	£	£
Loss on ordinary activities before corporation taxation	<u>(6,271)</u>	<u>(6,231)</u>
UK corporation tax credit on losses for the year at 20% (2015: 20.25%)	<u>1,254</u>	<u>1,261</u>
<b>Total tax</b>	<u><b>1,254</b></u>	<u><b>1,261</b></u>

The company's losses are taxed at the standard rate of corporation tax of 20% (2015: 20.25%). No deferred tax charge was recognised during the year.

## Notes to the financial statements for the year ended 31 December 2016 *(continued)*

### 6 Investments

	2016	2015
	£	£
<b>Shares in subsidiaries and associates</b>		
AB Infrastructure Debt Management S.a.r.l - ordinary shares	8,855	8,855
AB Commercial Real Estate Debt Management, S.a.r.l - ordinary shares	8,981	8,981
AB Risk Premia Management, S.a.r.l - ordinary shares	11,548	-
AB Arya Partners (Luxembourg) Management, S.a.r.l - ordinary shares	12,006	-
AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management, S.a.r.l - ordinary shares	10,400	10,400
AllianceBernstein Limited - ordinary class B shares	9,634,530	9,634,530
AllianceBernstein (Luxembourg) S.a.r.l - ordinary class B shares	<u>11,090,226</u>	<u>11,090,226</u>
	<u>20,776,546</u>	<u>20,752,992</u>

The directors believe that the carrying value of the investments is supported by their underlying net assets.

Name of undertaking	% ownership of issued shares	Country of incorporation	Principal activity
AllianceBernstein Limited	49.95	United Kingdom	Investment management services
AllianceBernstein (Luxembourg) S.a.r.l	79.75	Luxembourg	Administration and management of collective
AB Commercial Real Estate Debt Management, S.a.r.l	100.00	Luxembourg	General partner of special limited partnership(s)
AB Risk Premia Management, S.a.r.l	100.00	Luxembourg	General partner of special limited partnership(s)
AB Arya Partners (Luxembourg) Management, S.a.r.l	100.00	Luxembourg	General partner of special limited partnership(s)
AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management,	100.00	Luxembourg	General partner of special limited partnership(s)
AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management, S.a.r.l	100.00	Luxembourg	General partner of special limited partnership(s)

**Notes to the financial statements for the year ended 31 December 2016** *(continued)*

**7 Trade receivables**

	2016	2015
	£	£
Amounts falling due within one year		
Amounts owed by group undertakings	1	3,059
Deferred tax asset	1,254	1,261
<b>Total receivables</b>	<b>1,255</b>	<b>4,320</b>

The amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

In accordance with the company's accounting policies a deferred tax asset has been recognised of £1,254 (2015: 1,261 asset) in the balance sheet in the current year. The directors consider that it is more likely than not that there will be sufficient taxable profits in the future such as to realise the deferred tax asset, and therefore the asset has been recognised in these financial statements.

**8 Cash**

	2016	2015
	£	£
Cash at bank	94	94

**9 Creditors: amounts falling due within one year**

	2016	2015
	£	£
Amounts falling due within one year		
Amounts owed to group undertakings	81,018	55,612
Accruals and deferred income	6,271	6,171
	<b>87,289</b>	<b>61,783</b>

The amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**10 Called up share capital**

	2016	2015
	£	£
Issued and fully paid		
20,724,757 (2015: 20,724,757) ordinary shares of £1 each	<b>20,724,757</b>	<b>20,724,757</b>

**11 Reconciliation of movements in equity**

	2016	2015
	£	£
At beginning of the year	20,695,623	20,700,593
Loss for the financial year	(5,017)	(4,970)
<b>At end of the year</b>	<b>20,690,606</b>	<b>20,695,623</b>

## Notes to the financial statements for the year ended 31 December 2016 (continued)

### 12 Profit and loss account

	2016	2015
	£	£
At beginning of year	(29,134)	(24,164)
Loss for the financial year	(5,017)	(4,970)
At end of year	<u>(34,151)</u>	<u>(29,134)</u>

### 13 Financial risks

**Credit Risk :** Credit risk arises from cash deposits with banks and financial institutions as well as credit exposures in respect of outstanding receivables. The cash deposits with banks and high quality financial institutions are a means of minimising credit risk.

**Foreign Exchange Risk :** The company operates internationally and is exposed to foreign exchange risk arising primarily with respect to the US dollar and the Euro.

**Liquidity Risk :** The company's liquidity risk is mitigated to the extent that it is funded by its subsidiary AllianceBernstein Limited.

**Interest Rate Risk :** The only impact on income from interest rate fluctuations is on interest earned on cash balances.

#### Capital Risk Management

The company's objectives when managing capital are:

- to safeguard the company's ability to continue as a going concern;
- to provide returns for shareholders and benefits for other stakeholders;
- to maintain an optimal capital structure to reduce the cost of capital;
- to maintain financial strength to support new business growth; and
- to satisfy the requirements of its clients.

The board has a dividend payment policy in place which assesses the distributable reserves of the company and its cash flow position in its decision to pay dividends. The company is not subject to any base capital resources requirement.

### 14 Immediate and ultimate parent company

The company's immediate holding company is AllianceBernstein International LLC, a company established in Delaware, United States of America. AllianceBernstein L.P. (established in the State of Delaware, USA) is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2016. The consolidated financial statements can be obtained from AllianceBernstein L.P., 1345 Avenue of the Americas, New York, N.Y., USA.

The ultimate holding company and controlling party is AXA, S.A., a French holding company for an international group of companies.