

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice immediately from an independent financial adviser who specialises in advising on shares or other securities and who is authorised under the Financial Services and Markets Act 2000 or other appropriately authorised financial adviser if you are in a territory outside of the UK.

This document comprises a Prospectus relating to Marwyn Value Investors Limited (the “**Company**”) prepared in accordance with the Prospectus Regulation Rules of the FCA made under Section 73A of FSMA. This Prospectus has been approved by the FCA (as competent authority under the UK Prospectus Regulation), and will be made available to the public and has been filed in accordance with the Prospectus Regulation Rules. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Accordingly, such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus, nor should it be considered as an endorsement of the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the 2021 Realisation Shares.

The Company and each of the Directors, whose names appear on page 37 of this Prospectus, accept responsibility for the information contained in this Prospectus. To the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and makes no omission likely to affect its import.

The Specialist Fund Segment securities are not admitted to the Official List of the Financial Conduct Authority. Therefore, the Company has not been required to satisfy the eligibility criteria for admission to listing on the Official List and is not required to comply with the Financial Conduct Authority’s Listing Rules. The London Stock Exchange has not examined or approved the contents of this Prospectus.

The Specialist Fund Segment is intended for institutional, professional, professionally advised and knowledgeable investors who understand, or who have been advised of, the potential risk from investing in companies admitted to the Specialist Fund Segment.

Your attention is drawn to the Risk Factors Section of this Prospectus.

Marwyn Value Investors Limited

*(an exempted company registered in the Cayman Islands by way of continuation
under company number MC-228005)*

Proposed redesignation of up to 55,850,842 Ordinary Shares of 0.0001p each as 2021 Realisation Shares of 0.0001p each and admission of such 2021 Realisation Shares to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange

The Prospectus does not constitute an offer to sell or an invitation to subscribe for, or a solicitation of any offer to subscribe for or buy, any Securities in the Company to any person in any jurisdiction in which such offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company, the MVI I General Partner, the MVI II General Partner or the Manager. The 2021 Realisation Share Offer will not be made to Excluded Shareholders. The Prospectus should not be distributed, published, reproduced or otherwise made available in whole or in part or disclosed by recipients to any other person and, in particular, should not be distributed to persons with addresses in any member state of the EEA, Canada, Australia, Japan, South Africa or in any other country outside the United Kingdom where such distribution may lead to a breach of any law or regulatory requirements. No securities commission or similar authority in any member state of the EEA, Canada, Australia, Japan, South Africa, or in any other country outside the United Kingdom has in any way passed on the merits of the securities offered hereunder and any representation to the contrary is an offence.

In addition, none of the Company’s securities have been, nor will they be, registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), or under the securities laws, or with any securities regulatory authority, of any state or other jurisdiction of the United States and may not be offered, sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer in the United States.

The Company has not been, and does not intend to be, registered under the US Investment Company Act of 1940, as amended (the “**US Investment Company Act**”) and the Manager has not been, and does not intend to be, registered as an “Investment Adviser” under the US Investment Advisers Act of 1940, as amended (the “**US Investment Advisers Act**”).

The 2021 Realisation Share Offer is being made for the Ordinary Shares of a Cayman Islands company in accordance with applicable US tender and exchange offer rules and federal securities laws, and is subject to disclosure and procedural requirements in the United Kingdom. These procedural requirements, including with respect to withdrawal rights, waiver of the minimum tender condition, offer timetable, settlement procedures and timing of payments are different from those applicable to a US exchange offer for equity securities.

Neither the US Securities and Exchange Commission (“SEC”) nor any state securities commission has approved or disapproved of the 2021 Realisation Share Offer or has passed judgment upon or approved the terms or merits of this Prospectus. Any representation to the contrary is a criminal offence.

In addition, none of the Company’s securities have been, nor will they be, registered with any securities regulatory authority, of any province or territory of any member state of the EEA, Canada, Australia, Japan, South Africa. Subject to certain exceptions, none of the Company’s securities may be, directly or indirectly, offered, sold, taken up or delivered in, into or from any member state of the EEA, Canada, Australia or Japan or to or for the account or benefit of any national, resident or citizen of any member state of the EEA, or any person resident in Australia, Canada, Japan or South Africa.

The Company is not required to register or be regulated as a private fund under the Private Funds Act (As Revised) of the Cayman Islands. Neither the Cayman Islands Monetary Authority nor any other governmental authority in the Cayman Islands has passed judgment upon or approved the terms or merits of this Prospectus. There is no investment compensation scheme available in the Cayman Islands to investors.

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SUMMARY

Section A – Introduction and warnings

The securities which are the subject of the redesignation offer to holders of ordinary shares in the capital of Marwyn Value Investors Limited (the “**Company**”) (the “**2021 Realisation Share Offer**”) are Realisation Shares of 0.0001p (ISIN: KYG5897M2243) in the capital of the Company (“**2021 Realisation Shares**”).

The Legal Entity Identifier (LEI) of the Company is 213800L5751QTTVEA774. The registered office of the Company is at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and the telephone number of the Company is +44 (0)1534 833 000. The competent authority, which approved this Prospectus on 19 October 2021, is the United Kingdom Financial Conduct Authority, 12 Endeavour Square, London E20 1JN (the “**FCA**”).

This summary should be read as an introduction to this Prospectus. Any decision by holders of ordinary shares of 0.0001p each in the capital of the Company (“**Ordinary Shareholders**”) to elect for 2021 Realisation Shares in the 2021 Realisation Share Offer should be based on consideration of this Prospectus as a whole.

Investors could lose all or part of their invested capital.

Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

Section B(a) – Key information on the issuer

Section B(a) (1) – Who is the issuer of the securities?

The legal and commercial name of the Company, being the issuer of the 2021 Realisation Shares, is Marwyn Value Investors Limited. The LEI of the Company is 213800L5751QTTVEA774. The Company is registered in the Cayman Islands as an exempted company with limited liability under the Companies Act (As Revised) of the Cayman Islands, is domiciled in the Cayman Islands and operates under the laws of the Cayman Islands.

The Company is subject to the Prospectus Regulation Rules, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules, and all other laws and regulations which apply to securities traded in England and Wales. The Company's shares are admitted to trading on the Specialist Fund Segment of the Main Market of London Stock Exchange plc (the “**Specialist Fund Segment**”) and the Company is therefore not subject to the Listing Rules of the FCA.

The Company is a feeder fund which has invested all of its available capital into limited partnership interests in Marwyn Value Investors LP (“**MVI I**”). MVI I has invested in a second master fund, MVI II LP (“**MVI II**”), a private equity fund structure through which the majority of MVI I's investments attributable to Ordinary Shareholders are made. Assets attributable to the holders of any class of Realisation Shares (“**Realisation Shareholders**”) are held directly by MVI I.

The investment objective of the Company is to maximise total returns primarily through the capital appreciation of its investments.

There are no investment restrictions for the Company or MVI I. MVI II has the following investment restrictions: (a) no investment can exceed 30 per cent. of the MVI II partners' aggregate commitments at the time of investment (without the approval of MVI II's advisory board (“**MVI II Advisory Board Approval**”)); (b) it cannot engage in derivative trading except to hedge or enhance an investment in an existing or prospective Portfolio Company (without MVI II Advisory Board Approval); (c) it cannot invest in any blind-pool investment fund (without MVI II Advisory Board Approval); and (d) it may recycle distributed capital, up to an amount equal to 100 per cent. of the MVI II partners' aggregate commitments, which may only be used to acquire assets, and not pay fees.

The MVI LPs invest either directly or indirectly into investment assets (the issuers of such investment assets being “**Portfolio Companies**”). The assets of MVI I which are attributable to the Company are held in different pools attributable to Ordinary Shares and Realisation Shares (split between different series of Ordinary Shares and Realisation Shares where such different series are in issue). MVI I (with the exception of any classes attributable to Realisation Shareholders) and MVI II (during its investment period that will end on 31 March 2024) are permitted to make follow-on investments into the Portfolio Companies and invest in new Portfolio Companies. In the case of capital attributable to the interests in MVI I attributable to Realisation Shareholders (“**Realisation Share Interests**”), MVI I is only permitted to invest cash in follow-on investments in Portfolio Companies within three years of creation of the relevant class of Realisation Shares. Such period for the Realisation Shares issued in 2016 (the “**2016 Realisation Shares**”) expired on 30 November 2019 and the equivalent period for the 2021 Realisation Shares will expire on 30 November 2024.

MVI I also has an express power to use cash to acquire the Company’s shares at a discount to their NAV for cancellation.

The assets attributable to any class of Realisation Shares (each a “**realisation pool**”) are managed with a view to maximising investment returns, realising investments and making distributions to the holders of the relevant class of Realisation Shares as realisations are made. Cash generated on the sale of an investment in a realisation pool may not be reinvested and must be, subject to amounts held back for reasonable working capital requirements, distributed to realisation shareholders.

As at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, the Company is aware of the following persons who will be interested, directly or indirectly, in three per cent. or more of the total voting rights in the Company immediately following the redesignation proposals described in this Prospectus:

Shareholder	Number of Ordinary Shares	Percentage of Ordinary Share capital	Percentage of total voting rights
Marwyn Long Term Incentive LP	9,238,481	16.54	15.52
Armstrong Investments Limited	7,540,000	13.50	12.66
1607 Capital Partners, LLC	4,683,000	8.38	7.87
Pula Investments Limited	4,500,000	8.06	7.56
Barclays Funds Investments Limited	3,409,090	6.10	5.73
Cenkos CI Limited	2,703,237	4.84	4.54
Octopus Investments Limited	2,640,000	4.73	4.43
Premier Fund Managers Limited	2,636,740	4.72	4.43
Charles Stanley & Co	2,574,720	4.61	4.32
	Number of 2016 Realisation Shares	Percentage of 2016 Realisation Share capital	Percentage of total voting rights
Fidelity International Limited (FIL)	2,645,200	71.80	4.44

Other than as set out above, the Company is not aware of any person who will directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company is not aware of any arrangement, the operation of which may at a subsequent date result in a change of control of the Company.

The Company has no managing directors. The directors of the Company, each of whom are non-executive, are Robert Ware (Chairman), Martin Adams (Senior Independent Director), Peter Rioda and Victoria Webster. The Company has appointed Baker Tilly Channel Islands Limited as its auditor.

Section B(2) – What is the key financial information regarding the issuer?

The table below sets out information relating to the Company's existing Ordinary Shares and 2016 Realisation Shares as at 30 June 2021, and has been extracted without material adjustment from the Company's published unaudited financial information for the period ending 30 June 2021.

Share class	Total NAV	Number of shares	NAV per share	Historic performance
Ordinary Shares	£102.8m	55,850.842	184.10p	The Net Asset Value per Ordinary Share increased by 12.9 per cent. (on a NAV total return basis) in the period from the Company's inception in February 2006 to 30 June 2021. NAV total return assumes the reinvestment of dividends paid to shareholders into the Company at NAV and is calculated on a cum-income basis.
2016 Realisation Shares	£8.3m	3,684,055	225.55p	The Net Asset Value per 2016 Realisation Share increased by 27.7 per cent. (on a shareholder total return basis) in the period from the creation of the 2016 Realisation Shares in November 2016 to 30 June 2021. Shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period.

The tables below set out the summary audited financial information of the Company for the three years ending 31 December 2020, 2019 and 2018, and summary unaudited financial information for the six month periods ending 30 June 2021 and 2020, and have been extracted without material adjustment from the Company's published financial information. The information has been prepared in accordance with International Financial Reporting Standards.

Statement of Comprehensive Income

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Total net income/(loss)	(1,198,930)	(26,957,590)	(15,493,360)	16,061,407	(3,468,461)
Profit/(loss) for the year/period	(1,199,172)	(26,958,160)	(15,493,655)	16,061,357	(3,468,702)
Management fee	Nil	Nil	Nil	Nil	Nil
Other material fees of service providers	Nil	Nil	Nil	Nil	Nil
Returns per Ordinary Share – basic and diluted	(2.12p)	(37.41p)	(19.68p)	25.5p	(5.34p)
Returns per 2016 Realisation Share – basic and diluted	1.44p	(31.20p)	(22.79p)	48.9p	(6.16p)

Statement of Financial Position

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Net assets	97,597,788	105,008,302	147,145,808	111,129,102	99,685,025

The tables below set out the summary audited financial information of MVI I for the three years ending 31 December 2020, 2019 and 2018, and summary unaudited financial information for the six month periods ending 30 June 2021 and 2020, and have been extracted without material adjustment from MVI's financial information. The information has been prepared in accordance with US Generally Accepted Accounting Principles.

Statement of Operations

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Total net cash flow provided by/(used in) operating activities	1,378,072	41,767,835	(2,391,554)	(36,120,940)	(2,518,967)
Total net cash flow provided by/(used in) financing activities	(19,458,782)	(17,660,003)	(6,285,900)	(2,530,043)	(14,938,218)
Total net investment gain/(loss)	32,010	937,018	412,306	421,596	307,062
Total net realised and unrealised gain/(loss) on financial assets at fair value through profit or loss and foreign currencies	(700,976)	(33,423,978)	(19,039,173)	20,030,811	(4,254,052)
Management fees	2,092,372	2,827,394	3,630,787	1,110,372	1,097,575
Administration fees	96,621	137,127	156,612	29,783	43,413

Balance Sheet

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Limited Partners' Capital					
Class A GBP	1,884,952	1,875,027	2,285,006	2,182,694	1,832,312
Class A USD	607,829	604,605	736,780	703,853	590,843
Class F GBP	91,089,954	75,322,593	101,803,224	102,819,615	92,657,074
Class G GBP	—	22,399,834	31,920,054	—	—
Class X GBP*	5,559	5,407	6,797	6,752	5,309
Class R(F)	5,083,229	5,695,151	10,193,018	6,414,459	5,504,153
Class R(G)	1,424,696	1,590,724	3,229,505	1,895,007	1,523,795
Limited Partner's Capital	100,096,219	107,493,341	150,174,384	114,022,380	102,113,486
General Partner's Capital	3,136,480	15,867,106	23,333,026	7,132,683	2,361,753
Total	103,232,699	123,360,447	173,507,410	121,155,063	104,475,239

The tables below set out the summary audited financial information of MVI II for the three years ending 31 December 2020, 2019 and 2018, and summary unaudited financial information for the six month periods ending 30 June 2021 and 2020, and have been extracted without material adjustment from MVI II's published financial information. The information has been prepared in accordance with International Financial Reporting Standards.

Statement of Comprehensive Income

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Realised gain/(loss) on financial assets	(3,279,797)	18,096,871	(5,384,227)	—	—
Dividend income	1,730,707	3,735,770	4,732,672	827,729	752,481
Management fees	3,686,106	3,687,698	3,630,007	1,845,364	1,830,785
Administration fees	135,965	109,337	118,966	63,161	64,340
Increase/(Decrease) in net assets attributable to the Partners	(8,141,341)	(10,294,490)	(6,794,782)	19,357,263	(3,752,911)

Balance Sheet

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Net assets	48,728,343	58,909,706	127,988,570	111,319,698	57,156,795

No pro forma financial information has been included in this prospectus. None of the audit opinions on the audited financial information presented above were qualified.

Section B(3) – What are the key risks that are specific to the issuer?

The key risks that are specific to the Company are: (i) the Company was established with the sole purpose of investing in MVI I. The success of the Company therefore depends on the success of MVI I's ability to successfully implement its investment strategy; (ii) the success of the Company depends upon the ability of the Manager to develop and implement investment strategies that achieve each MVI LP's investment objective; (iii) the Company, in its capacity as a limited partner in MVI I, has no opportunity to control the day-to-day operation, including investment, disposal or distribution decisions of the MVI LPs, the resolution of potential or actual conflicts of interest that may arise in the MVI LPs and the appointment or removal of the MVI LPs manager or either of the MVI LPs general partners; (iv) the Company has no right of redemption in relation to the Ordinary Share Interests and no redemption rights in respect of Realisation Share Interests; (v) the investment objectives of the Company and the MVI LPs allow them to invest in instruments which may be both illiquid and scarce; (vi) the MVI LPs compete for investment opportunities with other individuals, financial institutions and other institutional investors engaged in similar investment activities. Such competition makes it more difficult for the MVI LPs to source and complete investments that satisfy their respective investment objectives; (vii) the MVI LPs may invest in cash shells. The ability for the cash shells to identify and execute their stated investment strategies involves a high degree of risk; (viii) the MVI LPs may seek to invest in securities which the Manager considers to be undervalued. The identification of investment opportunities in such securities is a difficult task, and there are no assurances that such opportunities will be successfully recognised or acquired; (ix) due to the nature of the MVI LPs' investment strategies, certain investments may have to be held for a substantial period of time before they can be liquidated to an MVI LP's greatest advantage or, in some cases, at all; and (x) the Company is registered in the Cayman Islands. As a result, the rights of the Shareholders are governed by the laws of the Cayman Islands and the Articles. The rights of Shareholders under Cayman Islands law may differ from the rights of shareholders of companies incorporated in other jurisdictions and the enforcement of such rights may involve different considerations and may be more difficult than would be the case if the Company had been incorporated in England and Wales or the jurisdiction of a Shareholder's residence.

Section C – Key information on the securities

Section C(1) – What are the main features of the securities?

The securities to be admitted to the Specialist Fund Segment pursuant to the 2021 Realisation Share Offer are up to 55,850,843 2021 Realisation Shares of 0.0001p in the capital of the Company. The ISIN of the 2021 Realisation Shares is KYG5897M2243 and the SEDOL of the 2021 Realisation Shares is BMTPR97. The 2021 Realisation Shares are denominated in pounds sterling.

The 2021 Realisation Shares will be solely exposed to investment returns from, and the performance of, the shares in the Portfolio Companies held on their behalf by MVI I in the 2021 Realisation Pool. Those assets will be divided between MVI I interests attributable to Ordinary Shares and MVI I interests attributable to 2021 Realisation Shares *pro rata* according to the proportion of Ordinary Shares which are redesignated as 2021 Realisation Shares (the “**Realisation Proportion**”).

A proportion of MVI II’s interests in each of its Portfolio Companies, together with any other assets held by MVI II including cash balances, equal to the Realisation Proportion, will be distributed to MVI I to be held as assets attributable to the 2021 Realisation Shares.

The 2021 Realisation Shares will rank equally and carry the same rights as the Ordinary Shares, save that (i) the investment policy of the realisation pool is as stated below, (ii) the Ordinary Share Distribution Policy referred to below does not apply to the 2021 Realisation Shares and (iii) the 2021 Realisation Shares will entitle their holders to returns only in respect of realisations made on investments attributable to the relevant realisation pool as described below.

Ordinary Shares (including 2021 Realisation Shares and 2016 Realisation Shares) carry the following rights: (a) on a liquidation of the Company the proceeds of each class of interests in MVI I will be allocated to a separate account for the benefit of the holders of the shares for the corresponding class was attributable; (b) each rank equally and confer upon the holders the right to participate *pro rata* to the number of shares held by each holder of Ordinary Shares and Realisation Shares in respect of dividends and distributions; and (c) the right to receive notice of, attend and vote as a member at any meeting of members.

There are no restrictions on the free transferability of the 2021 Realisation Shares.

The Company has a progressive distribution policy to deliver a minimum annual return to holders of Ordinary Shares, which is currently satisfied by the payment of dividends of at least 2.265p per Ordinary Share per quarter (the “**Ordinary Share Distribution Policy**”).

The Realisation Shares do not benefit from the Ordinary Share Distribution Policy, and as such do not receive the quarterly dividend paid to Ordinary Shareholders. Additionally, as part of the Ordinary Share Distribution Policy, where MVI I disposes of an asset for a net capital gain and the Company has not already returned to Ordinary Shareholders an aggregate amount since 19 November 2013 in excess of 50 per cent. of that gain and any previous such gains pursuant to the Ordinary Share Distribution Policy (the annual returns referred to above are treated as if they had been returns of gains for this purpose), MVI I is required to distribute the difference to the Company.

In the case of any investment attributed to Ordinary Share Interests of MVI I, the weighted average investment cost of such investment is used to calculate the relevant net capital gain. The weighted average investment cost is the total capital cost of the particular investment divided by the number of shares held in such investment. There is no adjustment, or offset, of any net capital gains for any investments realised at a loss.

Section C(2) – Where will the securities be traded?

Application will be made to the London Stock Exchange for all of the 2021 Realisation Shares to be admitted to trading on the Specialist Fund Segment.

Section C(3) – What are the key risks that are specific to the securities?

The key risks that are specific to the 2021 Realisation Shares are: (i) the shares of publicly traded companies can have limited liquidity and their share prices can be highly volatile; and (ii) whilst the Company and MVI I have each undertaken to use their respective best endeavours to have the 2021 Realisation Shares admitted to trading on the Specialist Fund Segment, Admission remains subject to the eligibility criteria set out in the Admission and Disclosure Standards of the London Stock Exchange. In the event that, for any reason, the London Stock Exchange refuses Admission, any Ordinary Shareholder who has unconditionally elected for 2021 Realisation Shares will, following the Redesignation, hold an unlisted class of securities in the Company. It is for this reason that Ordinary Shareholders are being given two options in relation to any conversion into 2021 Realisation Shares.

Section D – Key information on the Offer and Admission

Section D(1) – Under which conditions and timetable can I invest in this security?

Ordinary Shareholders will be offered the opportunity to elect to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares (i) unconditionally; or (ii) conditional only on admission to trading of the 2021 Realisation Shares on the Specialist Fund Segment occurring.

An investor may elect to receive the 2021 Realisation Shares in uncertificated form in the form of depository interests relating to such shares if such investor is a system-member in relation to CREST.

Expected Timetable	2021
Publication of the Prospectus and Circular relating to the 2021 Realisation Share Offer	19 October
Latest time and date for receipt of Forms of Election (or electronic TTE instructions in respect of Ordinary Share Depository Interests)	1.00 p.m. (London time) on 23 November
Announcement of results of 2021 Realisation Share Offer and whether or not the 2021 Realisation Shares will be admitted to trading on the SFS based on elections received	26 November
Issue of the 2021 Realisation Shares, Admission of the 2021 Realisation Shares to the SFS and unconditional dealings in the 2021 Realisation Shares commencing on the London Stock Exchange (conditional on Admission being granted by the London Stock Exchange)	30 November
Delivery of 2021 Realisation Share Depository Interests into CREST	30 November
Where applicable, definitive share certificates representing 2021 Realisation Shares despatched by post	By 14 December

The 2021 Realisation Share Offer will have no dilutive effect on existing Ordinary Shareholders. The 2021 Realisation Share Offer will not raise any additional capital for the Company. The estimated fees and expenses of the 2021 Realisation Share Offer are expected to be approximately £400,000, to be divided between the Ordinary Shares and 2021 Realisation Shares *pro rata* according to the Realisation Proportions.

All costs of the 2021 Realisation Share Offer will be directly borne by MVI I and allocated to the classes of partnership interests in MVI I which are attributable to the Ordinary Shares and 2021 Realisation Shares. No such costs will be directly payable by Shareholders.

Section D(2) – Why is this Prospectus being produced?

This document has been prepared solely in connection with the application to the London Stock Exchange for the 2021 Realisation Shares for which elections are received under the 2021 Realisation Share Offer to be admitted to trading on the Specialist Fund Segment.

There are no conflicting interests which are material in connection with Admission.

RISK FACTORS

The Company's business, financial condition or results of operations could be materially and adversely affected by the risks described below. In such cases, the market price of the Shares may decline due to any of these risks and investors may lose all or part of their investment. The risks referred to below are those presently known to the Directors (other than those the Directors currently consider immaterial).

No assurance can be given that Shareholders will realise a profit or will avoid a loss on their investment. The Shares are only suitable for investors who understand, or who have been advised of, the potential risk of capital loss from an investment in the Shares and the limited liquidity in the Shares, for whom an investment in the Shares is part of a diversified investment portfolio and who fully understand and are willing to assume the risks involved with such an investment. Shareholders should review the Prospectus carefully and in its entirety and consult with professional advisers before taking any action with respect to their any Shares.

An investment in the Company involves a high degree of risk, including the risk that the entire amount invested may be lost. The Company, through investments in the MVI LPs, invests in financial instruments using a variety of strategies and investment techniques with significant risk characteristics, including the risks arising from the volatility of the equity, fixed-income and currency markets, the risks associated with investing in early stage companies (including cash shell companies), the risks of borrowings, the risks arising from leverage associated with operating in the currencies and over-the-counter derivatives markets, the illiquidity of derivative instruments and the risk of loss from counterparty defaults. The MVI LPs may utilise investment techniques which can involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which each MVI LP's investment portfolio may be subject. The MVI LPs may utilise a variety of financial instruments for risk management and other purposes. The financial instruments which each MVI LP uses for such purposes may include derivative investments such as options, swap agreements and forward contracts. The MVI LPs may also use short selling strategies.

Shareholders should consider the following factors in determining whether a redesignation of some or all of their Ordinary Shares in the Company as 2021 Realisation Shares is a suitable course of action:

1. Risks applicable to investments in the Company and the MVI LPs

Past performance may not be indicative of future performance

The past performance of the Company, the MVI LPs, the Manager and the Principals may not be indicative of future performance.

The Company is reliant on certain key individuals

The success of the Company and the MVI LPs depends upon the ability of the Manager to develop and implement investment strategies that achieve each MVI LP's investment objective. If the Manager were to become unable to participate in the investment management of either of the MVI LPs, the consequence for the Company and the MVI LPs would be material and adverse and could lead to the premature winding-up of the Company and/or the MVI LPs.

The Company and the MVI LPs may invest in illiquid and scarce instruments and market conditions may have a material adverse effect on the Company's investment portfolio

The investment objectives of the Company and the MVI LPs allow them to invest in instruments which may be both illiquid and scarce. Market conditions may increase illiquidity and scarcity and have a generally negative impact on the Manager's ability to identify and execute suitable investments that might generate acceptable returns. Market conditions may also restrict the supply of investment assets that may generate acceptable returns and thereby cause "cash drag" on the Company's performance. Based on historical activity, it is anticipated that the MVI LPs will invest in Portfolio Companies for approximately 5-7 years post their platform acquisition. The current investments held by the MVI LPs are majority early-stage cash shells having not yet completed their platform acquisition and therefore it is anticipated that those investments will be held for that period of time. Adverse market conditions and their consequences may therefore have a material adverse effect on the Company's investment

portfolio. To the extent that there is a delay in making investments, the Company's returns will be reduced.

Net Asset Values and Share prices can fluctuate and may not fully reflect the underlying assets held by the Company and the MVI LPs

The Net Asset Values per Share of the Company and the Net Asset Value of each MVI LP is expected to fluctuate over time with the performance of the Company's and/or each MVI LP's investments. It is very unlikely that the market price of the Shares will fully reflect the underlying value of the assets held by the Company and which are attributable to the respective classes of Shares. The underlying investments of the Company may be subject to market fluctuations and the risks inherent in all investments and there can be no assurance that an investment will retain its value or that appreciation will occur. As well as being affected by the underlying value of the assets held, the market value of the Shares will also be influenced by the supply and demand for the Shares in the market. As such, the market value of the Shares may vary considerably from the underlying value of the Company's assets attributable to the Shares.

There is no reliable liquid market for the Company's interest in MVI I or MVI I's investment in MVI II and the valuation of Portfolio Companies may involve the MVI I General Partner and/or the MVI II General Partner exercising judgement. There can be no guarantee that the basis of calculation of the value of Portfolio Companies used in the valuation process will reflect the actual value on realisation of those investments.

Restrictions on auditors' liability could reduce the Company's or an MVI LP's ability to recover losses from auditors

Cayman Islands law does not restrict the ability of auditors to limit their liability and consequently any engagement letter in relation to the Company and/or MVI I entered into with the auditors of the Company and/or MVI I may contain such a provision as well as contain provisions indemnifying the auditors in certain circumstances. To the extent that any such limitation exists, the Company and/or MVI I may not be able to recover losses from the auditors (when the auditors would otherwise be liable for such losses) to their full extent.

2. Risks applicable to the 2021 Realisation Shares

Unconditional elections for 2021 Realisation Shares may result in the holding of unlisted securities

The 2021 Realisation Share Offer includes an option for Ordinary Shareholders to elect for 2021 Realisation Shares unconditionally. Whilst the Company and MVI I have each undertaken to use their respective best endeavours to have the 2021 Realisation Shares admitted to trading on the Specialist Fund Segment, Admission remains subject to the eligibility criteria set out in the Admission and Disclosure Standards of the London Stock Exchange. In the event that, for any reason, the London Stock Exchange refuses Admission, any Ordinary Shareholder who has unconditionally elected for 2021 Realisation Shares will, following the Redesignation, hold an unlisted class of securities in the Company. The Company cannot guarantee that Admission will be obtained and this will depend, amongst other things, on the total number and market capitalisation of 2021 Realisation Shares that are to be admitted to trading on the Specialist Fund Segment following the Redesignation. Any Shareholder holding unlisted 2021 Realisation Shares may find it more difficult to sell their 2021 Realisation Shares at a price which could have been obtained were the 2021 Realisation Shares listed, if at all.

Even if Admission is achieved, the Directors expect that if the number of aggregate elections for 2021 Realisation Shares or the number of 2021 Realisation Shareholders is low, then the 2021 Realisation Shares may be highly illiquid notwithstanding Admission.

2021 Realisation Shareholders will not participate in the Ordinary Share Distribution Policy and should not expect realisations to be made on an accelerated basis compared to other classes of Shares

The 2021 Realisation Shares will not participate in the Company's Ordinary Share Distribution Policy. This means that the 2021 Realisation Shares will not benefit from the quarterly dividends (or any other extraordinary distribution made pursuant to the Ordinary Share Distribution Policy) paid to Ordinary Shareholders.

Further, the portfolio attributable to the 2021 Realisation Shares will not be divested on an accelerated basis as compared to the assets attributable to the Ordinary Shares or the 2016 Realisation Shares. This is of particular relevance in the context of the existing Portfolio Companies, the majority of which are early-stage investments in which the Manager anticipates that the Company and the MVI LPs will remain invested for approximately 5-7 years. By way of example, the 2016 Realisation Share class has, since its creation in November 2016, been invested in Le Chateau, and will remain so for the life of the Company's investment in Le Chateau, which may be several years from the date of this Prospectus. Upon a divestment, the relevant assets attributable to the 2021 Realisation Shares will be divested *pro rata* with those attributable to the Ordinary Shares and the 2016 Realisation Shares, and not in preference to them. Additionally, the majority of the Portfolio Companies are early-stage cash shells, which may take a number of years to acquire a target business and subsequently realise substantial value from that target business before the Manager will be able to seek to realise its investment (held on behalf of the Company and the MVI LPs) at an attractive rate of return. Ordinary Shareholders considering electing for 2021 Realisation Shares should therefore not do so on the assumption that a holding of Realisation Shares will result in a short or accelerated period in which investments attributable to Realisation Share Interests will be achieved, if at all.

The value and liquidity of the 2021 Realisation Shares may be highly volatile

The shares of publicly traded companies can have limited liquidity and their share prices can be highly volatile. The price at which the 2021 Realisation Shares may be traded and the price at which investors may realise their investment will be influenced by a large number of factors, some specific to the Company and its operations, and others which may affect companies operating within a particular sector or quoted companies generally. Shareholders should be aware that the value of the 2021 Realisation Shares could go down as well as up, and investors may therefore not recover their original investment. Furthermore, the market price of the 2021 Realisation Shares are unlikely to reflect the underlying value of the Company's assets. The 2016 Realisation Shares have not experienced significant trading since their inception in November 2016 and the bid/ask price of the 2016 Realisation Shares as at 18 October 2021, being the latest practicable date prior to publication of this Prospectus, was 55p (Bid:165p/Offer:220p).

3. Risks applicable to investments in the Company

The Company's sole purpose is to invest in MVI I and the Company is therefore exposed solely to the performance of MVI I

The Company was established with the sole purpose of investing in MVI I. Immediately following the Redesignation and prior to Admission on 30 November 2021, pursuant to the terms of the Partial Withdrawal and Co-Investment Agreement, it is expected that MVI II will distribute *in specie* a proportion of its interests in Zegona and the MAC Companies, equal to the Realisation Proportion, to be held directly by MVI I and attributed to MVI I's 2021 Realisation Share Interests. 2021 Realisation Shareholders will therefore not be exposed to the financial performance of MVI II.

The success of the Company with respect to the 2021 Realisation Shares therefore depends on the success of MVI I's ability to successfully implement its investment strategy with respect to the 2021 Realisation Share Interests. Identification and exploitation of the investment strategies to be pursued by MVI I involve a high degree of uncertainty. Risks applicable to investments in the MVI LPs are set out in Section 4 below. The failure of MVI I to successfully pursue its investment strategy could have had a material adverse effect on the business, financial condition, results of operations and prospects of MVI I and, in turn, the Company.

The Shares

Each series of Shares is not a separate legal entity

The Company may raise additional finance to invest in MVI I by issuing further series of Ordinary Shares to investors. The net proceeds of issue of each series of Ordinary Shares will be invested by the Company in a corresponding class of interests in MVI I. In certain circumstances, if the Company incurs a liability in respect of assets attributable to another series of Ordinary Shares, the ability of the Company to distribute profits or repurchase Ordinary Shares, not only in relation to that series, but also in relation to any other series may be affected because under the Companies Act, the ability to distribute profits or repurchase Ordinary Shares has to be determined by reference to the solvency of the

Company as a whole, rather than on a series by series basis. Liabilities relating to one Ordinary Share series cannot be ring-fenced.

Additionally, the investment assets of the Company (namely, its interests in the Ordinary Share Interests and the various classes of Realisation Share Interests of MVI I), are not legally segregated and so assets held by the Company and attributed to 2021 Realisation Shareholders may be required to be liquidated to meet liabilities attributable to 2016 Realisation Shareholders or Ordinary Shareholders (or *vice versa*).

Additional financing raised by the Company may cause dilution of Shareholders' voting or economic interests or restrictions on the Company's ability to operate its business

If the Company issues further series of Ordinary Shares, the additional Ordinary Shares will carry rights to vote at general meetings of the Company and will therefore dilute existing Shareholders' voting rights accordingly if such Shareholders do not participate in the issue *pro rata* to their existing holding. Such share issues will also dilute existing Shareholders' economic interests if such shares are issued at a discount to the prevailing Net Asset Value per Ordinary Share. The Directors may seek debt finance to fund the expansion of the Company. There can be no assurance that the Company will be able to raise such debt funds, whether on acceptable terms, or at all. Were debt financing to be obtained, the Company's ability to raise further finance, and its ability to operate its business, may be subject to restrictions.

Depository Interests

Voting rights may not be exercised by the Depository in accordance with Shareholders' wishes

Under the Articles, only those persons who are shareholders of record are entitled to exercise voting rights. Persons who hold Ordinary Shares or any class of Realisation Shares in the form of Depository Interests will not be considered to be record holders of such shares that are on deposit with the Depository and, accordingly, will not be able to exercise voting rights. However, the Deed Poll provides that the Depository shall pass on, as far as it is reasonably able, rights and entitlements to vote. In order to direct the delivery of votes, holders of Depository Interests must deliver instructions to the Depository by the specified date.

Neither the Company nor the Depository can guarantee that holders of Depository Interests will receive the notice in time to instruct the Depository as to the delivery of votes in respect of Shares represented by Depository Interests and it is possible that they will not have the opportunity to direct the delivery of votes in respect of such Shares. In addition, persons who beneficially own Shares that are registered in the name of a nominee must instruct their nominee to deliver votes on their behalf.

Neither the Company nor any nominee can guarantee that holders of Depository Interests will receive any notice of a solicitation of votes in time to instruct nominees to deliver votes on behalf of such holders and it is possible that holders of Depository Interests and other persons who hold Ordinary Shares or Realisation Shares through brokers, dealers or other third parties will not have the opportunity to exercise any voting rights.

The liability of the Depository is limited

The Deed Poll contains provisions excluding and limiting the Depository's liability to holders of Depository Interests. For example, the Depository will not be liable to any holder of Depository Interests or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or the fraud of any custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. Furthermore, except in the case of personal injury or death, the Depository's liability to a holder of Depository Interests will be limited to the lesser of: (i) the value of shares and other deposited property properly attributable to the Depository Interests to which the liability relates; and (ii) that proportion of £10 million which corresponds to the portion which the amount the Depository would otherwise be liable to pay to the holder of the Depository Interests bears to the aggregate of the amounts the Depository would otherwise be liable to pay all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £10 million. The Depository is entitled to charge fees and expenses for the provision of its services under the Deed Poll without passing any profit from such fees to holders of Depository Interests.

The Depository is entitled to indemnities from the holders of Depository Interests

Each holder of Depository Interests is liable to indemnify the Depository and any custodian (and their agents, officers and employees) against all costs and liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of Depository Interests held by that holder, other than those resulting from the wilful default, negligence or fraud of the Depository, or the custodian or any agent, if such custodian or agent is a member of the Depository's group, or, if not being a member of the same group, the Depository has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. Holders of Depository interests may therefore be required to meet indemnity claims made by the Depository.

The Company's status as a company registered in the Cayman Islands offers shareholders fewer rights and protections than would typically be available to them if the Company had been registered in England and Wales or another similar jurisdiction

The Company is registered in the Cayman Islands. As a result, the rights of the Shareholders are governed by the laws of the Cayman Islands and the Articles. The rights of Shareholders under Cayman Islands law may differ from the rights of shareholders of companies incorporated in other jurisdictions and the enforcement of such rights may involve different considerations and may be more difficult than would be the case if the Company had been incorporated in England and Wales or the jurisdiction of a Shareholder's residence. The following are examples: (i) subject only to the Articles, the allotment and issue of securities is under the exclusive control of the Directors and there are no pre-emption rights under the Companies Act; (ii) there is no statutory prohibition on the Company providing financial assistance on the acquisition of its own shares; (iii) there is no express restriction on the Company making loans to Directors nor the equivalent of substantial property rules for transactions involving Directors under the Companies Act; and (iv) assets of the Company are under the exclusive control of the Directors and the Companies Act does not expressly restrict the powers of the Directors to dispose of assets. Examples (i) to (iv) above are intended for the purposes of illustration only and are not an exhaustive list. Investors should take appropriate independent legal advice to determine if they are afforded protections they consider are necessary for their specific circumstances.

The Cayman Islands courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (i) an act which is *ultra vires* the company or illegal, (ii) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (iii) an irregularity in the passing of a resolution which could only be validly sanctioned by a special resolution or special majority of shareholders and such sanction was not obtained. In the case of a company (not being a bank) having a share capital divided into shares, the courts may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine the affairs of the company and to report thereon in such manner as the courts will direct. Any shareholder of a company may petition the courts which may make a winding-up order if the courts are of the opinion that it is just and equitable that the company should be wound up. Generally, claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The Company invests solely in MVI I

The Company exercises no control over the day-to-day operation of the MVI LPs

The Company, in its capacity as a limited partner in MVI I which is in turn a limited partner in MVI II, has no opportunity to control the day-to-day operation, including investment and disposal or distribution decisions of the MVI LPs, the resolution of potential or actual conflicts of interest that may arise in the MVI LPs and the appointment or removal of the manager or general partner of the MVI LPs. The Company does not have the opportunity to evaluate the relevant economic, financial and other information that is utilised by the Manager in its selection of investments or evaluation of investments, does not receive the detailed financial information regarding investments that is available to the Manager and has no right to be informed about actual or potential conflicts of interest.

The Company has no control over the amount or timing of any redemptions by MVI I or MVI II or other distributions.

It is possible, therefore, that the MVI LPs may take certain actions which conflict with, and are not in the best interests of, the Company. If such an event occurs it could have a have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The Company has no right to redeem its interests in MVI I

The Company has no right of redemption in relation to the Ordinary Share Interests and no redemption rights in respect of Realisation Share Interests. The right of Ordinary Shareholders to elect to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares does not result in the resulting 2021 Realisation Share Interests in MVI I (which will be held on behalf of 2021 Realisation Shareholders) being redeemable. They will only be redeemed when the underlying investments are sold in the ordinary course of business. The interests of MVI I in such circumstances may conflict with the Company and if MVI I does not redeem interests when the Company wishes to redeem certain interests, such non-redemption could have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

MVI I class consents may be passed by the Company alone on the basis of a simple majority of votes of a particular class of Share

Certain actions by the MVI I General Partner in respect of MVI I require the written consent of investors in a Class. Where the Directors allow holders of Ordinary Shares, 2016 Realisation Shares or 2021 Realisation Shares to vote on a matter for which the MVI I General Partner is seeking investor consent and, if the resolution is passed by a simple majority of those voting in person or by proxy at a meeting of the holders of the relevant Shares, the Directors will give consent to the MVI I General Partner in respect of all of the Company's interests in the relevant Class. The Company will not split its consent in accordance with the votes of the holders of the relevant series of Shares. Therefore a class consent of MVI I which requires a 75 per cent. majority can be passed by the Company (as the sole holder of the relevant class of MVI I interest) on the basis of only a simple majority of the votes of a particular series of Share.

United States considerations

Registration under the US Investment Company Act

The Company has not been, and does not intend to be, registered under the US Investment Company Act and related rules which provide certain protections to investors and impose certain restrictions on companies that are registered as investment companies. Accordingly, the Company will not be subject to the vast majority of the provisions of the US Investment Company Act, including provisions that: (i) require the oversight of independent directors; (ii) prohibit or proscribe transactions between the Company and its affiliates (for example, the purchase and sale of securities and other assets between the Company, on the one hand, and the Manager or its affiliates, on the other); (iii) impose qualifications as to who may serve as custodian for the Company's assets; and (iv) limit the ability of the Company to utilise leverage in connection with effecting purchases and sales of the Company's investments.

If the Company were to become subject to the US Investment Company Act because of a change of law or otherwise, the various restrictions imposed by the US Investment Company Act, and the substantial costs and burdens of compliance therewith, could adversely affect the operating results and financial performance of the Company. Moreover, parties to a contract with any entity that has improperly failed to register as an investment company under the US Investment Company Act may be entitled to cancel or otherwise void their contracts with the unregistered entity.

Registration under the US Investment Advisers Act

The Manager is not currently registered as an "Investment Adviser" under the US Investment Advisers Act. In the event that the Manager may be required to register as an investment adviser with the SEC in the future, such registration may result in a change in the operating procedures of the Manager and its relationship with the Company and service providers and may impose restrictions on the investment activities that the Manager (and in turn the Company) may engage in, and are likely to increase the ongoing costs borne, directly or indirectly, by the Company by virtue of the contractual arrangements agreed between the Company and the Manager. Any of the foregoing may have a material adverse effect on the Company's financial condition, business, prospects and results of operations.

In addition, if the Manager were unable to meet the requirements necessary to be registered with the SEC, the Manager may be unable to continue its relationship with the Company and a successor that is duly registered with the SEC would need to be appointed to perform these functions. There is no guarantee that a suitably qualified successor could be found or could be engaged on terms comparable to those applicable to the Manager.

United States ownership and transfer restrictions

None of the Company's Shares have been, nor will be, registered in the United States under the US Securities Act or under any other applicable securities laws and are subject to restrictions on transfer contained in such laws. Moreover, any person making an election for 2021 Realisation Shares must be (i) a non-US Person (as defined in Regulation S) located outside the United States; or (ii) a "qualified institutional buyer" (as defined in Rule 144A under the US Securities Act) ("**QIB**") that is also a "qualified purchaser" (as defined in Section 2(a)(51) of the US Investment Company Act) ("**QP**") that is making an election for 2021 Realisation Shares for its own account or for the account of a QIB that is also a QP in a transaction that is exempt from the registration requirements of the US Securities Act.

The Ordinary Shares and each class of Realisation Shares are subject to transfer restrictions and forced transfer provisions that are intended to prevent, among other things, (i) the Company's assets to be deemed 'plan assets' for the purposes of ERISA or the US Tax Code, (ii) the Company being required to register as an 'investment company' under the US Investment Company Act (including because the purchaser of the shares is not a QP), (iii) the Company from becoming a 'controlled foreign corporation' for the purposes of the US Tax Code or circumstances that may cause the Company to suffer any pecuniary disadvantage (including any excise tax, penalties or liabilities under ERISA or the US Tax Code) or (iv) the Company being required to comply with any registration or filing requirements in any jurisdiction with which the Company is not otherwise required to comply. If any shareholder is determined by the Company to be a non-qualifying person such shareholder may be required by the Company to transfer its Shares to an eligible transferee within 20 days following receipt of notice from the Board and pending such transfer the Board may suspend certain rights attached to the Shares; and if the obligation to transfer is not met, the Company may compulsorily transfer the Shares, at a price to be agreed between the Company (exercising its sole discretion) and an eligible purchaser at the time of sale subject to the restrictions set forth in the Articles.

4. Risks applicable to investments in the MVI LPs' investment strategies

The MVI LPs are dependent on the Manager to identify and execute investment opportunities

The success of the MVI LPs' investment activities depends on the Manager's ability to identify and execute investment opportunities as well as to assess the import of news and events that may affect the financial markets. Identification and exploitation of the investment strategies to be pursued by the MVI LPs involves a high degree of uncertainty. No assurance can be given that the Manager will be able to locate suitable investment opportunities in which to deploy all of the MVI LPs' assets or to exploit discrepancies in the securities and derivatives markets. The failure of the Manager to locate and/or execute on suitable investment opportunities could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Competition for suitable investment opportunities may adversely impact the Company

The MVI LPs compete for investment opportunities with other individuals, financial institutions and other institutional investors engaged in similar investment activities. Such competition makes it more difficult for the MVI LPs to source and complete investments that satisfy their respective investment objectives. Furthermore, the competition for investments may have the effect of increasing costs, thereby reducing investment returns for the MVI LPs and, in turn, the Company.

Investments in undervalued securities involve a high degree of risk

The MVI LPs may seek to invest in securities which the Manager considers to be undervalued. The identification of investment opportunities in such securities is a difficult task, and there are no assurances that such opportunities will be successfully recognised or acquired. While investments in undervalued securities offer the opportunity for above average capital appreciation, these investments involve a high degree of risk and can result in substantial losses. Returns generated from the MVI LPs' investments may not adequately compensate for the business, financial and other risks assumed. In

addition, the MVI LPs may be required to hold such securities for a substantial period of time before realising their anticipated value. During this period, a portion of the MVI LPs' capital would be committed to the securities purchased, thus possibly preventing the MVI LPs from investing in other opportunities, which could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company. In addition, the MVI LPs may finance such purchases with borrowed funds and thus may have to pay interest on such funds during such waiting period.

Investment in Cash Shells involves a high degree of risk

Where capital is deployed in cash shell companies, as is the case for the majority of the MVI LPs current investment portfolio, the success of the MVI LPs' investment activities depends on the ability of the cash shell to execute its stated investment strategy. A cash shell's ability to identify and execute investment opportunities in line with its stated investment strategy as well as to assess the import of news and events that may affect the financial markets and those investment opportunities involves a high degree of uncertainty. No assurance can be given that cash shells in which the MVI LPs are invested will be able to locate suitable investment opportunities in which to invest, and it is possible that the cash shells will incur significant costs in the pursuit of their investment strategy. The failure of the cash shells to locate and/or execute on suitable investment opportunities, or pursue opportunities that do not ultimately complete, could have a material adverse effect on the business, financial condition, results of operations and prospects of the cash shell and therefore in turn the MVI LPs and, in turn, the Company.

Third party involvement in an investment in which the MVI LPs invest may give rise to a conflict of interest between the MVI LPs and such third party investors

The MVI LPs, together or individually, may co-invest with third parties. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that any co-investor of the MVI LPs may have economic or business goals which are inconsistent with those of the MVI LPs, may be in a position to take action contrary to the investment objectives of the MVI LPs or may not be in a position to support an investment in the manner in which the MVI LP may like. If a third party investor is able to cause an investee company to take actions which are inconsistent with the investment objectives of the MVI LPs or prevent it from taking action which the MVI LP supports, this could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The MVI LPs may purchase bank loans

The MVI LPs may purchase from banks, other financial institutions, or other investors' bank loans (whether through assignment or participation transactions) and other forms of direct or indirect indebtedness (including revolving loans and letters of credit) of companies which involve an exceptionally high risk of a loss of all or a portion of an MVI LP's investment. Investments in loan participations would also expose the MVI LPs to the creditworthiness of the banks or other financial institutions issuing such participations.

The loans or other forms of indebtedness that may be purchased by the MVI LPs may be subject to workout negotiations or restructuring, resulting in substantially modified terms, including reductions in principal amounts, reductions in interest rates, postponements or suspensions of payment dates, and/or amendments to other terms, any of which could materially adversely affect the value of the investments of the MVI LPs and, in turn, the Company.

Risks associated with loans to companies in distressed situations could, if they materialised, lead to losses on such investments

As part of their lending activities, the MVI LPs or their affiliates may originate loans to companies that are experiencing significant financial, operational or business difficulties, including companies involved in insolvency or other reorganisation and liquidation proceedings. Although the terms of such financing may result in significant financial returns to the MVI LPs, they involve a substantial degree of risk. The level of analytical sophistication, both financial and legal, necessary for successful financing of companies experiencing significant business and financial difficulties is unusually high. There is no assurance that MVI I, MVI II, the Manager, the MVI I General Partner or the MVI II General Partner (as applicable) will correctly evaluate the value of the assets collateralising the MVI LPs' loans or the

prospects for a successful reorganisation or similar action. In any reorganisation or liquidation proceeding relating to a company in which an MVI LP invests, that MVI LP may lose all or part of the amounts advanced to the borrower or may be required to accept collateral with a value less than the amount of the loan advanced by the MVI LP or its affiliates to the borrower. Such events could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The MVI LPs' investments may lack liquidity

Due to the nature of the MVI LPs' investment strategies, certain investments may have to be held for a substantial period of time before they can be liquidated to an MVI LP's greatest advantage or, in some cases, at all. The assets of an MVI LP may include investments that have limited liquidity, making purchase or sale of such investments at desired prices or in desired quantities difficult or impossible. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately. The market prices, if any, for such assets tend to be volatile, and may fluctuate due to a variety of factors that are inherently difficult to predict, including, but not limited to, changes in interest rates, prevailing credit spreads, general economic events, developments or trends in any particular industry, and the financing condition of the obligors on the MVI LPs' assets. An MVI LP may not be able to sell assets when it desires to do so or to realise what it perceives to be their fair value in the event of a sale. In addition, the MVI LPs may hold a significant number of investments for which no market exists and which have restricted transferability and they may be able to dispose of these investments only at substantial discounts or losses. If any sale occurs at a price which is less than the relevant MVI LP and the Company considers to be fair value, such a sale could have a negative impact on the financial performance of the Company or the market price of the Shares.

The Manager may not control or have influence over the management of the MVI LPs' Portfolio Companies

Although the Manager may seek protective provisions, including, possibly, board representation, in connection with certain of the MVI LPs' investments, to the extent that the MVI LPs take minority positions in companies in which they invest, the Manager may not be in a position to exercise control and/or influence over the management of such companies, and, accordingly, may have a limited ability to protect the MVI LPs' position in such companies. This will remain the case in circumstances where an MVI LP holds a minority position in investee companies notwithstanding Marwyn's strategy of acting as a cornerstone investor with influence over investee companies which is greater than that of a typical minority shareholder. If an investee company takes actions which are inconsistent with the investment objectives of the MVI LPs, this could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Investments in smaller companies involve greater risk than comparable investments in or related to large companies

It is expected that some of the investments that may be held by the MVI LPs will be issued by or otherwise related to small or mid-sized companies. Such investments may involve greater risk than comparable investments in or related to large companies. Small and mid-sized companies may be more likely to experience financial, operational, legal, and/or other distress and investments in or related to small or mid-sized companies may be less liquid or exhibit more price volatility than investments in large companies. If any of the foregoing risks were to materialise, this could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Small and mid-sized companies are often privately held. There is often little or no publicly available information about privately held companies and privately held companies are often managed with less rigorous internal financial controls and less rigorous financial reporting standards than public companies. As a result, the MVI LPs will rely substantially on the Manager to obtain the information the Manager in its sole discretion considers adequate to evaluate the financial condition and operations of these companies and the potential returns from lending to or investing in these companies. There can be no assurance that the Manager's investment decisions will be based on all relevant information or that the information will be accurate or reliable. If the MVI LPs invest in such companies on the basis of incomplete or inaccurate information obtained by the Manager, the MVI LPs may not achieve full

value for their invested amount and the financial and operational performance of the investee companies may be worse than expected by the Manager. This could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Event driven investing is subject to the risk that the event in question either does not occur or does not have the effect foreseen

Event driven investing requires the investor to make predictions about (i) the likelihood that an event will occur and (ii) the impact such event will have on the value of a company's securities. If the MVI LPs make such an investment, and the event fails to occur or it does not have the effect foreseen by the Manager, losses can result for the MVI LPs and, in turn, the Company. For example, the adoption of new business strategies or completion of asset disposals or debt reduction programmes by a company may not be valued as highly by the market as the Manager had anticipated, resulting in losses. In addition, a company may announce a plan of restructuring which promises to enhance value and fail to implement it, resulting in losses to investors. In liquidations and other forms of corporate reorganisation, the risk exists that the reorganisation either will be unsuccessful, will be delayed or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the relevant MVI LP of the security in respect of which such distribution was made. The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors, including; (i) opposition of the management or stockholders of the target company, which will often result in litigation to enjoin the proposed transaction; (ii) intervention of a regulatory agency; (iii) efforts by the target company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) in the case of a merger, failure to obtain the necessary shareholder approvals; (v) market conditions resulting in material changes in securities prices; (vi) compliance with any applicable securities laws; and (vii) inability to obtain adequate financing.

Defaults by issuers of fixed income securities in which the MVI LPs might invest could occur

The MVI LPs may invest, from time to time, in bonds or other fixed income securities, including, without limitation, commercial paper and "higher yielding" (including non-investment grade and, therefore, higher risk) debt securities. The MVI LPs will therefore be subject to credit, liquidity and interest rate risks. Higher yielding debt securities are generally unsecured and may be subordinated to certain other outstanding securities and obligations of the issuer, which may be secured by substantially all of the issuer's assets. The lower rating of debt obligations in the higher-yielding sector reflects a greater probability that adverse changes in the financial condition of the issuer or in general economic conditions or both may impair the ability of the issuer to make payments of principal and interest. Non-investment grade debt securities may not be protected by financial covenants or limitations on additional indebtedness. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments. It is likely that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities. Any default by issuers of fixed income securities on repayments of principal and/or interest to the MVI LPs could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Events credit markets could impact the Company

An MVI LPs' ability to generate attractive investment returns may be adversely affected to the extent that it is unable to obtain favourable debt financing terms for its investments. An economic downturn could adversely affect the financial resources of the companies in which an MVI LP invests and result in its, or its investee companies', inability to make principal and interest payments on outstanding debt when due. In the event of such defaults, the MVI LPs may suffer a partial or total loss of capital invested in such businesses, which could, in turn, have an adverse effect on the MVI LPs' returns, which could in turn have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Such marketplace events also may restrict the ability of the MVI LPs to sell or liquidate investments at favourable times or for favourable prices, which could in turn have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The MVI LPs may have highly concentrated portfolios of investments

The MVI LPs' investment strategies have resulted in, and may continue to result in, an MVI LP taking concentrated positions in investee companies and neither MVI LP has a specific policy of diversifying its portfolio; as such, other than the investment restrictions applicable to MVI II, there is no limit on the proportion of subscription to a Class that may be invested in a single investment. An MVI LP (and, in turn, the Company) could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including by default of the issuer.

The MVI LPs may invest in highly volatile instruments

The prices of financial instruments in which the MVI LPs may invest can be highly volatile. Price movements of forward contracts and other derivative contracts in which the MVI LPs' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, financial, monetary and exchange control programmes and policies of governments and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The MVI LPs are also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearing houses.

Risks relating to the MVI LPs' investors

The interests of other investors in the MVI LPs may conflict with the Company's interests

Investors may have conflicting investment, tax and other interests with respect to their investments. The interests of Ordinary Shareholders may not be the same as those of Realisation Shareholders, and the interests of 2016 Realisation Shareholders may not be the same as those of 2021 Realisation Shareholders. The conflicting interests of individual investors may relate to or arise from, among other things, the nature of investments made by the MVI LPs, the structuring or acquisition of investments, including co-investment structures, and the timing of realisation of investments. As a consequence, conflicts of interest may arise in connection with decisions of the Manager, including with respect to the nature and structuring of investments that may be more beneficial for one investor than for another, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the MVI LPs, the Manager will consider the investment and tax objectives of each MVI LP and their respective limited partners (including the Company in the case of MVI I and MVI I in the case of MVI II) as a whole, not the investment, tax or other objectives of any investor individually.

An investment in an MVI LP provides limited liquidity because limited partnership interests in the MVI LPs are not freely transferable

An investment in the MVI LPs is suitable only for certain sophisticated investors who have no need for immediate liquidity in their investment. An investment in an MVI LP provides limited liquidity because limited partnership interests in the MVI LPs are not freely transferable and withdrawals at the option of an MVI I Limited Partner (including the Company) or an MVI II Limited Partner (including MVI I) are not permitted. Such limitations on liquidity must be considered significant.

Should it wish to do so, the Company may therefore not be able to realise its interests in MVI I at an attractive price, or at all.

MVI I in-specie subscriptions may be valued by the MVI I General Partner at a value which the Company considers to be overvalued

MVI I may accept subscriptions in return for an in-specie contribution of investments or other assets to MVI I. It is expected that a separate special class will be issued to any investor making an in-specie subscription. Such special class will be subject to its own terms, determined in the sole and absolute discretion of the MVI I General Partner, including the initial value attributed to an investment contributed

in-specie and, therefore, the amount of the relevant subscription. There can be no guarantee or certainty that the value the MVI I General Partner will attribute to the investment so contributed will be the fair value of such investment and therefore that the particular subscription will reflect such value.

If the MVI General Partner ascribes a value to an *in-specie* subscription made by a third party investor which is in excess of its fair value, the proportion of the Company's interest in MVI I (and therefore its share of future investments and future returns) may not accurately reflect the relative value of the Company's own contribution to MVI I as compared to that third party investor.

Classes of interests are not separate legal entities and assets attributable to Ordinary Shares and Realisation Shares may be required to meet liabilities of other classes

The MVI LPs may maintain portfolios of assets, the appreciation and depreciation of which is attributable to a certain class or classes. In particular, gains or losses arising from "new issues" investments are allocated solely to eligible classes. Similarly, expenses attributable solely to a particular class are allocated solely to that class, however, a creditor of an MVI LP will generally not be bound to satisfy its claims from a particular class. Rather, such creditor generally may seek to satisfy its claims from the assets of the relevant MVI LP as a whole. Further, if the losses attributable to a class exceed its value, then such losses could negatively impact the value of other classes, including the classes attributable to the Ordinary Shares and both classes of Realisation Shares.

Risks relating to the MVI LPs' management

The MVI LPs' incentive allocations may incentivise the Manager to make riskier or more speculative investments

The ultimate recipients of the MVI I or MVI II incentive allocations include executives of the Manager. Incentive allocations may create an incentive for the Manager to cause MVI I or MVI II to make investments that are riskier or more speculative than would be the case if such arrangement were not in effect or to dispose of investments to trigger returns under the relevant incentive allocation. The existence of the MVI LPs' incentive allocations therefore have the potential to increase the risk profile of the Company's investments.

Contingent liabilities incurred by an MVI LP could have the effect of potentially increasing the Company's exposure to an investment

The MVI LPs may from time to time incur contingent liabilities in connection with an investment. For example, an MVI LP may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, that MVI LP would be obligated to pay the amounts due. Any MVI LP may also enter into agreements pursuant to which it agrees to assume responsibility for default risk presented by a third party. Any of the foregoing could have the effect of increasing the Company's indirect exposure to a particular investee Company beyond the initial amount invested.

Exiting investments requires an analysis of future values

The MVI LPs' ability to generate attractive returns depends upon the Manager's ability to make a correct assessment as to future values that can be realised in connection with investments, the ability to assess future values correctly, whether in connection with the making of an investment or the exiting from an investment, may be particularly important in the case of investments over which the MVI LPs have little or no control. Securities markets can be unpredictable and volatile and no assurance can be given that the Manager will be successful in making accurate assessments of likely future values or that it will be able to react effectively in response to rapidly changing market conditions.

In addition, certain investments (such as shares in unquoted companies) are likely to be difficult to value as there is no liquid market or pricing mechanism. As a result, valuations are subject to substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sale price even where such sales occur shortly after the date of the valuation.

The ability of the MVI LPs to exit investments on favourable terms will be dependent, *inter alia*, upon the successful implementation of the strategic plans for investee companies and, in particular, the ability to work with management to adopt and execute such strategic plans.

The failure of the Manager and the MVI LPs to accurately assess future values could have a negative impact on the price at which an investment is exited and therefore have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The due diligence process may not reveal all material facts and circumstances relating to an investee company

Cash held within MVI I attributable to the 2021 Realisation Share Interests may be used to make follow-on investments in Portfolio Companies held as at the date of Redesignation (within three years of the creation of the 2021 Realisation Shares) but may not be used to fund any other proposed new investments by the MVI LPs. The due diligence process which the Manager undertakes when considering new investments, including follow-on investments which may include the investment of cash attributable to 2021 Realisation Share Interests, may not reveal all material facts or circumstances relating to an investment. The Manager intends to ensure that such legal, financial, commercial and other due diligence as it considers to be reasonable and appropriate (based on the facts and circumstances relating to the relevant investment) is conducted prior to making an investment. In undertaking due diligence, the Manager will utilise its own resources and those of third parties to conduct certain aspects of the due diligence process. Any due diligence process involves subjective analysis and there can be no assurance that due diligence will reveal all material issues related to a potential investment which might be necessary or helpful in evaluating a potential investment. In the context of proposed investments in public companies, the availability of due diligence materials may be limited or restricted and the Manager may not be able to access any due diligence materials other than those which are publicly available.

Any failure to reveal all material facts or circumstances relating to a potential investment may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company

Decisions taken by the partners of the Manager in respect of an investee company (in a position of significant management influence or control in an investee company) may be inconsistent with the investment objectives of the MVI LPs and the Company

Partners of the Manager may take a position of significant management influence or control in an investee company in which an MVI LP invests and therefore there is a risk that they make decisions as executives of an investee company that may not produce positive benefits for the MVI LPs. Furthermore, on taking a position as a director of an investee company, the Manager or associated companies and personnel will have a fiduciary responsibility to act in the interests of all shareholders and not simply the interests of the relevant MVI LP alone.

Any decisions taken by the partners of the Manager in such capacity which are inconsistent with the investment objectives of the MVI LPs and the Company could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The MVI LPs may be required to pay unsuccessful transaction costs

There is a risk that the MVI LPs may incur substantial legal, financial, advisory and other expenses arising from unsuccessful or incomplete transactions which may include public offer and transaction documentation and legal, tax, accounting, environmental and other due diligence. Such costs, if significant, could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

If an MVI LP becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to that MVI LP's assets generally and not be limited to any particular asset, such as the investment giving rise to the liability

The MVI LPs respective limited partnership agreements limit the circumstances under which the Manager, the MVI I General Partner, the MVI I Carried Interest Partner, the MVI II General Partner and/or the MVI II Carried Interest Partner (as applicable) and certain associated persons can be held liable to MVI I or MVI II (as applicable). In certain circumstances, more particularly referred to in the relevant limited partnership agreement, investors in the MVI LPs, including the Company (in the case

of MVI I) and MVI I (in the case of MVI II), may be required to indemnify the Manager, the MVI I General Partner, the MVI I Carried Interest Partner, the MVI II General Partner and/or the MVI II Carried Interest Partner (as applicable) and certain associated persons for liabilities (including tax liabilities), costs and expenses arising in connection with services to the relevant MVI LP. Each MVI LP's assets, including all investments made by the relevant MVI LP, are available to satisfy all liabilities and other obligations of that MVI LP including such indemnification obligations.

If an MVI LP becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to that MVI LP's assets generally and not be limited to any particular asset, such as the investment giving rise to the liability.

The MVI LPs may incur liabilities upon the disposal of an investment

In connection with the disposal of investments, the MVI LPs may be required to provide representations and warranties in respect of the business and financial affairs of such investments typical of those made in connection with the sale of any business. The MVI LPs may also be required to indemnify the purchasers of such investments to the extent that any such representations and warranties turn out to be inaccurate. These arrangements may result in liabilities for the MVI LPs, which might ultimately have to be funded by the limited partners of the MVI LPs, including the Company (in the case of MVI I) and MVI I (in the case of MVI II), to the extent that they have received prior distributions.

Loans of portfolio securities could expose the Company and the MVI LPs to the creditworthiness of counterparties

Each MVI LP may lend its portfolio securities. By doing so, the MVI LPs would attempt to increase income through the receipt of interest on the loan. In the event of the insolvency of the other party to a securities loan, the relevant MVI LP could experience delays in recovering the loaned securities. To the extent that the value of the securities that an MVI LP lent has increased, the relevant MVI LP could experience a loss if such securities are not recovered.

Further, the default of a counterparty to return the relevant portfolio securities on the contracted date could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

The MVI LPs are subject to legal risk associated with investments in certain jurisdictions

Many of the laws that govern private and foreign investment, equity securities transactions and other contractual relationships in certain countries, particularly in developing countries, are new and largely untested. As a result, (if it exercised its power to invest in such investments) the MVI LPs may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain countries in which assets of the MVI LPs are invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the MVI LPs, their operations and therefore the value of their investments. In addition, the income and gains of the MVI LPs may be subject to withholding taxes imposed by foreign governments for which investors may not receive a full foreign tax credit. Furthermore, it may be difficult to obtain and enforce a judgment in a court outside of the Cayman Islands (in which MVI I is registered) or Jersey (in which MVI II is registered).

Investors in the Company will bear the expenses of the Company and MVI I which are not allocated to a particular Class in which such investors do not participate

The operating costs of MVI I and the Company which do not specifically relate to one Class are aggregated and allocated between each Class. The Company may have substantially higher operating costs than MVI I. Investors in the Company should therefore be aware that subject to limited exceptions, they will bear all of the costs, liabilities and expenses of the Company and MVI I, and these costs may be greater than the costs normally incurred by an investment fund of MVI I's type alone.

The MVI LPs' valuation procedures may not result in accurate valuations of assets

The MVI LPs' valuation procedures may be unable to detect every error contained in the valuation information. To the extent the information received by an MVI LP is inaccurate or unreliable, the valuation of that MVI LP's assets may be inaccurate. The MVI LPs may hold certain assets that will not have readily assessable market values. In such instances the MVI I General Partner or the MVI II General Partner will determine the fair value of such assets in good faith based on various factors. The valuation of certain illiquid assets is inherently subjective and subject to increased risk that the information utilised to value the asset or to create the price models may be inaccurate or subject to other error. Inaccurate valuations may, among other things, prevent the MVI LPs from effectively managing its investment portfolios and risks, and affect the diversification and risk management of the MVI LPs' portfolios. The value of each MVI LP's portfolio may also be affected by changes in accounting standards, policies or practices.

Owing to market factors and the nature of certain assets to be held by the MVI LPs, there is no guarantee that the value determined by MVI I General Partner, the MVI II General Partner or their delegates will represent the value that will be realised by the MVI LPs on the eventual disposal of the investment or that would, in fact, be realised upon an immediate disposal of the investment. Moreover, the valuations of the assets of the MVI LPs may be inherently different from the valuation of an MVI LP's assets if that MVI LP was forced to liquidate all or a significant portion of its assets, which liquidation valuation could be materially lower.

Inaccurate valuations could cause the Manager to take investment decisions which do not produce the expected result, which in turn could have a material adverse effect on the business, financial condition, results of operations and prospects of the MVI LPs and, in turn, the Company.

Limited partnership structure and regulatory risks

MVI I is a Cayman Islands exempted limited partnership

MVI I is constituted as a Cayman Islands exempted limited partnership under the ELP Act. A Cayman Islands exempted limited partnership is constituted by the signing of the relevant limited partnership agreement and the registration of a partnership with the Registrar of Exempted Limited Partnerships in the Cayman Islands.

Notwithstanding registration, an exempted limited partnership is not a separate legal person distinct from its partners. Under Cayman Islands law, any property of the exempted limited partnership will be held or deemed to be held by the general partner as an asset of the partnership in accordance with the terms of the limited partnership agreement. Similarly, the general partner for and on behalf of the partnership incurs the debts or obligations of the exempted limited partnership. Registration under the ELP Act entails that the partnership becomes subject to, and the limited partners therein are afforded the limited liability and other benefits of the ELP Act.

The business of an exempted limited partnership must be conducted by its general partner(s) who will be liable for all debts and obligations of the exempted limited partnership to the extent the partnership has insufficient assets. As a general matter, a limited partner of an exempted limited partnership will not be liable for the debts and obligations of the exempted limited partnership save (i) as expressed in the limited partnership agreement, (ii) if such limited partner becomes involved in the conduct of the partnership's business or (iii) if such limited partner is obliged pursuant to section 34 of the ELP Act to return a payment representing a return of any part of its contribution to the exempted limited partnership.

MVI II is a Jersey limited partnership

MVI II is constituted as a Jersey limited partnership under the Jersey LP Law and is regulated by the JFSC as an expert fund pursuant to the Jersey Funds Law and the Expert Fund Guide. A Jersey limited partnership is constituted by the signing of the relevant limited partnership agreement and the registration of a partnership declaration with the Jersey Registrar of Companies.

Notwithstanding registration, a limited partnership is not a separate legal person distinct from its partners. Under Jersey law, any property of the limited partnership will be held or deemed to be held by the general partner as an asset of the partnership in accordance with the terms of the limited partnership agreement. Similarly, the general partner for and on behalf of the partnership incurs the

debts or obligations of the limited partnership. Registration under the Jersey LP Law entails that the partnership becomes subject to, and the limited partners therein are afforded the limited liability and other benefits of the Jersey LP Law.

The business of a limited partnership must be conducted by its general partner(s) who will be liable for all debts and obligations of the limited partnership to the extent the partnership has insufficient assets. As a general matter, a limited partner of a limited partnership will not be liable for the debts and obligations of the limited partnership save (i) as expressed in the limited partnership agreement, (ii) if such limited partner becomes involved in the conduct of the partnership's business or (iii) if such limited partner is obliged pursuant to article 14 of the Jersey LP Law to return a payment representing a return of any part of its contribution to the limited partnership.

MVI I is not subject to regulatory oversight

Although the Manager is authorised and regulated by the FCA, MVI I is not regulated under any financial services regulation in the UK, the US or the Cayman Islands. It is not expected that any regulator will have a comprehensive, ongoing supervisory role in MVI I. MVI I is not subject to any public disclosure requirements regarding its operations and performance. There is no investor protection scheme in operation in the Cayman Islands in the event of the failure of MVI I.

Hedging transactions which may be made by MVI LPs carry increased risk compared to plain equity or debt investments

Examples of the risks associated with such investments are set out below:

Hedging transactions

The MVI LPs may utilise financial instruments for risk management purposes in order to (i) protect against possible changes in the market value of the MVI LPs investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the MVI LPs; unrealised gains in the value of their investment portfolios; (iii) facilitate the sale of any such investments; (iv) hedge the interest rate or currency exchange rate on any of the MVI LPs' liabilities or assets; (v) protect against any increase in the price of any securities the MVI LPs anticipate purchasing at a later date; or (vi) for any other reason that the Manager deems appropriate.

The success of the MVI LPs' hedging strategies will depend, in part, upon the Manager's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of each MVI LP's hedging strategy will also be subject to the Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While an MVI LP may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for that MVI LP than if it had not engaged in such hedging transactions. For a variety of reasons, the Manager may not seek to establish a perfect correlation between the hedging instruments utilised and the portfolio holdings being hedged. Such an imperfect correlation may prevent an MVI LP from achieving the intended hedge or expose that MVI LP to risk of loss. The Manager may not hedge against a particular risk because it does not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge or because it does not foresee the occurrence of the risk. The successful utilisation of hedging and risk management transactions requires skills complementary to those needed in the selection of the MVI LPs' portfolio holdings.

Global economic and market risks

Investments in emerging or developing markets carry a higher degree of risk than investments in developed markets

The MVI LPs may invest in currencies and securities traded in various markets throughout the world, including in emerging or developing markets, some of which are highly controlled by governmental authorities. Such investments require consideration of certain risks typically not associated with investing in currencies or securities of developed markets. Such risks include, among other things, trade balances and imbalances and related economic policies, unfavourable currency exchange rate fluctuations, imposition of exchange control regulation by governments, withholding taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalisation

of their industries, political difficulties, including expropriation of assets, confiscatory taxation and social, economic or political instability in foreign nations. These factors may affect the level and volatility of securities prices and the liquidity of the MVI LPs' investments. Unexpected volatility or illiquidity could impair the MVI LPs' profitability or result in losses.

The economies of countries differ in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, certain economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain countries may be based predominantly on only a few industries, and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

Investments in certain securities markets may be less liquid and more volatile than investments in comparable companies elsewhere

Stock markets in certain countries may have a relatively low volume of trading. Securities of companies in such markets may also be less liquid and more volatile than securities of comparable companies elsewhere. There may be low levels of government regulation of stock exchanges, brokers and listed companies in certain countries. In addition, settlement of trades in some markets is slow and subject to failure.

Some commodity exchanges are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has entered into a commodity contract and not of an exchange or clearing corporation. In such a case, the MVI LPs are subject to the risk of the inability of, or refusal by, the counterparty to perform with respect to such contracts. In addition, the trading of futures and forward contracts on certain commodity exchanges may be subject to price fluctuation limits.

Exchange rate fluctuations; currency considerations

Although MVI I operates in Sterling (i) the base currency of a Class of interest may be in a currency other than Sterling and (ii) MVI I's assets may be invested in securities denominated in other currencies or companies who generate revenue in other currencies and any income or capital received by MVI I will be denominated in the local currency of investment. Accordingly, changes in currency exchange rates (to the extent unhedged) will affect the value of an investor's investment and that MVI I's portfolio and the unrealised appreciation or depreciation of investments. Furthermore, MVI I's may incur costs in connection with conversions between various currencies. Currency exchange dealers realise a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to the Company and/or MVI I at one rate, while offering a lesser rate of exchange should MVI I desire immediately to resell that currency to the dealer. MVI I will conduct its currency exchange transactions either on a spot (i.e., cash) basis at the spot rate prevailing in the currency exchange market, or through entering into forward or options contracts to purchase or sell non-Sterling currencies. It is anticipated that most of MVI I's currency exchange transactions will occur at the time securities are purchased and will be executed through the local broker or custodian acting for MVI I.

Investments in "over-the counter" transactions expose the MVI LPs to counterparty risk

Some of the markets in which the MVI LPs may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the MVI LPs to the risk that counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing the relevant MVI LP to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where an MVI LP has concentrated its transactions with a single or small group of counterparties. Subject to the investment restrictions contained herein, the MVI LPs are not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, although the Manager manages the assets of the MVI LPs in accordance with its "Best Execution" policy, neither MVI LP has an internal credit function which evaluates the creditworthiness of its

counterparties. The ability of the MVI LPs to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities (in the event of the Manager's failure to act in accordance with its "Best Execution" policy), and the absence of a regulated market to facilitate settlement may increase the potential for losses by the MVI LPs.

5. Risks applicable to investments cash shell companies ("Cash Shells")

The Company, through its investment in the MVI LPs, is exposed to the performance of the investments made by the MVI LPs. Several of the investments held by the MVI LPs (in particular, certain of the MAC Companies), are early stage Cash Shells, in which MVI II has invested (and may invest further) pursuant to a series of "Forward purchase agreements") "capital-at-risk" (being capital raised by Cash Shells to incur diligence and other costs for the purposes of pursuing acquisition opportunities). The MVI LPs may in future increase the level of their investment in Cash Shells, or invest in new Cash Shells founded by Marwyn. The Company is therefore exposed to particular risks associated with investing in Cash Shells (and, in particular, early stage Cash Shells) as set out below.

There is no assurance that a Cash Shell will identify or complete suitable acquisition opportunities by the applicable deadline, which could result in the loss of an investor's investment in the Cash Shell

The success of a Cash Shell's business strategy is dependent on its ability to identify sufficient suitable acquisition opportunities. Typically third party capital is raised through the issue of redeemable securities which may be redeemed by an investor.

The Cash Shell may, for a variety of reasons, be unable to identify or complete suitable acquisition opportunities. This may be due to increased competition for assets negatively impacting the commercial attractiveness of opportunities, or market conditions negatively impacting the sector(s) in which the Cash Shell is focused on investing in.

If a Cash Shell fails to complete an acquisition of a target company, there can be no guarantee that the Cash Shell will have sufficient funds to meet redemption demands by holders of redeemable securities. Further, even if the Cash Shell is able to satisfy 100 per cent. of the redemption demands in such circumstances, the Cash Shell is likely to have incurred substantial costs in pursuing transactions which were successful. Such costs would be borne by the Cash Shell's "capital-at-risk", and investors who have provided the "capital-at-risk" to the Cash Shell (which, the case of certain of the MAC Companies, has been provided by MVI II), are at risk of losing part or all of the value of their investment in the Cash Shell.

A Cash Shell's success is typically dependent upon a number of key individuals at various levels

A Cash Shell is typically dependent on the expertise and continued service of its directors and, once appointed, any management teams they recruit. However, any of the directors or management teams could give notice to terminate their appointment at any time and their loss may have an adverse effect on the Cash Shell's business. In addition, there is a risk that a Cash Shell will not be able to recruit management teams of sufficient expertise or experience to maximise any opportunities that present themselves, or that recruiting and retaining those management teams is more costly or takes longer than expected. The failure to attract and retain those individuals may adversely affect the Cash Shell's operations.

The success of a Cash Shell's target company or business may also be dependent on the skills and expertise of certain individual employees or contractors. Should any of these individuals resign or be unavailable, the target business may be exposed to losses in sales or earnings.

The absence of qualified staff at the level of the target business may adversely affect a Cash Shell's and/or a target business' operation and results, which could in turn adversely affect the investment of the Company and the MVI LPs in that Cash Shell.

Early stage Cash Shells have limited or no operating histories, and may not have identified a specific target business to acquire. There is therefore likely to limited (or no) historical financial data or information regarding specific target businesses upon which investors may base an evaluation of the Cash Shell and the Cash Shell may fail to raise capital to acquire a target business

Early stage Cash Shells are recently formed with limited or no operating histories, no revenues, and may not, since incorporation, have carried on any trading activities. Accordingly, there is typically limited (or no) historical financial data upon which investors may base an evaluation of the Cash Shell.

Further, early stage Cash Shells typically have not yet identified any specific potential target business or company nor engaged in discussions with any specific potential targets to acquire. The Cash Shell will typically not generate any revenues from operations until after acquiring a target business. In such circumstances, there would be no basis on which to evaluate the possible merits or risks of the target businesses and/or companies a Cash Shell may acquire. Investors will be relying on the Cash Shell's ability to source business transactions, evaluate their merits, conduct or monitor diligence and conduct negotiations, and investors, including the Company and the MVI LPs, are therefore at risk of losing part or all of the value of their investment in the Company.

If a Cash Shell fails to raise capital to pursue business opportunities, then investors who have provided the "capital-at-risk" to the Cash Shell (which, the case of certain the MAC Companies, has been provided by MVI II), are at risk of losing part or all of the value of their investment in that Cash Shell.

6. Risks applicable to securities admitted to trading on the Specialist Fund Segment

The Specialist Fund Segment is a peer group market for closed-ended investment companies employing more sophisticated structures and investment management remits and which are seeking professional, institutional and knowledgeable investors. Specialist Fund Segment securities are not admitted to the Official List and accordingly the rights and protections set out in the Listing Rules (such as those relating to significant transactions and related party transactions) will not be afforded to holders of a security traded on the Specialist Fund Segment.

No assurance can be given that, at any time, a liquid market for the Ordinary Shares, the 2016 Realisation Shares or the 2021 Realisation Shares will develop or, if developed, that any such market will be sustained. A Shareholder should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities. The value of Ordinary Shares, the 2016 Realisation Shares and the 2021 Realisation Shares may go down as well as up. Shareholders may therefore realise less than the original amount of their investment and could lose their entire investment. The market value of the Ordinary Shares, the 2016 Realisation Shares and the 2021 Realisation Shares may not necessarily reflect their respective underlying Net Asset Values.

If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares, the 2016 Realisation Shares and the 2021 Realisation Shares may be adversely affected. Even if an active trading market develops, the market price of the Ordinary Shares, the 2016 Realisation Shares and the 2021 Realisation Shares may not reflect the value of the underlying investments of the Company.

7. Tax considerations

Taxation attributable to the disposal of investment assets

The Manager may or may not take tax considerations into account in determining when the MVI LPs' investments should be sold or otherwise disposed of and may or may not assume certain market risk and incur certain expenses in this regard to achieve favourable tax treatment of a transaction.

The assets of the Company could be deemed to be "plan assets" that are subject to the requirements of ERISA or Section 4975 of the US Tax Code, which could restrain the Company from making certain investments, and result in excise taxes and liabilities.

Under the current Plan Asset Regulations, if interests held by Benefit Plan Investors are deemed to be "significant" within the meaning of the Plan Asset Regulations (broadly, if Benefit Plan Investors hold

25 per cent. or greater of any class of equity interest in the Company) then the assets of the Company may be deemed to be “plan assets” within the meaning of the Plan Asset Regulations. After the Redesignation, the Company may be unable to monitor whether Benefit Plan Investors or investors acquire Realisation Shares and therefore, there can be no assurance that Benefit Plan Investors will never acquire Realisation Shares or that, if they do, the ownership of all Benefit Plan Investors will be below the 25 per cent. threshold discussed above or that the Company’s assets will not otherwise constitute “plan assets” under Plan Asset Regulations. If the Company’s assets were deemed to constitute “plan assets” within the meaning of the Plan Asset Regulation, certain transactions that the Company might enter into in the ordinary course of business and operation might constitute non-exempt prohibited transactions under ERISA or the US Tax Code, resulting in excise taxes or other liabilities under ERISA or the US Tax Code. In addition, any fiduciary of a Benefit Plan Investor or an employee benefit plan subject to similar law that is responsible for the plan’s investment in the Shares could be liable for any ERISA violations or violations of such similar law relating to the Company.

Overseas taxation

The Company may be subject to tax (including withholding tax) under the tax rules of the jurisdictions in which it invests. Although the Company will endeavour to minimise any such taxes this may affect the level of returns to Shareholders.

Changes in tax legislation or practice could negatively impact the value of investments and returns to Shareholders

Statements in this Prospectus concerning the taxation of Shareholders or the Company are based on UK, US and Cayman tax law and practice as at the date of this Prospectus. Any changes to the tax status of the Company or any of its underlying investments, or to tax legislation or practice (whether in the UK or in jurisdictions in which the Company invests), could affect the value of investments held by the Company, affect the Company’s ability to provide returns to Shareholders and affect the tax treatment for Shareholders of their investments in the Company (including the applicable rates of tax and availability of reliefs).

Shareholders should consult their tax advisers with respect to their own tax position before deciding whether to invest in the Company.

OECD reforms

Prospective investors should be aware that in 2015 the Organisation for Economic Co-operation and Development (“OECD”) published its final reports in relation to its Action Plan on BEPS. The implementation of these reports by OECD jurisdictions has resulted in major recent changes to their tax rules. For example, the UK has introduced anti-hybrid legislation and rules restricting the extent to which companies within the charge to UK corporation tax may obtain relief for interest expenses. Such measures could lead to additional tax being suffered by the Company, or its investment holding vehicles, which may adversely affect the value of investments held by investors in the Company. There could also be additional tax reporting and disclosure obligations.

In addition, a number of countries have ratified the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting, which is intended to facilitate the speedy introduction by participating states of double tax treaty-related BEPS project recommendations. This may limit the extent to which the Company or investment holding vehicles are able to obtain treaty benefits.

The OECD published a report on 31 May 2019 entitled ‘Programme of Work to Develop a Consensus Solution to the Tax Challenges arising from the Digitalisation of the Economy’, which promises to take forward work on fundamental changes to the international tax system. The Programme of Work is considering, among other matters, the allocation of taxing rights between jurisdictions and the potential for a global minimum rate of taxation for multi-national enterprises. In July 2021, the OECD released a statement confirming that it had reached agreement on an “Inclusive Framework” (“IF”) which would address the tax challenges arising from the digitalisation of the economy. The OECD’s stated aim is to finalise a detailed implementation plan for the IF by October 2021. Depending on how the proposals are developed and implemented by various jurisdictions, there may be a material impact on the taxation of the Company and/or its investment holding vehicles and the taxation of returns received by Shareholders.

In the event that the activities of an MVI LP amount to a UK trade, any tax payable by the MVI LPs on such trade could negatively impact the value of investments and returns to Shareholders

Although the Manager, the MVI I General Partner and the MVI II General Partner, each intend that, so far as it is within their respective control, the affairs of the MVI LPs will be conducted so that they do not constitute a trade for UK tax purposes, there can be no guarantee that this will be satisfied. In the event that the activities of an MVI LP amount to a UK trade, it is considered that the Manager's presence and role in the UK should not constitute a UK permanent establishment, branch or agency through which such trade is carried out. If this is incorrect, the UK's investment manager exemption may apply to enable the Manager to demonstrate that it is an independent agent and not subject to a permanent establishment, branch or agency of MVI I, MVI II or any of the MVI I Limited Partners or the MVI II Limited Partners, but the MVI I General Partner, the MVI II General Partner and the Manager make no guarantees in this regard.

Risk of not maintaining distributing or reporting status

There is no guarantee that the Company will continue to obtain distributing or reporting status for UK taxation purposes in relation to the Shares. There is therefore a risk that any gain realised on any disposal of Shares will be taxed as income in the UK, rather than capital gain.

United Kingdom tax, if payable, could negatively impact the value of investments and returns to Shareholders

Although the Directors intend that, insofar as it is within their respective control, the affairs of the Company are conducted so that the Company does not become subject to United Kingdom tax on its profits or gains, there can be no guarantee that all of the requirements to ensure this will at all times be satisfied. Any such tax could negatively impact the value of investments and returns to Shareholders.

IMPORTANT INFORMATION

Ordinary Shareholders should rely only on the information contained in this Prospectus. No person has been authorised to give any information or make any representations other than as contained in this Prospectus and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Manager, the Administrator, the MVI I General Partner, the MVI II General Partner or any of their respective affiliates, partners, members, officers, directors, employees or agents. Without prejudice to the Company's obligations under the Prospectus Regulation Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules, neither the delivery of this Prospectus nor any election made by Ordinary Shareholders for 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Prospectus or that the information contained herein is correct as at any time subsequent to its date.

Ordinary Shareholders must not treat the contents of this Prospectus or any subsequent communications from the Company, the Manager, the Administrator, the MVI I General Partner, the MVI II General Partner or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

If you are in doubt about the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant, legal or professional adviser or other financial adviser.

Regulatory information

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to elect for (pursuant to the 2021 Realisation Share Offer), subscribe for or buy, 2021 Realisation Shares in any jurisdiction in which such offer or solicitation is unlawful. The issue or circulation of this Prospectus may be prohibited in some countries.

2021 Realisation Share Offer considerations

The contents of this Prospectus are not to be construed as advice relating to legal, financial, taxation, accounting, regulatory, investment decisions or any other matter. Ordinary Shareholders must inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer, redemption or other disposal of 2021 Realisation Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer, redemption or other disposal of 2021 Realisation Shares which they might encounter; and
- the income and other tax consequences which may apply to them as a result of the purchase, holding, transfer, redemption or other disposal of 2021 Realisation Shares.

Ordinary Shareholders considering the 2021 Realisation Share Offer must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an election for 2021 Realisation Shares.

There can be no assurance that the Company's investment objectives will be achieved.

It should be remembered that the price of the 2021 Realisation Shares, and the value of eventual realisations of investments in Portfolio Companies (if any), is uncertain.

Latest practicable date information relating to gross assets and Net Asset Value information contained in this Prospectus is given as at 30 September 2021 (being the date of the latest published net asset value of the Company prior to the publication of this Prospectus). All other latest practicable date information is given as at 18 October 2021.

This Prospectus should be read in its entirety before making any election for 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles which Shareholders should review.

A summary of the Articles is contained in Part X of this Prospectus under paragraph 3 headed “Memorandum and Articles of Association”.

Forward looking statements

This Prospectus includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding the intentions, beliefs or current expectations of the Company, the Manager, the MVI I General Partner, the MVI II General Partner and the Directors concerning, amongst other things, the investment strategy, financing strategies, investment performance, results of operations, financial condition, prospects and the dividend policies of the Company and the securities in which it will invest. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, changes in general market conditions, the impact of the ongoing COVID-19 pandemic, legislative or regulatory changes, changes in taxation regimes or development planning regimes, the Company’s ability to invest its cash in suitable investments on a timely basis and the availability and cost of capital for future investments.

Ordinary Shareholders are advised to read this Prospectus in its entirety, and, in particular, the section of this Prospectus entitled “Risk Factors” for a further description of the factors that could affect the Company and the MVI LPs’ future performance. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this Prospectus may not occur or may not occur as foreseen.

These forward-looking statements speak only as at the date of this Prospectus. Subject to its legal and regulatory obligations (including under the Prospectus Regulation Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules), the Company expressly disclaims any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

Nothing in the preceding three paragraphs should be taken as limiting the working capital statement in paragraph 5 of Part VI of this Prospectus.

Presentation of financial information

All financial information for the Company and MVI II is prepared in accordance with IFRS as adopted by the UK, with effect from the expiry of the implementation period relating to the United Kingdom’s withdrawal from the European Union, which expired on 31 December 2020. Prior to such date the Financial Information of the Company and MVI II was prepared in accordance with IFRS as adopted by the European Union.

All financial information for MVI I (including the historic financial information included in Part VII of this Prospectus, is prepared in accordance with US GAAP.

Unless otherwise indicated, the financial information in this Prospectus has been prepared in accordance with such standards. In making an investment decision, prospective investors must rely on their own examination of the Company from time to time and the terms of the relevant issue of securities.

Presentation of industry, market and other data

Information regarding markets, market size, market share, market position, growth rates and other industry data pertaining to the Company’s and the MVI LP’s business and the track record of the Company contained in this Prospectus consists of estimates based on data and reports compiled by professional organisations and analysts, information made public by investment vehicles currently

managed by the Manager, or data from other external sources and on the Company's, the Directors' and the Manager's knowledge. Information regarding the macroeconomic environment has been compiled from publicly available sources. In many cases, there is no readily available external information (whether from trade associations, government bodies or other organisations) to validate market-related analyses and estimates, requiring the Company to rely on internally developed estimates. The Company takes responsibility for compiling, extracting and reproducing market or other industry data from external sources, including third parties or industry or general publications, but none of the Company, the Manager, the MVI I General Partner or the MVI II General Partner has independently verified that data. The Company gives no assurance as to the accuracy and completeness of, and takes no further responsibility for, such data. Similarly, while the Company believes its and the Manager's internal estimates to be reasonable, they have not been verified by any independent sources and the Company cannot give any assurance as to their accuracy.

Notice to US Shareholders

The 2021 Realisation Share Offer is being made in respect of the Ordinary Shares of a Cayman company with applicable US tender and exchange offer rules and federal securities laws, and is subject to disclosure and procedural requirements in the United Kingdom. These procedural requirements, including with respect to withdrawal rights, waiver of the minimum tender condition, offer timetable, settlement procedures and timing of payments are different from those applicable to a US exchange offer for equity securities.

None of the Company's Shares have been, nor will be, approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the 2021 Realisation Share Offer or the accuracy or adequacy of this Prospectus. There will be no public offer of securities in the United States. The Company is not and does not intend to become an "investment company" under the US Investment Company Act and has not been and will not be registered under that act. Accordingly, investors will not be entitled to the benefits of the US Investment Company Act. Any representation to the contrary is a criminal offence in the United States.

The 2021 Realisation Shares have not been and will not be registered under the relevant laws of any state, territory or other jurisdiction of the United States and may not be offered, sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act.

Each person who makes an election for 2021 Realisation Shares outside the United States will be deemed by its election to have represented and agreed on its behalf and on behalf of any person or account for which it is acting, that:

- (a) it is electing to receive the 2021 Realisation Shares from the Company in an "offshore transaction" as defined in Regulation S;
- (b) the 2021 Realisation Share Offer has not been made to it by means of any "directed selling efforts" as defined in Regulation S; and
- (c) it is not a US Person (as defined in Regulation S) and is not making an election for 2021 Realisation Shares for the account or benefit of any US Person.

Each person who makes an election for Realisation Shares inside the United States will be deemed by its election to have represented and agreed on its behalf and on behalf of any person or account for which it is acting, that:

- (a) it is a QIB that is also QP that is making an election for 2021 Realisation Shares for its own account or for the account of a QIB that is also a QP; and
- (b) the 2021 Realisation Share Offer has not been made to it by means of any form of "general solicitation" or "general advertising" (as such terms are defined in Regulation D under the US Securities Act).

The 2021 Realisation Shares will be "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act. Resales of 2021 Realisation Shares may only be made; (i) outside the United States to non-US Persons within the meaning of, and in reliance on, Regulation S; or (ii) within the

United States to investors that are QIBs and also QPs. The Company will require the provision of a letter by investors in the United States and any transferees in the United States containing representations as to status under the US Securities Act and the US Investment Company Act. The Company will refuse to issue or transfer 2021 Realisation Shares to investors that do not meet the foregoing requirements.

Certain ERISA considerations

ERISA and Section 4975 of the US Tax Code impose certain requirements and restrictions on (i) employee benefit plans (as defined in Section 3(3) of ERISA) that are subject to Title I of ERISA, (ii) plans (as defined in Section 4975(1) of the US Tax Code) that are subject to Section 4975 of the US Tax Code, including individual retirement accounts and Keogh plans, (iii) any entities whose underlying assets include plan assets by reason of an investment described in (i) or (ii) in such entities (each of (i), (ii) and (iii), a “Benefit Plan Investor”) and (iv) persons having certain relationships to such Benefit Plan Investors (such persons referred to as “Parties in Interest” under ERISA or “Disqualified Persons” under the US Tax Code). Section 406 of ERISA and Section 4975 of the US Tax Code prohibit certain transactions involving the assets of a Benefit Plan Investor, unless a statutory or administrative exception or exemption is applicable to the transaction. A Party in Interest who engages in a prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the US Tax Code. Governmental plans, certain church plans and certain non-US plans, while not subject to the fiduciary responsibility and prohibited transaction provisions of ERISA or the provisions of section 4975 of the US Tax Code, may nevertheless be subject to substantially similar rules under Federal, state, local or non-US laws (“**Similar Laws**”), and may be subject to the prohibited transaction rules of Section 503 of the US Tax Code.

Under ERISA and a regulation issued by the United States Department of Labor (29 C.F.R. section 2510.3-101, the “Plan Asset Regulation”), as modified by section 3(42) of ERISA, if a Benefit Plan Investor invests in an “equity interest” of an entity that is neither a “publicly offered security” (which requires registration with the SEC) nor a security issued by an investment company registered under the US Investment Company Act, the Benefit Plan Investor’s assets are generally deemed to include both the equity interest and an undivided interest in each of the entity’s underlying assets unless it is established (i) that the entity is an “operating company” as that term is defined in the Plan Asset Regulations, or (ii) equity participation by Benefit Plan Investors is not “significant”.

Under the Plan Asset Regulation equity participation in an entity by Benefit Plan Investors is significant on any date if, immediately after the most recent acquisition of any equity interest in the entity, 25 per cent. or more of the total value of each class of equity interest in the entity is held by Benefit Plan Investors (the “**25 per cent. Limitation**”). For purposes of the 25 per cent. Limitation, the value of any equity interests held by persons (other than Benefit Plan Investors) with discretionary authority or control with respect to the assets of the entity or who provide investment advice for a fee with respect to such assets, and their respective affiliates is disregarded, which in the case of the Company will include equity interests held by the Manager and its affiliates.

If the underlying assets of the Company are deemed to be plan assets under the Plan Asset Regulations, the obligations and other responsibilities of the plan sponsors, plan fiduciaries and plan administrators, and of Parties in Interest, under Parts 1 and 4 of Subtitle B of Title I of ERISA and Section 4975 of the US Tax Code, as applicable, may be expanded, and there may be an increase in their liability under these and other provisions of ERISA and the US Tax Code. In addition, various providers of fiduciary or other services to the Company, and any other parties with authority or control with respect to the Company, could be deemed to be plan fiduciaries or otherwise parties in interest or disqualified persons by virtue of their provision of such services (and there could be an improper delegation of authority to such providers).

It is anticipated that (i) the 2021 Realisation Shares will not constitute “publicly offered securities” for purposes of the Plan Asset Regulation, (ii) the Company will not be an investment company registered under the US Investment Company Act and (iii) the Company will not qualify as an operating company within the meaning of the Plan Asset Regulation. Therefore, in order to avoid having the Company’s assets treated as plan assets under the Plan Asset Regulation, the Company intends to prohibit investments by Benefit Plan Investors in the 2021 Realisation Shares.

Unless otherwise agreed in writing by the Company, each person who makes an election for Realisation Shares, and each subsequent transferee of the Realisation Shares, will be required to and will be deemed to represent, warrant and agree that (i) it is not, and is not acting on behalf of, a Benefit Plan Investor and (ii) if it is a governmental, church, non-US or other plan it is not, and for so long as it holds such Realisation Shares or interest therein will not be, subject to any federal, state, local, non-US or other laws or regulations that could cause the underlying assets of the Company to be treated as assets of a shareholder by virtue of its interest in the Realisation Shares and thereby subject the Company (or any persons responsible for the investment and operation of the Company's assets) to laws or regulations that are substantially similar to the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the US Tax Code and (iii) it will not transfer its interest in such Realisation Shares to any person that cannot make the representations, warranties and agreements set out in clauses (i) and (ii) above.

Enforcement of judgments

The Company is registered in the Cayman Islands. It may not be possible for an Overseas Shareholder to effect service of process upon the Directors within the Overseas Shareholder's Country of residence or to enforce against the Directors judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK against the Directors or countries other than those in which judgment is made. In addition, English or other courts may not impose civil liability on the Directors in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in England or other countries.

Currency presentation

Unless otherwise indicated, all references in this document to "sterling", "£" or "p" are to the lawful currency of the UK; all references to "\$", "US\$" or "US dollars" are to the lawful currency of the US; and all references to "€" or "euro" are to the lawful currency of the Eurozone countries.

No incorporation of website

The contents of the Company's website, www.marwynvalue.com (or any other website) do not form part of this document. Ordinary Shareholders should base their decision whether or not to elect for 2021 Realisation Shares on the contents of this Prospectus and any supplementary prospectus published by the Company prior to Admission alone and should consult their professional advisers prior to making an application to elect for 2021 Realisation Shares.

Definitions

A list of defined terms used in this document is set out at pages 321 to 331 of this Prospectus.

Governing law

Unless otherwise stated, statements made in this document are based on the law and practice currently in force in England and Wales and are subject to changes therein.

UK PRIIPs Regulation

In accordance with the UK PRIIPs Regulation, a key information document in respect of the 2021 Realisation Shares has been prepared by the Company and is available to investors at www.marwynvalue.com.

Information to Distributors – UK Product Governance

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**"), and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any manufacturer (for the purposes of the UK Product Governance Requirements and/or any equivalent requirements elsewhere to the extent determined to be applicable) may otherwise have with respect

thereto, the 2021 Realisation Shares have been subject to a product approval process, which has determined that such 2021 Realisation Shares are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each defined in Chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the “**Target Market Assessment**”).

Notwithstanding the Target Market Assessment, distributors should note that: the price of the 2021 Realisation Shares may decline and investors could lose all or part of their investment; the 2021 Realisation Shares offer no guaranteed income and no capital protection; and an investment in the 2021 Realisation Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom; and (c) it is intended that the 2021 Realisation Shares will be admitted to the Specialist Fund Segment, which is intended for institutional, professional, professionally advised and knowledgeable investors who understand, or who have been advised of, the potential risk from investing in companies admitted to the Specialist Fund Segment. The Target Market Assessment is without prejudice to any contractual, legal or regulatory restrictions in relation to the 2021 Realisation Share Offer.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the 2021 Realisation Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the 2021 Realisation Shares and determining appropriate distribution channels.

DIRECTORY

MARWYN VALUE INVESTORS LIMITED

Registered Office	PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands
Directors¹	Robert Ware (<i>Non-Executive Chairman</i>) Martin Adams (<i>Senior Independent Director</i>) Peter Rioda (<i>Independent Non-Executive Director</i>) Victoria Webster (<i>Independent Non-Executive Director</i>)

MARWYN VALUE INVESTORS LP

Registered Office	PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands

MARWYN VALUE INVESTORS II LP

Registered Office	Aztec Group House 11 – 15 Seaton Place St. Helier Jersey JE4 0QH Channel Islands

MARWYN GENERAL PARTNER LIMITED

Registered Office	PO Box 309 Directors Ugland House Grand Cayman KY1-1104 Cayman Islands
Directors	Michael Price Louisa Bonney Scott Danks

MARWYN GENERAL PARTNER II LIMITED

Registered Office	Aztec Group House 11 – 15 Seaton Place St. Helier Jersey JE4 0QH Channel Islands
Directors	Peter Rioda Louisa Bonney Michelle McNaney

¹ each of the registered office of Marwyn Value Investors Limited specified in this Directory.

Manager to the Company and the MVI LPs	Marwyn Investment Management LLP 11 Buckingham Street London WC2N 6DF United Kingdom
Administrator to the Company and the MVI LPs	Aztec Financial Services (Jersey) Limited Aztec Group House 11 – 15 Seaton Place St Helier JE4 0QH
Legal Advisers to the Company as to English law	Travers Smith LLP 10 Snow Hill London EC1A 2AL United Kingdom
Legal Advisers to the Company as to Cayman Islands law	Maples and Calder 11th Floor 200 Aldersgate Street London EC1A 4HD United Kingdom
Legal Advisers to the Company as to Jersey law	Ogier (Jersey) LLP 44 Esplanade St Helier Jersey JE4 9WG Channel Islands
Auditors to the Company and MVI II	Baker Tilly Channel Islands Limited First Floor, Kensington Chambers 46 – 50 Kensington Place St Helier JE4 0ZE
Auditors to MVI I	MHA MacIntyre Hudson Cayman 10 Market Street Suite 6 Camana Bay Grand Cayman PO Box 30900 KY1-1204 Cayman Islands
Depository Interest Issuer	Link Market Services Trustees Limited 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL
Registrars	Link Market Services (Guernsey) Limited Mont Crevelt House Bulwer Avenue St Sampson Guernsey GY2 4LH

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2021

Publication of the Prospectus and Circular relating to the 2021 Realisation Share Offer	19 October
Latest time and date for receipt of Forms of Election (or electronic TTE instructions in respect of Ordinary Share Depository Interests)	1.00 p.m. on 23 November
Announcement of results of 2021 Realisation Share Offer and confirmation of whether or not the 2021 Realisation Shares will be admitted to trading on the SFS based on elections received	26 November
Issue of the 2021 Realisation Shares, Admission of the 2021 Realisation Shares to the SFS and unconditional dealings in the 2021 Realisation Shares commencing on the London Stock Exchange (conditional on Admission being granted by the London Stock Exchange)	30 November
Delivery of 2021 Realisation Share Depository Interests into CREST	30 November
Where applicable, definitive share certificates representing 2021 Realisation Shares despatched by post	By 14 December

All references to times in this Prospectus are to London times unless otherwise stated.

PART I

INFORMATION ON THE COMPANY, MVI I and MVI II

1. Introduction

The Company is an active, long term, public equity closed-ended fund domiciled in the Cayman Islands and controlled by its directors. It was founded in 2006 by James Corsellis and Mark Brangstrup Watts. It is listed on the Specialist Fund Segment of the Main Market of the London Stock Exchange and is a feeder fund investing substantially all of its assets into MVI I.

2. Investment structure, capital structure and 2021 Realisation Share Offer

Investment objective

The Company was established with an investment objective of maximising total returns on its capital primarily through the long term capital appreciation of its investments. The MVI LPs have the same investment objective as the Company.

Investment policy

There are no investment restrictions for the Company or MVI I.

MVI II LP has the following investment restrictions:

- no investment can exceed 30 per cent. of the MVI II Partners' aggregate commitments at the time of investment (without MVI II Advisory Board Approval);
- it cannot engage in derivative trading except to hedge or enhance an investment in an existing or prospective Portfolio Company (without MVI II Advisory Board Approval);
- it cannot invest in any blind-pool investment fund (without MVI II Advisory Board Approval); and
- it may recycle distributed capital, up to an amount equal to 100 per cent. of the MVI II Partners' aggregate commitments, which may only be used to acquire assets, and not pay fees.

The MVI LPs invest either directly or indirectly into Portfolio Companies. MVI I (with the exception of the Classes attributable to Realisation Shareholders) and MVI II (during its investment period which will end on 31 March 2024) are permitted to make follow-on investments into the Portfolio Companies and invest in new Portfolio Companies. In the case of capital attributable to the Realisation Share Interests, MVI I is only permitted to invest cash in follow-on investments in Portfolio Companies within three years of creation of the relevant class of Realisation Shares. Such period for the 2016 Realisation Shares expired on 30 November 2019 and the equivalent period for the 2021 Realisation Shares will expire on 30 November 2024.

MVI I also has an express power to use cash to acquire the Company's shares at a discount to their NAV for cancellation. Any such acquisitions and cancellations will be NAV enhancing for the continuing holders of the relevant class(es) of Shares. The use of such power is periodically reviewed by the Manager and the Board.

The assets attributable to any realisation pool are managed with a view to maximising investment returns, realising investments and making distributions to the holders of the relevant class of Realisation Shares as realisations are made. Unlike the investment policy in respect of the assets relating to Ordinary Shareholders, cash generated on the sale of an investment in a realisation pool may not be reinvested and, subject to amounts held back for reasonable working capital requirements, must be distributed to Realisation Shareholders.

Current portfolio and investment structure of the Company

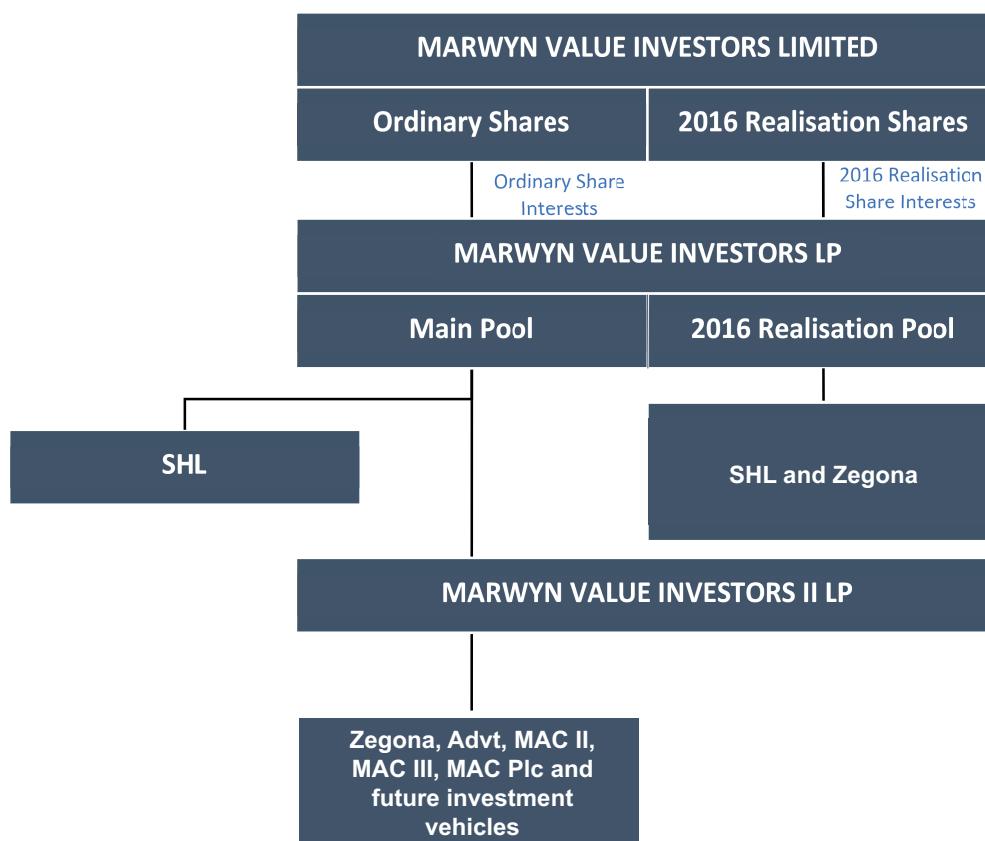
The Company is a feeder fund which has invested substantially all of its available capital into limited partnership interests in MVI I. The Company has no redemption rights for its investment in MVI I.

MVI I

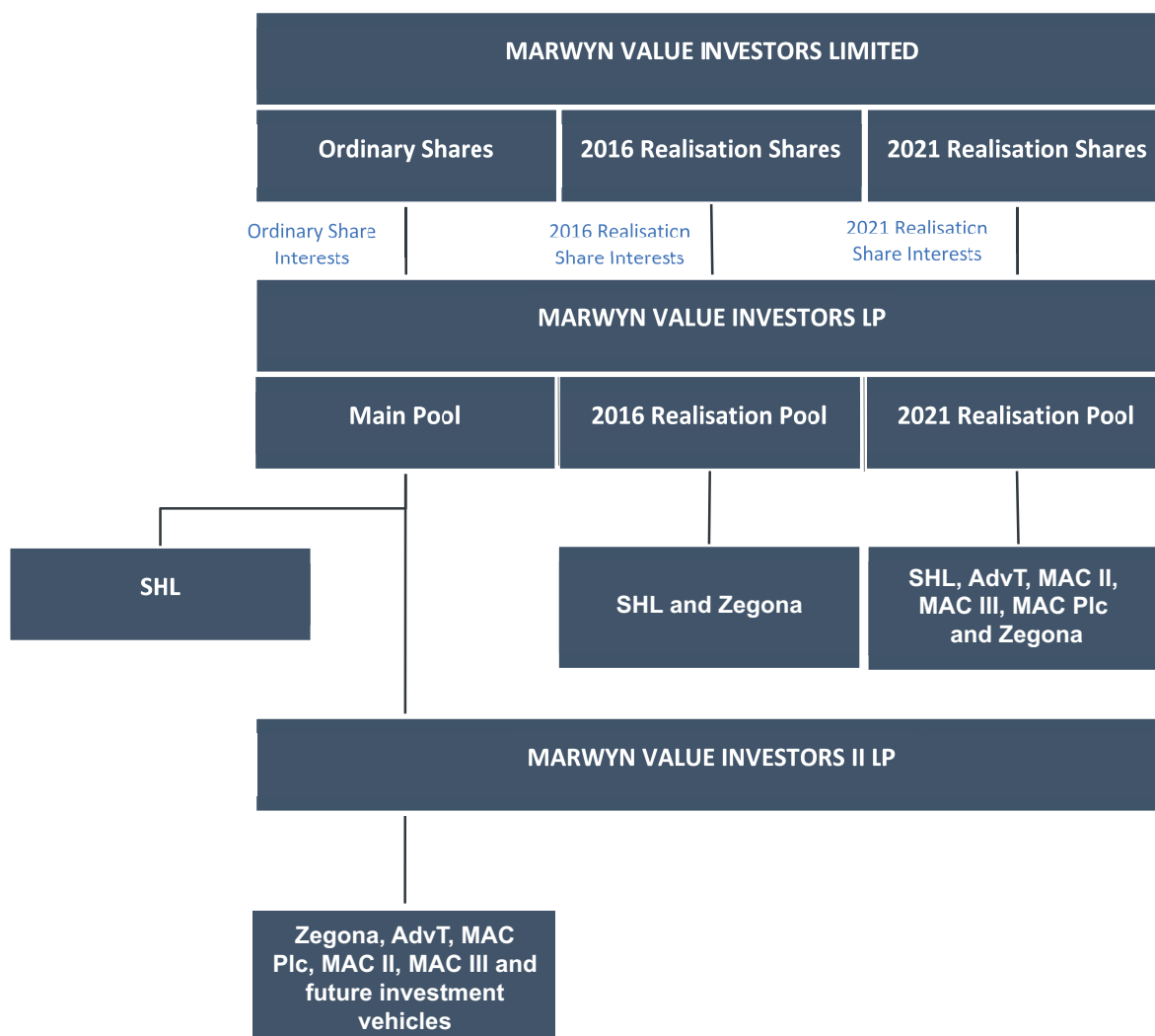
MVI I has invested in a second master fund, MVI II, a private equity fund structure through which the majority of MVI I's investments attributable to Ordinary Shareholders are made. Assets attributable to 2016 Realisation Shareholders and any assets attributable to the 2021 Realisation Shareholders (collectively the “**realisation pools**”) are held directly by MVI I. A look-through breakdown of the NAV attributable to the Ordinary Shareholders and 2016 Realisation Shareholders along with ownership of the relevant assets is detailed below.

The structure through which the Company holds investments, as detailed in the structure charts below, has evolved since inception to provide access to a wider investor base. The Company was added as a feeder to MVI I to allow access to public market investors through the Company's listing. MVI II was launched to provide access to private equity investor capital. The charts below demonstrate the investment structures both before and after the Redesignation to be made in connection with the 2021 Realisation Share Offer.

Structure prior to Redesignation



Structure following Redesignation



Investible cash is held at Marwyn Value investors LP level and, in respect of the Main Pool, is drawn by Marwyn Value Investors II LP for deployment in further investments.

As at 30 September 2021, the reported unaudited NAV per Ordinary Share was £1.8231 and the unaudited NAV per 2016 Realisation Share was £2.2943.

MVI I assets

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus, MVI I has assets of, in aggregate, £121.0 million, comprising £6.5 million in cash (of which £4.5 million is attributable to the Ordinary Shares and £1.9 million is attributable to the 2016 Realisation Shares) and investments in the following entities:

	Value of investments as at 30 September 2021 (unaudited) £ million	Percentage of MVI I's investment assets (unaudited)	Value of investments as at 30 September 2021 (unaudited) attributable to Ordinary Shares £ million	Value of investments as at 30 September 2021 (unaudited) attributable to 2016 Realisation Shares £ million
Marwyn Value Investors II LP*	93.3	81.5	90.5	—
Silvercloud Holdings Limited**	14.5	12.6	12.6	1.5
Zegona Communications PLC	6.7	5.9	—	6.7
Total	114.5	100	103.1	8.2

* In the case of the investments of MVI II, the investment is valued by reference to: (1) in respect of Zegona, the market price of Zegona's shares as at 30 September 2021; (2) in respect of shares held in Advanced AdvT, the market price of Advanced AdvT's shares as at 30 September 2021; (3) in respect of warrants to acquire shares in Advanced AdvT, the warrant valuation derived from a Black Scholes model as at 30 September 2021; and (4) in respect of MAC II, MAC III and MAC plc, MVI II's internally modelled valuations (which in the case of MAC II and MAC III are approximately amounts invested at cost, in each case, as at 30 September 2021 (unaudited)). The value of MVI I's investment in MVI II also includes cash and other assets and liabilities of MVI II.

** In the case of the investment by MVI I in SHL, the investment is valued in accordance with International Private Equity and Venture Capital Valuation Guidelines and extracted from the latest NAV of MVI I dated 30 September 2021 (unaudited). This includes £7.2 million of debt.

In October 2021, the Marwyn Funds sold 98.16% of their total shareholding in Zegona at a price of £1.535 per share in connection with the Zegona tender offer described in paragraph 3 of Part IV of this Prospectus.

MVI II assets

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus, MVI II had assets of, in aggregate, £111.3 million, comprising £1.4 million in cash (of which £1.3 million is attributable to MVI I) and investments in the following companies:

	Value of investments as at 30 September 2021 attributable to MVI I (unaudited)* £ million	Total value of investments as at 30 September 2021 (unaudited)* £ million	Percentage of MVI II's investment assets (unaudited)
Zegona	47.1	57.0	51.9
Advanced AdvT	19.5	23.3	21.1
MAC II	9.9	11.7	10.7
MAC III	9.9	11.7	10.7
MAC plc	5.1	6.1	5.6
Total	91.5	109.9	100

* In the case of the investments of MVI II, the investment is valued by reference to: (1) in respect of Zegona, the market price of Zegona's shares as at 30 September 2021; (2) in respect of shares held in Advanced AdvT, the market price of Advanced AdvT's shares as at 30 September 2021; (3) in respect of warrants to acquire shares in Advanced AdvT, the warrant valuation derived from a Black Scholes model as at 30 September 2021; and (4) in respect of MAC II, MAC III and MAC plc, MVI II's internally modelled valuations (which in the case of MAC II and MAC III are approximately amounts invested at cost, in each case, as at 30 September 2021 (unaudited)).

In October 2021, the Marwyn Funds sold 98.16% of their total shareholding in Zegona at a price of £1.535 per share in connection with the Zegona tender offer described in paragraph 3 of Part IV of this Prospectus.

Marwyn anticipates that attractive follow-on investment opportunities will arise for the Portfolio Companies of MVI II in the short to medium term. Marwyn is also in discussions with a number of other Management Partners regarding promising new investment opportunities.

Further information on each current Portfolio Company is set in Part IV of this Prospectus.

2021 Realisation Share Offer and MVI II Distribution in Specie

At five-yearly intervals, the Company is required to offer holders of Ordinary Shares the option to continue with all or some of their existing investment or to redesignate all or some of their Ordinary Shares into Realisation Shares. The first such redesignation completed on 30 November 2016, resulting in the creation of the 2016 Realisation Shares.

In connection with this requirement, the 2021 Realisation Share Offer is being made available to all Ordinary Shareholders other than (subject to certain exceptions), Excluded Shareholders. The 2021 Realisation Share Offer will close at 1:00 p.m. on 23 November 2021, following which the Company will

calculate the number of Ordinary Shares to be redesignated as 2021 Realisation Shares (referred to as the “**Realisation Proportion**” of all Ordinary Shares currently in issue).

If any Shareholders elect to receive 2021 Realisation Shares, the Realisation Proportion of assets (including cash) and liabilities (including an accrual for any incentive allocation attributable to the Ordinary Share Interests and the relevant thresholds that must be achieved before such allocation may be paid), attributable to the Company’s investment in MVI I will be allocated to a realisation pool as further explained below.

The assets attributable to Ordinary Shares will continue to be managed in accordance with the investment policy and the Ordinary Share Distribution Policy will continue to apply. The Directors intend to continue to invest substantially all of the Company’s assets attributable to Ordinary Shares directly in MVI I which, in turn, currently invests the majority of such assets in MVI II. Ordinary Shareholders will therefore continue to be predominantly exposed to the performance of investments held by MVI II.

Under the 2021 Realisation Share Offer, Ordinary Shareholders are being given the opportunity to make their election to receive 2021 Realisation Shares conditional upon the 2021 Realisation Shares being admitted to trading on the Specialist Fund Segment. There may be circumstances where Admission does not occur so Ordinary Shareholders that are unable to hold unlisted shares but who do wish to receive 2021 Realisation Shares in circumstances where they are traded on the Specialist Fund Segment should make their election accordingly.

The rights attributable to the 2021 Realisation Shares are already contained in the Articles and no further Shareholder resolutions are required to approve the implementation of the 2021 Realisation Share Offer.

2021 Realisation Share rights

2021 Realisation Shares carry the same rights as any other series of Realisation Shares issued by the Company. Realisation Shares rank equally and carry the same rights as the Ordinary Shares, save that: (i) the investment policy of the Company and MVI I in respect of any realisation pools is as described in the paragraph “Realisation Share investment policy” below; (ii) the Ordinary Share Distribution Policy does not apply to Realisation Shares; and (iii) Realisation Shares entitle their holders to returns only in respect of realisations made on investments attributable to the relevant realisation pool as described below.

Realisation Share investment policy

Each realisation pool is required to be managed with a view to maximising investment returns, realising investments and making distributions to the holders of Realisation Shares as realisations are made. Each realisation pool is only permitted to invest cash allocated to it upon its creation in follow-on investments into existing investments made within three years of the creation of the relevant realisation pool. Unlike the existing investment policy in respect of the assets relating to the Ordinary Share Interests, cash generated on the sale of an investment in a realisation pool may not be re-invested.

The 2021 Realisation Pool will be permitted to invest cash allocated to it upon its creation in follow-on investments into existing Portfolio Companies and SHL made within three years of the creation of the 2021 Realisation Pool.

Cash in a realisation pool may be held back for reasonable working capital purposes but, subject to such holding back, cash resulting from realisations and cash allocated to the realisation pool on its creation and remaining uninvested on the third anniversary of its creation is required to be promptly returned by MVI I to the Company. Subject to amounts held back for reasonable working capital purposes, this cash will then be distributed to 2021 Realisation Shareholders, net of any crystallised incentive allocation.

Any cash and near cash investments held in the 2021 Realisation Pool after 30 November 2023 will be deducted from the relevant net asset value of the 2021 Realisation Share Interests for the purpose of calculating the management fee payable to the Manager in relation to the 2021 Realisation Pool.

Formation of the 2021 Realisation Pool

In accordance with the terms of the agreement between the Company and MVI I relating to Ordinary Share Interests and Realisation Share Interests in MVI I, on the date prior to the Redesignation, the Company will write to MVI I instructing the conversion of the Realisation Proportion of the Company's Ordinary Share Interests (being Class F interests in MVI I) into Realisation Share Interests (being, specifically, Class R(F)2 Interests) with effect from 30 November 2021.

In order to structurally segregate the interests in Portfolio Companies which are to be attributable to 2021 Realisation Shareholders from interests attributable to Ordinary Shareholders and 2016 Realisation Shareholders, the MVI II Distribution in Specie will be completed immediately following the Redesignation, meaning a proportion of MVI II's interests in Zegona and each MAC Company, together with any other assets held by MVI II including cash balances, equal to the Realisation Proportion, will be distributed to MVI I to be held in respect of the 2021 Realisation Share Interests.

The 2021 Realisation Shares will be solely exposed to investment returns from, and the performance of, the shares in the Portfolio Companies held on their behalf by MVI I in the 2021 Realisation Pool (as well as costs of the Company and MVI I attributable to the 2021 Realisation Shares and the 2021 Realisation Pool respectively). Ordinary Shareholders considering electing for 2021 Realisation Shares should be aware that at no time will 2021 Realisation Shareholders be exposed to the investment performance of, or returns generated by, MVI II with effect from the date of the Redesignation. Any investment returns generated by MVI I after 30 November 2021 from the shares in the Portfolio Companies held by MVI II will belong exclusively to Ordinary Shareholders and will be subject to the Ordinary Share Distribution Policy.

General

There will be no exit penalties for those Ordinary Shareholders electing to redesignate all or some of their Ordinary Shares (or Depository Interests representing Ordinary Shares) as 2021 Realisation Shares or on any future return of capital attributable to the Realisation Shares. Accordingly, it is expected that the Company will return such capital to holders of 2021 Realisation Shares by way of *pro rata* redemptions or repurchases of 2021 Realisation Shares or a tender offer at net asset value.

Admission to trading on the Specialist Fund Segment of the 2021 Realisation Shares will be subject to the receipt of all required consents and approvals, including approval by the London Stock Exchange. The Company and MVI I have irrevocably undertaken that they will use their respective best endeavours to obtain all such consents and approvals as may be required at the relevant time. However, if only a limited number of investors elect to receive Realisation Shares, the Company may be unable to obtain the approval of the London Stock Exchange for Admission.

The Company may, in the future, reduce the level of its investment in the MVI LPs or cease altogether to invest in the MVI LPs. To the extent that any assets of the Company are not invested in the MVI LPs, they will be invested directly by the Company in new investment opportunities consistent with its investment objectives, and will also be managed by the Manager.

3. 2020 Accelerated Bookbuild and performance incentives

Following the 2020 Accelerated Bookbuild the Class G Interests in MVI I were redesignated as Class F Interests and a new performance incentive allocation commenced for Class F, with a new reference amount equal to the new Class F net asset value at the time, and a new preferred return to shareholders was set. For further information on incentive allocations in MVI I, please refer to the Section headed "Manager fees" in paragraph 6 of Part III of this Prospectus.

4. Historical returns

Past performance is not a guarantee of future performance, nor is the past performance of the Company or funds managed by Marwyn a guarantee or indication of the Company's likely future performance.

The Net Asset Value per Ordinary Share increased by 173.5 per cent. (on a NAV total return basis) in the period from the Company's inception in February 2006 to 30 September 2021. NAV total return assumes the reinvestment of dividends paid to shareholders into the Company at NAV and is calculated on a cum-income basis.

The Net Asset Value per 2016 Realisation Share decreased by 4.0 per cent. (on a shareholder total return basis) in the period from the creation of the 2016 Realisation Shares in November 2016 to 30 September 2021. Shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period.

5. Ordinary Share Distribution Policy

The Company's Ordinary Share Distribution Policy is comprised of two parts:

Minimum annual return policy

The Company will deliver a minimum annual return (the "**Minimum Annual Return**") to Ordinary Shareholders by making distributions in each quarter. Pursuant to the Ordinary Share Distribution Policy, in each year the Minimum Annual Return will be maintained or grown on a pence per share basis. In circumstances where the Board decides to make a dividend payment which cannot be funded by income received by MVI I or MVI II, MVI I may make distributions from the capital attributable to Ordinary Share Interests to enable the Company to meet its obligations. Any distribution of the Minimum Annual Return may be made by way of: (i) repurchases of Ordinary Shares; (ii) by payment of dividends; or (iii) a combination of both.

Implementation

Throughout 2020, the Minimum Annual Return was effected via a share repurchase programme which commenced on 1 October 2018 (the "**Buyback Programme**"). Over the course of 2020, MVI I purchased 5,052,845 ordinary shares in the Company for a total of £5,374,604. These Ordinary Shares were converted into exchange shares under the Exchange Procedure and the corresponding limited partnership interests cancelled. The NAV-accretive benefit of these buybacks at a discount to NAV was 4.7p per remaining Ordinary Share. Following feedback from the Company's significant shareholders on the implementation of this policy, the Board determined that, from the start of 2021, the most suitable method to satisfy the minimum distribution was through the payment of dividends rather than through the Buyback Programme. The most recent interim dividends of 2.265p per ordinary share were paid in February, May and August 2021, resulting in a total payment of £1,265,022 each quarter.

As noted above, the Buyback Programme was used to return value to Ordinary Shareholders for the period from October 2018 to December 2020. Dividends paid to Ordinary Shareholders for the period from 1 January 2018 to 30 June 2021 were as follows on a per share basis:

Dividends paid in respect of the financial year ended 31 December 2018	6.192p – the Buyback Programme was used to effect the Minimum Annual Return in Q4 of 2018
Dividends paid in respect of the financial year ended 31 December 2019	Nil – the Buyback Programme was used to effect the Minimum Annual Return
Dividends paid in respect of the financial year ended 31 December 2020	Nil – the Buyback Programme was used to effect the Minimum Annual Return
Dividends paid in respect of the six months ended 30 June 2021*	4.530p

* A quarterly dividend of 2.265p per Ordinary Share was paid in August 2021 and a further quarterly dividend of 2.265p per Ordinary Share is expected to be paid in November 2021.

Returns following Net Capital Gains policy

Where MVI I or MVI II disposes of an asset for a Net Capital Gain and the Company has not already returned to Ordinary Shareholders an aggregate amount since 19 November 2013 in excess of 50 per cent. of that gain and any previous such gains pursuant to the Ordinary Share Distribution Policy (Minimum Annual Return payments referred to above are treated as if they had been returns of gains for this purpose), MVI I is required to distribute the difference to the Company. The Company is required, in turn, to make a corresponding distribution to Ordinary Shareholders by way of tender offers, share repurchases or other returns of capital and distributions. Any share repurchases may alternatively

be made by MVI I and cancelled using the Exchange Procedure. Returns following a Net Capital Gain may also be made by way of an extraordinary distribution.

The balance of any Profitable Realisation, after the payment of any incentive allocation, will be retained in MVI I and would be available for new and follow-on investments and to meet MVI I's reasonable working capital requirements, although all or part of the balance may be used to augment distributions under the Ordinary Share Distribution Policy.

There is no adjustment, or offset, of any Net Capital Gains for any investments realised at a loss.

Implementation

Since the last distribution made following a Net Capital Gain (following the disposal of the investment in Entertainment One Limited), a total of £39.2 million has been returned to Ordinary Shareholders (including the August 2021 dividend) compared to realised gains attributable to Ordinary Shareholders totalling £34.5 million (including the realised gain arising from the Zegona tender offer completed in October 2021) (50 per cent. of which is 17.2 million). Accordingly, the Company has distributed £22.0 million in excess of what would be required under this policy and realised gains attributable to Ordinary Shareholders in excess of £44.0 million will be needed before any return on a Profitable Realisation is made. Since the implementation of this policy in November 2013, a total of £66.0 million has been returned to Ordinary Shareholders. For the avoidance of doubt, the Company's Ordinary Share Distribution Policy applies only to the Ordinary Shares. The Realisation Shares carry no rights to participate in the Company's Ordinary Share Distribution Policy.

6. Borrowing powers

The Directors may exercise all the powers of the Company to borrow money of an amount up to £40 million and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, and other such securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party. There are no restrictions on the type or level of investments that the Company is permitted to incur.

7. Share repurchases

The Company or MVI I may conduct share repurchases or share purchases, respectively, in the market with a view to addressing any imbalance between the supply of and demand for the Ordinary Shares and/or Realisation Shares, to increase the Net Asset Value per Share of the Ordinary Shares and/or Realisation Shares and to assist in maintaining a narrow discount to the Net Asset Value per Share in relation to the price at which Ordinary Shares and/or Realisation Shares may be trading.

A resolution was passed at the general meeting of the Company held on 15 January 2021 granting the Company authority to make market purchases of up to 10 per cent. of its issued Ordinary Shares (excluding those Ordinary Shares which have been redesignated as Realisation Shares) at the date of the resolution. The Company's authority to make purchases of its Ordinary Shares will expire on the earlier of the Company's next annual general meeting or 15 July 2022.

A renewal of the authority to make purchases of 10 per cent. of issued Ordinary Shares will be sought from Shareholders at the next annual general meeting of the Company and at subsequent meetings. Purchases of Ordinary Shares by the Company will be made within guidelines established from time to time by the Directors. The timing of any such purchases will be decided by the Directors.

Shareholders should note that the exercise of the Company's power to repurchase, and MVI I's power to purchase, Ordinary Shares is entirely discretionary and they should place no expectation or reliance on the Directors or the Manager on behalf of MVI I exercising that discretion.

8. Reports and financial statements

Annual financial statements of the Company are made up to 31 December in each year and interim financial statements are made up to 30 June in each year. An annual report and the audited financial statements of the Company are released through an RIS and published on the Company's website as soon as practicable and in any event, subject to extensions permitted in connection with the Covid-19 pandemic, within four months of the financial year end. The interim financial statements of the Company are published through an RIS and made available on the Company's website within three months of the half-year end.

The Company's financial statements are prepared in accordance with applicable International Financial Reporting Standards (IFRS), with the interim financial statements presented and prepared in a form consistent with that which is adopted in the annual financial statements.

Valuation methodologies

Net Asset Value calculation of the Company

The Company's Net Asset Value per Share is calculated on the last Business Day of each calendar month (the "**Monthly Valuation Day**") and the last Business Day of each week (the "**Weekly Valuation Day**") provided that, if such date falls in the period commencing four Business Days prior to a Monthly Valuation Day and ending four Business Days' after such Monthly Valuation Day then there shall be no Weekly Valuation Day in respect of that week, unless otherwise determined. Upon calculation the Company's Net Asset Value per Share is published through an RIS within 10 Business Days of the relevant valuation day.

The Net Asset Value per Ordinary Share is determined by the Company by deducting the value of the liabilities attributable to the Ordinary Shares from the value of the assets of the Company attributable to the Ordinary Shares and dividing by the number of Ordinary Shares.

The Net Asset Value per 2016 Realisation Share is determined by the Company by deducting the value of the liabilities attributable to the 2016 Realisation Shares from the value of the assets of the Company attributable to the 2016 Realisation Shares and dividing by the number of 2016 Realisation Shares.

The Net Asset Value per 2021 Realisation Share will be determined by the Company by deducting the value of the liabilities attributable to the 2021 Realisation Shares from the value of the assets of the Company attributable to the 2021 Realisation Shares and dividing by the number of 2021 Realisation Shares.

The Company's assets are valued in accordance with the following principles:

- (a) the Company's interests in MVI I are valued on the basis of the net asset value of its interests in MVI I as provided by the Manager to the Administrator; and
- (b) any other assets and liabilities of the Company are valued in accordance with standard accounting policies used under IFRS.

The Directors may, at their discretion, permit any other method of valuation to be used if they consider that method of valuation better reflects value and is in accordance with good accounting practice. The publication by the Company of the weekly Net Asset Value per Share will be suspended if MVI I suspends its valuations. Such suspension will be relayed to Shareholders via an RIS.

Net Asset Value of the MVI LPs

The value of each MVI LP's assets is determined by the Administrator in accordance with the following principles:

- (a) any security which is listed or quoted on any securities exchange or similar electronic system and regularly traded thereon will be valued at its closing price on the relevant valuation day. Where prices are available on more than one exchange or system for a particular security the price will be the closing price on the exchange which constitutes the main market for such security or the one which the MVI I General Partner or MVI II General Partner (as applicable), in its sole discretion, determines provides the fairest criteria in ascribing a value to such security;

- (b) investments, other than securities, which are dealt in or traded through a clearing firm or an exchange or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution. If there is no such price, then the average will be taken between the lowest offer price and the highest bid price at the close of business on any market on which such investments are or can be dealt in or traded, provided that where such investments are dealt in or traded on more than one market, the MVI I General Partner or MVI II General Partner (as applicable), in its sole discretion, may determine which market shall prevail;
- (c) any security which is not listed or quoted on any securities exchange or similar electronic system or if, being so listed or quoted, is not regularly traded thereon or in respect of which no prices as described above are available, will be valued at its “probable realisation” value as determined by the MVI I General Partner or the MVI II General Partner (as applicable), in good faith having regard to its cost price, the price at which any recent transaction in the security may have been effected, the size of the holding having regard to the total amount of such security in issue, and such other factors as the MVI I General Partner or the MVI II General Partner (as applicable), in its sole discretion, deems relevant in considering a positive or negative adjustment to the valuation;
- (d) investments, other than funds or securities, which are not dealt in or traded through a clearing firm or an exchange or through a financial institution will be valued on the basis of the latest available valuation provided by the relevant counterparty;
- (e) funds will be valued at the values provided by the relevant fund’s managers or their administrators. The managers or administrators of funds in most cases provide prices as at each month end. To the extent that such information is not available in a timely manner, the relevant fund’s net asset value will be published based on estimated values of the funds and on the basis of the information available to the relevant manager or administrator. In the event that a price or valuation estimate accepted by MVI I or MVI II (as applicable) in relation to a fund subsequently proves to be incorrect or varies from a final published price, no adjustment to any previously published price is made;
- (f) securities or other assets that the Manager believes either lack liquidity or a readily ascertainable market value, or should be held until the resolution of a special event or circumstance will initially be valued at cost and thereafter at fair value;
- (g) deposits will be valued at their cost plus accrued interest; and
- (h) any value (whether of an investment or cash) otherwise than in Sterling will be converted into Sterling at the rate (whether official or otherwise) which the MVI I General Partner or MVI II General Partner (as applicable), in its sole discretion, deems applicable as at close of business on the relevant valuation day, having regard, among other things, to any premium or discount which it considers may be relevant and to costs of exchange.

The MVI I General Partner or MVI II General Partner (as applicable) may, at its discretion, permit any other method of valuation to be used if it considers that such method of valuation better reflects value and is in accordance with good accounting practice.

The MVI I General Partner has delegated the determination of the Net Asset Value of MVI I to the Administrator. The MVI II General Partner has delegated the determination of the Net Asset Value of MVI II to the Administrator. The Net Asset Value of each MVI LP is calculated by the Administrator on the last business day of each calendar month (the “**MVI Monthly Valuation Day**”) and the last business day of each week (the “**MVI Weekly Valuation Day**”) provided that, if such date falls in the period commencing four business days’ prior to an MVI Monthly Valuation Day and ending four business days’ after such MVI Monthly Valuation Day then there is no MVI Weekly Valuation Day in respect of that week, unless otherwise determined.

The net asset value of each class of partnership interest in MVI I is determined by deducting the value of the liabilities of MVI I (which are, where appropriate, deemed to accrue from day to day) attributable to that class, from the value of the assets of MVI I attributable to that class, (converted, where necessary, into the relevant base currency of the class, such as Sterling or US Dollars, at the rate of

exchange prevailing on that valuation day), as determined by the MVI I General Partner (or the Administrator on its behalf) in accordance with the valuation principles set out above.

The MVI I General Partner may, in its discretion, suspend the determination and reporting of the Net Asset Value of MVI I when, *inter alia*, there exists in the opinion of the MVI I General Partner a state of affairs where the determination of net asset value is not reasonably practicable or would be prejudicial to MVI I or its investors.

The MVI II General Partner may, in its discretion, suspend the determination and reporting of the Net Asset Value of MVI II when, *inter alia*, there exists in the opinion of the MVI II General Partner a state of affairs where the determination of net asset value is not reasonably practicable or would be prejudicial to MVI II or its investors.

9. Share rights

As the Company is a Cayman Islands registered company its shares cannot be directly settled through CREST. Instead, Depositary Interests representing the Shares have been issued which are themselves settled through CREST. The terms of those Depositary Interests and the deed poll pursuant to which they are issued are described below under the heading Depositary Interests and the Depositary Agreement.

To the extent that Ordinary Shareholders wish to elect to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares to be held in dematerialised form, the Ordinary Share Depositary Interests representing such Ordinary Shares will be cancelled. 2021 Realisation Share Depositary Interests representing Realisation Shares to be held in CREST will be issued to 2021 Realisation Shareholders by the Registrar in respect of such 2021 Realisation Shares.

The rights of holders of the Ordinary Shares and Realisation Shares are set out in the Company's articles of association and the Companies Act. There are no applicable provisions of the Companies Act that provide rights of pre-emption for Shareholders. A description of the Company's articles of association is set out below under the heading "Memorandum and Articles of Association".

The Company is not subject to the Takeover Code, notwithstanding that the Company's shares are admitted to trading on the Specialist Fund Segment. There are no equivalent rules or regulations applicable under the Companies Act or any other applicable laws of the Cayman Islands. The Shares are subject to the compulsory acquisition provisions set out in section 88 of the Companies Act. Under these provisions where an offeror makes a takeover offer and within four months of making the offer it has been approved by the holders of not less than 90 per cent. in value of the shares to which the offer relates, that offeror is entitled to acquire compulsorily from dissenting shareholders those shares that have not been acquired or contracted to be acquired on the same terms as under the offer.

10. Taxation

Ordinary Shareholders who are considering electing to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares should read Part IX of this Prospectus in relation to the taxation position of the Company and certain of its Shareholders and should consult their own advisers as to the particular tax consequences of their election.

11. Further information

Shareholders should carefully consider the additional information set out in the other parts of this Prospectus and in particular the risk factors set out in the Risk Factors section of this Prospectus.

PART II

INFORMATION ON MARWYN

Introduction

Founded in 2005, Marwyn is a specialist institutional sponsor of European listed acquisition companies. Marwyn partners with experienced industry executives who have built careers in their industries and developed deep-rooted expertise and relationships to enhance deal-sourcing and subsequent platform build-out, utilising their wealth of sector-specific knowledge.

Marwyn is led by James Corsellis and Mark Brangstrup Watts.

James Corsellis founded one of the earliest strategic technology consultancies in 1994 and was Chief Executive Officer of icollector plc, a leading provider of live auction trading platforms. He later negotiated its joint venture with eBay, which saw icollector become the exclusive partner worldwide for traditional auction houses. James cofounded and leads Marwyn and typically holds board positions on Marwyn's acquisition companies.

Mark Brangstrup Watts has been advising the boards of UK public companies since 1998. As a management consultant, he was responsible for strategic development projects for international clients including Ford Motor Company, Cummins and 3M. Mark co-founded and leads Marwyn and typically holds board positions on Marwyn's acquisition companies.

Mark and James are supported by a team of 16, based in London and Jersey.

Marwyn is a well-aligned investor in the Company with 17.6 per cent. of the Company's Ordinary Shares held by Marwyn partners. Marwyn Funds typically act as the lead cornerstone investor in the Portfolio Companies in which the Company invests. Additional capital to fund Marwyn acquisition companies is drawn from both Marwyn's club of public equity focussed co-investors with whom Marwyn have long standing relationships and new investors introduced by Management Partners.

Marwyn strategy

Marwyn's strategy is to identify, support, invest in and work alongside high-calibre, sector-leading, experienced, operational management teams to acquire, manage, build, and grow businesses headquartered in the UK, Europe, or the Americas.

How Marwyn invests

Over the last 15+ years, Marwyn has gained extensive experience in executing successful investment strategies in the public markets. Throughout this time, Marwyn has invested across a broad range of sectors and successfully launched 11² listed acquisition companies in conjunction with leading executives or management teams ("**Management Partners**") which have completed a business combination. These have gone on to make more than 80 subsequent follow-on acquisitions, delivering more than £5.0 billion in equity profits.

By partnering with exceptional teams, Management Partners have added value through the origination of investment opportunities, the assessment and due diligence process and by playing a long-term role in the hands-on execution of the strategy, commonly taking the role of Chairman or Chief Executive Officer.

A key competitive advantage over other investment managers in both originating opportunities and subsequent long-term performance has arisen due to the formation of long-term partnerships with Management Partners. Management Partners sourced either from Marwyn's network and/or from the existing leadership of previous target companies, have been pivotal in the success of Marwyn's investee companies. They remain a central part of the strategy for the origination of business combination opportunities and the plan for long-term value creation for portfolio companies. A number

² Excluding Prasepe and Le Chameau, investments which were not launched as listed acquisition companies comparable to Marwyn's current strategy and entities which did not complete a platform acquisition.

of Marwyn's previous Management Partners are shareholders in Marwyn's new vehicles validating the value that they believe Marwyn adds to its portfolio companies.

Marwyn's competitive strengths

Track record in transaction origination and execution in the public markets

Under Marwyn's current investment strategy, alongside its Management Partners, Marwyn has launched 11 acquisition vehicles that have successfully completed a platform acquisition. Marwyn has developed significant expertise in structuring and executing transactions in the public markets, including raising significant equity capital from institutional investors.

Track record of identifying and attracting high quality Management Partners

Marwyn believes that it offer a compelling proposition to potential Management Partners, emphasising the importance of their leadership and the depth of understanding they have of their sector, leveraging Marwyn's transactional, investment and public market expertise to support their work. Marwyn's priority is to identify and engage Management Partners, commonly ahead of pursuing specific targets for a business combination, to ensure their leadership and ultimate ownership of the subsequent investment thesis. Marwyn commonly provides its Management Partners with a substantial operating infrastructure (including office space, IT support and HR support) and, historically, the majority have elected to remain headquartered at Marwyn's offices for the entire period of their investment.

Marwyn has sourced these Management Partners across a range of industries and, to date, over 40 per cent. of the enterprises Marwyn has backed have been led by women, as either CEO or Chair. All of Marwyn's Management Partners have an exceptional operational track record, usually have experience in managing listed companies and bring their own deep sector knowledge and experience, as well as their own network of people and relationships.

Management Partners have historically been significant participants in the long-term incentive arrangements in each Portfolio Company and may also invest directly in the shares of the relevant Portfolio Company.

Marwyn believes that its proposition to management teams is highly competitive compared to a role in listed acquisition businesses or to other public company roles and Marwyn's track record of partnering with management teams, its continued relationship with Management Partners which Marwyn has previously worked alongside, and the long term alignment of interests Marwyn has through long-term incentive plans (LTIPs), Marwyn believes will assist it in securing partnerships of the highest quality for current and future acquisition companies.

Track record of delivering long term value to shareholders

Marwyn's public company track record over the last 15+ years demonstrates Marwyn's ability to source, structure and complete business combinations, work alongside management and other stakeholders to deliver strategic plans and ultimately to return value to investors either through share price gains (and dividends) or an exit.

Marwyn track record

Marwyn's acquisition companies have delivered over £5.0 billion of profits to equity investors. As at 18 October 2021, Marwyn has set up 19 acquisition vehicles³ that have deployed £3.9 billion of equity capital since 2005.

³ Including the 11 acquisition vehicles that have successfully completed a platform acquisition after being launched by Marwyn together with Management Partners.

The data below is presented as at 31 May 2021.

Company	Ticker	Sector	Total Equity Invested	Total Equity Value ¹	% Equity Returns	Outcome
Current Vehicles						
	ZEG	Telecoms	£387m	£504m	30%	
	n/a	Luxury Goods	£93m	£15m	(84%)	
	ADVT	Software	£133m	£163m	23%	
	MAC2	Broad scope	£13m	£13m	0%	
	MAC3	Broad scope	£13m	£13m	0%	
	MACP	Broad scope	£31m	£7m	(78%)	
Exited Vehicles						
	BCA	Automotive	£1,163m	£2,137m	84%	Acquired by TDR in Nov-19 for an EV of £2.1bn
	ETO	Media	£747m	£2,824m	278%	Acquired by Hasbro Inc in Dec-19 for an EV of £3.3bn
	BREE	Construction Materials	£696m	£1,823m	162%	Listed on LSE (Mkt Cap £1.8bn as at 31 May 2021)
	ACS	Computer Software	£126m	£725m	477%	Acquired by Vista in Mar-15 for an EV of £750m
	COT	Healthcare	£117m	£130m	11%	Acquired by Inverness Medical in Aug-09 for an EV of £154m
	INP	Testing & Inspection	£116m	£229m	97%	Acquired by 3i in Feb-08 for an EV of £271m
	PRA	Leisure	£57m	£39m	(31%)	Acquired by MMP in Jul-11 for £39m
	SID	Remediation	£58m	£1m	(99%)	Entered into business administration in Dec-13
	TLS	Leisure	£48m	£128m	170%	Acquired by Tattersalls in Mar-07 for an EV of £158m
	MLO	Training	£44m	£98m	121%	Acquired by Pearson plc in Jun-10 for an EV of £113m
	ZTR	Confectionery	£35m	£41m	15%	Acquired by Zertus in Dec-12 for an EV of £55m
	SHH	B2B Services	£33m	£21m	(37%)	No platform acquisition made
	GLOO	Digital Media	£31m	£13m	(58%)	No platform acquisition made
TOTAL			£3.9bn	£8.9bn	127%	
¹ Total Equity Value reflects both realised and unrealised value to 31 May 2021 ² Includes total capital invested and returned in related predecessor and successor entities						

Market opportunity

Marwyn believes that the resurgence of public markets and institutional interest in alternative listed securities provides a strong market backdrop to launch a bespoke and improved European public market solution for investors, management teams and vendors, and that there is an opportunity to deliver a solution that improves the existing reverse acquisition process, along with other improvements on existing models to create a competitive advantage. With this in mind, Marwyn's key strategic objectives are:

- recruit exceptional Management Partners;
- invest in sectors and companies that have the potential to deliver attractive long-term returns; and
- increase each Portfolio Company's attractiveness to equity investors and business owners.

To take advantage of this market opportunity, coupled with the significant pipeline of potential acquisition targets that Marwyn are analysing, Marwyn launched three new Marwyn acquisition vehicles during 2020 in which the Company is invested, providing the Company with four Portfolio Companies seeking platform acquisitions. Launching three of these companies simultaneously provided efficiencies and savings through the sharing of costs and provides Marwyn with the ability to react to opportunities, as and when they arise, without any lead-time to establish a vehicle.

The four acquisition vehicles in the Marwyn portfolio are:

Marwyn Acquisition Company plc – renamed from Wilmcote Holdings plc to better facilitate the introduction of new Management Partners and acquisition opportunities generated by association to Marwyn's investment network. MAC plc is an AIM-listed vehicle which is focussed on transactions in the industrials, manufacturing, engineering, construction, building products or support services sectors. The target company size for MAC plc is expected to be smaller than the other three vehicles and will focus on opportunities that would specifically benefit from the use of a listing on the AIM Market.

AdvancedAdvT Limited – renamed in March 2021 from Marwyn Acquisition Company I Limited, ADVT has already appointed Vin Murria OBE as Chair and raised £130 million through a placement of new listed ordinary shares in March 2021. ADVT's strategy is to invest in a software business or businesses, using the extensive knowledge and expertise of Vin in this sector. Vin was previously Marwyn's Management Partner for Advanced Computer Software Group plc which was sold for an enterprise value of £750m in 2015 to Vista Private Equity and was one of Marwyn's (and the Company's) most successful investments. The partnership with Vin for a second time underlines the attractive infrastructure and support Marwyn provides to its Management Partners.

Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited – are both listed on the Standard Segment of the London Stock Exchange and are actively considering a possible further equity issue of up to £200 million each in redeemable listed shares and warrants.

To date, the Company has indirectly invested £9.6 million as part of the Marwyn Funds' total investment of £12.5 million into each of MAC II and MAC III to support their objectives. Each of those investments are exclusively attributable to the Ordinary Share class.

Improved Acquisition Structure

Marwyn has updated its acquisition vehicle structure, introducing changes aimed at addressing the lack of capital deployment that has hindered its vehicles over the past few years. The new Marwyn acquisition structure (the 'MAC' structure) is also designed to promote better alignment between the vehicles' sponsors and long-term investors, providing the following benefits:

- **Reduce upfront dilution** – The 'MAC' structure does not have the traditional promote structure found in typical SPACs that allows the sponsor to receive 20 per cent. of the acquired company based on limited or no performance criteria.
- **Alignment** – Long-term performance goals will be established to provide executive management teams and Marwyn with a share of equity profits, contingent on a minimum compound annual preferred return of 7.5 per cent. being delivered to shareholders and exercisable between three and seven years post the initial acquisition.
- **Execution advantages** – The new structures should provide a competitive advantage in facilitating an accelerated acquisition and private capital fundraising. In an accelerated initial business combination, a private placement of unlisted shares would be used to fund a transaction, enabling a shorter timeframe to execution certainty. The private placement shares would later convert into ordinary shares.
- **Redeemable capital** – Subsequent to any private completion of a business combination, any shareholders who had invested in redeemable listed shares, would have the option to redeem their shares or convert them into listed ordinary shares in the ongoing enlarged company.

Environmental, Social and Governance ("ESG")

With the global impact of COVID-19 being felt by everyone, across many aspects of people's day to day lives, the importance of sustainability and responsible investing has never been more prominent. Marwyn believes that the pandemic has accelerated the pace of change, with an unprecedented increase in digitalisation, affecting the way people live, work and consume, and how businesses operate, engage and sell to their customers.

As an investment company, the Company delegates the day-to-day management of its business to the Manager. Whilst the Company looks to the Manager in relation to the execution of its investment strategy, in carrying out its activities and in its relationships with service providers, the Company aims

to conduct itself responsibly and fairly. Marwyn believes it is important to invest in companies that act responsibly in relation to social, governance, ethical and environmental issues. Whilst Marwyn's strategy considers multiple sectors, its approach to identifying both Management Partners and target businesses, and the continuous evolution of those investments through both operational improvements and bolt-on acquisitions can, at each stage, integrate the same fundamental ESG principles to meet investors financial and sustainability objectives.

PART III

DIRECTORS, MANAGER, CORPORATE GOVERNANCE AND OTHER SERVICE PROVIDERS

1. Directors

The Directors are responsible for the overall management and control of the Company. The Directors review the operations of the Company at regular meetings. When travel restrictions permit it, the Directors seek to meet three or four times per year at a convenient location in person, as well as having *ad hoc* meetings and meetings by video conference as required. For this purpose, the Directors receive periodic reports from the Administrator and the Manager detailing the Company's performance. The Administrator, the Manager, the MVI I General Partner and the MVI II General Partner provide any other information as may from time to time be reasonably required by the Directors for the purpose of those meetings.

The correspondence address of each of the Directors is the registered office of the Company. The Board currently comprises:

Robert Ware (*Non-Executive Chairman*)

Robert served first as corporate development director and then as deputy chief executive of MEPC between June 1997 and June 2003. MEPC was the fourth largest property company quoted on the London Stock Exchange until September 2000, when Leconport Estates, a company jointly owned by clients of Hermes Pensions Management Limited and GE Real Estate, took the company private. During his tenure at MEPC, Robert and the team realised over £6 billion of international properties and invested over £2 billion, mainly in the UK. Prior to joining MEPC, Robert served as a director of Development Securities plc between 1988 and 1994.

Robert is currently chief executive officer of The Conygar Investment Company PLC, an AIM quoted property investment and development company formed in 2003 by Robert and members of the ex-MEPC team.

Martin Adams (*Senior Independent Director*)

Martin has served for over 30 years in executive and non-executive capacities, both as chairman and director of over 20 closed-end funds and fund-invested operating companies listed on European stock exchanges; and on the boards of fund management companies. His investment experience encompasses private equity, property, infrastructure and renewables assets, predominantly in Asia and Europe. Prior to serving on the boards of listed funds, he founded Vietnam Fund Management Company Limited, raised and managed the first institutional investment fund for Vietnam and has been involved as a director, manager or sponsor of 11 investment funds and managers in Vietnam.

Martin is currently the Chairman of Eastern European Property Fund Limited, Chairman of Dolphin Capital Investors Limited and a non-executive director of National Investment and Infrastructure Fund Limited in India, Metage Funds Limited and Vietnam Phoenix Fund Limited. He started his career with the Lloyds Bank group, where he was based in the UK, Hong Kong, Portugal and the Netherlands.

Peter Rioda (*Non-Executive Director*)

Peter is a qualified chartered accountant and independent non-executive director with over 25 years of industry experience who specialises in the establishment and management of alternative investment funds. He successfully established and developed Sanne Group's fund administration business between 2006 and 2016 exiting following its IPO in 2015. He has strong investment, risk management, governance and compliance skills acquired through directorships on a wide range of regulated and unregulated fund structures. He is regulated by the Jersey Financial Services Commission to act as a director. Peter is a leading figure in the Jersey funds industry and committee member of the Jersey Funds Association.

Peter is the independent non-executive chairman of Marwyn General Partner II Limited.

Victoria Webster (*Non-Executive Director*)

Victoria is a member of the Institute of Chartered Accountants in England and Wales having qualified with PriceWaterhouseCoopers. She has worked in Guernsey, London and New York, specialising particularly in the audit of alternative investment funds. Victoria is a director of an independent chartered accountancy practice, Cleland & Co., which specialises in owner-managed companies and regulated entities across all sectors.

2. Manager and other material service providers

Set out below are the identities of the material service providers to the Company and the MVI LPs and a summary of the services provided under the terms of the respective agreements that the Company and the MVI LPs have entered into with such service providers. Since the service providers are engaged by the Company and/or the MVI LPs, investors will have no direct right to enforce any rights against any of the service providers.

Manager

Marwyn Investment Management LLP is the manager of the Company, MVI I and MVI II.

The Manager was appointed as manager to the Company pursuant to the Company Management Agreement. Under the Company Management Agreement, the Manager has full discretion, subject to the control of and review by the Directors, to invest the assets of the Company in a manner consistent with the investment objective, approach and restrictions of the Company. The Company Management Agreement will continue in full force until terminated by either party on three months' notice in writing to the other party. It may be terminated forthwith by either party on immediate written notice if the other party commits any material breach of its obligations and fails to remedy the breach within 30 days of receipt of written notice requiring the same, or if the other party is dissolved or otherwise becomes unable to pay its debts, becomes insolvent or enters into insolvency proceedings.

The Manager was appointed as manager to the MVI LPs pursuant to the MVI I Management Agreement and the MVI II Management Agreement (the "**MVI LP Management Agreements**"). Under the MVI LP Management Agreements the Manager has full discretion, subject to the control of and review by the MVI I General Partner or the MVI II General Partner (as applicable), to invest the assets of the MVI LPs in a manner consistent with the investment objective, approach and restrictions of the MVI LPs. Each MVI LP Management Agreement will continue in full force until terminated by either party on three months' notice in writing to the other party. It may be terminated forthwith by either party on immediate written notice if the other party commits any material breach of its obligations and fails to remedy the breach within 30 days of receipt of written notice requiring the same, or if the other party is dissolved or otherwise becomes unable to pay its debts, becomes insolvent or enters into insolvency proceedings.

The Manager was formed as a limited liability partnership in England and Wales on 8 September 2005 with registered number OC315105 pursuant to the Limited Liability Partnerships Act 2000. The registered office of the Manager is 11 Buckingham Street, London EC2N 6DF. The Manager's telephone number is +44 (0)20 7004 2700. The Legal Entity Identifier (LEI) of the Manager is 213800REEAQ5XKWUW340. The Manager's website is www.marwyn.com. The contents of the Manager's website (or any other website) do not form part of this document.

The Manager is authorised and regulated by the FCA. The Manager is not registered as an investment adviser under the US Investment Advisers Act but may in the future so register.

The Manager is the Company's AIFM for the purposes of the AIFM Directive.

The MVI LP Management Agreements allow for the investment strategies that the Manager may employ on behalf of the MVI LPs to include investing in any securities, instruments, obligations, guarantees, derivative instrument or property of whatsoever nature in which the MVI LPs are empowered to invest and as contemplated by their respective investment policies.

James Corsellis, Mark Brangstrup Watts, Antoinette Vanderpuije and Tom Basset are the partners of the Manager. They are primarily responsible for performing the investment management obligations of the Manager.

Administrator

Pursuant to the Administration Agreement between, inter alios, the Administrator, the Company and the MVI LPs dated 12 November 2020, the Administrator agreed to provide services to the Company and the MVI LPs, including calculation of the net asset values, maintenance of the records and accounts of the Company and the MVI LPs and preparation of financial statements for audit purposes and liaison with auditors.

MVI LP Custodian

Liberum Wealth Limited has been retained to perform administrative services for the MVI LPs under the MVI LP Custody Agreement, effective from 9 September 2021. The MVI LP Custodian's registered office is 1st Floor, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey. The MVI LP Custodian was incorporated on 12 May 2011 as a private limited company under the laws of Guernsey with registration number 53430. The MVI LP Custodian is licensed and regulated by the Guernsey Financial Services Commission. The MVI LP Custodian's telephone number is +44 (0)1481 750 797. The Legal Entity Identifier (LEI) of the MVI LP Custodian is 21380086HP4FCV669J97. The MVI LP Custodian's website is www.liberumwelath.com. The contents of the MVI LP Custodian's website (or any other website) do not form part of this document.

It is the responsibility of each MVI LP (and not the MVI LP Custodian) to ensure that all assets of that MVI LP (other than margin deposits) are delivered to the MVI LP Custodian in which capacity the MVI LP Custodian has responsibility to act as custodian of all of that MVI LP's assets. The MVI LP Custodian is not responsible for monitoring either of the MVI LP's compliance with this obligation.

The MVI LP Custodian is a service provider to each MVI LP and is not responsible for the preparation of this Prospectus or the activities of either MVI LP and therefore accepts no responsibility for any information contained in this Prospectus. The MVI LP Custodian does not participate in the investment decision-making process.

Each MVI LP reserves the right to change the arrangements described above and/or to appoint additional or alternative custodians and prime broker(s) without prior notice to the Company or its Shareholders, who will be notified in due course of any appointment of additional or alternative custodians or prime broker(s).

3. Potential conflicts of interest

The Company and the MVI LPs are subject to a number of potential conflicts of interest. The Company (or, as appropriate, other relevant parties) aims to manage such conflicts to prevent a material risk of damaging any investor's interest. Where this is not possible the conflicts are disclosed, either in this Prospectus or on an ongoing basis as they arise. Potential conflicts which may arise are set out below.

Certain inherent conflicts of interest arise from the fact that the Manager and its affiliates provide investment management and investment advisory services both to the MVI LPs and the Company. Partners of the Manager are also partners of Marwyn Capital LLP and Marwyn Capital LLP provides certain services for other clients, including, without limitation, current and future investee companies. Such services can include the provision of corporate finance advice, the provision of named company secretary and other administrative, accounting and company secretarial support.

Conversely, participation in specific investment opportunities may be appropriate, at times, for both or either of the MVI LPs. In such cases, participation in such opportunities will be allocated by the agreement of the conflicting parties on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments, relative exposure to short-term market trends and the respective investment programmes and portfolio positions of either or both of the MVI LPs and any other investment programme. Such considerations may result in allocations of certain investments being made on something other than a *pari passu* basis.

In order to ensure an equitable management of the potential conflicts of interest that could arise in managing the interests of Ordinary Shareholders, 2016 Realisation Shareholders and 2021 Realisation Shareholders, MVI I and MVI II have agreed the following policies:

1. interests in Portfolio Companies held in by MVI I attributable to Realisation Share Interests will only be sold when MVI II disposes of interests in the same Portfolio Companies on a simultaneous basis. All disposals will be:
 - *pro rata* between MVI II and the Realisation Share Interests in MVI I; and
 - in the case of the proportion of the disposal which is attributable to the Realisation Share Interests in MVI I, *pro rata* between the 2021 Realisation Share Interests and the 2016 Realisation Share Interests; and
2. MVI I and MVI II will make follow-on investments in the MAC Companies *pro rata* to the holdings of MVI I and MVI II in such shares on the date of such follow-on investment, provided that MVI I shall not be required to make a follow-on investment to the extent it does not have cash available to fund such investment having regard to its working capital requirements as agreed with the MVI I General partner (with the prior written agreement of the Board).

The Manager and its members, partners, officers and employees will devote as much of their time to the activities of the Company, MVI I and MVI II as they deem necessary and appropriate.

The Manager, its partners and its affiliates are not restricted from forming additional investment funds or companies, from entering into other investment management relationships or from engaging in other business activities, even though such activities may be in competition with the MVI LPs or the Company and/or may involve substantial time and resources of the Manager, its partners and its affiliates. Members of the Manager may be engaged in similar activities and may act as a Manager to investment funds that may be in competition with the MVI LPs and/or the Company.

The Principals and/or certain members, partners officers or employees of the Manager or its affiliates will be subject to a variety of conflicts of interest relating to their responsibilities to the MVI LPs and/or the Company and the management of its portfolio. Certain of them may serve as directors of the MVI I General Partner, the MVI II General Partner and/or the Company, the directors of any investee company, as members of an investment or advisory committee, or directors of a portfolio company, otherwise in an advisory capacity for one or more corporations, foundations or other organisations. Such positions may create a conflict between the services and advice provided to such organisations and the responsibilities owed to the MVI LPs and the Company. Although each such person will seek to limit any such conflicts in a manner that is in accordance with their fiduciary duties to the MVI LPs and such organisations, there can be no assurance that serving in such positions will have no impact on the person's ability to perform their responsibilities on behalf of the MVI LPs and the Company.

The Directors or the directors of the MVI I General Partner, the Principals and/or certain members, partners, officers or employees of the Manager or their affiliates may hold limited partnership interests in MVI I either directly or indirectly through being limited partners in the MVI I Carried Interest Partner or through holding shares in the Company. Such persons may also invest directly or indirectly in Portfolio Companies or participate in co-investments with MVI I. Such persons will be in possession of information relating to MVI I and its investee Companies that is not available to other Shareholders or MVI I Limited Partners.

The Directors or the directors of the MVI II General Partner, the Principals and/or certain members, partners, officers or employees of the Manager or their affiliates may hold limited partnership interests in MVI II either directly or indirectly through being limited partners in the MVI II Carried Interest Partner or through holding shares in the Company. Such persons may also invest directly or indirectly in Portfolio Companies or participate in co-investments with MVI II. Such persons will be in possession of information relating to MVI II and its investee companies that is not available to other Shareholders or MVI II Limited Partners.

Robert Ware, being a Director, may receive compensation from the Manager and/or its affiliates from time to time in relation to the management and/or performance fees paid by MVI I, MVI II and/or the Company and for his role as the Marwyn Chairman.

Subject to financial services legislation, internal compliance policies and approval procedures, members, partners, officers and employees of the Manager may engage, from time to time, in personal trading of securities and other instruments, including securities and instruments in which the MVI LPs and/or the Company may invest. Partners officers and employees of the Manager and its affiliates may have an interest in a company which is an actual or potential investment.

Marwyn Capital, an affiliate of the Manager, has provided and may in the future provide, investee companies of the MVI LPs and/or the Company with specific corporate finance and transaction advice. Fees payable by the Company, MVI I or MVI II to Marwyn Capital may be deemed, at the sole discretion of the Directors and/or the MVI I General Partner and/or the MVI II General Partner (as relevant), to relate to services provided by Marwyn Capital as a result of or pursuant to an investment by the Company and/or MVI I and/or MVI II (as relevant). In such circumstances, Marwyn Capital operates a policy of full disclosure and informs the MVI I General Partner and/or the MVI II General Partner (as relevant) so that it may request a rebate if it feels appropriate.

Although the MVI LP Custodian provides services to MVI I and MVI II, the MVI LP Custodian may also provide services to other investment programmes and as a result conflicts of interest may arise.

The Administrator provides administration services to the Company, MVI I, MVI II, the MVI I General Partner, the MVI II General Partner and other affiliates of the Manager. The Administrator shall, at all times, pay regard to its obligation to act in the best interests of the Company and the Directors will ensure that all such potential conflicts of interest are resolved fairly and in the interest of Shareholders. In addition, subject to applicable law, any of the service providers (including the Directors) may deal, as principal or agent, with the Company, MVI I or MVI II, provided that the dealings are on normal commercial terms negotiated on an arm's length basis.

James Corsellis and Mark Brangstrup Watts are partners in Marwyn Capital and partners of the Manager. Robert Ware is Chairman of the Company and a director of Marwyn Capital Limited and Marwyn Investment Group Limited and Chairman of the Marwyn Group.

The Manager and any of its associates (including Marwyn Capital, an associate of the Manager) may receive and retain for their own benefit corporate finance fees, transaction fees and other fees or remuneration from Portfolio Companies in respect of services provided by them.

While the MVI LP incentive allocation arrangements generally operate to align the interests of the Company, the MVI LPs, the MVI I General Partner, the MVI II General Partner and the Manager, there can be circumstances in which they would give rise to a conflict. For example, the MVI I LP incentive allocation arrangements may create an incentive for the Manager to make riskier or more speculative investments on behalf of the MVI LPs, or to dispose of investments in order to generate consequential fees or incentive allocations, than would be the case in the absence of such a performance-based arrangement.

From time to time, co-investment opportunities may, but are not required to, be notified to certain investors (which may include the Directors, members, partners, employees or affiliates of the Manager who have expressed an interest in receiving information about co-investment opportunities). There can be no assurance that any or all interested investors will receive notification about such co-investment opportunities or that any interested investors will be permitted to participate in such co-investment opportunities. Such co-investment opportunities may be offered on the same or substantially the same terms.

From time to time, representatives of the Manager may speak at conferences and programmes for investors interested in investing in hedge funds and private equity funds which are sponsored by prime brokers. These conferences and programmes may provide opportunities by which the Manager is introduced to potential investors in the MVI LPs and other investment vehicles the assets of which it manages. Generally, the prime brokers are not compensated by the Manager, the MVI LPs or the potential investors for providing such "capital introduction" opportunities. In addition, prime brokers may provide financing and other services to the MVI LPs and the Manager. Consequently, such additional services by a prime broker may influence the Manager in deciding whether to use the services of such prime broker in connection with the activities of the MVI LPs.

From time to time, brokers may assist the MVI LPs and the Company in raising additional funds from investors. Subject to its obligation to seek best execution, the Manager may consider referrals of

investors to the MVI LPs and the Company in determining its selection of brokers. However, the Manager will not commit to allocate a broker a particular amount of brokerage in any such situation.

The provision of assistance by the Manager to the Administrator in determining the value of securities may create a conflict of interest.

The use of a structure which includes the MVI LPs may also create a conflict of interest in that different tax considerations for investors in the Company, MVI I and/or MVI II may cause MVI I or MVI II to structure or dispose of an investment in a manner that is more advantageous to one group than the other.

4. Corporate governance

As a Cayman Islands company and under the Admission and Disclosure Standards of the LSE relating to companies admitted to the Specialist Fund Segment, the Company is not required to comply with the UK Corporate Governance Code (the “**Governance Code**”). The Directors however recognise the importance of maintaining sound corporate governance and so seek to ensure that the Company adopts policies and procedures which reflect those principles of good corporate governance as are appropriate to the Company’s size.

The Board has considered the principles and recommendations of the AIC Code. The AIC Code addresses all the principles set out in the Governance Code, as well as setting out additional principles and recommendations that are of specific relevance to the Company. The AIC Code is available on the AIC’s website (<http://www.theaic.co.uk>).

The Board considers that reporting against the principles and recommendations of the AIC Code provides better information to Shareholders.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of the Governance Code, except the Governance Code provisions relating to:

- the role of the chief executive;
- executive directors’ remuneration; and
- the need for an internal audit function.

The Board considers these provisions are not relevant to the position of the Company being an externally managed investment company. In particular, all of the Company’s day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no chief executive, executive directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

There is no applicable regime of corporate governance to which directors of a Cayman Islands incorporated company must adhere over and above the general common law fiduciary duties and duties of care, diligence and skill imposed on such directors and certain limited statutory duties applicable to directors under Cayman law. However, the Directors recognise the importance of sound corporate governance and the Company adopts policies and procedures which reflect principles of good corporate governance as are appropriate to the Company’s size and nature.

The Company has established an Audit Committee, a Nomination Committee and a Remuneration Committee, each with formally delegated duties and responsibilities. The Nomination Committee comprises all of the Directors of the Company (as of the date of this Prospectus). The Audit Committee and the Remuneration Committee comprise all of the Directors (as of the date of this Prospectus) other than Robert Ware. The Audit Committee determines the terms of engagement of the Company’s auditors and in consultation with the Auditors, the scope of the audit. The Audit Committee receives and reviews reports from management and the Company’s Auditors relating to the interim and annual accounts and the accounting and internal control systems in the Company. The Audit Committee has unrestricted access to, and oversees the relationship with, the Company’s Auditors.

The Nomination Committee reviews the structure, size and composition required of the Board and makes recommendations to the Board with regard to any changes which may be required. The Nomination Committee is responsible for identifying and nominating candidates to fill Board vacancies when they arise for approval of the Board.

The Remuneration Committee has responsibility for setting the remuneration policy for all of the Directors of the Company within the limits set out in the Articles, and recommends and monitors the level and structure of remuneration for the Board. No Director shall be involved in any decisions as to their own remuneration.

5. Company fees and expenses

Ongoing and annual expenses of the Company

The Company incurs annual secretarial, administrative and operating expenses. The types of expenses incurred include those set out below:

(a) *Administrator*

The Administrator performs the necessary secretarial and administrative services for the Company under the Administration Agreement. The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to the Company of £148,000 per annum, together with other minor fixed costs and variable time costs. The Administrator is also entitled to reimbursement of certain expenses incurred by it in connection with its duties. The Administrator's fees are and will be payable by MVI I and are attributed on a pro rata net asset value basis between the Ordinary Share Interests, the 2021 Realisation Share Interests and the 2016 Realisation Share Interests.

(b) *Manager*

The Manager does not receive a management or performance fee from the Company in respect of cash held for working capital or funds invested by the Company in MVI I. The Manager is entitled to fees and expenses from MVI I and MVI II as described below in paragraphs 6 and 7 respectively of this Part III.

In respect of cash not held for working capital or funds not invested in MVI I, the Manager is entitled to performance and management fees from the Company on the same bases as those which it is entitled to receive in relation to MVI I. To date, the Manager has only received fees from MVI I.

(c) *Broker*

The Company has appointed Liberum as its broker pursuant to an engagement letter dated 13 November 2015. Under the terms of the letter, Liberum agreed to act as the corporate broker to the Company for a fee of £50,000 per annum.

(d) *Directors*

Director's fees are paid by MVI I. The Directors of the Company receive the following annual fees:

Director	Remuneration
Robert Ware	£50,000
Martin Adams	£45,000
Peter Rioda	£35,000
Victoria Webster	£35,000

(e) *MJL*

Pursuant to the MJL Services Agreement, MJL provides the Company with the services of Louisa Bonney and Scott Danks in order to assist the Board with such work as the Board requests from time to time. The basic fee payable by the Company to MJL pursuant to the MJL Services Agreement is £110,000 per annum. This agreement is subject to review by the Board on an annual basis.

(f) *Depository*

The Depository constitutes and issues the Depository Interests. The Depository is paid an annual fee of £2 per shareholder/Depository Interest holder, subject to a minimum annual fee which is currently £4,796.63 (such fee increasing each year).

(g) *Other operational expenses*

MVI I pays the costs and expenses of the administration of the Company including; (i) charges and expenses of legal advisers and independent auditors; (ii) brokers' commissions (if any) and any issue or transfer taxes chargeable in connection with its investment transactions; (iii) all taxes and corporate fees payable to governments or agencies; (iv) communication expenses with respect to investor services and all expenses of meetings of shareholders and of preparing, printing and distributing financial and other reports, proxy forms, documents and similar documents; (v) the cost of insurance for the benefit of the Directors (if any); (vi) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business; and (vii) other organisational and operating expenses. These expenses are deducted solely from the assets held by MVI I on behalf of the Company. All out of pocket expenses of the Manager relating to the Company are also borne by MVI I and allocated to a specific Class of partnership interest or shared amongst such Classes as applicable.

6. MVI I fees and expenses

Fees and investment expenses as detailed below are charged to MVI I:

Manager fees

Management Fee

The Manager is responsible for the day-to-day management of the assets of MVI I. Pursuant to the MVI I Management Agreement, the Manager receives monthly management fees from MVI I of one twelfth of two per cent. of the net asset value of each Class (including the Ordinary Share Interests) before management and performance fees, payable monthly in arrear.

In addition, the Company reimburses the Manager for all out of pocket costs and expenses suffered or incurred by the Manager in the performance of its duties, including marketing services carried out in relation to the Company.

Following the creation of any realisation pool referred to above, Marwyn will be entitled to a management fee of one twelfth of two per cent. of the net asset value of each Class before management and performance fees (calculated monthly), payable monthly in arrear, of the Realisation Share Interests, provided that, if the realisation pool remains in existence after the second anniversary of its creation, the management fee will be calculated by reference to net asset value before management and performance fees less the aggregate value of cash and near cash investments (calculated monthly) attributable to the Realisation Share Interests.

Incentive allocation

Marwyn is entitled to an incentive allocation (often referred to as "carry") based on the amount of cash returned by MVI I to Ordinary Shareholders. For this purpose, "returns" include any distribution, dividend or return of capital by MVI I to Ordinary Shareholders, either through the Company directly, or through purchases of Ordinary Shares by the Company or MVI I (with such shares subsequently being cancelled).

At the end of each accounting period of MVI I, any net capital appreciation or net capital depreciation will be allocated to all partners in proportion to each partner's opening capital account balance (excluding the incentive allocation to the MVI I General Partner (or one of its affiliates) and as described below for such period).

Pursuant to the completion of the 2020 Accelerated Bookbuild, the accrued incentive allocation payable in respect of Class F Interests and Class G Interests of £13,247,532⁴ was crystallised, distributed, and the net-of-tax proceeds used by the recipients of the incentive allocation to purchase Ordinary Shares. Following the 2020 Accelerated Bookbuild the Class G Interests were redesignated as Class F Interests and a new performance incentive allocation commenced for Class F Interests, with (i) a new reference amount equal to the new Class F Interests' net asset value at the time; and (ii) a new preferred return to Shareholders of 7.5 per cent, being set.

4 Net of the Retired Partners Interest Value.

A “return” for the purposes of the following paragraphs includes any dividend or other distribution or return of capital by MVI I or the Company to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by MVI I or the Company which are subsequently cancelled.

For Class F Interests, no incentive allocation is payable until aggregate returns have been made to holders of the Ordinary Share Interests of £90,289,249 (the “**Class F Interest Reference Amount**”), being the Company’s estimated Ordinary Share net asset value as at close of business on 21 May 2020. Once returns equal to the Class F Interest Reference Amount have been made to holders of the Ordinary Share Interests, an incentive allocation equal to 7.5 per cent. of the Class F Interest Reference Amount (the “**Class F Initial Incentive Allocation**”) is payable by MVI I to the MVI I General Partner (or one of its affiliates).

For Class R(F)1 Interests, no incentive allocation is payable until aggregate returns have been made to holders of the Realisation Share Interests of £5,924,573 (the “**Class R(F)1 Interest Reference Amount**”), being the element of the Class F Interest Reference Amount which was attributed to Clause R(F)1 upon its creation in November 2016. Once returns equal to the R(F)1 Interest Reference Amount have been made to holders of the Realisation Share interests, an incentive allocation equal to 5 per cent. of the Class R(F)1 Interest Reference Amount (the “**Class R(F)1 Initial Incentive Allocation**”) is payable by MVI I to the MVI I General Partner, or one of its affiliates).

For Class R(G)1, returns must first be made by holders of the Realisation Share Interest of £5,372,673 from 11 December 2015. There is no associated initial amount for Class R(G)1 interests.

Once returns equal to the Class F Interest Reference Amount, the Class R(F)1 Interest Reference Amount and, where applicable, the Class F Initial Incentive Allocation and the Class R(F)1 Initial Incentive Allocation, have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a “preferred return” equal to 7.5 per cent. per annum on the daily amount of the reference amount outstanding (the “**Preferred Return**”).

Once the Preferred Return has been made to Classes F and R(F)1, an incentive allocation is payable by MVI I out of cash which could otherwise be used for returns, of an amount equal to 20 per cent of such cash and the Preferred Return.

Upon the creation of any Realisation Shares, a *pro rata* proportion of the incentive allocation (and of the relevant thresholds) is allocated to the realisation pool of interests held on behalf of the relevant class of Realisation Shares.

The Manager is entitled, at its discretion and out of its own resources, at any time to rebate to certain investors in MVI I or the Company, all or part of its management fees relating to their investment.

Gross management fees payable to the Manager by MVI II and relating to the investments held by MVI I are rebated by the Manager to MVI I. Further, MVI I does not, and will not, pay an incentive allocation or any other performance fee in full (notwithstanding that the gross management fee payable to the Manager by MVI II is reduced by the amount of transaction fees received by the Manager in that capacity) in respect of its investment in MVI II (other than the incentive allocations on MVI I).

Administrator

The Administrator performs the necessary secretarial and administrative services for MVI I, including the determination of the Net Asset Value of MVI I. The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to MVI I of £36,875 per annum (plus £16,000 per annum in respect of the MVI I General Partner), together with other minor fixed costs and variable time costs.

MVI LP Custodian

Liberum Wealth Limited, based in Guernsey, is the custodian of MVI I. Pursuant to the MVI LP Custodian Agreement, the MVI LP Custodian is entitled to charge commission in line with the scale of fees customarily applied by banks. In respect of MVI I, this commission shall be calculated and charged quarterly in arrears on the basis of 0.03 per cent. per financial instrument per annum, subject to a

minimum charge of £5,000 per quarter (calculated across the custody accounts for all Marwyn Funds combined).

MJL

MJL provides the MVI I General Partner with the services of Louisa Bonney and Scott Danks as directors of the MVI I General Partner. In respect of such services, an annual fee of £5,000 per annum for each director is payable quarterly in arrears.

7. MVI II fees and expenses

Manager

The Manager is responsible for the day-to-day management of the assets of MVI II. Pursuant to the MVI II Management Agreement, the Manager is entitled to a management fee equal to:

- (a) during the MVI II Investment Period, an annual amount equal to 2 per cent of the aggregate MVI II Commitments; provided that
- (b) following the end of the MVI II Investment Period, the annual management fee will be reduced to an amount equal to 2 per cent of the total aggregate investment contributions in respect of unrealised investments,

in each case payable quarterly in advance.

In addition, MVI II reimburses the Manager for all out of pocket costs and expenses suffered or incurred by the Manager in the performance of its duties, including marketing services carried out in relation to the Company.

Administrator

The Administrator performs the necessary secretarial and administrative services for MVI II, including the determination of the Net Asset Value of MVI II. The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to MVI II of £52,000 per annum (plus £16,000 per annum in respect of the MVI II General Partner), together with other minor fixed costs and variable time costs.

The Administrator also provides the MVI II General Partner with the services of Michelle McNaney as a director of the MVI II General Partner. In respect of the provision of Michelle McNaney as a director, a fee of £15,000 per annum is payable quarterly in arrear.

MVI LP Custodian

Liberum Wealth Limited, based in Guernsey, is the custodian of MVI II. Pursuant to the MVI LP Custodian Agreement, the MVI LP Custodian is entitled to charge commission in line with the scale of fees customarily applied by banks. In respect of MVI II, this commission shall be calculated and charged quarterly in arrears on the basis of 0.03 per cent. per financial instrument per annum, subject to a minimum charge of £5,000 per quarter (calculated across the custody accounts for all Marwyn Funds combined).

MJL

MJL provides the MVI II General Partner with the services of Louisa Bonney as a director of the MVI II General Partner. In respect of such services, an annual fee of £15,000 per annum is payable.

PART IV

PRINCIPAL INVESTMENTS

References in this Part IV to a share price are to the closing price of the relevant security as quoted on the London Stock Exchange for the specified date. Unaudited financial information in this Part IV is extracted from the Company and the MVI LPs Net Asset Value calculations as prepared by the Administrator as of 30 September 2021 (being the date of the latest published net asset value of the Company prior to the publication of this Prospectus).

1. Current investments held by MVI II in the MAC Companies (such holdings being attributable to Ordinary Shareholders only)

Advanced AdvT

AdvancedAdvT Limited (formerly Marwyn Acquisition Company I Limited) is an acquisition vehicle listed on the London Stock exchange and led by Chair Vin Murria OBE. In March 2021, AdvancedAdvT raised £130 million from a range of high-calibre institutional investors and is pursuing its strategy targeting mid-cap investment opportunities in the software sector.

Vin was the founder and CEO of Advanced Computer Software Group plc (2008 to 2015) a London Stock Exchange listed acquisition vehicle backed by Marwyn and acquired by Vista Equity Partners in 2015. The investment was highly successful, generating equity returns of 477 per cent. Vin was also the CEO of Computer Software Group plc (2002 to 2007) acquired by Hellman Friedman in 2007. She has more than 25 years of experience in the software sector and is currently a non-executive director of Softcat plc and Bunzl plc, Deputy Chairman of M&C Saatchi plc and a Senior Advisor to HG Capital and NM Rothschild on TMT.

Previous directorships have included serving as a non-executive director at Sophos Group plc, Zoopla Property Group plc, Chime plc, DWF plc and COO of Kewill Systems plc (now Blujay). Vin holds a bachelor's degree in Computer Science, an MBA and a Doctorate in Business Administration (Hon). Vin became an Officer of the Most Excellent Order of the British Empire in 2018 for her services to Technology and the empowerment of women in the sector.

Vin is the founder of the PS Foundation, a charity setup to support the education of women and children in poverty in India and the UK.

On 4 December 2020, AdvancedAdvT Limited (previously Marwyn Acquisition Company I Limited) was listed on the standard segment of the Official List and completed the issue of 700,000 ordinary shares with matching warrants at a price of £1.00 per ordinary share and warrant, raising £700,000 to fund operating expenses and due diligence in the pursuit of acquisition opportunities.

On 4 February 2021, a further £2,500,000 was raised through the issuance of class A shares (the “**A Shares**”) and matching class A warrants (the “**A Warrants**”), each beneficially owned by MVI II. The rights attached to the A Warrants were waived, and the A Shares were converted to ordinary shares in Advanced AdvT, each in connection with the fundraise described in the following paragraph.

In March 2021, AdvancedAdvT raised £130 million through a fundraising from high-calibre institutional investors, changing the company's name to AdvancedAdvT Limited in the process. As part of this, the Company's Ordinary Share class indirectly invested £13.4 million, taking the total indirect investment by the Company's Ordinary Share class to £15.7 million (of the total £20.5 million invested across all Marwyn Funds).

AdvancedAdvT continues to pursue its stated investment strategy in seeking to identify and secure a suitable platform acquisition in the software sector which is expected to benefit from structural changes brought about by the current macro environment, driving digitalisation and automation effecting the way people live, work and consume and the way that businesses operate, engage and sell to customers.

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus:

- The unaudited carrying value of the Company's indirect investment in AdvancedAdvT was £18.9 million, representing 11.8 per cent. of the voting rights in AdvancedAdvT; of which:

- £18.8 million, representing 11.8 per cent. of the ordinary share voting rights in AdvancedAdvT, is attributable to the Ordinary Shares;
 - £0.1 million, representing the 525,000 ordinary warrants, is attributable to the Ordinary Shares; and
 - Zero is attributable to the 2016 Realisation Shares.
- AdvancedAdvT's share price and market capitalisation was 120.0p and £159.8 million respectively.

The valuations above are derived from:

- in respect of shares held in Advanced AdvT, the market price of Advanced AdvT's shares; and
- in respect of warrants to acquire shares in Advanced AdvT, the warrant valuation derived from the Black Scholes model, in each case as at 30 September 2021.

MAC II & MAC III

As at the date of publication of this Prospectus, MAC II and MAC III are effectively identical vehicles. It is anticipated that following recruitment of management teams and Management Partners, MAC II and MAC III will pursue acquisitions in different sectors depending on the background and expertise of the respective management teams and Management Partners.

Launched as new model acquisition companies, MAC II and MAC III are listed on the Standard Segment of the London Stock Exchange, each, a platform to partner with Management Partners to pursue buy and build strategies in sectors with attractive investment characteristics.

On 4 December 2020, MAC II and MAC III were listed on the standard segment of the Official List and each completed the issue of 700,000 ordinary shares with matching warrants at a price of £1.00 per ordinary share and warrant, raising £700,000 to fund operating expenses and due diligence costs in the pursuit of acquisition opportunities. Marwyn Funds invested £525,000 in each with the remaining £175,000 being provided by Management Partners of previous Marwyn vehicles.

On 20 April 2021, MAC II and MAC III each raised an additional £12m through the issue of an unlisted class of A shares and matching warrants to pursue their objectives.

MAC II and MAC III were established as a platform for Marwyn to attract industry leading Management Partners with whom the Manager will assist in the origination, assessment, due diligence and acquisition of target companies.

MAC II and MAC III intend to invest in companies that are positioned to take advantage of the structural change arising from an unprecedented acceleration of digitalisation brought about by the current macroeconomic environment, affecting the way people live, work and consume, and the way businesses operate, engage and sell to customers, initially focus on businesses in the media and entertainment, technology and software, consumer e-commerce, healthcare and diagnostics and business to business services sectors, although they may pursue an acquisition opportunity in any industry or sector. The flexible share structure of both MAC II and MAC III can facilitate a broad range of future transactions and is an essential element of their proposition.

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus:

- The unaudited carrying value of the Company's indirect investment in each of MAC II and MAC III was £9.6 million, representing 57.2 per cent. of the voting rights in each of MAC II and MAC III; of which:
 - £9.6 million, representing 57.2 per cent. of the voting rights in each of MAC II and MAC III, is attributable to the Ordinary Shares; and
 - zero is attributable to the 2016 Realisation Shares.

- Due to an absence of trading, there is no quoted share price for MAC II and MAC III's shares. Valuing each share at a value of 100.0p, as used in the estimated Net Asset Values as at 30 September 2021, the market capitalisation for each of MAC II and MAC III (in respect of the ordinary shares traded on the London Stock Exchange) was £0.7 million, with a further value of £12.0 million in each in respect of the unlisted A shares.

The valuations above are derived from MVI II's internally modelled valuations (which in the case of MAC II and MAC III are approximately the amounts invested at cost) as at 30 September 2021.

MAC plc

MAC plc is an acquisition vehicle listed on the AIM Market of the London Stock Exchange. It is well-positioned to engage with Management Partners to secure investment opportunities that would specifically benefit from an AIM-listing.

MAC plc was renamed from Wilmcote Holdings plc to better facilitate the introduction of new management teams and acquisition opportunities generated by association to our investment network. MAC plc is an AIM-listed vehicle which is focussed on transactions in the industrial, manufacturing, engineering, construction, building products or support services sectors. The target company size for MAC plc is expected to be smaller than the other MAC Companies and will focus on opportunities that would specifically benefit from the use of a listing on the AIM Market.

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus:

- The unaudited carrying value of the Company's indirect investment in MAC plc was £5.0 million, representing 77.7 per cent. of the voting rights in MAC plc; of which:
 - £5.0 million, representing 77.7 per cent. of the voting rights in MAC plc, is attributable to the Ordinary Shares; and
 - zero is attributable to the 2016 Realisation Shares.
- MAC plc's share price and market capitalisation was 1.0p and £6.4 million respectively.

The valuations above are derived from MVI II's internally modelled IPEV compliant valuations as at 30 September 2021.

2. Additional investment held by MVI I in SHL (such holding being attributable to Ordinary Shareholders and 2016 Realisation Shareholders)

Silvercloud Holdings Limited ("SHL")

SHL is the vehicle through which MVI I holds an investment in Le Chateau. Le Chateau is a premium rubber boot and footwear company, with a highly experienced management team led by Corry Cavell-Taylor, driving growth through its B2B channels in the UK, Europe and US and achieving significant momentum direct to consumers via its e-commerce platform.

Corry Cavell-Taylor is CEO of Le Chateau Holdings Limited, MD of Bradshaw Taylor Limited and creator of Schöffel Countrywear. Corry has over two decades of experience in the country sports markets worldwide. Corry is on the board of Sigma Sports Ltd, the leading premium omni-channel bike retailer in the UK, having been co-owner and director since 2010 and is ex-Chairman and director of The Outdoor Industries Association of GB.

Corry started distributing outdoor and country brands over 25 years ago, having taken over Bradshaw Taylor from his father who was the third generation of the family to run the business which was started in 1895 by Corry's Great Grandfather. Bradshaw Taylor distribute the very best brands in outdoor and country clothing and equipment, connecting these brands with retailers and consumers throughout the UK, Europe & USA. Corry has a BSc from Birmingham University and an MBA from Cranfield School of Management.

SHL is an unlisted holding company whose sole investment as at the date of this Prospectus is a 50 per cent. shareholding in Le Chateau.

Since partnering with Bradshaw Taylor, the global distributor of Schöffel Country, in November 2019 and with Corry Cavell-Taylor as CEO, Le Chameau has successfully implemented extensive cost-out and integration changes, which have significantly improved the business' ability to achieve profitability and positive cash generation. This has included the closure of the London office, sell-down of excess inventory and consolidation of warehouse, fulfilment and back-office functions with other Bradshaw Taylor operations.

The impact of COVID-19 has been particularly severe on retail markets, with high-street stores being forced to shut in many areas and with significantly decreased footfall when those shops have been able to open. Despite this, Le Chameau's 2020 sales outperformed both prior year and against budget. Le Chameau's retail channel sales have remained relatively stable, due partly to many retailers having a strong online presence (and therefore being able to continue trading through major lockdowns) and also through the significant growth of Le Chameau's online channel sales. COVID-19 has acted as a catalyst for growth in the online segment, driving more consumers to purchase items online and has anecdotally led to higher use of outdoor footwear products during the lockdown periods. Le Chameau has witnessed a large increase in new customers and a step up in conversion rates on the website.

Le Chameau has positive momentum despite a difficult trading environment with COVID-19, headwinds in the broader retail sector and greater costs of UK firms to trade in the EU post-Brexit. The combination of increased forecast sales and reduced costs have resulted in a positive earnings forecast for 2021 and a write-up of MVI I's investment from £4.7 million in December 2019 to £12.3 million in December 2020. With continued growth being delivered into 2021, the investment in Le Chameau was written up further at 31 March 2021 to £14.4 million (£14.0 million of which is attributable to the Company's shareholders).

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus:

- The unaudited carrying value of the Company's indirect investment in SHL was £14.1 million, representing 97.4 per cent. of the voting rights in SHL; of which:
 - £12.6 million, representing 86.8 per cent. of the voting rights in SHL, is attributable to the Ordinary Shares; and
 - £1.5 million, representing 10.6 per cent. of the voting rights in SHL, is attributable to the 2016 Realisation Shares.

The valuations above are derived from MVI I's internally modelled IPEV compliant valuations as at 30 September 2021.

3. Current investment held by MVI II in Zegona (such holding being attributable to Ordinary Shareholders) and MVI I (such holding being attributable to 2016 Realisation Shareholders)

Zegona Communications plc ("Zegona")

Zegona was launched in partnership with ex-Virgin Media executives as an acquisition company targeting the European TMT sector. Following its initial acquisition of Telecable in 2015, and subsequent sale of that business to Euskaltel in 2017 (for which it received cash and share consideration), Zegona is currently in the process of returning the majority of the proceeds from its stake in Euskaltel following its recent sale to Masmovil.

Zegona was co-founded by Marwyn and ex-Virgin Media Executives Eamonn O'Hare (Chairman and Chief Executive Officer) and Robert Samuelson (Chief Operating Officer) listing on AIM in March 2015 as a £30m cash shell. The vehicle's stated investment strategy was to acquire businesses in the large and fragmented European TMT sector via a 'Buy-Fix-Sell' strategy with assets expected to have an enterprise value between £1 billion to £3 billion.

Eamonn O Hare's previous role was Chief Financial Officer at the Virgin Media Group, prior to its strategic sale to Liberty Global in 2013 for US\$24 billion. Prior to Virgin Media, Eamonn served as the Chief Financial Officer for the UK division of Tesco plc from 2005 to 2009, before which he was Chief Financial Officer of Energis Communications Limited. Robert Samuelson was the Director of Group

Strategy at the Virgin Media Group, and prior to that was a Managing Partner at Virgin Group, heading the Telecoms & Media Sector. Prior to this, Robert co-led Arthur D Little's corporate finance practice.

Zegona acquired Telecable from Carlyle for €640 million in August 2015 with Zegona migrating to the standard segment of the Official List in September 2015. Telecable was founded in the Northern Spanish region of Asturias in 1995 initially as a pure Pay TV provider and had since grown into a regional quad-play telecommunications operator offering Pay TV, Broadband, Mobile and Fixed Telephony, to both residential and business customers.

At the point of Zegona's investment, Telecable, R-Cable and Euskaltel were all market leaders in their respective Northern Spanish regions of Asturias, Galicia and the Basque. Euskaltel announced the acquisition of Telecable from Zegona in May 2017 as part of their consolidation efforts having acquired R-Cable in November 2015. Following the acquisitions Euskaltel became the fifth largest telecommunications operator in Spain.

Zegona received consideration of €686 million which included €186.5 million of cash and 26.8m shares in Euskaltel (15 per cent. ownership post deal), with Robert Samuelson appointed as Zegona's representative on Euskaltel's Board as a Non-Executive Director ("NED"). In October 2017, Zegona returned £140 million of cash to shareholders via a tender offer at £2 per share but retained the 15 per cent. stake in Euskaltel as it believed there were various strategic options available for Zegona to drive further growth in Euskaltel.

In February 2019 Zegona raised over £100 million via a placing. Zegona used the proceeds to acquire additional shares in Euskaltel taking Zegona's holding to 21 per cent. and making it the largest shareholder. Eamonn O'Hare was subsequently appointed to Euskaltel's Board as a NED. Zegona used their increased influence to implement a number of changes in Euskaltel including efficiency gains, the appointment of José Miguel García as CEO and the launch of the national expansion under the Virgin brand to achieve greater scale.

On 28 March 2021, MásMóvil, the fourth largest telecommunications operator in Spain which was taken private by KKR, Provident and Cinven in 2020, launched a tender offer to acquire 100 per cent. of Euskaltel for €11.17 per share in cash (the "Offer"). The Offer valued Euskaltel's equity at €2.0 billion which equates to an Enterprise Value of €3.5 billion and valued Euskaltel at 10.1x EBITDA and 21x Operating Cash Flow, a significant premium to European telecommunications multiples. MásMóvil received acceptances from 98 per cent. of Euskaltel shareholders and paid the consideration due to shareholders in August 2021.

In May 2021, Zegona announced its intention to return £335 million to shareholders in cash via a capital return contingent on receipt of the proceeds from the proposed acquisition of Euskaltel by MasMovil. The capital return comprised a dividend payment of £5.7 million which was paid on 23 July 2021 and a return of £329.3 million paid via a tender offer in October 2021 following a court-approved capital reduction. Under the tender offer, the Marwyn Funds tendered 98.16% of their shareholding in Zegona at a price of £1.535 per Zegona share, resulting in proceeds of approximately £45.4 million attributable to the Ordinary Shares and approximately £6.7 million attributable to the Company's 2016 Realisation Shares. The remaining cash held by Zegona leaves the business in a position to source its next investment opportunity.

As at 30 September 2021, being the date of the Company's latest published estimated Net Asset Values prior to the publication of this Prospectus:

- The unaudited carrying value of the Company's indirect investment in Zegona was £52.4 million, representing 15.8 per cent. of the voting rights in Zegona; of which:
 - £45.7 million, representing 13.8 per cent. of the voting rights in Zegona, is attributable to the Ordinary Shares; and
 - £6.7 million, representing 2.0 per cent. of the voting rights in Zegona, is attributable to the 2016 Realisation Shares.
- Prior to the tender offer, as at 30 September 2021, Zegona's share price and market capitalisation was 151.5p and £331.7 million respectively. Following completion of the tender

offer, whereby 97.97% of Zegona's ordinary shares were redeemed, Zegona's market capitalisation (based on the same share price) is £6.7 million.

The valuations above are derived from the market price of Zegona's shares as at 30 September 2021.

In October 2021, the Marwyn Funds sold 98.16% of their total shareholding in Zegona at a price of £1.535 per share in connection with the Zegona tender offer described in this paragraph 3 of Part IV of this Prospectus..

Zegona is incorporated in England and its registered office is 8 Sackville Street, London W1S 3DG. The address of Zegona's website is www.zegona.com.

4. Pipeline

Marwyn anticipates that attractive follow-on investment opportunities will arise for the investee companies of MVI II in the short to medium term. Following the sale of 98.16 per cent. of the investment in Zegona, it is anticipated that there will be cash attributable to the Ordinary Shares (on a look through basis) of £51.2 million which the Manager will utilise to support the existing portfolio and launch new acquisition vehicles as considered appropriate.

Marwyn is also in discussions with a number of other Management Partners regarding promising new investment opportunities.

5. Potential Settlement of VAT Reclaim

In November 2012, an underlying investment of MVI I, Le Chateau Group plc ("**LCG**") (formerly Marwyn Management Partners Plc) sold its holding in Praesepe plc, a company operating in the gaming industry.

At the time of the sale there was an ongoing dispute between the gaming industry and HMRC on the principle of fiscal neutrality. The basis of the dispute was that some similar forms of gambling were treated differently for VAT purposes and test cases were pursued by The Rank Group Plc and Done Brothers (Cash Betting) Ltd.

Based on these test cases, Deloitte LLP and PricewaterhouseCoopers LLP were engaged by Praesepe plc to submit VAT reclaims to HMRC on a contingent fee basis. Certain of these VAT reclaims relate to the period of LCG's ownership and as such, under the terms of the sale agreement, a subsidiary of LCG retained a beneficial interest in the VAT reclaims that related to the period of LCG's ownership. The existence of this contingent VAT reclaim was disclosed in the historic financial statements of LCG which are publicly available. This contingent asset was transferred in 2020 to MVI I as part settlement of the outstanding loan between the LCG group and MVI I.

The Praesepe VAT reclaims stood behind The Rank Group Plc claim ("**Rank 2**"). On 30 June 2021, the First-tier Tribunal ruled in favour of The Rank Group Plc and then on 25 August 2021, HMRC publicly confirmed that it will not appeal the decision made by the First-tier Tribunal. Based on this latest development, it is now anticipated that following due process, the Praesepe VAT reclaims sitting behind the Rank 2 claim will be paid by HMRC, which is expected to result in a cash payment to MVI I.

No amount has previously been recognised in either the annual historic LCG financial statements, or subsequently in the NAV of MVI I due to the high level of uncertainty surrounding the likelihood of any receipt. It is not anticipated that the impact of settlement of the VAT reclaims, after deduction of contingent fees, taxes and other expenses, will be materially more than 5 per cent. of the most recently published NAV of either the Company's Ordinary Shares or 2016 Realisation Shares, however, there remains no certainty over the value of the VAT reclaims that will be repaid by HMRC, nor the timing of receipt of any such VAT reclaims. No amount will be reflected in the Company's published estimated NAV calculations until there is sufficient certainty over the amount receivable.

PART V

INFORMATION ABOUT THE 2021 REALISATION SHARE OFFER

1. Background to the 2021 Realisation Share Offer

At an extraordinary general meeting of the Company which took place on 19 November 2013, Shareholders approved a proposal that, commencing on 30 November 2016 and thereafter at five-yearly intervals, holders of Ordinary Shares would have the option to redesignate all or some of such Ordinary Shares into Realisation Shares on a one-for-one basis.

The option to redesignate Ordinary Shares into Realisation Shares affords such shareholders the ability to receive capital distributions at Net Asset Value (less costs) as investments held by the Master Fund are exited. This provides a mechanism for those shareholders electing to convert their shares to realise the value of any share price discount to NAV and, through future conversion opportunities, serves as a discount management tool for ongoing holders of Ordinary Shares.

Accordingly, pursuant to the 2021 Realisation Share Offer, Ordinary Shareholders are being offered the option to redesignate all or some of such Ordinary Shares into 2021 Realisation Shares on a one-for-one basis, with completion of any such redesignations to occur on 30 November 2021.

The key features of the 2021 Realisation Shares, as compared to the Ordinary Shares are summarised in the following table:

	2021 Realisation Shares	Ordinary Shares
Investment policy		
Participation in new investments	No	Yes
Participation in follow-on investments in existing Portfolio Companies	Yes – for three years	Yes
Timing of investment exit	No accelerated realisation – the portfolio attributable to the 2021 Realisation Shares will not be divested on an accelerated basis as compared to the portfolio attributable to the Ordinary Shares	
Distributions & Dividends		
Dividends	No dividend payable	Quarterly dividends of 2.265p per share (9.06p per share annually)
Return of capital	All sales proceeds ¹	50% of Net Capital Gains are distributed, to the extent that cumulative Net Capital Gains since the adoption of the Ordinary Share Distribution Policy have not already been returned Remaining amounts are retained by the Master Fund, available for future investment

¹ Subject to holding back any amounts for reasonable working capital requirements

The Manager has advised the Directors that it does not currently expect to make any substantial disposals over the next five years. The Directors, having considered the historical investment holding periods and timing of investment returns, considers this consistent with the Company's investment objective and investment policy.

None of the Directors, the Principals, the Manager or any of their respective associates that currently hold Ordinary Shares will be electing to take up the 2021 Realisation Share Offer and redesignate any of their Ordinary Shares as 2021 Realisation Shares.

The Company and MVI I have each undertaken to use their respective best endeavours to have the 2021 Realisation Shares admitted to trading on the Specialist Fund Segment. In accordance with the Prospectus Regulation Rules of the FCA and the Admission and Disclosure Standards of the LSE, the Prospectus is required to be approved by the FCA and published prior to Admission.

2. Circular and Specialist Fund Segment eligibility

Simultaneously with the publication of this Prospectus, the Company has posted a circular to all Shareholders setting out further details of the 2021 Realisation Share Offer, together with instructions to for Ordinary Shareholders who hold their Ordinary Shares in certificated form, and instructions for Ordinary Shareholders who hold Ordinary Share Depository Interests in CREST.

The 2021 Realisation Share Offer has two alternative options for Ordinary Shareholders who wish to elect, in whole or in part, for 2021 Realisation Shares:

- (a) Option 1 allows Ordinary Shareholders to elect to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares under any circumstance (including where Admission does not occur); and
- (b) Option 2 allows Ordinary Shareholders to elect to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares, conditional only on Admission occurring.

The purpose of the inclusion of Option 2 is to allow Shareholders who have (conditionally) elected for 2021 Realisation Shares the opportunity to retain a holding of Ordinary Shares in circumstances where the Company and MVI I, having complied with their undertaking to use their respective best endeavours to procure Admission, are unable to procure Admission.

The Company anticipates that, following the Company's application for Admission, the only basis on which such application would be unsuccessful would be if the 2021 Realisation Shares were deemed by the London Stock Exchange to be ineligible for admission to the Specialist Fund Segment under the eligibility criteria set out in the London Stock Exchange's Admission and Disclosure Standards. Circumstances under which the 2021 Realisation Shares would be deemed to be ineligible for admission to the Specialist Fund Segment include there being an insufficient number of Ordinary Shares redesignated as 2021 Realisation Shares to constitute an "orderly market" in the 2021 Realisation Shares.

If the London Stock Exchange deems there to be an insufficient number of 2021 Realisation Shares to constitute an orderly market for the purposes of the Specialist Fund Segment, or refuses to grant Admission for any other reason, then all Ordinary Shareholders that elect for Option 2 above will automatically not have their Ordinary Shares redesignated as 2021 Realisation Shares and will instead remain as Ordinary Shareholders in respect of the number of Ordinary Shares for which Option 2 was elected.

3. Further 2021 Realisation Share Offer information

An Ordinary Shareholder is entitled to elect to redesignate up to 100 per cent. of his or her Ordinary Shares as 2021 Realisation Shares. Since no voting rights will either be created or lost as a consequence of Ordinary Shareholders electing to redesignate some or all of their Ordinary Shares as 2021 Realisation Shares, the 2021 Realisation Share Offer will have no dilutive effect on existing Shareholders.

2021 Realisation Shareholders will be exposed to a new class of Realisation Share Interests, comprised of Class R(F)2 Interests.

Class R(F)2 Interests will be managed alongside Class R(F)1 interests in MVI I according to the applicable investment policy in each case.

The rights and restrictions applicable to the 2021 Realisation Shares are set out in the Articles and summarised in paragraph 3 of Part X of this Prospectus. The results of the 2021 Realisation Share Offer, including the number of Ordinary Shares to be redesignated as 2021 Realisation Shares, will be communicated to Shareholders through an RIS announcement on 28 November 2021.

The 2021 Realisation Share Offer is being made available to all Ordinary Shareholders in the Company other than Excluded Shareholders (as outlined in paragraph 6 below).

4. Admission, dealings and CREST

An application will be made to the London Stock Exchange for admission of the 2021 Realisation Shares to trading on the Specialist Fund Segment. The securities being admitted to trading are 2021 Realisation Shares of the Company of 0.0001p each. The ISIN of the 2021 Realisation Shares is KYG5897M2243, and the SEDOL of the 2021 Realisation Shares is BMTPR97. It is expected that the Redesignation will be completed, Admission (if permitted) will become effective and that dealings on the Specialist Fund Segment for normal settlement in the 2021 Realisation Shares will commence at 8:00 a.m. on 30 November 2021. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in 2021 Realisation Shares prior to commencement of unconditional dealings will be at the sole risk of the parties concerned.

Where applicable, definitive share certificates in respect of the 2021 Realisation Shares are expected to be despatched, by post at the risk of the recipients, to the relevant holders, not later than 14 December 2021. The 2021 Realisation Shares will be in registered form and will also be capable of being held in uncertificated form through 2021 Realisation Share Depository Interests as described below. Prior to the despatch of definitive share certificates in respect of any 2021 Realisation Shares which are to be held in certificated form, transfers of those 2021 Realisation Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

CREST is a paperless settlement procedure enabling securities to be evidenced other than by certificate and transferred otherwise than by written instrument. The securities of companies incorporated in the Cayman Islands cannot be admitted to CREST and the 2021 Realisation Shares are therefore not capable themselves of being admitted to CREST. Such securities can, however, be held by a nominee company which issues securities constituted under English law, called depository interests, on a one-for-one basis to the CREST account of the individual shareholder. These depository interests can then be admitted to and settled within CREST like any other CREST security. CREST is a voluntary system and shareholders who wish to receive and retain share certificates will be able to do so.

The Company, through the Depository, has established a depository arrangement whereby 2021 Realisation Share Depository Interests will be issued to Shareholders who wish to hold their 2021 Realisation Shares in electronic form in CREST. Further details are set out at paragraph 5 below.

For the avoidance of doubt, any Ordinary Shareholders who elect to redesignate some (but not all) of their Ordinary Shares as 2021 Realisation Shares will, following the Redesignation:

- (a) if the Shareholder holds his or her Shares in certificated form, receive one share certificate representing the Shareholder's balance of Ordinary Shares and another share certificate representing the Shareholder's 2021 Realisation Shares; or
- (b) if the Shareholder holds his or her Depository Interests representing Shares in CREST, have their CREST account debited Ordinary Share Depository Interests and credited 2021 Realisation Share Depository Interests.

The Redesignation will be effected pursuant to a resolution of the Directors in accordance with the Articles and the Companies Act.

Transfer restrictions

The 2021 Realisation Shares issued, if in certificated form, will bear a legend evidencing such restrictions appearing on the front or back of the certificates evidencing them as the directors may from time to time determine.

5. 2021 Realisation Share Depository Interests

The 2021 Realisation Share Depository Interests will be created pursuant to, and issued on, the terms of the Deed Poll. Shareholders who elect to hold their 2021 Realisation Shares in uncertificated form through the Depository will be bound by the terms of the Deed Poll, the provisions of which are expressed to bind all holders of Depository Interests, future and present. Further details relating to the Deed Poll are set out in Part X of this Prospectus.

2021 Realisation Shares to be held in uncertificated form will be redesignated as 2021 Realisation Shares from Ordinary Shares held by the Depository or nominated custodian. Accordingly, in respect of those 2021 Realisation Shares held by shareholders in uncertificated form, the Company's register will show the Depository (or its custodian, as appropriate) as the legal holder of such shares. The beneficial interest in the 2021 Realisation Shares will, however, remain with the holders of the 2021 Realisation Share Depository Interests who will be entitled to receive and exercise (or procure the exercise of) all of the rights attaching to such shares.

An application will be made for the 2021 Realisation Share Depository Interests to be admitted to CREST with effect from Admission. The 2021 Realisation Share Depository Interests will have the same international security identification number (ISIN) as the underlying shares and will not require a separate application for admission to trading on the Specialist Fund Segment.

If CREST members wish to avail themselves of the depository arrangements, they can do so by inputting a stock deposit in the usual way. The Company has informed Euroclear UK & Ireland that:

- a CREST transfer form or dematerialisation form lodged as a stock deposit will be deemed to constitute a transfer of the 2021 Realisation Shares to the Depository who will issue corresponding Depository Interests in CREST to the depositing members/transferee; and
- in a similar way, a stock withdrawal will be deemed to constitute an instruction to the Depository to cancel the Depository Interest and effect a transfer of the 2021 Realisation Shares to the person specified in the instruction. Shareholders who wish to do so may withdraw their shares into certificated form at any time using standard CREST messages.

Your attention is drawn to the sections on stamp duty/stamp duty reserve tax set out in Part IX of this Prospectus.

Trading in Depository Interests on the Specialist Fund Segment will require shareholders to deal through a stockbroker or other intermediary who is a member of the London Stock Exchange.

If at any time a CREST member requires any further information regarding the depository arrangements and the holding of Realisation Shares in the form of depository interests or wishes to withdraw its Depository Interests from the CREST system and hold 2021 Realisation Shares in certificated form, the CREST member should contact Link Market Services Trustees Limited at 10th Floor Central Square, 29 Wellington Street, Leeds, LS1 4DL.

6. Excluded Shareholders and US Securities law

In order to avoid any inadvertent breach of overseas securities laws and to avoid the 2021 Realisation Share Offer being otherwise made to Shareholders who are not entitled to participate in the 2021 Realisation Share Offer, Excluded Shareholders shall be deemed to have elected not to participate in the 2021 Realisation Share Offer. Notwithstanding any other provision of this Prospectus, the Company reserves the right to permit any Excluded Shareholders to participate in the 2021 Realisation Share Offer if the Directors, in their sole and absolute discretion, are satisfied at any time prior to the Closing Date that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

The 2021 Realisation Shares have not been and will not be registered under the relevant laws of any state, territory or other jurisdiction of the United States and may not be offered, sold, resold, taken up, transferred, delivered or distributed, directly or indirectly, into, in or within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act.

Each person who makes an election for 2021 Realisation Shares outside the United States will be deemed by its election to have represented and agreed on its behalf and on behalf of any person or account for which it is acting, that:

- (a) it is electing to receive the 2021 Realisation Shares from the Company in an “offshore transaction” as defined in Regulation S;
- (b) the 2021 Realisation Share Offer has not been made to it by means of any “directed selling efforts” as defined in Regulation S; and
- (c) it is not a US Person (as defined in Regulation S) and is not making an election for 2021 Realisation Shares for the account or benefit of any US Person.

Each person who makes an election for 2021 Realisation Shares inside the United States will be deemed by its election to have represented and agreed on its behalf and on behalf of any person or account for which it is acting, that:

- (a) it is a QIB that is also a QP that is making an election for 2021 Realisation Shares for its own account or for the account of a QIB that is also a QP; and
- (b) the 2021 Realisation Share Offer has not been made to it by means of any form of “general solicitation” or “general advertising” (as such terms are defined in Regulation D under the US Securities Act).

The 2021 Realisation Shares will be “restricted securities” within the meaning of Rule 144(a)(3) under the US Securities Act. Resales of 2021 Realisation Shares may only be made; (i) outside the United States to non-US Persons within the meaning of, and in reliance on, Regulation S; or (ii) within the United States to investors that are QIBs and also QPs. The Company will require the provision of a letter by investors in the United States and any transferees in the United States in the form of Appendix A to this Prospectus (or in a form otherwise acceptable to the Company), containing representations as to status under the US Securities Act and the US Investment Company Act.

The Company will refuse to issue or consent to the transfer of 2021 Realisation Shares to investors that do not meet the foregoing requirements.

7. 2021 Realisation Share Offer expenses

The 2021 Realisation Share Offer expenses of the Company are those incurred in connection with the proposed 2021 Realisation Share Offer. Such expenses will be divided between the Ordinary Shares and 2021 Realisation Shares *pro rata* according to the Realisation Proportion. These expenses will be immediately payable and will include registration and admission fees, printing, advertising and distribution costs, legal fees and any other applicable expenses. The 2021 Realisation Share Offer expenses are estimated to amount to approximately £400,000.

PART VI

FINANCIAL INFORMATION ON THE COMPANY

1. Financial Information Incorporated by Reference

Unaudited financial information for the six months ended 30 June 2021

The Company 2021 Interims, which have not been reviewed by an independent auditor, have been prepared in accordance with International Accounting Standard 34: Interim Financial Reporting. They do not include all the required information for full financial statements and should be read in conjunction with the Company's audited financial statements for the year ended 31 December 2020.

Selected financial information from the Company 2021 Interims is set out below and are incorporated into this Prospectus by reference. Please refer to paragraph 3 of this Part VI for a description of all of the information incorporated into this Prospectus by reference.

	Six months ended 30 June 2021 (unaudited) (£)	Six months ended 30 June 2020 (unaudited) (£)
Finance income	50	241
Distribution income	2,530,043	—
Net gain/(loss) on financial assets at fair value through profit or loss	13,531,314	(3,468,702)
Total net income/(expense)	16,061,407	(3,468,461)
Expenses	(50)	(241)
Profit/(loss) for the period	16,061,357	(3,468,702)
Returns per Ordinary Share – basic and diluted	25.5p	(5.3p)
Returns per Realisation Share – basic and diluted	48.9p	(6.2p)
Total assets	111,257,666	99,813,639
Total liabilities	(128,564)	(128,614)
Net assets attributable to equity holders	111,129,102	99,685,025
Net assets attributable to Ordinary Shares	102,819,637	92,657,076
Net Assets per Ordinary Share	184.10p	156.93p
Net assets attributable to Realisation Shares	8,309,465	7,027,949
Net Assets per Realisation Share	225.55p	167.84p

Audited financial information for the three years ended 31 December 2020, 2019 and 2018

The audited financial statements of the Company for the financial years ended 31 December 2020, 2019 and 2018 (the “**Annual Reports**”) have been prepared in accordance with International Financial IFRS as adopted by the European Union together with the applicable legal and regulatory requirements of the Companies Act. The Annual Report of the Company for the financial year ended 31 December 2020 has been audited by the Auditors and the Annual Report of the Company for the financial years ended 31 December 2019 and 2018 were audited by PricewaterhouseCoopers LLP (being the Company's previous auditor). In each case the Annual Reports were issued with an unqualified audit report under applicable legislation in the Cayman Islands.

Selected financial information from the Annual Reports is set out below and the entire contents of the Annual Reports are incorporated into this Prospectus by reference.

	Year ended 31 December 2020 (audited) (£)	Year ended 31 December 2019 (audited) (£)	Year ended 31 December 2018 (audited) (£)
Finance Income	242	570	295
Net gain/(loss) on financial assets	(1,199,172)	(26,958,160)	(18,415,116)
Total net income/loss	<u>(1,198,930)</u>	<u>(26,957,590)</u>	<u>(15,493,360)</u>
Expenses	242	570	295
Profit/(loss) for the year	(1,199,172)	26,958,160	(15,493,655)
Returns per Ordinary Share – basic and diluted	(2.12p)	(37.41p)	(19.68p)
Returns per Realisation Share – basic and diluted	1.44p	(31.20p)	(22.79p)
Total assets	97,726,402	105,136,674	147,273,635
Total liabilities	<u>(128,614)</u>	<u>(128,372)</u>	<u>(127,827)</u>
Net assets attributable to equity holders	97,597,788	105,008,302	147,145,808
Net assets attributable to Ordinary Shares	91,089,862	97,722,427	133,723,278
Net Assets per Ordinary Share	163.09p	160.45p	192.17p
Net assets attributable to Realisation Shares	6,507,926	7,285,875	13,422,530
Net Assets per Realisation Share	176.65p	174.00p	199.72p

2. Operating and Financial Review

The Company 2021 Interims and the Annual Reports (which are incorporated in this Prospectus by reference) included, on the pages specified in the table below, descriptions of the Company's financial condition (in both capital and revenue terms); details of the Company's investment activity and portfolio exposure; and changes in its financial condition for that period.

Company 2021 Interims and Annual Reports: 2020, 2019, and 2018

	Company 2021 Interims 6 months ended 30 June 2021 Page	Year ended 31 December 2020 (audited) Page	Year ended 31 December 2019 (audited) Page	Year ended 31 December 2018 (audited) Page
Report of the Chairman	6	4	4	1
Performance Summary	4	6	6	4
Report of the Manager	10	10	7	5
Report of the Directors	–	30	16	14
Financial Instruments and Associated Risks	–	76	52	43

3. Information Incorporated by Reference

Copies of documents incorporated by reference in this Prospectus may be viewed on the website of the Company at www.marwynvalue.com and is also available for inspection at the address referred to in paragraph E of Part X of this document.

Information Incorporated by Reference	Unaudited 6 months ended 30 June 2021 Page	Year ended 31 December 2020 (audited) Page	Year ended 31 December 2019 (audited) Page	Year ended 31 December 2018 (audited) Page
Report of the Chairman	6	4	4	1
Performance Summary	4	6	6	4
Allocation of Net Asset Value	8	8	12	7
Report of the Manager	10	10	7	5
Discount to NAV	18	—	—	—
Fund Structure and Investment Policy	—	28	58	48
Report of the Directors/Directors' Responsibilities	19	30	16	14
Report of the Independent Auditors	—	48	29	23
Income Statement	20	54	33	27
Statement of Financial Position	21	55	34	28
Statement of Cash Flows	22	56	35	29
Statement of Changes in Equity	23	57	36	30
Notes to the Financial Statements	24	58	37	31
Risk	—	76	52	43
Advisers	30	81	59	50
Defined Terms	32	82	60	—

Those parts of each document that are not incorporated by reference are either not relevant for investors or are covered elsewhere in this Prospectus.

4. No Significant Change

Other than as disclosed in the following paragraph, as at the date of this Prospectus, there has been no significant change in the financial position or financial performance of the Company since 30 June 2021, being the latest date at which financial information (incorporated by reference into this Prospectus) has been published by the Company other than as set out in the following paragraph.

On 29 July 2021, the Company declared an interim dividend of 2.265 pence per Ordinary Share which was paid to Ordinary Shareholders on 27 August 2021.

5. Working Capital

The Company is of the opinion that it has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this Prospectus.

6. Capitalisation and Indebtedness

As at the date of this Prospectus, other than the liabilities to settle certain fees and expenses (see paragraph 5 of Part III of this Prospectus) and the MVI I Loan, the Company has no guaranteed, secured, unguaranteed or unsecured debt and does not have any indirect or contingent indebtedness. The following table sets out the capitalisation and indebtedness of the Group (distinguishing between guaranteed and unguaranteed, and secured and unsecured indebtedness) as at 30 September 2021.

	30 September 2021 (unaudited) £
Total current debt	(128,564)
– Guaranteed	–
– Secured	–
Unguaranteed/unsecured	(128,564)
Total non-current debt	–
– Guaranteed	–
– Secured	–
– Unguaranteed/unsecured	–
Total indebtedness	(128,564)
Capitalisation	
– Share capital	64,436,345
– Reserves	45,967,848
Total capitalisation	110,404,193

The following table shows the Company's net indebtedness as at 30 September 2021.

	30 September 2021 (unaudited) £
A. Cash	128,564
B. Cash equivalent	–
C. Trading securities	–
D. Liquidity (A+B+C)	128,564
E. Current financial receivable	–
F. Current bank debt	–
G. Current portion of non-current debt	–
H. Other current financial debt	128,564
I. Current financial debt (F+G+H)	128,564
J. Net current financial indebtedness (I-E-D)	–
K. Non-current bank loans	–
L. Bonds issued	–
M. Other non-current loans	–
N. Non-current financial indebtedness (K+L+M)	–
O. Net financial indebtedness (J+N)	–

7. General

If the 2021 Realisation Share Offer had taken place prior to 30 June 2021 then the balance sheet of the Company would change as follows:

The assets of the Company attributable to Ordinary Shares, although unchanged in value (save for any dividends relating to those shares redesignated as 2021 Realisation Shares being retained as cash rather than paid as dividends), would be segregated into an “ordinary pool” and a “2021 realisation pool”, for the benefit of the Ordinary Shareholders and 2021 Realisation Shareholders respectively. The relative value of the assets held in the ordinary pool compared to the 2021 realisation pool would be equal to the ratio of Ordinary Shares compared to 2021 Realisation Shares.

The assets of the Company attributable to 2016 Realisation Shares will be unaffected by the 2021 Realisation Share Offer.

If the 2021 Realisation Share Offer had taken place prior to 30 June 2021 then there would have been no impact on the Company's earnings.

The most recent unaudited Net Asset Value per Ordinary Share as at 30 September 2021, as announced via a regulatory information service on 13 October 2021, was £1.8231.

As at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, the closing share price of an Ordinary Share was £1.235 and represented a discount of 32.3 per cent. to the Net Asset Value per Ordinary Share as at 30 September 2021, giving the Company (in relation to the Ordinary Shares) a market capitalisation as at 18 October 2021 of £69.0 million.

PART VII

FINANCIAL INFORMATION ON MVI I

1. Unaudited Consolidated Financial Information for the Six Months ended 30 June 2021

The information contained in this paragraph 1 of this Part VII has been extracted, without material adjustment, from the unaudited financial statements of MVI I for the six months ended 30 June 2021.

STATEMENT OF PARTNERS' CAPITAL

As at 30 June, 2021 and December 31, 2020

	Notes	30 June 2021 GBP	31 December 2020 GBP
ASSETS			
Financial Assets at fair value through profit or loss (cost: £93,798,867, 2020: £57,536,623)	3	106,650,922	50,357,078
Loan receivable at fair value (cost: £7,125,000, 2020: £7,125,000)	3	7,281,579	7,191,235
Cash and cash equivalents	2	7,725,609	46,376,592
Other receivables		17,585	17,585
Total assets		121,675,695	103,942,490
LIABILITIES			
Management fees payable	7	(198,953)	(169,130)
Administration fees payable	8	(3,119)	(8,131)
Directors' fees payable		(1,584)	(1,666)
Other payables	10	(316,976)	(530,864)
Total liabilities (excluding Partners' Capital)		(520,632)	(709,791)
Partners' Capital		121,155,063	103,232,699

Director:
Marwyn General Partner Limited
General Partner

Director:
Marwyn General Partner Limited
General Partner

The notes on pages 87 to 100 form an integral part of these Financial Statements.

SCHEDULE OF INVESTMENTS

As At 30 June 2021

FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Shares	Fair value £	Percentage of Partners' capital %
EQUITY SECURITIES OWNED, AT FAIR VALUE			
United Kingdom			
Communications (cost: £5,397,991)			
Zegona Communications plc (Ordinary Shares)	4,437,973	6,590,390	5.44%
Financial (cost: £88,400,876)			
Marwyn Value Investors II LP ¹	–	92,755,911	76.56%
Silvercloud Holdings Limited	2,293,002	7,304,621	6.03%
Total equity securities owned, at fair value (cost: £93,798,867)		106,650,922	88.03%
LOANS RECEIVABLE, AT FAIR VALUE			
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	128,564	0.11%
United Kingdom			
Silvercloud Holdings Limited	7,000,000	7,153,015	5.90%
Total debt securities (cost: £7,125,000)		7,281,579	6.01%

'Investments held by Marwyn Value Investors II LP	Shares	Number of warrants held	Cost £	Fair value £	MVI II Fair Value attributable to MVI LP	MVI LP Allocation of MVI II Percentage of Partners' capital %
					£	%
Marwyn Acquisition Company plc (formerly Wilmcote Holdings plc)	612,261,611	–	20,093,218	6,122,615	5,123,199	4.23%
Zegona Communications plc	37,624,062	–	46,798,725	55,871,725	46,143,584	38.09%
AdvancedAdvT Limited (formerly Marwyn Acquisition Company I Limited)	19,234,769	492,000	19,234,769	23,747,524	19,781,295	16.33%
Marwyn Acquisition Company II Limited	11,737,661	11,737,661	11,737,661	11,737,661	10,009,269	8.26%
Marwyn Acquisition Company III Limited	11,737,661	11,737,661	11,737,661	11,737,661	9,854,015	8.13%
Current assets and liabilities	N/A	–	N/A	2,102,512	1,844,549	1.52%
					92,755,911	76.56%

The notes on pages 87 to 100 form an integral part of these Financial Statements.

STATEMENT OF OPERATIONS

For the period ended June 30, 2021 and June 30, 2020

	Notes	June 30 2021 GBP	June 30 2020 GBP
Investment Income			
Dividend income	4	97,635	88,759
Interest income	4	90,348	929,988
Other income	7	1,520,912	1,506,014
Total income		<u>1,708,895</u>	<u>2,524,761</u>
Expenses			
Management fees	7	1,110,372	1,097,575
Administration fees	8	29,783	43,413
Legal fees		49,589	161,999
Audit fee		9,174	35,700
General Partner expenses		9,917	10,001
Other expenses		78,464	869,011
Total expenses		<u>1,287,299</u>	<u>2,217,699</u>
Net investment gain		<u>421,596</u>	<u>307,062</u>
Net realised and unrealised gains/(losses) on financial assets at fair value through profit or loss and foreign currencies			
Net change in unrealised gain/(loss) on financial assets at fair value through profit or loss and foreign currencies		20,030,811	(3,351,795)
Net reversal of loan impairment expense		—	(902,257)
Net realised and unrealised gain/(loss) on financial assets at fair value through profit or loss and foreign currencies		<u>20,030,811</u>	<u>(4,254,052)</u>
Net increase/(decrease) in Partners' Capital resulting from operations		<u>20,452,407</u>	<u>(3,946,990)</u>

The notes on pages 87 to 100 form an integral part of these Financial Statements.

STATEMENT OF CHANGES IN PARTNERS' CAPITAL
for the period ended 30 June 2021

	Notes	General Partner £	Limited Partners £	Total £
Net assets attributable to the Partners				
Partners' capital at January 1, 2021		3,136,480	100,096,219	103,232,699
Distributions	5	—	(2,530,043)	(2,530,043)
<i>Allocations of net (losses)/gains</i>				
Incentive allocation	4	3,996,203	(3,996,203)	—
Unrealised gain		—	20,030,811	20,030,811
Net investment gain for the period		—	421,596	421,596
Partners' capital at June 30, 2021		7,132,683	114,022,380	121,155,063
	Notes	General Partner £	Limited Partners £	Total £
Net assets attributable to the Partners				
Partners' capital at January 1, 2020		15,867,106	107,493,341	123,360,447
Capital contributions	4,5	—	19,111,102	19,111,102
Capital withdrawals		(13,083,644)	(20,965,676)	(34,049,320)
<i>Allocations of net (losses)/gains</i>				
Incentive allocation	4	(421,709)	421,709	—
Unrealised loss		—	(4,254,052)	(4,254,052)
Net investment gain for the period		—	307,062	307,062
Partners' capital at June 30, 2020		2,361,753	102,113,486	104,475,239

The notes on pages 87 to 100 form an integral part of these Financial Statements.

STATEMENT OF CASH FLOWS

For the period ended June 30, 2021 and June 30, 2020

	30 June 2021 GBP	30 June 2020 GBP
Cash flows from operating activities		
Net increase/(decrease) in Partners' Capital resulting from operations	20,452,407	(3,946,990)
Adjustments to reconcile net loss for the period to net cash used in operating activities:		
Changes in operating assets and liabilities		
Cost of investments purchased	(36,263,033)	(1,645,349)
Reallocation of loan receivable to equity investment	–	(200,000)
Unrealised (gain)/loss on financial assets at fair value through profit or loss	(20,030,811)	3,353,722
Increase in loan receivable	(90,344)	(24,932)
Reallocation of loan receivable to equity investment	–	200,000
Increase/(decrease) in management fees payable	29,823	(31,420)
Decrease in administration fees payable	(5,012)	(4,030)
Increase in unsettled buybacks	–	134,658
Decrease in directors' fees payable	(82)	–
Decrease in other payables	(213,888)	(354,626)
Net cash flow used in operating activities	(36,120,940)	(2,518,967)
Cash flows from financing activities		
Capital withdrawals	–	(14,938,218)
Distributions paid	(2,530,043)	–
Net cash used in financing activities	(2,530,043)	(14,938,218)
Net decrease in cash and cash equivalents	(38,650,983)	(17,457,185)
Beginning cash and cash equivalents balance 1 January	46,376,592	64,457,302
Cash and cash equivalents at the end of the period	7,725,609	47,000,117
Supplementary Information:		
Interest received	–	2,799
Interest paid	–	–

The notes on pages 87 to 100 form an integral part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2021

1. *Organisation*

Marwyn Value Investors L.P. (the “Master Fund” or the “Partnership”) a Cayman Islands exempted limited partnership, which is registered with the Cayman Islands Monetary Authority, was established on November 23, 2005 as Marwyn Neptune Fund L.P. to operate as a private investment partnership for the benefit of United States investors and certain non-United States taxable investors. The Master Fund commenced operation on April 3, 2006. Marwyn General Partner Limited (the “General Partner”), a Cayman Islands exempted company, serves as the general partner of the Master Fund.

Marwyn Value Investors II L.P. (“MVI II”) a Jersey limited partnership, which is registered as an expert fund with the Jersey Financial Services Commission, was established on December 23, 2015 and is a private equity fund structure through which the Master Fund’s new investments are predominantly made. MVI II holds all the Master Fund’s equity investments with the exception of (i) investments relating to Classes R(F)1 and R(G)1 (the “Realisation Classes”); and (ii) the current investment in Le Chateau (“LC”) (held through Silvercloud Holdings Limited) which are held directly by the Master Fund. The Master Fund’s commitment to MVI II is £152.4m (December 31, 2020: £152.4m). As at June 30, 2021, £177.5m (December 31, 2020: £141.2m) had been drawn down and £102.7m (December 31, 2020: £102.7m) had been distributed, of which £46.5m (December 31, 2020: £71.6m) is deemed recallable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including recallable distributions), totalling £46.5m as at June 30 2021 (December 31, 2020: £82.7m) to enable MVI II to make investments.

The market value of the Master Fund’s investment in MVI II was £92.8m as at June 30, 2021 (December 31, 2020: £40.4m) and the Master Fund’s share of the MVI II net asset value was 76.56% (December 31, 2020: 82.99%). The allocation of assets and liabilities is subject to allocation rules as governed by the MVI II Limited Partnership Agreement. The Master Fund is entitled to receive from MVI II net proceeds from the distribution of investments plus income from interest and dividends with respect to such investments. As per the Limited Partnership Agreement, MVI II shall be dissolved on the tenth anniversary of the Final Closing Date (being March 31, 2019), or such earlier time as determined by the MVI II General Partner in its sole discretion, subject to two additional one-year periods, which have been granted. The withdrawal of interest by the Master Fund is restricted as specified in the respective agreements and it is subject to MVI II General Partner approval.

Marwyn Value Investors Limited (the “Listed Fund”), a closed-ended investment fund registered by way of continuation in the Cayman Islands on July 8, 2009 and listed on Specialist Fund Segment of the Main Market of the London Stock Exchange (“SFS”), is a Limited Partner in the Master Fund. The Listed Fund invests in Class F, Class R(F) and Class R(G) of the Master Fund. The percentage of the Limited Partners’ capital in the Master Fund attributable to the Listed Fund at June 30, 2021 was 97.46% (June 30, 2020: 97.62%). The remaining capital in the Master Fund is owned by Class A GBP, Class A USD and Class X.

The Master Fund is an investment company following accounting and reporting guidance in Accounting Standards codification (“ASC”) 946.

2. *Significant accounting policies*

Investment Objective

The Master Fund’s highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies. As a long-term equity investor and typically the largest investor in a portfolio platform, the Master Fund takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. The investments available to the Realisation Classes are limited to those held on the date of creation of such realisation shares, those classes will not participate in any new investments.

The consolidated financial statements are expressed in Great British Pounds (“£”). They are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with these generally accepted accounting principles

requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The estimated fair value of investments and financial instruments is based upon available information and is not necessarily indicative of an amount that the Master Fund could realise in a current transaction. Management believes that the estimates and assumptions that affect the amounts reported in the financial statements are reasonable. However, actual results could differ from those estimates and such differences could be material to the Master Fund's financial statements.

The Master Fund does not consolidate MVI II or Silvercloud Holdings Limited, as they are considered investments of the Master Fund, and thereby exempt from consolidation as the Master Fund is an Investment Company as defined by ASC 946.

The following is a summary of significant accounting policies:

(a) *Cash and cash equivalents*

Cash represents cash on hand and demand deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less.

Cash and cash equivalents comprise balances held on deposit with Barclays Bank Plc, cash balances held with custodians, Goldman Sachs International and Société Générale and unsettled distributions held by the Master Fund's registrar, Link Asset Services.

(b) *Investment transactions and valuation*

Securities that are listed or quoted on any securities exchange or similar electronic system and regularly traded thereon will be valued at their last traded price on the relevant valuation day, or, if no trades occurred on such day, at the closing "bid" price if held long and at the closing "offer" price if sold short.

Securities that are not listed or quoted on any securities exchange or similar electronic system, or, if being so listed or quoted, are not regularly traded thereon, or in respect of which no price as described above is available, will be valued at their fair value as determined by the General Partner in good faith having regard to its cost price, the price at which any recent transaction in the security may have been effected and such other relevant factors as the General Partner in its absolute discretion deems relevant in considering a positive or negative adjustment to the valuation.

Investments other than securities which are dealt in or through a clearing firm or exchange or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution. Resulting realised and unrealised gains or losses are reflected in the statement of operations. Security transactions are recorded on the trade date basis. Realised gains and losses are computed by use of the first-in, first-out method. Interest income and expenses are recorded on the accruals basis. Dividend income is recorded on the ex-dividend date.

The Master Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on financial assets at fair value through profit or loss from the fluctuations arising from changes in the market prices of securities. Such fluctuations are included in the net realised and unrealised gain/loss from investments. Foreign exchange gains and losses on foreign currency denominated cash and other payables/receivables are presented as separately on the consolidated statement of operations.

At June 30, 2021 the Master Fund held loans valued at fair value, as determined by the valuation and at cost amounting to £7,278,015 (December 31, 2020: £7,191,235) (refer note 3).

Under ASC 820, "Fair Value Measurements", fair value is defined as the price that the Master Fund would receive upon selling an investment in an orderly transaction between market participants in the principal or most advantageous market at the measurement date. ASC 820 established a three-tier hierarchy to maximise the use of observable market data and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the investment, including assumptions about risk. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the investment developed based on market data obtained from sources independent of the Master Fund. Unobservable inputs are inputs that reflect the Master Fund's own assumptions about the assumptions market participants would use in pricing the investment developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical investments that the Master Fund has the ability to access at the measurement date. This level of the fair value hierarchy provides the most reliable evidence of fair value and is used to measure fair value whenever available.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the investment, either directly or indirectly. These inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment, for example interest rate and yield curves, volatilities, prepayment speeds and credit risks among others. These are inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs that are unobservable inputs for the investment that are used to measure fair value when observable inputs are not available. Unobservable inputs reflect the Master Fund's own assumptions about the assumptions that market participants would use in pricing the investment. These are inputs that are developed based on the best information available in the circumstances, which might include the Master Fund's own data. The Master Fund can also consider the original transaction price, recent transactions in the same or similar instruments and completed third-party transactions in comparable instruments.

The Investment in MVI II is measured using net asset value as a practical expedient and is not categorised within the fair value hierarchy.

The valuation techniques and availability of observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Master Fund in determining fair value is greatest for investments categorised in Level 3.

All financial instruments are recorded at fair value. The valuation of the Master Fund's unquoted equity instruments are generally calculated in line with the International Private Equity & Venture Capital (IPEV) guidelines.

For the investment in Le Chateau (held through Silvercloud Holdings Limited), the primary valuation methodology used is a discounted cash flow analysis, whereby the enterprise value of the business is derived using assumptions and estimates of expected future cash flows. The future cash flows are then discounted using a rate of 15%, calculated using a standard weighted average cost of capital model (December 31, 2020: 15%). This valuation is supported by a review of comparable company listed multiples.

(c) *Foreign currency translation*

Transactions denominated in foreign currencies are translated at the prevailing exchange rate on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the prevailing exchange rate at the period end. Gains and losses on foreign currency translation are reflected in the statement of operations.

(d) *Expenditure*

Expenses which relate to a particular class will be met out of the class assets of such class. Where, in the General Partner's opinion, costs, liabilities or expenses (including, inter alia, costs, liabilities and expenses which constitute fund or organisational expenses of the Master Fund relating to a specific class in the Listed Fund) relate to one particular Limited Partner or group of Limited Partners in a class rather than the Limited Partners in such class generally, such costs may be allocated to that Limited Partner or group of Limited Partners and charged to them and/or deducted from future distributions to them and not to the Limited Partners in such class generally.

(e) *Other receivables*

Included in other receivables are interest receivable, other miscellaneous receivables and prepayments which are recorded on an accrual basis net of any allowance for uncollectibles.

(f) *Other expenses*

Included in other expenses are specific Class F, Class R(F) and Class R(G) expenses of £2,608,507 (December 31, 2020: £1,404,151), and other miscellaneous expenses. The specific Class F, Class R(F) and Class R(G) expenses relate to expenses incurred by the Listed Fund and are allocated to the specific related classes and include items such as directors' fees, audit fees and administration fees. Expenses are recorded on an accrual basis.

3. *Investments*

The three levels of the fair value hierarchy under ASC 820 are disclosed below:

The following is a summary of the investments based on the category of inputs used to value the Master Fund's investments measured at fair value at June 30, 2021 and December 31, 2020:

	Level 1 £	Level 2 £	Level 3 £	Total £
June 30, 2021				
Financial Assets at fair value through profit or loss				
Equities	6,590,390	—	7,304,621	13,895,011
Investments measured at net asset value ¹	—	—	—	92,755,911
Total Financial Assets at fair value through profit or loss	6,590,390	—	7,304,621	106,650,922
Loan receivable				
Loan	—	—	7,281,579	7,281,579
Total Loan receivable, at fair value	—	—	7,281,579	7,281,579
Total	6,590,390	—	14,586,200	113,932,501
	Level 1 £	Level 2 £	Level 3 £	Total £
December 31, 2020				
Financial Assets at fair value through profit or loss				
Equities	4,682,062	—	5,236,765	9,918,827
Investments measured at net asset value ¹	—	—	—	40,438,251
Total Financial Assets at fair value through profit or loss	4,682,062	—	5,236,765	50,357,078
Loan receivable				
Loan	—	—	7,191,235	7,191,235
Total Loan receivable, at fair value	—	—	7,191,235	7,191,235
Total	4,682,062	—	12,428,000	57,548,313

1 The Master Fund adopted the guidance issued in ASU 2015-07 Topic 820, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to categorise within the fair value hierarchy all investments measured using the net asset value per share as a practical expedient and related disclosures. The adoption of this accounting guidance did not have a material impact on the Master Fund's Consolidated

financial statements. MVI II is measured at fair value using the net asset value per share (or its equivalent) and has not been categorised in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated statement of financial condition. The Master Fund's commitment to MVI II is £152.4m (December 31, 2020: £152.4m). As at June 30, 2021, £177.5m (December 31, 2020: £141.2m) had been drawn down and £102.7m (December 31, 2020: £102.7m) had been distributed, of which £46.5m (December 31, 2020: £71.6m) is deemed callable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including callable distributions), totalling £46.5m as at June 30, 2020 (December 31, 2020: £82.8m) to enable MVI II to make investments.

Investments classified within Level 3 have significant unobservable inputs and include situations where there is little, if any, market activity for the investment. The value of the Listed Fund loan using the effective interest rate method is materially equivalent to its cost as it does not bear interest. Private loans are recorded at cost plus, for interest-bearing loans, accrued interest or at cost, which is considered to be materially equivalent to fair value.

The table below summarises the change in carrying value of Level 3 assets during the year ended December 31, 2020. The table reflects any gains and losses of financial assets that were transferred to Level 3 during the year. The Master Fund has valued all current Level 3 positions, at fair value.

	Loans £	Equity Securities £	Total £
June 30, 2021			
Balance at January 1, 2021	7,191,235	5,236,765	12,428,000
Total gains or losses			
– unrealised	–	2,067,856	2,067,856
Interest on loans	90,344	–	90,344
Ending balance	7,281,579	7,304,621	14,586,200

The table below summarises the valuation techniques and unobservable inputs used to determine the fair value of material level 3 positions.

Category	Fair Value at June 30, 2021	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£128,564	Cost + accrued interest	N/A	N/A
Silvercloud Holdings Limited				
– Loan	£7,153,015	Discounted Cashflow	Interest rate	Various
– Equity	7,304,621	Discounted Cashflow	Discount rate	15.0%
			Terminal growth	1.5%
			Liquidity discount	10%

	Loans £	Equity Securities £	Total £
December 31, 2020			
Balance at January 1, 2020	5,023,480	1,165,009	6,188,489
Loan issuance	(200,000)	–	(200,000)
Sales	–	(668,232)	(668,232)
Total gains or losses			
– Loan impairment	1,404,743	–	1,404,743
– realised	–	(386,870)	(386,870)
– unrealised	–	(109,907)	(109,907)
Transfer into Level 3	–	5,236,765	5,236,765
Interest on loans	963,012	–	963,012
Ending balance	7,191,235	5,236,765	12,428,000

The table below summarises the valuation techniques and unobservable inputs used to determine the fair value of material level 3 positions.

Category	Fair Value at December 31, 2020	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£125,000	Principal to be Repaid	N/A	N/A
Le Chateau, through Silvercloud Holdings Limited				
– Loan	£7,066,235		Interest rate	Various
– Equity	£5,236,765	Discounted Cashflow	Discount rate	15.0%
			Terminal growth	1.5%
			Liquidity discount	10%

4. **Allocation of net income/(loss)**

At the end of each accounting period of the Master Fund, any net capital appreciation or net capital depreciation will be allocated to all Partners in proportion to each Partner's opening capital account balance (excluding the incentive allocation to the General Partner and as described below for such period).

Pursuant to the completion of the accelerated bookbuild as announced by the Listed Fund on 27 May 2020, the accrued incentive allocation payable in respect of Class F and Class G of £nil was crystallised, distributed, and the net-of-tax proceeds used by the recipients of the incentive allocation to purchase ordinary shares in the Listed Fund. Following the accelerated bookbuild the Class G interests in the Master Fund were redesignated as Class F interests and a new performance incentive allocation commenced for Class F, with a new reference amount equal to the new Class F net asset value at the time, and new preferred return to shareholders of 7.5%.

For Class F, no incentive allocation is payable until aggregate "returns" have been made to holders of the Ordinary Share interests of £90,289,249 (the "Reference Amount"), being the Listed Fund's estimated Ordinary Share net asset value as at close of business on 21 May 2020. Once returns equal to the Reference Amount have been made to holders of the Ordinary Share interests, an incentive allocation equal to 7.5% of the Reference Amount (the "Initial Incentive Allocation") is payable by the Master Fund to the General Partner, or one of its affiliates). As at June 30, 2021, there was £82,227,575 outstanding of the Reference Amount (December 31, 2020: £84,757,617).

For Class R(F)1, no incentive allocation is payable until aggregate "returns" have been made to holders of the Realisation Share interests of £5,924,573 (the "R Class Reference Amount") from July 8, 2009. Once returns equal to the R Class Reference Amount have been made to holders of the Realisation Share interests, an incentive allocation equal to 5% of the R Class Reference Amount (the "Initial Incentive Allocation") is payable by the Master Fund to the General Partner, or one of its affiliates). As at June 30, 2021, there was no outstanding R Class Reference Amount (December 31, 2020: £Nil).

For Class R(G)1, "returns" must first be made to holders of the Realisation Share interests of £5,372,673 from December 11, 2015. As at June 30, 2021, a Reference Amount of £2,829,650 (December 31, 2020: £2,829,650) was outstanding. There is no associated Initial Reference Amount for Class R(G)1.

Once returns equal to the Reference Amount and, where applicable, the Initial Incentive allocation have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a "preferred return" equal to 7.5% per annum on the daily amount of the Reference Amount outstanding (the "Preferred Return"). As at June 30, 2021, there were outstanding preferred return totals for Class F, R(F)1, and R(G)1 of £7,135,606, £Nil, and £1,729,915 respectively (December 31, 2020: £4,024,129, £Nil, and £1,624,676 respectively).

Once the Preferred Return has been made to classes F, R(F)1 and R(G)1, an incentive allocation is payable by the Master Fund out of cash which could otherwise be used for returns, of an amount equal

to 20 per cent of such cash and the Preferred Return. Thereafter, all returns are split 80:20 between holders of the interests and the incentive allocation.

The total incentive allocation accrued as at June 30, 2021 for Class F, R(G)1, and R(F)1 amounted to £6,751,630 (December 31, 2020: £2,361,753).

A “return” for the purposes of the previous paragraphs includes any dividend or other distribution or return of capital by the Master Fund or the Listed Feeder to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by the Listed Feeder or the Master Fund which are subsequently cancelled.

For Class F, Ordinary Shares acquired by the Master Fund which are not held as an investment and are cancelled in accordance with the Listed Fund’s Exchange Procedure will deliver a return of the price paid to the selling Ordinary Shareholders and a return to ongoing Ordinary Shareholders of an amount equal to the amount of the aggregate discount to the prevailing net asset value per Ordinary Share of the cancelled shares to their purchase price. Ordinary Shares acquired by the Master Fund which are held as an investment and are subsequently cancelled in accordance with the Listed Fund’s Exchange Procedure will deliver a return of the price paid to the selling Ordinary Shareholders and a return to ongoing Ordinary Shareholders of an amount equal to the amount of the aggregate discount to the prevailing net asset value per Ordinary Share of the cancelled shares to the market price per Ordinary Share on the date the decision to cancel is made. Those returns will be included as returns in the calculation of the incentive allocation.

The incentive allocation to be borne by Class A interests is calculated on the basis of realised and unrealised gains that arise on the value of the Master Fund’s net assets during the relevant accounting period and there is no memorandum loss recovery account (sometimes called a “high watermark”). Any incentive allocation to be borne by Class A interests will only be payable on “returns” being made. The incentive fee charged will be equal to 20% of the increase in net asset value of the class above the reference net asset value of the class. For the purposes of Class A, “returns” shall mean any repurchase, distribution or withdrawal of capital payable by the Master Fund to holders of the Class A interests.

The incentive allocation for the Class F, Class R(F), Class R(G), Class A GBP and Class A USD for the period is an increase in the incentive allocation of £3,564,954, £332,807, Nil, £74,375 and £24,067 respectively, an aggregate amount of £3,996,203. Cumulative residual accruals as of June 30, 2021 for Class F, Class R(F), Class R(G), Class A GBP and Class A USD are £5,148,015 (December 31, 2020: £1,583,061), £1,603,615 (December 31, 2020: £1,270,807), Nil (December 31, 2020: Nil), £289,188 (December 31, 2020: £214,753) and £91,864 (December 31, 2020: £67,858) respectively.

5. Capital contributions and withdrawals

Class A interests relate to certain liquid investments to be made by the Partnership. Capital contributions may be made on the first day of any fiscal month or at the discretion of the General Partner. A Limited Partner has the right to withdraw all or a portion of its capital account on the first Withdrawal Date that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by the Administrator (defined in Note 8) six months prior to the Withdrawal Date. Withdrawal requests are irrevocable unless the General Partner determines otherwise. The General Partner may waive the Withdrawal Fee with respect to any Limited Partner and may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate.

Withdrawals will be deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally will be made as soon as practicable, but in any event not later than 14 days after the calculation and publication of the Net Asset Value (“NAV”); provided, however, that the General Partner reserves the right to retain up to 5 per cent of the withdrawal proceeds which will be paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to the Partnership, as soon as practicable following the completion of the audit of the Partnership for the period in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of the Partnership.

The Partnership consists of a number of Classes, of which Classes A USD, A GBP, F, R(F)1, R(G)1 and X interests were in issue as at June 30, 2021 and December 31, 2020 and throughout both periods. Class G was in issue until 27 May 2020, when it was redesignated as Class F.

Class X interests are only available to Marwyn Management Partners LP (the “Carry Partnership” or “MMP LP”).

Class F (and, when it was in issue, Class G) are held by the ordinary shares in the Listed Fund. Classes F and G do not have any provisions for voluntary withdrawals from the Master Fund. However, specific redemption opportunities may occur for investors in the Ordinary shares in relation to Class F and G interests under the terms of the distribution policy and realisation policy initially adopted by the Listed Fund in November 2013 and subsequently amended as of November 2015.

Classes R(F)1 and R(G)1 rank equally and carry the same rights as the ordinary shares. The realisation pool of investments is managed with a view to maximising investment returns, realising investments and making distributions to the holders of realisation shares as realisations are made. The ordinary share distribution policy applicable to the ordinary shares does not apply to the realisation shares, and the realisation shares entitle their holders to returns only in respect of the realisations made on financial assets at fair value through profit or loss attributable to the realisation pool.

Limited Partners' Capital

	January 1, 2021		Net			June 30, 2021
	Opening capital £		withdrawals/ distributions £	Pro-rata allocation £	Incentive allocation £	Closing capital £
Class A GBP	1,884,952		—	372,298	(74,556)	2,182,694
Class A USD	607,829		—	120,129	(24,105)	703,853
Class F GBP	91,089,954		(2,530,043)	17,856,803	(3,597,099)	102,819,615
Class X GBP*	5,559		—	1,193	—	6,752
Class R(F)	5,083,229		—	1,664,368	(333,138)	6,414,459
Class R(G)	1,424,696		—	470,311	—	1,895,007
Total	100,096,219		17,955,059	20,485,102	(4,028,898)	114,022,380

	January 1, 2020		Net			December 31, 2020
	Opening capital £	Redesignation of interests £	withdrawals/ distributions £	Pro-rata allocation £	Incentive allocation £	Closing capital £
Class A GBP	1,875,027	—	—	12,437	(2,512)	1,884,952
Class A USD	604,605	—	—	4,040	(816)	607,829
Class F GBP	75,322,593	20,391,577	(5,021,924)	900,376	(502,668)	91,089,954
Class G GBP	22,399,834	(20,391,577)	(352,588)	(1,655,669)	—	—
Class X GBP*	5,407	—	—	152	—	5,559
Class R(F)	5,695,151	—	(655,553)	54,541	(10,910)	5,083,229
Class R(G)	1,590,724	—	(181,185)	15,157	—	1,424,696
Total	107,493,341	—	(6,211,250)	(668,966)	(516,906)	100,096,219

* Class X is a participating non-voting share class held by the Carry partnership

Distribution Policy

The Master Fund has agreed with the Listed Fund to make distributions to the Listed Fund as required to satisfy the Listed Fund's “Ordinary Share Distribution Policy”. Under this agreement, the Partnership made two distributions, totalling £2,530,043 from Class F GBP in the six month period to 30 June 2021.

In the comparative six months to 30 June 2020, the Listed Fund satisfied its obligations under the Ordinary Share Distribution Policy through a buyback scheme, under which, £5,374,604 was distributed to ordinary shareholders during the year. A total of 5,052,845 ordinary shares were re-purchased at an average price of 106.37 pence per share. The Master Fund distributed an equivalent amount over this period to the Listed Fund from classes F and G.

6. Financial instruments with market, credit, off-balance sheet and concentration risk

An investment in the Master Fund involves a high degree of risk; including the risk that the entire amount invested may be lost. The Master Fund invests in equities and debt instruments as part of its investment strategy. These financial instruments are held at market value, which approximates to fair value.

Investment return and principal value of investments will fluctuate so that capital, when redeemed, may be worth more or less than their original cost. Investment in securities of Non-GBP issuers and foreign currencies involves investment risks other than those of GBP issuers.

Market risk

The success of any investment activity is influenced by general economic conditions which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest-rate-sensitive securities. Unexpected volatility or illiquidity in the markets in which the Master Fund directly or indirectly holds positions could impair the Master Fund's ability to carry out its business and could cause it to incur losses. The investments of the Master Fund are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Master Fund's financial statements are denominated in GBP. The Limited Partners bear all risks of exchange rate fluctuations in respect of certain expenses of the Master Fund which may be incurred in currencies other than GBP and the Master Fund is, therefore, the beneficiary of, or at risk and liable for, any gain or loss incurred as a result of exchange rate fluctuations when such expenses are paid.

Whilst the Master Fund does not directly or indirectly invest in any portfolio companies denominated in currencies other than GBP, certain portfolio companies may themselves invest in underlying assets denominated in other currencies. This foreign currency risk is reflected through the share price of the portfolio company and is therefore monitored alongside market risk.

Interest rate risk

The Master Fund holds cash and cash equivalents which are held at short-term market interest rates. This exposes it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its cash flows.

The Master Fund has certain interest-bearing loan assets relating to its investment in Silvercloud Holdings Limited. As at June 30, 2021, the total debt investment in Silvercloud Holdings Limited is held at a carrying value of £7,153,015 and is considered fully recoverable. The carrying value of the debt instruments is not sensitive to underlying market interest rates and so interest rate risk is considered to be immaterial at the present time.

All of the other Master Fund's assets and liabilities are non-interest bearing.

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable to meet a commitment that it has entered into with the Master Fund. It is the Master Fund's policy to enter into financial instruments with a range of reputable counterparties. Therefore, the Master Fund does not expect to incur material credit losses on its financial instruments.

The following financial instruments were exposed to credit risk:

	June 30, 2021 £	December 31, 2020 £
Loans receivable	7,281,579	7,191,235
Cash and cash equivalents	7,725,609	46,376,592

There is credit risk associated with the loan receivables as it is dependent on the borrowers' ability to make repayment and the risk that the borrower defaults on any outstanding balances. The net assets

of the counterparties to the loan balances are greater than the carrying value of the loan as at June 30, 2021, resulting in limited credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Master Fund may not be able to quickly liquidate positions held at an amount close to its fair value in order to meet its liability requirements or to respond to specific events such as the deterioration in the creditworthiness of any particular issuer.

The Manager of the Master Fund seeks to manage the Master Fund's exposure to liquidity risk through the consideration of a variety of exit strategies. The largest classes Class F, Class R(F)1 and Class R(G)1 do not have any provisions for voluntary withdrawals. The Fund is therefore not exposed to the substantial unforeseeable cash redemptions. The Master Fund redemption opportunities are disclosed in note 5.

Concentration risk

Concentration risk is the risk posed to a financial institution by any single or group of exposures which have the potential to produce losses large enough to threaten the ability of the institution to continue operating as a going concern.

Other risks

In response to the Covid-19 pandemic, the General Partner, with the assistance of the Manager, has continually considered the impact of the increased market uncertainty and volatility on the Master Fund's underlying portfolio, day-to-day operations, current cash levels and cash flow forecasts for a forward-looking period of at least 12 months.

Following the UK's decision to leave the European Union in 2016 ("Brexit"), the UK Brexit transition period ended on 31 December 2020 with new rules and agreements effective from 1 January 2021. The long-term impact of Brexit on the UK, European and global markets remains uncertain, but considering the operations, service providers and investments (both current and future) of the Master Fund, the Manager and General Partner do not believe that Brexit poses a material risk to the Master Fund and, in fact, may present certain opportunities. The impact of Brexit on regulation, economic growth, investment opportunities and other areas that may affect the Master Fund will continue to be monitored by the Manager, General Partner and Administrator.

7. Related parties

Management fees

Pursuant to the Partnership's management agreements, the Manager (being Marwyn Asset Management Limited up to 31 March 2021 and Marwyn Investment Management LLP from 1 April 2021) receives a fixed management fee from the Master Fund (the "Management Fee") payable monthly, in arrears, equal to 1/12 of 2% of the net asset value before incentive allocation of each Limited Partner's capital account at the end of each calendar month. The Master Fund will allocate the Management Fee to the Limited Partners in accordance with any such agreement. For these services, the Manager charged fees of £1,110,372 (June 30, 2020: £1,097,575) for the period, of which £198,953 (December 31, 2020: £169,130) was payable at June 30, 2021. All Classes in the Master Fund except Class X are subject to management fees.

From the first third-party close on May 11, 2017, MVI II charged a management fee of 2% of commitments in MVI II. The management fee is calculated on a quarterly basis and payable in advance to the Manager. During the period the management fee of £1,520,912 (June 30, 2020: £1,506,015) was paid by the Master Fund in MVI II. This fee was subsequently rebated back by the Manager to the Master Fund and is included in Other income in the Consolidated Statement of operations.

Reimbursed Expenses

In the current period the Master Fund has paid £11,720 (June 30, 2020: £79,071) to the Manager as reimbursements for costs incurred by the Manager that are recoverable from the Master Fund under the terms of the Management Agreement.

Incentive fees

Classes A USD, A GBP, F, R(F)1 and R(G)1 interests are subject to an incentive allocation which is described in Note 4 to the financial statements. Class X does not pay an incentive fee.

General Partner expenses

Michael Price, Louisa Bonney and Scott Danks were the directors of Marwyn General Partner Limited ("MGPL") at June 30, 2021 and throughout the period and were also directors of Marwyn Asset Management Limited during the period to 31 March when Marwyn Asset Management Limited was the manager of the Master Fund. Louisa Bonney is also a director of Marwyn General Partner II Limited, the general partner of MVI II. Directors' fees of the General Partner are paid by the Master Fund. The Directors earned £10,000 (June 30, 2020: £10,000) for the period, and there was an amount of £1,667 (December 31, 2020: £1,667) payable at June 30, 2021.

The Master Fund continues to advance a loan with a principal amount of £125,000 (December 31, 2020: £125,000) to the Listed Fund.

Mark Brangstrup Watts and James Corsellis, non-executive directors of MAML up to 31 March 2021 and partners in MIM LLP, are both directors of Silvercloud Holdings Limited, AdvancedAdvT Limited, Marwyn Acquisition Company plc, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited.

Participation Shares and Participation Options

Marwyn Management Partners LP is a Limited Partner in the Master Fund and certain directors of the Manager have directly or indirectly benefitted from having participation shares and participation options in MMP LP or its two feeder partnerships.

Marwyn Capital LLP

Marwyn Capital LLP, an entity that is affiliated through common ownership with the Manager, Investment Adviser and General Partner of the Master Fund, provides certain direct or indirect investee companies of the Master Fund with specific corporate finance and transaction advice together with infrastructure and support services.

8. Fees and expenses

Administration

Under the Administration Agreement dated 12 November 2020 and effective from 22 January 2021, Aztec Financial Services (Jersey) Limited (the "Administrator") provides administration services to the Partnership and is entitled to receive administration fees and reimbursement of expenses as may be determined from time to time by the parties.

Aztec Financial Services (Jersey) Limited charged fees of £29,783 (June 30, 2020: £43,413 relates to MUFG only) for the period, of which £3,119 (December 31, 2020: £8,131) was outstanding at June 30, 2021.

Custody fees

Goldman Sachs International, based in London and Société Générale, based in Dublin, are the Custodians of the Master Fund. Pursuant to the custodian agreements between the Master Fund and the Custodians, the Custodians are entitled to charge commission in line with the scale of fees customarily applied by banks. This commission shall be calculated and charged pro rata at the end of the month on the basis of the daily total net assets of the Master Fund during the respective month.

9. Taxation

The Master Fund is exempt from all forms of taxation in the Cayman Islands, including income and capital gains. However dividend income and certain other interest from other countries may be subject to withholding taxes at various rates. The Master Fund recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Consolidated Statement of Operations. During the period ended June 30, 2021, the Master Fund did not incur any interest or penalties. The Master Fund identifies its major tax jurisdictions as Canada, the Cayman Islands, Jersey and the United

Kingdom where the Master Fund makes significant investments. Management have analysed the Master Fund's tax positions, and have concluded that no liability for uncertain tax should be recorded for the period ended June 30, 2021 (December 31, 2020: £Nil). The relevant statute of limitations in the United Kingdom for potential tax liabilities is five years, and therefore the years 2016 to 2021 inclusive remain open for tax purposes.

Potential investors should consult their own advisors regarding tax treatment by the jurisdiction applicable to them. Investors should rely only upon advice received from their own tax advisors based upon their own individual circumstances and the laws applicable to them.

The Master Fund recognises the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities.

10. Commitments and contingencies

In November 2012, an underlying investment of the Master Fund, Le Chateau Group plc ("LCG") (formerly Marwyn Management Partners Plc) sold its holding in Praesepe plc, a company operating in the gaming industry.

At the time of the sale there was an ongoing dispute between the gaming industry and HMRC on the principle of fiscal neutrality. The basis of the dispute was that some similar forms of gambling were treated differently for VAT purposes and test cases were pursued by The Rank Group Plc and Done Brothers (Cash Betting) Ltd.

Based on these test cases, Deloitte LLP and PricewaterhouseCoopers LLP were engaged by Praesepe plc to submit VAT reclaims to HMRC on a contingent fee basis. Certain of these VAT reclaims relate to the period of LCG's ownership and as such, under the terms of the sale agreement, a subsidiary of LCG retained a beneficial interest in the VAT reclaims that related to the period of LCG's ownership. The existence of this contingent VAT reclaim was disclosed in the historic financial statements of LCG which are publicly available. This contingent asset was transferred in 2020 to the Master Fund as part settlement of the outstanding loan between the LCG group and the Master Fund.

The Praesepe VAT reclaims stood behind The Rank Group Plc claim ("Rank 2"). On 30 June 2021, the First-tier Tribunal ruled in favour of The Rank Group Plc and then on 25 August 2021, HMRC publicly confirmed that it will not appeal the decision made by the First-tier Tribunal. Based on this latest development, it is now anticipated that following due process, the Praesepe VAT reclaims sitting behind the Rank 2 claim will be paid by HMRC, which is expected to result in a cash payment to the Master Fund.

There remains no certainty over the value of the VAT reclaims that will be repaid by HMRC, nor the timing of receipt of any such VAT reclaims and consequently, no asset has been recognised for the receivable as at 30 June 2021.

11. Financial highlights

The following represents the ratios to total return information and average Limited Partners' capital for the period ended June 30, 2021

Total return*:

	Class A GBP	Class A USD	Class F GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	19.74%	19.76%	16.79%	21.45%	32.74%	33.01%
Incentive allocation to General Partner	(3.94%)	(3.96%)	(3.91%)	0.00%	(6.55%)	0.00%
Total return after allocation to General Partner	<u>15.80%</u>	<u>15.80%</u>	<u>12.88%</u>	<u>21.45%</u>	<u>26.19%</u>	<u>33.01%</u>
Ratio to average Limited Partner's capital:						
Operating expenses	1.18%	1.10%	3.82%	0.10%	1.41%	1.18%
Incentive allocation to General Partner**	<u>3.68%</u>	<u>3.69%</u>	<u>3.69%</u>	<u>0.00%</u>	<u>5.85%</u>	<u>0.00%</u>
Operating expenses and incentive allocation to General Partner	<u>4.86%</u>	<u>4.79%</u>	<u>7.51%</u>	<u>0.10%</u>	<u>7.26%</u>	<u>1.18%</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>0.43%</u>	<u>0.45%</u>	<u>0.42%</u>	<u>1.51%</u>	<u>0.07%</u>	<u>0.25%</u>

* This percentage is based on geometrically linked returns

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2020

Total return*:

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	0.66%	0.67%	(4.50%)	(7.50%)	(17.65%)	(13.43%)	(10.44%)
Incentive allocation to General Partner	<u>(0.13%)</u>	<u>(0.14%)</u>	<u>(0.16%)</u>	<u>0.00%</u>	<u>0.00%</u>	<u>2.69%</u>	<u>0.00%</u>
Total return after allocation to General Partner	<u>0.53%</u>	<u>0.53%</u>	<u>(4.66%)</u>	<u>(7.50%)</u>	<u>(17.65%)</u>	<u>(10.74%)</u>	<u>(10.44%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	0.62%	0.62%	1.76%	1.57%	0.36%	0.73%	0.39%
Incentive allocation to General Partner**	<u>0.14%</u>	<u>0.14%</u>	<u>0.60%</u>	<u>0.00%</u>	<u>0.00%</u>	<u>(0.38%)</u>	<u>0.00%</u>
Operating expenses and incentive allocation to General Partner	<u>0.76%</u>	<u>0.76%</u>	<u>2.36%</u>	<u>1.57%</u>	<u>0.36%</u>	<u>0.35%</u>	<u>0.39%</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>3.51%</u>	<u>3.51%</u>	<u>2.30%</u>	<u>0.35%</u>	<u>3.93%</u>	<u>3.82%</u>	<u>4.17%</u>

* This percentage is based on geometrically linked returns

12. Foreign exchange rates

	June 30, 2021	December 31, 2020
US Dollars	<u>1.3816</u>	<u>1.3670</u>

The above exchange rate represents the USD/GBP conversion rate.

13. Indemnifications and warranties

In the ordinary course of its business, the Master Fund may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Master Fund. Based on its history, experience, and assessment of existing contracts, management believes that the likelihood of such an event is remote.

14. Events after the balance sheet date

In connection with the preparation of the accompanying financial statements as of June 30, 2021 management has evaluated the impact of all subsequent events on the Partnership up to September 30, 2021, the date the financial statements were issued, and has determined that there were no additional subsequent events requiring recognition or disclosure in the financial statements.

2. Audited Financial Information for the Financial Year Ended 31 December 2020

The information contained in this paragraph 2 of this Part VII has been extracted, without material adjustment, from the audited financial statements of MVI I for the financial year ended 31 December 2020.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MARWYN VALUE INVESTORS L.P.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Marwyn Value Investors L.P. (the "Fund"), which comprise the statement of financial position as at 31 December 2020, and the statement of operations, statement of changes in Partners' Capital and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the statement of financial position of the Fund as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with auditing standards generally accepted in the United States of America ("US GAAP").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Fund in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with auditing standards generally accepted in the United States of America, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund'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 management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

INDEPENDENT AUDITOR'S REPORT(CONTINUED) TO THE SHAREHOLDERS OF MARWYN VALUE INVESTORS L.P.

Report on the Audit of the Financial Statements

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, 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 Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements 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 auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements 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.

Use of our Report

This report, including the opinion, has been prepared for and only for the Fund's shareholders as a body and for no other purpose.

We do not, in giving this opinion, 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.

MHA CAYMAN

30 April 2021

**CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL
AS AT 31 DECEMBER 2020**

	Notes	31 December 2020 GBP	31 December 2019 GBP
ASSETS			
Financial Assets at fair value through profit or loss (cost: £57,536,623, 2019: £107,966,771)	3	50,357,078	54,790,279
Loan receivable at fair value (cost: £7,125,000, 2019: £33,513,142)	3	7,191,235	5,023,480
Cash and cash equivalents	2	46,376,592	64,457,302
Other receivables		17,585	–
Total assets		<u>103,942,490</u>	<u>124,271,061</u>
LIABILITIES			
Management fees payable	7	(169,130)	(202,044)
Administration fees payable	8	(8,131)	(30,607)
Directors' fees payable		(1,666)	(1,666)
Total liabilities (excluding Partners' Capital)		<u>(709,791)</u>	<u>(910,614)</u>
Partners' Capital		<u>103,232,699</u>	<u>123,360,447</u>

These financial statements have been approved by the directors of the General Partner on 30 April 2021.

Director:
Marwyn General Partner Limited
General Partner

Director:
Marwyn General Partner Limited
General Partner

CONSOLIDATED SCHEDULE OF INVESTMENTS
AS AT 31 DECEMBER 2020
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Shares	Fair value £	Percentage of Partners' capital %
EQUITY SECURITIES OWNED, AT FAIR VALUE			
United Kingdom			
Communications (cost: £5,397,991)			
Zegona Communications plc (Ordinary Shares)	4,437,973	4,682,062	4.54%
Financial (cost: £52,138,632)			
Marwyn Value Investors II LP	–	40,438,251	39.17%
Silvercloud Holdings Limited	2,293,002	5,236,765	5.07%
Total equity securities owned, at fair value (cost: £57,536,623)		50,357,078	48.78%
	Principal £	Fair value £	Percentage of Partners' capital %
LOANS RECEIVABLE, AT FAIR VALUE			
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.12%
United Kingdom			
Silvercloud Holdings Limited ²	7,000,000	7,066,235	6.84%
Total debt securities (cost: £7,125,000)		7,191,235	6.97%
		MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' capital %
Investments held by Marwyn Value Investors II LP	Shares	Cost £	Fair Value £
Marwyn Acquisition Company plc (Ordinary Shares), formerly Wilmcote Holdings plc	612,261,611	20,093,218	6,122,615
Zegona Communications plc (Ordinary Shares)	37,624,062	46,798,725	39,693,379
AdvancedAdvT Limited	492,000	492,000	492,000
Marwyn Acquisition Company II Limited	492,000	492,000	492,000
Marwyn Acquisition Company III Limited	492,000	492,000	492,000
Current assets and liabilities	N/A	N/A	1,436,346
			1,293,772
			40,438,251
			39.17%

- 2 The Master Fund's investment in the Le Chateau business as at December 31, 2020 is made through Silvercloud Holdings Limited (formerly Marwyn LC Holdings Limited). The credit facilities extended to Silvercloud Holdings Limited are fully drawn as at 31 December 2020 and 31 December 2019.

CONSOLIDATED SCHEDULE OF INVESTMENTS
AS AT 31 DECEMBER 2019
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		Fair value £	Percentage of Partners' capital %
EQUITY SECURITIES OWNED, AT FAIR VALUE			
United Kingdom			
Communications (cost: £5,397,991)			
Zegona Communications plc (Ordinary Shares)	4,437,973	4,837,391	3.92%
Financial (cost: £102,568,780)			
Marwyn Value Investors II LP	–	48,787,879	39.55%
Le Chateau Group plc (Ordinary Shares) ²	706,747,411	–	–
Safe Harbour Holdings plc (Ordinary Shares)	879,252	1,165,009	0.94%
Silvercloud Holdings Limited ²	2,293,002	–	–
Total equity securities owned, at fair value (cost: £107,966,771)		54,790,279	44.41%

	Principal £	Fair value £	Percentage of Partners' capital %
LOANS RECEIVABLE, AT FAIR VALUE			
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.10%
United Kingdom			
Silvercloud Holdings Limited ²	7,000,000	4,698,480	3.81%
Le Chateau Group plc ²	26,388,142	200,000	0.16%
Total debt securities (cost: £33,513,142)		5,023,480	4.07%

				MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' capital %
Investments held by Marwyn Value Investors II LP		Cost £	Fair Value £		
	Shares				
Safe Harbour Holdings plc (Ordinary Shares)	7,454,084	8,944,901	9,876,661	8,125,275	6.59%
Wilmcote Holdings plc (Ordinary Shares)	612,261,611	20,093,218	6,122,615	5,123,198	4.15%
Zegona Communications plc (Ordinary Shares)	37,624,062	46,798,725	41,010,228	33,869,711	27.46%
Current assets and liabilities				1,669,695	1.35%
				48,787,879	39.55%

- 2 The Master Fund's investment in the Le Chateau business as at December 31, 2019 is made through two vehicles, Le Chateau Group plc and Silvercloud Holdings Limited (as at December 31, 2018, the investment was only through Le Chateau Group plc). Of the credit facilities extended to these entities, £33,388,142 has been drawn and £Nil remained available for further borrowings as at December 31, 2019. The combined Fair Value of £4,898,480 represents a £22.71m write-down from the prior valuation as at December 31, 2018, after adjusting for new capital advance of £8.71m. This represents 706,747,411 ordinary shares in Le Chateau Group plc and 2,293,002 ordinary shares in Silvercloud Holdings Limited, all valued at £Nil, £33,388,142 credit facility and accrued interest of £5,337,329, less a provision for impairment of £33,826,991.

CONSOLIDATED STATEMENT OF OPERATIONS

For the year ended December 31, 2020

	Notes	1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
Investment Income			
Dividend income	4	204,1478	345,426
Interest income	4	965,913	2,251,357
Other income	7	3,032,377	3,033,667
Total income		<u>4,202,437</u>	<u>5,630,450</u>
Expenses			
Management fees	7	2,092,372	2,827,394
Administration fees	8	96,621	137,127
Legal fees		140,944	88,000
Audit fee		29,196	49,964
General Partner expenses		20,000	20,000
Other expenses		1,791,294	1,570,947
Total expenses		<u>4,170,427</u>	<u>4,693,432</u>
Net investment gain		<u>32,010</u>	<u>937,018</u>
Net realised and unrealised (losses)/gains on financial assets at fair value through profit or loss and foreign currencies			
Net realised loss on financial assets at fair value through profit or loss		(46,545,022)	(3,162,931)
Net change in unrealised loss on financial assets at fair value through profit or loss and foreign currencies		44,439,303	(7,347,286)
Net reversal of loan impairment/ (loan impairment expense)		1,404,743	(22,913,761)
Net realised and unrealised loss on financial assets at fair value through profit or loss and foreign currencies		<u>(700,976)</u>	<u>(33,423,978)</u>
Net (decrease) in Partners' Capital resulting from operations		<u>(668,966)</u>	<u>(32,486,960)</u>

CONSOLIDATED STATEMENT OF CHANGES IN PARTNERS' CAPITAL

For the year ended 31 December 2020

	Notes	General Partner £	Limited Partners £	Total £
Net assets attributable to the Partners				
Partners' capital at January 1, 2020		15,867,106	107,493,341	123,360,447
Capital withdrawals	4,5	(13,247,532)	(25,322,352)	(38,569,884)
Capital contributions	4,5	–	19,111,102	19,111,102
<i>Allocations of net (losses)/gains</i>				
Incentive allocation	4	516,906	(516,906)	–
Realised loss		–	(46,545,022)	(46,545,022)
Unrealised loss		–	44,439,303	44,439,303
Net reversal of loan impairment		–	1,404,743	1,404,743
Net investment gain for the year		–	32,010	32,010
Total assets		3,136,480	100,096,219	103,232,699
	Notes	General Partner £	Limited Partners £	Total £
Net assets attributable to the Partners				
Partners' capital at January 1, 2019		23,333,026	150,174,384	173,507,410
Capital withdrawals	4,5	(2,460,579)	(15,199,424)	(17,660,003)
Capital contributions	4,5	–	19,111,102	19,111,102
<i>Allocations of net (losses)/gains</i>				
Incentive allocation	4	(5,005,341)	5,005,341	–
Realised loss		–	(3,162,931)	(3,162,931)
Unrealised loss		–	(7,347,286)	(7,347,286)
Net reversal of loan impairment expense		–	(22,913,761)	(22,913,761)
Net investment gain for the year		–	937,018	937,018
Partners' capital at December 31, 2019		15,867,106	107,493,341	123,360,447

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
Cash flows from operating activities		
Net (decrease) in Partners' Capital resulting from operations	(668,966)	(32,486,960)
Adjustments to reconcile net loss for the year to net cash provided by/(used in) operating activities:		
Changes in operating assets and liabilities		
Cost of investments purchased	(2,493,000)	4,202,437
Proceeds on sale of investments	3,716,065	67,295,271
Realised loss on financial assets at fair value through profit or loss	45,357,280	3,162,931
Unrealised loss on financial assets at fair value through profit or loss	(42,147,144)	7,346,185
Decrease in loan receivable	(2,167,755)	11,959,520
(Increase)/decrease in dividend receivable	(17,585)	67,060
Decrease in management fees payable	(32,914)	(81,157)
Decrease in administration fees payable	(22,476)	(51,513)
(Decrease)/increase in other payables	(145,433)	423,219
Net cash flow provided by operating activities	1,378,072	41,767,835
Cash flows from financing activities		
Capital withdrawals	(19,458,782)	(17,660,003)
Net cash used in financing activities	(19,458,782)	(17,660,003)
Net (decrease)/increase in cash and cash equivalents	(18,080,710)	24,107,832
Cash and cash equivalents at the beginning of the year	64,457,302	40,349,470
Cash and cash equivalents at the end of the year	46,376,592	64,457,302
Supplementary Information:		
Interest received	2,508	6,927
Interest paid	—	—

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. Organisation

Marwyn Value Investors L.P. (the “Master Fund” or the “Partnership”) a Cayman Islands exempted limited partnership, which is registered with the Cayman Islands Monetary Authority, was established on November 23, 2005 as Marwyn Neptune Fund L.P. to operate as a private investment partnership for the benefit of United States investors and certain non-United States taxable investors. The Master Fund commenced operation on April 3, 2006. Marwyn General Partner Limited (the “General Partner”), a Cayman Islands exempted company, serves as the general partner of the Master Fund. The Master Fund’s wholly-owned subsidiary, Marwyn RP Limited (collectively, the “Group”), has been consolidated into the Group financial statements. Marwyn RP Limited was incorporated in 2016 to acquire the incentive allocation interests from the Retired Partners in relation to Class F and was liquidated following settlement of those interests during 2020. The financial statements are consolidated up to the point of Marwyn RP Limited liquidation.

Marwyn Value Investors II L.P. (“MVI II”) a Jersey limited partnership, which is registered as an expert fund with the Jersey Financial Services Commission, was established on December 23, 2015 and is a private equity fund structure through which the Master Fund’s new investments are predominantly made. MVI II holds all the Master Fund’s equity investments with the exception of (i) investments relating to Classes R(F)1 and R(G)1 (the “Realisation Classes”); and (ii) the current investment in Le Chateau (“LC”) (held through Silvercloud Holdings Limited) which are held directly by the Master Fund. The Master Fund’s commitment to MVI II is £152.4m (December 31, 2019: £152.4m). As at December 31, 2020, £141.2m (December 31, 2019: £138.3m) had been drawn down and £102.7m (December 31, 2019: £98.1m) had been distributed, of which £71.6m (December 31, 2019: £67.0m) is deemed recallable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including recallable distributions), totalling £82.7m as at December 31 2020 (December 31, 2019: £81.1m) to enable MVI II to make investments.

The market value of the Master Fund’s investment in MVI II was £40.4m as at December 31, 2020 (December 31, 2019: £48.8m) and the Master Fund’s share of the MVI II net asset value was 82.99 per cent. (December 31, 2019: 82.82 per cent.). The allocation of assets and liabilities is subject to allocation rules as governed by the MVI II Limited Partnership Agreement. The Master Fund is entitled to receive from MVI II net proceeds from the distribution of investments plus income from interest and dividends with respect to such (being March 31, 2019), or such earlier time as determined by the MVI II General Partner in its sole discretion, subject to two additional one-year periods, which have been granted. The withdrawal of interest by the Master Fund is restricted as specified in the respective agreements and it is subject to MVI II General Partner approval.

Marwyn Value Investors Limited (the “Listed Fund”), a closed-ended investment fund registered by way of continuation in the Cayman Islands on July 8, 2009 and listed on Specialist Fund Segment of the Main Market of the London Stock Exchange (“SFS”), is a Limited Partner in the Master Fund. The Listed Fund invests in Class F, Class G (redesignated as Class F during the year), Class R(F) and Class R(G) of the Master Fund. The percentage of the Limited Partners’ capital in the Master Fund attributable to the Listed Fund at December 31, 2020 was 97.50 per cent. (2019: 97.69 per cent.). The remaining capital in the Master Fund is owned by Class A GBP, Class A USD and Class X.

The Master Fund is an investment company following accounting and reporting guidance in Accounting Standards codification (“ASC”) 946.

2. Significant accounting policies

The Master Fund's highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies. As a long-term equity investor and typically the largest investor in a portfolio platform, the Master Fund takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. The investments available to the Realisation Classes are limited to those held on the date of creation of such realisation shares, those classes will not participate in any new investments.

The consolidated financial statements are expressed in Great British Pounds ("£"). They are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with these generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The estimated fair value of investments and financial instruments is based upon available information and is not necessarily indicative of an amount that the Master Fund could realise in a current transaction. Management believes that the estimates and assumptions that affect the amounts reported in the financial statements are reasonable. However, actual results could differ from those estimates and such differences could be material to the Master Fund's financial statements.

The Master Fund follows Accounting Standards Codification ("ASC") 810, "Consolidation." ASC 810 requires all entities to report a non-controlling interest in a subsidiary as a separate component of partners' capital in the consolidated statement of assets, liabilities and partners' capital, to clearly identify consolidated net income or loss attributable to the parent and to the non-controlling interest on the face of the consolidated statement of operations, and to provide sufficient disclosure that clearly identifies and distinguishes between the interest of the parent and interests of non-controlling owners. Due to the Master Fund's full ownership of Marwyn RP Limited, no non-controlling interest is reported. The consolidated financial statements include the financial statements of the Master Fund and Marwyn RP Limited. All intercompany balances and transactions, including intercompany profits and losses, are eliminated on consolidation.

The Master Fund does not consolidate MVI II or Silvercloud Holdings Limited, as they are considered investments of the Master Fund, and thereby exempt from consolidation as the Master Fund is an Investment Company as defined by ASC 946.

The following is a summary of significant accounting policies:

(a) **Cash and cash equivalents**

Cash represents cash on hand and demand deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less.

Cash and cash equivalents comprise balances held on deposit with Royal Bank of Scotland and Barclays Bank Plc, cash balances held with custodians, Goldman Sachs International and Société Générale and unsettled distributions held by the Master Fund's registrar, Link Market Services (Guernsey) Limited.

(b) **Investment transactions and valuation**

Securities that are listed or quoted on any securities exchange or similar electronic system and regularly traded thereon will be valued at their last traded price on the relevant valuation day, or, if no trades occurred on such day, at the closing "bid" price if held long and at the closing "offer" price if sold short.

Securities that are not listed or quoted on any securities exchange or similar electronic system, or, if being so listed or quoted, are not regularly traded thereon, or in respect of which no price as described above is available, will be valued at their fair value as determined by the General Partner in good faith having regard to its cost price, the price at which any recent transaction in the security may have been effected and such other relevant factors as the General Partner in its absolute discretion deems relevant in considering a positive or negative adjustment to the valuation.

Investments other than securities which are dealt in or through a clearing firm or exchange or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution. Resulting realised and unrealised gains or losses are reflected in the statement of operations. Security transactions are recorded on the trade date basis. Realised gains and losses are computed by use of the first-in, first-out method. Interest income and expenses are recorded on the accruals basis. Dividend income is recorded on the ex-dividend date.

The Master Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on fluctuations are included in the net realised and unrealised gain/loss from investments. Foreign exchange gains and losses on foreign currency denominated cash and other payables/receivables are presented as separately on the consolidated statement of operations.

At December 31, 2020 the Master Fund held loans valued at fair value, as determined by the valuation and at cost amounting to £7,191,235 (December 31, 2019: £5,023,480) (refer note 3). The loan to Marwyn Value Investors Limited has historically been valued at cost.

Under ASC 820, "Fair Value Measurements", fair value is defined as the price that the Master Fund would receive upon selling an date. ASC 820 established a three-tier hierarchy to maximise the use of observable market data and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the investment, including assumptions about risk. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the investment developed based on market data obtained from sources independent of the Master Fund. Unobservable inputs are inputs that reflect the Master Fund's own assumptions about the assumptions market participants would use in pricing the investment developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical investments that the Master Fund has the ability to access at the measurement date. This level of the fair value hierarchy provides the most reliable evidence of fair value and is used to measure fair value whenever available.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the investment, either directly or indirectly. These inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment, for example interest rate and yield curves, volatilities, prepayment speeds and credit risks among others. These are inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs that are unobservable inputs for the investment that are used to measure fair value when observable inputs are not available. Unobservable inputs reflect the Master Fund's own assumptions about the assumptions that market participants would use in pricing the investment. These are inputs that are developed based on the best information available in the circumstances, which might include the Master Fund's own data. The Master Fund can also consider the original transaction price, recent transactions in the same or similar instruments and completed third-party transactions in comparable instruments.

The Investment in MVI II is measured using net asset value as a practical expedient and is not categorised within the fair value hierarchy.

The valuation techniques and availability of observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Master Fund in determining fair value is greatest for investments categorised in Level 3.

All financial instruments are recorded at fair value. The valuation of the Master Fund's unquoted equity instruments are generally calculated in line with the International Private Equity & Venture Capital (IPEV) guidelines.

For the investment in Le Chateau, the primary valuation methodology used is a discounted cash flow analysis, whereby the enterprise value of the business is derived using assumptions and estimates of expected future cash flows. The future cash flows are then discounted using a rate of 15 per cent., calculated using a standard weighted average cost of capital model (December 31, 2019: 25 per cent.).

(c) **Foreign currency translation**

Transactions denominated in foreign currencies are translated at the prevailing exchange rate on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the prevailing exchange rate at the year end. Gains and losses on foreign currency translation are reflected in the statement of operations.

(d) **Expenditure**

Expenses which relate to a particular class will be met out of the class assets of such class. Where, in the General Partner's opinion, costs, liabilities or expenses (including, *inter alia*, costs, liabilities and expenses which constitute fund or organisational expenses of the Master Fund relating to a specific class in the Listed Fund) relate to one particular Limited Partner or group of Limited Partners in a class rather than the Limited Partners in such class generally, such costs may be allocated to that Limited Partner or group of Limited Partners and charged to them and/or deducted from future distributions to them and not to the Limited Partners in such class generally.

(e) **Other receivables**

Included in other receivables are interest receivable, other miscellaneous receivables and prepayments which are recorded on an accrual basis net of any allowance for uncollectibles.

(f) **Other expenses**

Included in other expenses are specific Class F, Class G, Class R(F) and Class R(G) expenses of £1,401,151 (December 31, 2019: £974,439), and other miscellaneous expenses. The specific Class F, Class G, Class R(F) and Class R(G) expenses relate to expenses incurred by the Listed Fund and are allocated to the specific related classes and include items such as directors' fees, audit fees and administration fees. Expenses are recorded on an accrual basis.

(g) **New Accounting Pronouncements effective after 2020**

ASU 2020-01	Investments – Equity Securities (Topic 321), Investments – Equity Method and Joint Ventures (Topic 323) and Derivatives and Hedging (Topic 815), Clarifying the interactions between Topic 321, Topic 323 and Topic 815	Effective for fiscal years beginning after 15 December 2021, and interim periods within those fiscal years
ASU 2019-12	Income Taxes (Topic 740); Simplifying the Accounting for Income Taxes	Effective for fiscal years beginning after 15 December 2021, and interim periods within those fiscal years beginning after 15 December 2022
ASU 2019-01	Leases (Topic 842); Codification Improvements	Effective upon adoption of the amendments in ASU 2016-02. <i>Other amendments</i> : Effective for fiscal years beginning after 15 December 2021, and interim periods within fiscal years beginning after 15 December 2022
ASU 2018-19	Codification Improvements to Topic 326, Financial Instruments – Credit losses	Effective upon adoption of the amendments in ASU 2016-13
ASU 2018-17	Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities	Effective for fiscal years beginning after 15 December 2020, and interim periods within fiscal years beginning after 15 December 2021
ASU 2016-13	Financial Instruments – Credit Losses on Financial Instruments	Effective for fiscal years beginning after 15 December 2022, including interim periods within those fiscal years

The General Partner has assessed the above and does not expect them to have a material effect on the Financial Statements.

3. Investments

The three levels of the fair value hierarchy under ASC 820 are disclosed below:

The following is a summary of the investments based on the category of inputs used to value the Master Fund's investments measured at fair value at December 31, 2020 and December 31, 2019:

	Level 1 £	Level 2 £	Level 3 £	Total £
December 31, 2020				
Financial Assets at fair value through profit or loss				
Equities	4,682,062	–	5,236,765	9,918,827
Investments measured at net asset value ¹	–	–	–	40,438,251
Total Financial Assets at fair value through profit or loss	4,682,062	–	5,236,765	50,357,078
Loan receivable				
Loan	–	–	7,191,235	7,191,235
	–	–	7,191,235	7,191,235
Total	4,682,062	–	12,428,000	57,548,313

	Level 1 £	Level 2 £	Level 3 £	Total £
December 31, 2019				
Financial Assets at fair value through profit or loss				
Equities	4,837,391	–	1,165,009	6,002,400
Investments measured at net asset value ¹	–	–	–	48,787,879
Total Financial Assets at fair value through profit or loss	4,837,391	–	1,165,009	54,790,279
Loan receivable				
Loan	–	–	5,023,480	5,023,480
	–	–	5,023,480	5,023,480
Total	4,837,391	–	6,188,489	59,813,759

- 1 The Master Fund adopted the guidance issued in ASU 2015-07 Topic 820, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to categorise within the fair value hierarchy all investments measured using the net asset value per share as a practical expedient and related disclosures. The adoption of this accounting guidance did not have a material impact on the Master Fund's Consolidated financial statements. MVI II is measured at fair value using the net asset value per share (or its equivalent) and has not been categorised in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated statement of financial condition. The Master Fund's commitment to MVI II is £152.4m (December 31, 2019: £152.4m). As at December 31, 2020, £141.2m (December 31, 2019: £138.3m) had been drawn down and £102.7m (December 31, 2019: £98.1m) had been distributed, of which £71.6m (December 31, 2019: £67.0m) is deemed callable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including callable distributions), totalling £82.8m as at December 31, 2020 (December 31, 2019: £81.1m) to enable MVI II to make investments.
- 2 Fair value of £1,165,009 (December 31, 2018: £1,165,009) relates to Safe Harbour Holdings plc and £Nil (December 31, 2018: £Nil) relates to Le Chateau Group plc. Safe Harbour Holdings plc was admitted to trading on the AIM market of the LSE in 2018 and had a closing quoted price as at December 31, 2019 of £1.325 per share. In consideration of the trading activity in Safe Harbour Holdings plc since IPO being insufficient in both volume and frequency to provide sufficient evidence for the quoted price being fair value, a number of additional unobservable valuation inputs were examined. It was determined that based on additional valuation techniques, there is sufficient support for the carrying value of £1.325, which is consistent with the quoted price.

Investments classified within Level 3 have significant unobservable inputs and include situations where there is little, if any, market activity for the investment. The value of the Listed Fund loan using the effective interest rate method is materially equivalent to its cost as it does not bear interest. Private loans are recorded at cost plus, for interest-bearing loans, accrued interest or at cost, which is considered to be materially equivalent to fair value.

The table below summarises the change in carrying value of Level 3 assets during the year ended December 31, 2020. The table reflects any gains and losses of financial assets that were transferred to Level 3 during the year. The Master Fund has valued all current Level 3 positions, at fair value.

	Loans £	Equity Securities £	Total £
December 31, 2020			
Balance at January 1, 2020	5,023,480	1,165,009	6,188,489
Loan issuance/(repayment)	(200,000)	–	(200,000)
Purchases	–	–	–
Sales	–	(668,232)	(668,232)
Total gains or losses			
– Loan impairment	1,404,743	–	1,404,743
– realised	–	(386,870)	(386,870)
– unrealised	–	(109,907)	(109,907)
Transfer into Level 3	–	5,236,765	5,236,765
Interest on loans	963,012	–	963,012
Ending balance	7,191,235	5,236,765	12,428,000

The table below summarises the valuation techniques and unobservable inputs used to determine the fair value of material level 3 positions

Category	Fair Value at December 31, 2020	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau, through Silvercloud Holdings Limited				
– Loan	£7,066,235	Discounted Cashflow	Interest rate	Various
– Equity	£5,236,765		Discount rate	15.0%
			Terminal Growth	1.5%
			Liquidity discount	10%

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

	Loans £	Equity Securities £	Total £
December 31, 2019			
Balance at January 1, 2019	16,783,000	1,194,511	17,977,511
Loan issuance	8,710,000	–	8,710,000
Purchases	–	2,293,000	2,293,000
Sales	–	(29,644)	(29,644)
Total gains or losses			
– Loan impairment	(22,713,760)	–	(22,713,760)
– realised	–	(31,460)	(31,460)
– unrealised	–	–	–
Transfer into Level 3	–	5,236,765	5,236,765
Interest on loans	2,244,240	–	2,244,240
Ending balance	5,023,480	1,165,009	6,188,489

The table below summarises the valuation techniques and unobservable inputs used to determine the fair value of material level 3 positions.

Category	Fair Value at December 31, 2019	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau, through Le Chateau Group plc and Marwyn LC Holdings Limited				
– Loan	£4,898,480	Discounted Cashflow	Interest rate	8.0%
– Equity			Discount rate	25.0%
			Terminal Growth	1.5%
			Liquidity discount	10%
Equity – Safe Harbour Holdings plc	£1,165,009	Comparable transactions	Comparable transactions	£1,325

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

4. Allocation of net income/(loss)

At the end of each accounting period of the Master Fund, any net capital appreciation or net capital depreciation will be allocated to all Partners in proportion to each Partner's opening capital account balance (excluding the incentive allocation to the General Partner and as described below for such period).

Pursuant to the completion of the accelerated bookbuild as announced by the Listed Fund on 27 May 2020, the accrued incentive allocation payable in respect of Class F and Class G of £13,247,532 was crystallised, distributed, and the net-of-tax proceeds used by the recipients of the incentive allocation to purchase ordinary shares in the Listed Fund. Following the accelerated bookbuild the Class G interests in the Master Fund were redesignated as Class F interests and a new performance incentive allocation commenced for Class F, with a new reference amount equal to the new Class F net asset value at the time, and new preferred return to shareholders of 7.5 per cent.

For Class F, no incentive allocation is payable until aggregate "returns" have been made to holders of the Ordinary Share interests of £90,289,249 (the "Reference Amount"), being the Listed Fund's estimated Ordinary Share net asset value as at close of business on 21 May 2020. Once returns equal to the Reference Amount have been made to holders of the Ordinary Share interests, an incentive allocation equal to 7.5 per cent. of the Reference Amount (the "Initial Incentive Allocation") is payable by the Master Fund to the General Partner, or one of its affiliates). As at December 31, 2020, there was £89,775,035 outstanding of the Reference Amount (December 31, 2019: £Nil).

For Class R(F)1, no incentive allocation is payable until aggregate "returns" have been made to holders of the Realisation Share interests of £5,924,573 (the "R Class Reference Amount") from July 8, 2009. Once returns equal to the R Class Reference Amount have been made to holders of the Realisation Share interests, an incentive allocation equal to 5 per cent. of the R Class Reference Amount (the "Initial Incentive Allocation") is payable by the Master Fund to the General Partner, or one of its affiliates). As at December 31, 2020, there was no outstanding R Class Reference Amount (December 31, 2019: £Nil).

For Class R(G)1, "returns" must first be made to holders of the Realisation Share interests of £5,372,673 from December 11, 2015. As at December 31, 2020, a Reference Amount of £3,010,835 (December 31, 2019: £3,010,835) was outstanding. There is no associated Initial Reference Amount for Class R(G)1.

The total incentive allocation accrued as at December 31, 2020 for Class F, R(G)1, and R(F)1 amounted to £2,361,753 (December 31, 2019: £15,587,823).

Once returns equal to the Reference Amount and, where applicable, the Initial Incentive allocation have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a "preferred return" equal to 7.5 per cent. per annum on the daily amount of the Reference Amount outstanding (the "Preferred Return"). As at December 31, 2020, there were outstanding preferred return totals for Class F, R(F)1, and R(G)1 of £740,781, £Nil, and £1,513,447 respectively (December 31, 2019: £26,981,010, £Nil, and £1,400,850 respectively).

Once the Preferred Return has been made to classes F, R(F)1 and R(G)1, an incentive allocation is payable by the Master Fund out of cash which could otherwise be used for returns, of an amount equal to 20 per cent of such cash and the Preferred Return. Thereafter, all returns are split 80:20 between holders of the interests and the incentive allocation.

A "return" for the purposes of the previous paragraphs includes any dividend or other distribution or return of capital by the Master Fund or the Listed Feeder to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by the Listed Feeder or the Master Fund which are subsequently cancelled.

For Class F, Ordinary Shares acquired by the Master Fund which are not held as an investment and are cancelled in accordance with the Listed Fund's Exchange Procedure will deliver a return of the price paid to the selling Ordinary Shareholders and a return to ongoing Ordinary Shareholders of an amount equal to the amount of the aggregate discount to the prevailing net asset value per Ordinary Share of the cancelled shares to their purchase price. Ordinary Shares acquired by the Master Fund which are held as an investment and are subsequently cancelled in accordance with the Listed Fund's Exchange

Procedure will deliver a return of the price paid to the selling Ordinary Shareholders and a return to ongoing Ordinary Shareholders of an amount equal to the amount of the aggregate discount to the prevailing net asset value per Ordinary Share of the cancelled shares to the market price per Ordinary Share on the date the decision to cancel is made. Those returns will be included as returns in the calculation of the incentive allocation.

The incentive allocation to be borne by Class A interests is calculated on the basis of realised and unrealised gains that arise on the value of the Master Fund's net assets during the relevant accounting period and there is no memorandum loss recovery account (sometimes called a "high watermark"). Any incentive allocation to be borne by Class A interests will only be payable on "returns" being made. The incentive fee charged will be equal to 20 per cent. of the increase in net asset value of the class above the reference net asset value of the class. For the purposes of Class A, "returns" shall mean any repurchase, distribution or withdrawal of capital payable by the Master Fund to holders of the Class A interests.

The incentive allocation for the Class F, Class R(F), Class R(G), Class A GBP and Class A USD during the year is an increase in the incentive allocation of £502,668, £10,910, Nil, £2,512 and £816 respectively, an aggregate amount of £516,106 (2019: an aggregate decrease of £5,005,341). Cumulative residual accruals as of December 31, 2020 for Class F, Class R(F), Class R(G), Class A GBP and Class A USD are £1,583,061 (December 31, 2019: £14,164,037), £1,270,807 (December 31, 2019: £1,423,786), Nil (December 31, 2019: Nil), £214,753 (December 31, 2019: £212,240) and £67,858 (December 31, 2019: £67,043) respectively.

5. Capital contributions and withdrawals

The Partnership consists of a number of Classes, of which Classes A USD, A GBP, F, G, R(F)1, R(G)1 and X interests were in issue as at December 31, 2020 and December 31, 2019 and throughout both years.

Class A interests relate to certain liquid investments to be made by the Partnership. Capital contributions may be made on the first day of any fiscal month or at the discretion of the General Partner. A Limited Partner has the right to withdraw all or a portion of its capital account on the first Withdrawal Date that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by the Administrator (defined in Note 8) six months prior to the Withdrawal Date. Withdrawal requests are irrevocable unless the General Partner determines otherwise. The General Partner may waive the Withdrawal Fee with respect to any Limited Partner and may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate.

Withdrawals will be deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally will be made as soon as practicable, but in any event not later than 14 days after the calculation and publication of the Net Asset Value ("NAV"); provided, however, that the General Partner reserves the right to retain up to 5 per cent of the withdrawal proceeds which will be paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to the Partnership, as soon as practicable following the completion of the audit of the Partnership for the period in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of the Partnership.

The Partnership consists of a number of Classes, of which Classes A USD, A GBP, F, R(F)1, R(G)1 and X interests were in issue as at June 30, 2020 and December 31, 2019 and throughout both periods. Class G was in issue until 27 May 2020, when it was redesignated as Class F.

Class A interests relate to certain liquid investments to be made by the Partnership. Capital contributions may be made on the first day of any fiscal month or at the discretion of the General Partner. A Limited Partner has the right to withdraw all or a portion of its capital account on the first Withdrawal Date that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by the Administrator (defined in Note 8) six months prior to the Withdrawal Date. Withdrawal requests are irrevocable unless the General Partner determines otherwise. The General Partner may waive the Withdrawal Fee with respect to any Limited Partner and may waive

notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate.

Withdrawals will be deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally will be made as soon as practicable, but in any event not later than 14 days after the calculation and publication of the Net Asset Value (“NAV”); provided, however, that the General Partner reserves the right to retain up to 5 per cent of the withdrawal proceeds which will be paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to the Partnership, as soon as practicable following the completion of the audit of the Partnership for the period in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of the Partnership.

Class X interests are only available to Marwyn Management Partners LP (the “Carry Partnership” or “MMP LP”).

Class F (and, when it was in issue, Class G) are held by the ordinary shares in the Listed Fund. Classes F and G do not have any provisions for voluntary withdrawals from the Master Fund. However, specific redemption opportunities may occur for investors in the Ordinary shares in relation to Class F and G interests under the terms of the distribution policy and realisation policy initially adopted by the Listed Fund in November 2013 and subsequently amended as of November 2015.

Classes R(F)1 and R(G)1 rank equally and carry the same rights as the ordinary shares. The realisation pool of investments is managed with a view to maximising investment returns, realising investments and making distributions to the holders of realisation shares as realisations are made. The ordinary share distribution policy applicable to the ordinary shares does not apply to the realisation shares, and the realisation shares entitle their holders to returns only in respect of the realisations made on financial assets at fair value through profit or loss attributable to the realisation pool.

Limited Partners' Capital

	January 1, 2020		Net			December 31, 2020
	Opening capital £	Redesignation of interests £	withdrawals/ distributions £	Pro-rata allocations £	Incentive allocation £	Closing capital £
Class A GBP	1,875,027	—	—	12,437	(2,512)	1,884,952
Class A USD	604,605	—	—	4,040	(816)	607,829
Class F GBP	75,322,593	20,391,577	(5,021,924)	900,376	(502,668)	91,089,954
Class G GBP	22,399,834	(20,391,577)	(352,588)	(1,655,669)	—	—
Class X GBP*	5,407	—	—	152	—	5,559
Class R(F)	5,695,151	—	(655,553)	54,541	(10,910)	5,083,229
Class R(G)	1,590,724	—	(181,185)	15,157	—	1,424,696
Total	107,493,341	—	(6,211,250)	(668,966)	(516,906)	100,096,219

	January 1, 2019		Net			December 31, 2019
	Opening capital £	Redesignation of interests £	withdrawals/ distributions £	Pro-rata allocations £	Incentive allocation £	Closing capital £
Class A GBP	2,285,006	—	—	(512,505)	102,526	1,875,027
Class A USD	736,780	—	—	(165,229)	33,054	604,605
Class F GBP	101,803,224	—	(8,476,101)	(22,509,445)	4,504,915	75,322,593
Class G GBP	31,920,054	—	(2,627,050)	(6,893,170)	—	22,399,834
Class X GBP*	6,797	—	—	(1,390)	—	5,407
Class R(F)	10,193,018	—	(3,038,486)	(1,824,227)	364,846	5,695,151
Class R(G)	3,229,505	—	(1,057,787)	(580,994)	—	1,590,724
Total	150,174,384	—	(15,199,424)	(32,486,960)	5,005,341	107,493,341

* Class X is a participating non-voting share class held by the Carry partnership.

Distribution Policy

At the December 2015 EGM, the Listed Fund approved a new distribution policy (the “New Distribution Policy”) and the payment of a special distribution of 2p per ordinary share which was made in January 2016. Under the New Distribution Policy, the Partnership distributed a quarterly interim distribution of 2.064p per ordinary share in issue in January, April, July and October each year. The Listed Fund undertakes to, upon receipt of such distribution from the Master Fund, return the full amount of such distribution to holders of ordinary shares. The returns in relation to Net Capital Gains and the realisation opportunities under the distribution policy remain unchanged. The New Distribution Policy was amended on September 5, 2018, permitting the ‘Minimum Annual Distribution’ (as defined in the policy) to be made through the repurchase of ordinary shares. Under the amended policy, returns to ordinary shareholders may be made by repurchase of shares, dividend payments, or a combination of both. It is the Listed Fund Board’s current intention to effect the distribution via share repurchases, which commenced on October 1, 2018 (the “buy-back scheme”). Should the repurchases under the buy-back scheme not be sufficient to satisfy the quarterly allocation of the Minimum Annual Distribution, the balance will be paid as a dividend. The full amended Ordinary Share Distribution Policy is available within the August 2018 circular, included in the ‘Documents’ section of the MVIL website, www.marwynvalue.com.

Under the buy-back scheme, £5,374,604 was distributed to ordinary shareholders during the year. A total of 5,052,845 ordinary shares were re-purchased at an average price of 106.37 pence per share. By December 31, 2020, these had all been converted into exchange shares with the corresponding limited partnership interests cancelled.

Accelerated bookbuild

On 27 May 2020, the Listed Fund announced the completion of an accelerated bookbuild whereby Liberum Capital Limited (“Liberum”), the Listed Fund’s broker, on behalf of Marwyn Long Term Incentive LP (“MLTI”), invited eligible shareholders to tender the Company’s ordinary shares for purchase by MLTI on the terms and subject to the conditions set out in the Listed Fund’s announcement on 22 May 2020.

The accelerated bookbuild was funded through the sale of the accrued incentive allocations in respect of Class F and Class G interests in the Master Fund (the “Ordinary Share Carried Interest Entitlement”) to the Listed Fund. This had the effect of crystallising the Ordinary Share Carried Interest Entitlement as at the close of business on 21 May 2020 and accelerated its payment (to the extent amounts were then payable).

The consideration paid by the Listed Fund for the acquisition of these incentive allocations was £19,111,102, being the value of the accrued but unpaid Ordinary Share Carried Interest Entitlement as at 21 May 2020. Of the Ordinary Share Carried Interest Entitlement, £6,027,458 was already beneficially owned by the Partnership through its ownership of Marwyn RP Limited (the entity which was set up to acquire the incentive allocation owed to former partners and employees of Marwyn). Consequently, of the total consideration, a net amount of £13,083,644, was paid.

6. Financial instruments with market, credit, off-balance sheet and concentration risk

An investment in the Master Fund involves a high degree of risk; including the risk that the entire amount invested may be lost. The Master Fund invests in equities and debt instruments as part of its investment strategy. These financial instruments are held at market value, which approximates to fair value.

Investment return and principal value of investments will fluctuate so that capital, when redeemed, may be worth more or less than their original cost. Investment in securities of Non-GBP issuers and foreign currencies involves investment risks other than those of GBP issuers.

Market risk

The success of any investment activity is influenced by general economic conditions which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest-rate-sensitive securities. Unexpected volatility or illiquidity in the markets in which the Master Fund directly or indirectly holds positions could impair the Master Fund’s ability to carry out its business and could cause it to incur losses. The investments of the Master Fund are subject to normal market fluctuations and the risks inherent in investment in international securities

markets and there can be no assurances that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Master Fund's financial statements are denominated in GBP. The Limited Partners bear all risks of exchange rate fluctuations in respect of certain expenses of the Master Fund which may be incurred in currencies other than GBP and the Master Fund is, therefore, the beneficiary of, or at risk and liable for, any gain or loss incurred as a result of exchange rate fluctuations when such expenses are paid.

Whilst the Master Fund does not directly or indirectly invest in any portfolio companies denominated in currencies other than GBP, certain portfolio companies may themselves invest in underlying assets denominated in other currencies. This foreign currency risk is reflected through the share price of the portfolio company and is therefore monitored alongside market risk.

Interest rate risk

The Master Fund holds cash and cash equivalents which are held at short-term market interest rates. This exposes it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its cash flows.

The Master Fund has certain interest-bearing loan assets relating to its investment in Le Chateau. As at December 31, 2020, the total debt and equity investment in Le Chateau is held at a carrying value of £12,303,000. During the year, the provision against the loan was reversed on the basis that the projections for the future of the business were above breakeven and the risk of insolvency was substantially reduced. Given that the equity interest is non-interest bearing and the carrying value of the debt instruments is not sensitive to the underlying interest rates, interest rate risk on them is considered to be immaterial at the present time.

All of the other Master Fund's assets and liabilities are non-interest bearing.

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable to meet a commitment that it has entered into with the Master Fund. It is the Master Fund's policy to enter into financial instruments with a range of reputable counterparties. Therefore, the Master Fund does not expect to incur material credit losses on its financial instruments.

The following financial instruments were exposed to credit risk:

	December 31, 2020 £	December 31, 2019 £
Loans receivable	7,191,235	5,023,480
Cash and cash equivalents	46,376,592	64,457,302

There is credit risk associated with the loan receivables as it is dependent on the borrowers' ability to make repayment and the risk that the borrower defaults on any outstanding balances. The net assets of the counterparties to the loan balances are greater than the carrying value of the loan as at December 31, 2020, resulting in limited credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Master Fund may not be able to quickly liquidate positions held at an amount close to its fair value in order to meet its liability requirements or to respond to specific events such as the deterioration in the creditworthiness of any particular issuer.

The Manager of the Master Fund seeks to manage the Master Fund's exposure to liquidity risk through the consideration of a variety of exit strategies. The largest classes Class F, Class G, Class R(F)1 and Class R(G)1 do not have any provisions for voluntary withdrawals. The Fund is therefore not exposed to the substantial unforeseeable cash redemptions. The Master Fund redemption opportunities are disclosed in note 5.

Concentration risk

Concentration risk is the risk posed to a financial institution by any single or group of exposures which have the potential to produce losses large enough to threaten the ability of the institution to continue operating as a going concern.

Other risks

In response to the Covid-19 pandemic, the General Partner, with the assistance of the Manager, has continually considered the impact of the increased market uncertainty and volatility on the Master Fund's underlying portfolio, day-to-day operations, current cash levels and cash flow forecasts for a forward-looking period of at least 12 months.

Following the UK's decision to leave the European Union in 2016 ("Brexit"), the UK Brexit transition period ended on 31 December 2020 with new rules and agreements effective from 1 January 2021. The long-term impact of Brexit on the UK, European and global markets remains uncertain, but considering the operations, service providers and investments (both current and future) of the Master Fund, the Manager and General Partner do not believe that Brexit poses a material risk to the Master Fund and, in fact, may present certain opportunities. The impact of Brexit on regulation, economic growth, investment opportunities and other areas that may affect the Master Fund will continue to be monitored by the Manager, General Partner and Administrator.

7. Related parties**Management fees**

Pursuant to the management agreement dated August 16, 2013, Marwyn Asset Management Limited ("MAML", the "Manager") receives a fixed management fee from the Master Fund (the "Management Fee") payable monthly, in arrear, equal to 1/12 of 2 per cent. of the net asset value before incentive allocation of each Limited Partner's capital account at the end of each calendar month. The Master Fund will allocate the Management Fee to the Limited Partners in accordance with any such agreement. For these services, MAML charged fees of £2,092,372 (December 31, 2019: £2,827,394) for the year, of which £169,130 (December 31, 2019: £202,044) was payable at December 31, 2020. All Classes in the Master Fund except Class X are subject to management fees.

From the first third-party close on May 11, 2017, MVI II charged a management fee of 2 per cent. of commitments in MVI II. The management fee is calculated on a quarterly basis and payable in advance to MAML. During the year the management fee of £3,032,377 (December 31, 2019: £3,033,667) was paid by the Master Fund in MVI II. This fee was subsequently rebated back by MAML to the Master Fund and is included in Other income in the Consolidated Statement of operations.

Reimbursed Expenses

In the current year the Master Fund has paid £1,148 (December 31, 2019: £202,670) to MAML as reimbursements for costs incurred by the manager that are recoverable from the Master Fund under the terms of the Management Agreement.

Incentive fees

Classes A USD, A GBP, F, G, R(F)1 and R(G)1 interests are subject to an incentive allocation which is described in Note 4 to the financial statements. Class X does not pay an incentive fee.

General Partner expenses

Michael Price, Louisa Bonney and Scott Danks were the directors of Marwyn General Partner Limited ("MGPL") at December 31, 2020 and throughout the year and are also directors of MAML. Louisa Bonney is also a director of Marwyn General Partner II Limited, the general partner of MVI II. Directors' fees of the General Partner are paid by the Master Fund. The Directors earned £20,000 (December 31, 2019: £20,000) for the year, and there was an amount of £1,667 (December 31, 2019: £1,667) payable at December 31, 2020.

The Master Fund continues to advance a loan of £125,000 (December 31, 2019: £125,000) to the Listed Fund.

Investments

As at December 2020, the Master Fund holds its investment in Le Chateau through a combination of equity and debt instruments in both Le Chateau Group plc (“LCG”) and Silvercloud Holdings Limited (“SHL”), which result in the Master Fund having a 50 per cent. interest in the Le Chateau operating entities at the balance sheet date.

In April 2016, the Master Fund entered into two-year loan facility of £4,663,142 to LCG (the “LCG Facility”). This facility has been amended several times throughout 2016, 2017, 2018 and 2019, extending both the term and the available facility. In November 2019, as part of a strategic partnership transaction, two new loan facilities, each with a scheduled repayment date of 31 December 2026, were extended to SHL of £2,000,000 (the “SCZ Facility”) and £5,000,000 (the “Stock Loan”), resulting in a combined facility provided to LCG and SHL of £33,388,142 as at December 31, 2019.

On June 4, 2020, the Master Fund entered into an assignment and transfer agreement with MMPSL and LCG, under which, the LCG Facility of £26.4 million (along with accrued interest and commitment fee) was settled in exchange for the transfer of 46.36 per cent. holding in Le Chateau Holdings Limited (“LCHL”, the holding company for the underlying Le Chateau operating business), a contingent VAT receivable (the “VAT Receivable”), any residual cash and a commitment to pay a Controlled Foreign Company tax liability as a result of an ongoing tax investigation (the “CFC Liability”). The Master Fund immediately transferred the 46.36 per cent. equity in LCHL to SHL. Please refer to note 10 for details on the VAT receivable and CFC Liability.

As at December 31, 2020, the Stock Loan and SCZ Facility remain, totalling £4.72m (inclusive of a provision of £2.3m). The SCZ Facility and Stock Facility accrue interest at progressively higher rates over time to incentivise early repayment; as at 31 December 2020, and throughout the period from the commencement of the facilities, the interest rates applied were 2.5 per cent. and 0 per cent. per annum

The Carrying Value of the Le Chateau combined investment as at December 31, 2020 is £4,923,412 (December 31, 2019: £4,898,480).

Mark Brangstrup Watts and James Corsellis, non-executive directors of MAML and partners in Marwyn Investment Management LLP (the “Investment Adviser”), are both directors of LCG, SHL, Wilmcote Holdings plc and Safe Harbour Holdings plc. Mark Brangstrup Watts is also a director of Zegona Communications plc.

Participation Shares and Participation Options

Marwyn Management Partners LP is a Limited Partner in the Master Fund and certain directors of the Manager have directly or indirectly benefitted from having participation shares and participation options in MMP LP or its two feeder partnerships.

Marwyn Capital LLP

Marwyn Capital LLP, an entity that is affiliated through common ownership with the Manager, Investment Adviser and General Partner of the Master Fund, provides certain direct or indirect investee companies of the Master Fund with specific corporate finance and transaction advice together with infrastructure and support services.

8. Fees and Expenses

Administration

Under the Administration Agreement dated 12 November 2020 and effective from 22 January 2021, Aztec Financial Services (Jersey) Limited (the “Administrator”) provides administration services to the Partnership and is entitled to receive administration fees and reimbursement of expenses as may be determined from time to time by the parties.

Previously, Mitsubishi UFJ Alternative Fund Services (Ireland) Limited (“MUFG”) provided administration services to the Master Fund, pursuant to an administration agreement governed by the laws of Ireland and dated October 2009. MUFG charged fees of £96,621 (December 31, 2019: £137,127) for the year, of which £8,131 (December 31, 2019: £30,607) was outstanding at December 31, 2020.

Custody fees

Goldman Sachs International, based in London and Société Générale, based in Dublin, are the Custodians of the Master Fund. Pursuant to the custodian agreements between the Master Fund and the Custodians, the Custodians are entitled to charge commission in line with the scale of fees customarily applied by banks. This commission shall be calculated and charged *pro rata* at the end of the month on the basis of the daily total net assets of the Master Fund during the respective month.

9. Taxation

The Master Fund is exempt from all forms of taxation in the Cayman Islands, including income and capital gains. However dividend income and certain other interest from other countries may be subject to withholding taxes at various rates. The Master Fund recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Consolidated Statement of Operations. During the year ended December 31, 2019, the Master Fund did not incur any interest or penalties. The Master Fund identifies its major tax jurisdictions as Canada, the Cayman Islands, Jersey and the United Kingdom where the Master Fund makes significant investments. Management have analysed the Master Fund's tax positions, and have concluded that no liability for uncertain tax should be recorded for the year ended December 31, 2020 (December 31, 2019: Nil). The relevant statute of limitations in the United Kingdom for potential tax liabilities is five years, and therefore the years 2015 to 2019 inclusive remain open for tax purposes.

Potential investors should consult their own advisors regarding tax treatment by the jurisdiction applicable to them. Investors should rely only upon advice received from their own tax advisors based upon their own individual circumstances and the laws applicable to them.

The Master Fund recognises the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities.

10. Commitments and Contingencies

A CFC potential tax liability in the amount of £380,000 has been accrued in these financial statements, relating to an ongoing HM Revenue and Customs ("HMRC") tax investigation into certain tax exemptions utilised by LCG in prior years. The investigation is in relation to the recovery of state aid in respect of chapter 9, exemption claims on profits that have UK activities of the Taxation (International and other provisions) Act 2010. The HMRC has brought a claim against LCG for which the Master Fund would be liable to the extent of its proportionate interest in LCG.

The VAT Receivable relates to a historical investment made by Le Chateau Group plc in Praesepe plc, a company operating in the gaming industry. There is an ongoing dispute between the gaming industry and HMRC on the principle of fiscal neutrality. The basis of the dispute is that some similar forms of gambling were treated differently for VAT purposes and a test case was pursued by Rank plc. Based on this test case, Le Chateau submitted VAT repayment claims prepared on a contingent fee basis by Deloitte and PricewaterhouseCoopers LLP in relation to the ownership period of its former subsidiary Praesepe plc. These claims pertain (in the main) to VAT overpaid on amusement machine income, and the claims stand behind the Rank Group Ltd and Done Brothers (Cash Betting) Ltd cases which were heard at a tribunal in November 2020. It is estimated that these claims total more than £12 million including interest. The outcome of the November tribunal is currently unknown and as such the Master Fund is not in a position to seek the determination of these claims. Should any repayment be made to the Master Fund it will be subject to professional fees and Corporation Tax. Whilst this amount is material, it is by no means certain that anything will be recovered and no contingent asset has been recognised.

11. Financial highlights

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2020

Total return:*

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	0.66%	0.67%	(4.50%)	(7.50%)	(17.65%)	(13.43%)	(10.44%)
Incentive allocation to General Partner**	(0.13%)	(0.14%)	(0.16%)	0.00%	0.00%	2.69%	0.00%
Total return after allocation to General Partner	<u>0.53%</u>	<u>0.53%</u>	<u>(4.66%)</u>	<u>(7.50%)</u>	<u>(17.65%)</u>	<u>(10.74%)</u>	<u>(10.44%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	0.62%	0.62%	1.76%	1.57%	0.36%	0.73%	0.39%
Incentive allocation to General Partner**	<u>0.14%</u>	<u>0.14%</u>	<u>0.60%</u>	<u>0.00%</u>	<u>0.00%</u>	<u>(0.38%)</u>	<u>0.00%</u>
Operating expenses and incentive allocation to General Partner	<u>0.76%</u>	<u>0.76%</u>	<u>2.36%</u>	<u>1.57%</u>	<u>0.36%</u>	<u>0.35%</u>	<u>0.39%</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>3.51%</u>	<u>3.51%</u>	<u>2.30%</u>	<u>0.35%</u>	<u>3.93%</u>	<u>3.82%</u>	<u>4.17%</u>

* This percentage is based on geometrically linked returns.

** The incentive allocation for the class F, Class A GBP, Class A USD and Class R(F)1 during the year is a reversal of incentive allocation.

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2019

Total return:*

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	(22.43%)	(22.43%)	(22.93%)	(20.38%)	(20.46%)	(17.90%)	(17.99%)
Incentive allocation to General Partner**	<u>4.49%</u>	<u>4.49%</u>	<u>4.61%</u>	<u>0.00%</u>	<u>0.00%</u>	<u>3.58%</u>	<u>0.00%</u>
Total return after allocation to General Partner	<u>(17.94%)</u>	<u>(17.94%)</u>	<u>(18.32%)</u>	<u>(22.38%)</u>	<u>(20.46%)</u>	<u>(14.32%)</u>	<u>(17.99%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	(2.90%)	(2.90%)	(3.69%)	(3.32%)	(0.65%)	(3.60%)	(3.26%)
Incentive allocation to General Partner**	<u>4.92%</u>	<u>4.92%</u>	<u>5.06%</u>	<u>0.00%</u>	<u>0.00%</u>	<u>4.05%</u>	<u>0.00%</u>
Operating expenses and incentive allocation to General Partner	<u>2.02%</u>	<u>2.02%</u>	<u>1.37%</u>	<u>(3.32%)</u>	<u>(0.65%)</u>	<u>0.45%</u>	<u>(3.26%)</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>1.35%</u>	<u>1.36%</u>	<u>0.54%</u>	<u>0.91%</u>	<u>3.60%</u>	<u>1.37%</u>	<u>1.71%</u>

* This percentage is based on geometrically linked returns.

** The incentive allocation for the class F, Class A GBP, Class A USD and Class R(F)1 during the year is a reversal of incentive allocation.

12. Foreign exchange rates

	2020	2019
US Dollars	<u>1.3670</u>	<u>1.3257</u>

The above exchange rate represents the USD/GBP conversion rate.

13. Indemnifications and warranties

In the ordinary course of its business, the Master Fund may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Master Fund. Based on its history, experience, and assessment of existing contracts, management believes that the likelihood of such an event is remote.

14. Events after the balance sheet date

In connection with the preparation of the accompanying financial statements as of December 31, 2020 management has evaluated the impact of all subsequent events on the Partnership up to April 30, 2021, the date the financial statements were issued, and has determined that there were no additional subsequent events requiring recognition or disclosure in the financial statements.

3. Audited Financial Information for the Financial Year Ended 31 December 2019

The information contained in this paragraph 3 of this Part VII has been extracted, without material adjustment, from the audited financial statements of MVI I for the financial year ended 31 December 2019.

Report of Independent Auditors

To the General Partner of Marwyn Value Investors L.P.

We have audited the accompanying consolidated financial statements of Marwyn Value Investors L.P. and its subsidiary (together the "Master Fund"), which comprise the consolidated statements of financial condition, including the consolidated schedules of investments, as of December 31, 2019 and 2018, and the related consolidated statements of operations, of changes in partners' capital, and of cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Master Fund's preparation and fair presentation of the consolidated financial statements 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 Master Fund's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Marwyn Value Investors L.P. and its subsidiary as of December 31, 2019 and 2018, and the results of their operations, changes in their partners' capital, and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

April 30, 2020

As at December 31, 2019 and December 31, 2018

	Notes	December 31, 2019 £	December 31, 2018 £
Assets			
Cash and cash equivalents	2(a)	64,457,302	40,349,970
Investments in securities, at fair value (cost: £107,966,771 (December 2018: 162,526,791))	3	54,790,279	116,927,945
Loan receivable at fair value (cost: £33,513,142 (December 2018: £24,803,142))	3, 7	5,023,480	16,783,000
Dividend receivable		—	67,060
Total assets		124,271,061	174,127,475
Liabilities			
Management fees payable	7	202,044	283,201
Administration fees payable	8	30,607	82,120
Directors' fees payable	7	1,666	1,666
Other payables		676,297	253,078
Total liabilities		910,614	620,065
Partners' capital		123,360,447	173,507,410
Total liabilities and partners' capital		124,271,061	174,127,475

Director

Director

INVESTMENTS IN SECURITIES, AT FAIR VALUE

December 31, 2019

EQUITY SECURITIES OWNED, AT FAIR VALUE

	Shares	Fair value £	Percentage of Partners' capital %
United Kingdom			
Communications (cost £5,397,991)			
Zegona Communications plc (Ordinary Shares)	4,437,973	4,837,391	3.92%
Financial (cost £102,568,780)			
Marwyn Value Investors II LP ¹		48,787,879	39.55%
Le Chateau Group plc (Ordinary Shares) ²	706,747,411	—	—
Safe Harbour Holdings plc (Ordinary Shares)	879,252	1,165,009	0.94%
Marwyn LC Holdings Limited ²	2,293,002	—	—
Total equity securities owned, at fair value (cost £107,966,771)		54,790,279	44.41%

DEBT SECURITIES

	Principal £	Fair value £	Percentage of Partners' capital %
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.10%
United Kingdom			
Marwyn LC Holdings Limited ²	7,000,000	4,698,480	3.81%
Le Chateau Group plc ²	26,388,142	200,000	0.16%
Total debt securities (cost £33,513,142)		5,023,480	4.07%

	Shares	Cost £	Fair Value £	MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' capital %
Safe Harbour Holdings plc (Ordinary Shares)	7,454,084	8,944,901	9,876,661	8,125,275	6.59%
Wilmcote Holdings plc (Ordinary Shares)	612,261,611	20,093,218	6,122,615	5,123,198	4.15%
Zegona Communications plc (Ordinary Shares)	37,624,062	46,798,725	41,010,228	33,869,711	27.46%
Current assets and liabilities				1,669,695	1.35%
				48,787,879	39.55%

1 Investments held by Marwyn Value Investors II LP.

2 The Master Fund's investment in the Le Chateau business as at December 31, 2019 is made through two vehicles, Le Chateau Group plc and Marwyn LC Holdings Limited (as at December 31, 2018, the investment was only through Le Chateau Group plc). Of the credit facilities extended to these entities, £33,388,142 has been drawn and £Nil remained available for further borrowings as at December 31, 2019. The combined Fair Value of £4,898,480 represents a £22.71m write-down from the prior valuation as at December 31, 2018, after adjusting for new capital advance of £8.71m. This represents 706,747,411 ordinary shares in Le Chateau Group plc and 2,293,002 ordinary shares in Marwyn LC Holdings Limited, all valued at £Nil, £33,388,142 credit facility and accrued interest of £5,337,329, less a provision for impairment of £33,826,991.

INVESTMENTS IN SECURITIES, AT FAIR VALUE

December 31, 2018

EQUITY SECURITIES OWNED, AT FAIR VALUE

	Shares	Fair value £	Percentage of Partners' capital %
United Kingdom			
Communications (cost £5,016,818)			
Gloo Networks plc (Ordinary Shares)	942,558	29,502	0.02%
Zegona Communications plc (Ordinary Shares)	3,433,114	4,085,406	2.35%
Consumer, Non-cyclical (cost £4,109,670)			
BCA Marketplace plc (Ordinary Shares)	2,235,326	4,917,717	2.83%
Financial (cost £153,400,303)			
Marwyn Value Investors II LP ¹	–	106,730,311	61.51%
Le Chateau Group plc (Ordinary Shares) ²	705,462,038	–	–
Safe Harbour Holdings plc (Ordinary Shares)	879,252	1,165,009	0.68%
Total equity securities owned, at fair value (cost £162,526,791)		116,927,945	67.39%

DEBT SECURITIES

	Principal £	Fair value £	Percentage of Partners' capital %
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.07%
United Kingdom			
Le Chateau Group plc ²	24,678,142	16,658,000	9.60%
Total debt securities (cost £24,803,142)		16,783,000	9.67%

	Shares	Cost £	Fair Value £	MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' capital %
Safe Harbour Holdings plc (Ordinary Shares)	7,454,084	8,944,901	9,876,661	8,125,275	4.68%
Wilmcote Holdings plc (Ordinary Shares)	11,740,003	14,088,004	12,033,502	10,063,129	5.80%
BCA Marketplace plc (Ordinary Shares)	31,090,832	55,108,666	68,399,830	57,475,98	33.13%
Gloo Networks plc (Ordinary Shares)	7,990,775	528,947	250,111	205,759	0.12%
Zegona Communications plc (Ordinary Shares)	29,105,111	37,853,825	34,635,082	28,493,400	16.42%
Current assets and liabilities				2,366,764	1.36%
				106,730,311	61.51%

1 Investments held by Marwyn Value Investors II LP.

2 £24,678,142 of the credit facility has been drawn and £1,057,000 remained available for further borrowings as at December 31, 2018. The Fair Value of £16,658,000 represents 705,465,038 ordinary shares at £Nil pence per share, £24,678,142 credit facility, accrued interest of £3,093,089, less a provision for impairment of £11,113,231.

For the year ended December 31, 2019 and December 31, 2018

	Notes	December 31, 2019 £	December 31, 2018 £
Investment Income			
Dividend income	2	345,426	430,080
Interest income	2	2,251,357	1,796,508
Other income	7	3,033,667	2,986,312
Total income		<u>5,630,450</u>	<u>5,212,900</u>
Expenses			
Management fees	7	2,827,394	3,630,787
Administration fees	8	137,127	156,612
Legal fees		88,000	112,000
Audit fee		49,964	58,037
General Partner expenses	7	20,000	20,000
Other expenses	2	1,570,947	823,158
Total expenses		<u>4,693,432</u>	<u>4,800,594</u>
Net investment gain		<u>937,018</u>	<u>412,306</u>
Net realised and unrealised (losses)/gains on financial assets at fair value through profit or loss and foreign currencies			
Net realised loss on investments		(3,162,931)	(5,042,290)
Net change in unrealised loss on investments and foreign currencies		(7,347,286)	(2,883,652)
Loan impairment		(22,913,761)	(11,113,231)
Net realised and unrealised loss on investments and foreign currencies		<u>(33,423,978)</u>	<u>(19,039,173)</u>
Net loss for the year		<u>(32,486,960)</u>	<u>(18,626,867)</u>

For the year ended December 31, 2019 and December 31, 2018

	Notes	General Partner £	Limited Partners £	Total £
Partners' capital at January 1, 2019		23,333,026	150,174,384	173,507,410
Capital withdrawals	4,5	(2,460,579)	(15,199,424)	(17,660,003)
Allocations of net (losses)/gains				
Incentive allocation	4	(5,005,341)	(5,005,341)	—
Realised loss		—	(3,162,931)	(3,162,931)
Unrealised loss		—	(30,261,047) ¹	(30,261,047)
Net investment gain for the year		—	937,018	937,018
Partners' capital at December 31, 2019		15,867,106	107,493,341	123,360,447
Partners' capital at January 1, 2018		26,188,970	170,770,477	196,959,447
Capital withdrawals	4,5	—	(1,903,709)	(1,903,709)
Distributions paid	5	—	(2,921,461)	(2,921,461)
Allocations of net (losses)/gains				
Incentive allocation	4	(2,855,944)	2,855,944	—
Realised loss		—	(5,042,290)	(5,042,290)
Unrealised loss		—	(13,996,883) ¹	(13,996,882)
Net investment gain for the year		—	412,306	412,306
Partners' capital at December 31, 2018		23,333,026	150,174,384	173,507,410

1 Included in the unrealised loss is £22,713,761 due to impairment of Le Chateau Group plc loan – see Note 3 for further information.

For the year ended December 31, 2019 and December 31, 2018

	December 31, 2019 £	December 31, 2018 £
Cash flows from operating activities		
Net loss for the year	(32,486,960)	(18,626,867)
Adjustments to reconcile net loss for the year to net cash provided by/(used in) operating activities:		
Changes in operating assets and liabilities		
Cost of investments purchased	(15,866,721)	—
Proceeds on sale of investments	67,295,271	3,532,711
Realised loss on investments	3,162,931	5,042,290
Unrealised loss on investments	7,346,185	2,885,281
Decrease in loan receivable	11,959,520	4,784,702
Decrease/(increase) in dividend receivable	67,060	(9,613)
Decrease in management fees payable	(81,157)	(45,319)
(Decrease)/increase in administration fees payable	(51,513)	33,979
Decrease in directors' fees payable	—	(1,668)
Increase in other payables	423,219	12,950
Net cash provided by/(used in) operating activities	41,767,835	(2,391,554)
Cash flows from financing activities		
Capital withdrawals	(17,660,003)	(1,903,709)
Distributions paid	—	(4,382,191)
Net cash used in financing activities	(17,660,003)	(6,285,900)
Net increase/(decrease) in cash and cash equivalents	24,107,832	(8,677,454)
Beginning cash and cash equivalents balance January 1	40,349,470	49,026,924
Ending cash and cash equivalents balance December 31	64,457,302	40,349,470
Supplementary Information:		
Interest received	6,927	4,979
Interest paid	—	—

1. Organisation

Marwyn Value Investors L.P. (the “Master Fund” or the “Partnership”) a Cayman Islands exempted limited partnership, which is registered with the Cayman Islands Monetary Authority, was established on November 23, 2005 as Marwyn Neptune Fund L.P. to operate as a private investment partnership for the benefit of United States investors and certain non-United States taxable investors. The Master Fund commenced operation on April 3, 2006. Marwyn General Partner Limited (the “General Partner”), a Cayman Islands exempted company, serves as the general partner of the Master Fund. The Master Fund wholly owns Marwyn RP Limited (collectively, the “Group”), which has been consolidated into the Group financial statements. Marwyn RP Limited was incorporated on January 22, 2016 to acquire the incentive allocation interests from the Retired Partners in relation to Class F.

Marwyn Value Investors II L.P. (“MVI II”) a Jersey limited partnership, which is registered as an expert fund with the Jersey Financial Services Commission, was established on December 23, 2015 and is a private equity fund structure through which the Master Fund’s new investments are predominantly made. MVI II holds all the Master Fund’s equity investments with the exception of (i) investments relating to Classes R(F)1 and R(G)1 (the “Realisation Classes”); and (ii) the current investment in Le Chateau (“LC”) (through both Le Chateau Group plc and Marwyn LC Holdings Limited) which is held directly by the Master Fund. The Master Fund’s commitment to MVI II is £152.4m (December 31, 2018: £152.4m). As at December 31, 2019, £138.3m (December 31, 2018: £125.8m) had been drawn down and £98.1m (December 31, 2018: £36.2m) had been distributed, of which £67.0m (December 31, 2018: £30.4m) is deemed recallable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including recallable distributions), totalling £81.1m as at December 31 2019 (December 31, 2018: £47.0m) to enable MVI II to make investments.

The market value of the Master Fund’s investment in MVI II was £48.8m as at December 31, 2019 (December 31, 2018: £106.7m) and the Master Fund’s share of the MVI II net asset value was 82.82 per cent. (December 31, 2018: 83.37 per cent.). The allocation of assets and liabilities is subject to allocation rules as governed by the MVI II Limited Partnership Agreement. The Master Fund is entitled to receive from MVI II net proceeds from the distribution of investments plus income from interest and dividends with respect to such investments. As per the Limited Partnership Agreement, MVI II shall be dissolved on the tenth anniversary of the Final Closing Date (being March 31, 2019), or such earlier time as determined by the MVI II General Partner in its sole discretion, subject to two additional one-year periods. The withdrawal of interest by the Master Fund is restricted as specified in the respective agreements and it is subject to MVI II General Partner approval.

Marwyn Value Investors Limited (the “Listed Fund”), a closed-ended investment fund registered by way of continuation in the Cayman Islands on July 8, 2009 and listed on Specialist Fund Segment of the Main Market of the London Stock Exchange (“SFS”), is a Limited Partner in the Master Fund. The Listed Fund invests in Class F, Class G, Class R(F)1 and Class R(G)1 of the Master Fund. The percentage of the Limited Partners’ capital in the Master Fund attributable to the Listed Fund at December 31, 2019 was 97.69 per cent. (2018: 97.98 per cent.). The remaining capital in the Master Fund is owned by Class A GBP, Class A USD and Class X.

The Master Fund is an investment company following accounting and reporting guidance in Accounting Standards codification (“ASC”) 946.

Investment Objective

The Master Fund’s highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies. As a long-term equity investor and typically the largest investor in a portfolio platform, the Master Fund takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. The investments available to the Realisation Classes are limited to those held on the date of creation of such realisation shares, those classes will not participate in any new investments.

2. Significant accounting policies

The consolidated financial statements are expressed in Great British Pounds (“£”). They are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with these generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The estimated fair value of investments and financial instruments is based upon available information and is not necessarily indicative of an amount that the Master Fund could realise in a current transaction. Management believes that the estimates and assumptions that affect the amounts reported in the financial statements are reasonable. However, actual results could differ from those estimates and such differences could be material to the Master Fund’s financial statements.

The Master Fund follows Accounting Standards Codification (“ASC”) 810, “Consolidation.” ASC 810 requires all entities to report a non-controlling interest in a subsidiary as a separate component of partners’ capital in the consolidated statement of assets, liabilities and partners’ capital, to clearly identify consolidated net income or loss attributable to the parent and to the non-controlling interest on the face of the consolidated statement of operations, and to provide sufficient disclosure that clearly identifies and distinguishes between the interest of the parent and interests of non-controlling owners. Due to the Master Fund’s full ownership of Marwyn RP Limited, no non-controlling interest is reported. The consolidated financial statements include the financial statements of the Master Fund and Marwyn RP Limited. All intercompany balances and transactions, including intercompany profits and losses, are eliminated on consolidation.

The Master Fund does not consolidate MVI II, Le Chateau Group or Marwyn LC Holdings Limited, as they are considered investments of the Master Fund, and thereby exempt from consolidation as the Master Fund is an Investment Company as defined by ASC 946.

The following is a summary of significant accounting policies:

(a) **Cash and cash equivalents**

Cash and cash equivalents comprise balances held on deposit with Royal Bank of Scotland and Barclays Bank Plc, cash balances held with custodians, Goldman Sachs International and Société Générale and unsettled distributions held by the Master Fund’s registrar, Link Market Services (Guernsey) Limited.

(b) **Investment transactions and valuation**

Securities that are listed or quoted on any securities exchange or similar electronic system and regularly traded thereon will be valued at their last traded price on the relevant valuation day, or, if no trades occurred on such day, at the closing “bid” price if held long and at the closing “offer” price if sold short. Securities that are not listed or quoted on any securities exchange or similar electronic system, or, if being so listed or quoted, are not regularly traded thereon, or in respect of which no price as described above is available, will be valued at their fair value as determined by the General Partner in good faith having regard to its cost price, the price at which any recent transaction in the security may have been effected and such other relevant factors as the General Partner in its absolute discretion deems relevant in considering a positive or negative adjustment to the valuation.

Investments other than securities which are dealt in or through a clearing firm or exchange or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution. Resulting realised and unrealised gains or losses are reflected in the statement of operations. Security transactions are recorded on the trade date basis. Realised gains and losses are computed by use of the first-in, first-out method. Interest income and expenses are recorded on the accruals basis. Dividend income is recorded on the ex-dividend date.

The Master Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities. Such fluctuations are included in the net realised and unrealised gain/loss from investments. Foreign exchange gains and losses on foreign currency

denominated cash and other payables/receivables are presented as separately on the consolidated statement of operations.

At December 31, 2019 the Master Fund held loans valued at fair value, as determined by the valuation and at cost amounting to £5,023,480 (December 31, 2018: £16,783,000) (refer note 3). The loan to Marwyn Value Investors Limited has historically been valued at cost.

Under ASC 820, "Fair Value Measurements", fair value is defined as the price that the Master Fund would receive upon selling an investment in an orderly transaction between market participants in the principal or most advantageous market at the measurement date. ASC 820 established a three-tier hierarchy to maximise the use of observable market data and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the investment, including assumptions about risk. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the investment developed based on market data obtained from sources independent of the Master Fund. Unobservable inputs are inputs that reflect the Master Fund's own assumptions about the assumptions market participants would use in pricing the investment developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical investments that the Master Fund has the ability to access at the measurement date. This level of the fair value hierarchy provides the most reliable evidence of fair value and is used to measure fair value whenever available.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the investment, either directly or indirectly. These inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment, for example interest rate and yield curves, volatilities, prepayment speeds and credit risks among others. These are inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs that are unobservable inputs for the investment that are used to measure fair value when observable inputs are not available. Unobservable inputs reflect the Master Fund's own assumptions about the assumptions that market participants would use in pricing the investment. These are inputs that are developed based on the best information available in the circumstances, which might include the Master Fund's own data. The Master Fund can also consider the original transaction price, recent transactions in the same or similar instruments and completed third-party transactions in comparable instruments.

The Investment in MVI II is measured using net asset value as a practical expedient and is not categorised within the fair value hierarchy.

The valuation techniques and availability of observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Master Fund in determining fair value is greatest for investments categorised in Level 3.

All financial instruments are recorded at fair value. The valuation of the Master Fund's unquoted equity instruments is calculated in line with the International Private Equity & Venture Capital (IPEV) guidelines.

For the investment in Le Chateau, the two valuation methods used are discounted cash flow analysis and net asset approach. In the discounted cash flow technique, the enterprise value of the business is derived using assumptions and estimates of expected future cash flows. The future cash flows are then discounted using a rate of 25 per cent. (December 31, 2018: 10.6 per cent.) which reflects the high risk associated with venture capital investments. The net asset approach uses cash as its only realisable asset in a liquidation scenario.

The fair value of Safe Harbour Holdings plc was determined by using December 31, 2019 London Stock Exchange ("LSE") listed price (noting the limited liquidity in the trading of the shares) and a series of supporting unobservable inputs.

(c) **Foreign currency translation**

Transactions denominated in foreign currencies are translated at the prevailing exchange rate on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the prevailing exchange rate at the year end. Gains and losses on foreign currency translation are reflected in the statement of operations.

(d) **Expenditure**

Expenses which relate to a particular class will be met out of the class assets of such class. Where, in the General Partner's opinion, costs, liabilities or expenses (including, *inter alia*, costs, liabilities and expenses which constitute fund or organisational expenses of the Master Fund relating to a specific class in the Listed Fund) relate to one particular Limited Partner or group of Limited Partners in a class rather than the Limited Partners in such class generally, such costs may be allocated to that Limited Partner or group of Limited Partners and charged to them and/or deducted from future distributions to them and not to the Limited Partners in such class generally.

(e) **Other receivables**

Included in other receivables are interest receivable, other miscellaneous receivables and prepayments which are recorded on an accrual basis net of any allowance for uncollectibles.

(f) **Other expenses**

Included in other expenses are specific Class F, Class G, Class R(F)1 and Class R(G)1 expenses of £974,439 (December 31, 2018: £621,352), and other miscellaneous expenses. The specific Class F, Class G, Class R(F)1 and Class R(G)1 expenses relate to expenses incurred by the Listed Fund and are allocated to the specific related classes and include items such as directors' fees, audit fees and administration fees. Expenses are recorded on an accrual basis.

(g) **New Accounting Pronouncements**

In November 2016, the FASB issued Accounting Standards Update ("ASU") 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which provides guidance regarding the presentation of restricted cash in the statement of cash flows and will require entities to include the total of cash, cash equivalents, restricted cash, and restricted cash equivalents in the beginning and ending cash balances in the statement of cash flows. The new guidance reduces diversity in how entities present changes in restricted cash and restricted cash equivalents with respect to the statement of cash flows. The guidance will be applied retrospectively and is effective for fiscal years beginning after December 15, 2018 and interim reporting periods in fiscal years beginning after December 15, 2019. As of December 31, 2019, the financial statements reflect the adoption of ASU 2016-18.

In August 2018, the FASB issued ASU 2018-13, Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 amends ASC Topic 820, Fair Value Measurement by removing and modifying certain disclosure requirements related to fair value measurements, including certain changes to Level 3 fair value measurement disclosures. ASU 2018-13 is effective for all entities for annual reporting periods beginning after December 15, 2019 and early adoption is permitted.

3. Investments

The three levels of the fair value hierarchy under ASC 820 are disclosed below:

The following is a summary of the inputs used to value the Master Fund's investments measured at fair value at December 31, 2019 and December 31, 2018:

Valuation inputs

December 31, 2019

	Level 1 Quoted prices £	Level 2 Other significant observable prices £	Level 3 Other significant unobservable prices £	Total £
Assets				
Investments in securities at fair value				
Equities	4,837,391	—	1,165,009 ²	6,002,400
Investments measured at net asset value ¹	—	—	—	48,787,879
Total Investments in securities at fair value	4,837,391	—	1,165,009	54,790,279
Loan receivable				
Loan	—	—	5,023,480	5,023,480
Total Loan Receivable	—	—	5,023,480	5,023,480
Total	4,837,391	—	6,188,489	59,813,759

Valuation inputs

December 31, 2018

	Level 1 Quoted prices £	Level 2 Other significant observable prices £	Level 3 Other significant unobservable prices £	Total £
Assets				
Investments in securities at fair value				
Equities	9,003,123	—	1,194,511 ²	10,197,634
Investments measured at net asset value ¹	—	—	—	106,730,311
Total Investments in securities at fair value	9,003,123	—	1,194,511	116,927,945
Loan receivable				
Loan	—	—	16,783,000	16,783,000
Total Loan Receivable	—	—	16,783,000	16,783,000
Total	9,003,123	—	17,977,511	133,710,945

1 The Master Fund adopted the guidance issued in ASU 2015-07 Topic 820, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to categorise within the fair value hierarchy all investments measured using the net asset value per share as a practical expedient and related disclosures. The adoption of this accounting guidance did not have a material impact on the Master Fund's Consolidated financial statements. MVI II is measured at fair value using the net asset value per share (or its equivalent) and has not been categorised in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated statement of financial condition. The Master Fund's commitment to MVI II is £152.4m (December 31, 2018: £152.4m). As at December 31, 2019, £138.3m (December 31, 2018: £125.8m) had been drawn down and £98.1m (December 31, 2018: £36.2m) had been distributed, of which £67.0m (December 31, 2018: £30.4m) is deemed callable. The MVI II General Partner may call capital up to the amount of unfunded commitments (including callable distributions), totalling £81.1m as at December 31 2019 (December 31, 2018: £47.0m) to enable MVI II to make investments.

2 Fair value of £1,165,009 (December 31, 2018: £1,165,009) relates to Safe Harbour Holdings plc and £Nil (December 31, 2018: £Nil) relates to Le Chateau Group plc. Safe Harbour Holdings plc was admitted to trading on the AIM market of the LSE in 2018 and had a closing quoted price as at December 31, 2019 of £1.325 per share. In consideration of the trading activity in Safe Harbour Holdings plc since IPO being insufficient in both volume and frequency to provide sufficient evidence for the quoted price being fair value, a number of additional unobservable valuation inputs were examined. It was determined that based on additional valuation techniques, there is sufficient support for the carrying value of £1.325, which is consistent with the quoted price.

Investments classified within Level 3 have significant unobservable inputs and include situations where there is little, if any, market activity for the investment. The value of the Listed Fund loan using the effective interest rate method is materially equivalent to its cost as it does not bear interest. Private loans are recorded at cost plus, for interest-bearing loans, accrued interest or at cost, which is considered to be materially equivalent to fair value.

The table below summarises the change in carrying value of Level 3 assets during the year ended December 31, 2019. The table reflects any gains and losses of financial assets that were transferred to Level 3 during the year. The Master Fund has valued all current Level 3 positions, at fair value.

December 31, 2019

	Loans £	Equity Securities £	Total £
Balance at January 1, 2019	16,783,000	1,194,511	17,977,511
Loan issuance	8,710,000	–	8,710,000
Purchases	–	2,293,000	2,293,000
Sales	–	(29,644)	(29,644)
Total gains or losses			
– Loan impairment	(22,713,760)	–	(22,713,760)
– realised	–	(31,460)	(31,460)
– unrealised	–	–	–
Transfer into Level 3	–	5,236,765	5,236,765
Interest on loans	2,244,240	–	2,244,240
Ending balance	5,023,480	1,165,009	6,188,489

The following table summarises the valuation techniques used and unobservable inputs developed to determine the fair value of material Level 3 positions.

Category	Fair Value at December 31, 2019	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau, through Le Chateau Group plc and Marwyn LC Holdings Limited				
– Loan	£4,898,480		Interest rate	8.0%
– Equity		Discounted Cashflow	Discount rate	25.0%
			Terminal Growth	1.5%
			Liquidity discount	10%
Equity – Safe Harbour Holdings plc	£1,165,009	Comparable transactions	Comparable transactions	£1,325

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

December 31, 2018

	Loans £	Equity Securities £	Total £
Balance at January 1, 2018	21,567,702	2,818,757	24,386,459
Loan issuance	4,537,000	–	4,537,000
Purchases	–	(443,002)	(443,002)
Sales	–	(29,644)	(29,644)
Total gains or losses			
– Loan impairment	(11,113,231)	–	(11,113,231)
– realised	–	(612,825)	(612,825)
– unrealised	–	(1,477,987)	(1,477,987)
Transfer into Level 3	–	909,568	909,568
Interest on loans	1,791,529	–	1,791,529
Ending balance	16,783,000	1,194,511	17,977,511

The following table summarises the valuation techniques used and unobservable inputs developed to determine the fair value of material Level 3 positions.

Category	Fair Value at December 31, 2018	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau Group Plc – Equity and Loan	£16,658,000	Carrying Value**	Interest rate	8%
		Discounted Cashflow	Discount rate	10.6%
			Terminal growth	2%
			Liquidity discount	10%
			Future expected cash flows	N/A
		Market Comparables	Revenue	1.00x – 1.40x
Equity – Safe Harbour Holdings plc	£1,165,009	Comparable transactions	Multiple Recent transactions	–
Equity – Gloo Networks plc	£29,502	Liquidation price	Comparable transactions	£1,325
			Liquidation price	£0.0313

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost and accrued interest. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

** An interest rate of 8 per cent. applies on the drawn facility while the undrawn facility bears an interest rate of 1.5 per cent. The loan has a Carrying Value of £16,658,000 driven by a decrease in Enterprise value and decrease in surplus working capital of €4.3m. The Carrying Value is the midpoint of the fair value range.

4. Allocation of net income/(loss)

At the end of each accounting period of the Master Fund, any net capital appreciation or net capital depreciation will be allocated to all Partners in proportion to each Partner's opening capital account balance (excluding the incentive allocation to the General Partner and as described in Note 2(f)) for such period.

For Class F and Class R(F)1, no incentive allocation is payable until aggregate "returns" have been made to holders of the Ordinary Share and Realisation Share interests of £49,211,587 and £5,924,573 respectively (the "Reference Amount") from July 8, 2009. Once returns equal to the Reference Amount have been made to holders of the Ordinary Share and Realisation Share interests, an incentive allocation equal to 5 per cent. of the Reference Amount (the "Initial Incentive Allocation") is payable by the Master Fund to the General Partner, or one of its affiliates). Following settlement of the Partial Offer (see note 5) in January 2019, the full Reference Amount in respect of Class F had been returned to investors and hence the Initial Incentive Allocation of £2,460,579 crystallised and distributed by the Master Fund to the General partner. As at December 31, 2019, there was no outstanding Reference Amount for either class (December 31, 2018: £3,017,584 outstanding for Class F, £Nil for Class R(F)1).

For Class G and Class R(G)1, "returns" must first be made to holders of the Ordinary Share and Realisation Share interests of £44,627,327 and £5,372,673 respectively from December 11, 2015. As at December 31, 2019, Reference Amounts of £36,643,404 and £3,010,835 (December 31, 2018: £39,265,656 and £4,068,621) respectively, were outstanding. There is no associated Initial Reference Amount for Classes G and R(G)1.

Once returns equal to the Reference Amount and, where applicable, the Initial Incentive allocation have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a "preferred return" equal to 7.5 per cent. per annum on the daily amount of the Reference Amount outstanding (the "Preferred Return"). As at December 31, 2019, there were outstanding preferred return totals for Class F, R(F)1, G and R(G)1 of £14,859,020, £Nil, £12,121,990 and £1,400,850 respectively (December 31, 2018: £20,291,641, £578,881, £9,554,565 and £1,101,138 respectively).

Once the Preferred Return has been made to classes F, G, R(F)1 and R(G)1, an incentive allocation is payable by the Master Fund out of cash which could otherwise be used for returns, of an amount equal to 20 per cent of such cash and the Preferred Return. Thereafter, all returns are split 80:20 between holders of the interests and the incentive allocation.

A "return" for the purposes of the previous paragraphs includes any dividend or other distribution or return of capital by the Master Fund or the Listed Feeder to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by the Listed Feeder or the Master Fund which are subsequently cancelled.

The incentive allocation to be borne by Class A interests is calculated on the basis of realised and unrealised gains that arise on the value of the Master Fund's net assets during the relevant accounting period and there is no memorandum loss recovery account (sometimes called a "high watermark"). Any incentive allocation to be borne by Class A interests will only be payable on "returns" being made. The incentive fee charged will be equal to 20 per cent. of the increase in net asset value of the class above the reference net asset value of the class. For the purposes of Class A, "returns" shall mean any repurchase, distribution or withdrawal of capital payable by the Master Fund to holders of the Class A interests.

The incentive allocation for the Class F, Class G, Class R(F)1, Class R(G)1, Class A GBP and Class A USD during the year is a reduction in incentive allocation of £4,504,915, Nil, £364,846, Nil, £102,526 and £33,054 respectively, an aggregate amount of £5,005,341. The incentive allocation for the Class F, Class G, Class R(F)1, Class R(G)1, Class A GBP and Class A USD on December 31, 2018 is a reduction in incentive allocation of £2,505,234, Nil, £281,552, Nil, £52,300 and £16,858 respectively, an aggregate amount of £2,855,944. Cumulative residual accruals as of December 31, 2019 for Class F, Class G, Class R(F)1, Class R(G)1, Class A GBP and Class A USD are £14,164,037 (December 31, 2018: £20,691,437), Nil (December 31, 2018: Nil), £1,423,786 (December 31, 2018: £2,226,727), Nil (December 31, 2018: Nil), £212,240 (December 31, 2018: £314,767) and £67,043 (December 31, 2018: £100,095).

5. Capital contributions and withdrawals

The Partnership consists of a number of Classes, of which Classes A USD, A GBP, F, G, R(F)1, R(G)1 and X interests were in issue as at December 31, 2019 and December 31, 2018 and throughout both years.

Class A interests relate to certain liquid investments to be made by the Partnership. Capital contributions may be made on the first day of any fiscal month or at the discretion of the General Partner. A Limited Partner has the right to withdraw all or a portion of its capital account on the first Withdrawal Date that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by the Administrator (defined in Note 8) six months prior to the Withdrawal Date. Withdrawal requests are irrevocable unless the General Partner determines otherwise. The General Partner may waive the Withdrawal Fee with respect to any Limited Partner and may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate.

Withdrawals will be deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally will be made as soon as practicable, but in any event not later than 14 days after the calculation and publication of the Net Asset Value ("NAV"); provided, however, that the General Partner reserves the right to retain up to 5 per cent of the withdrawal proceeds which will be paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to the Partnership, as soon as practicable following the completion of the audit of the Partnership for the period in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of the Partnership.

Class X interests are only available to Marwyn Management Partners LP (the "Carry Partnership" or "MMP LP").

Classes F and G are held by the ordinary shares in the Listed Fund. Classes F and G do not have any provisions for voluntary withdrawals from the Master Fund. However, specific redemption opportunities may occur for investors in the Ordinary shares in relation to Class F and G interests under the terms of the distribution policy and realisation policy initially adopted by the Listed Fund in November 2013 and subsequently amended as of November 2015.

Classes R(F)1 and R(G)1 rank equally and carry the same rights as the ordinary shares. The realisation pool of investments is managed with a view to maximising investment returns, realising investments and making distributions to the holders of realisation shares as realisations are made. The ordinary share distribution policy applicable to the ordinary shares does not apply to the realisation shares, and the realisation shares entitle their holders to returns only in respect of the realisations made on investments attributable to the realisation pool. In 2019, a total distribution of £4,382,191 was made to Class R(F)1 and R(G)1 interest holders comprising proceeds from the Master Fund's exit of the investment in BCA and the final distribution from the Gloo liquidator.

Limited Partners' Capital

	January 1, 2019	Net	Net	Pro-rata	Incentive	December 31, 2019
	Opening capital	contributions/ transfers	withdrawals/ distributions	allocation	allocation	Closing capital
	£	£	£	£	£	£
Class A GBP	2,285,006	—	—	(512,505)	102,526	1,875,027
Class A USD	736,780	—	—	(165,229)	33,054	604,605
Class F GBP	101,803,224	—	(8,476,101)	(22,509,445)	4,504,915	75,322,593
Class G GBP	31,920,054	—	(2,627,050)	(6,893,170)	—	22,399,834
Class X GBP*	6,797	—	—	(1,390)	—	5,407
Class R(F)1	10,193,018	—	(3,038,486)	(1,824,227)	364,846	5,695,151
Class R(G)1	3,229,505	—	(1,057,787)	(580,994)	—	1,590,724
Total	150,174,384	—	(15,199,424)	(32,486,960)	5,005,341	107,493,341

	January 1, 2018	Net	Net			December 31, 2018
	Opening capital £	contributions/ transfers £	withdrawals/ distributions £	Pro-rata allocation £	Incentive allocation £	Closing capital £
Class A GBP	2,494,208	—	—	(261,502)	52,300	2,285,006
Class A USD	804,211	—	—	(84,289)	16,858	736,780
Class F GBP	115,018,551	—	(3,194,392)	(12,526,169)	2,505,234	101,803,224
Class G GBP	37,010,946	—	(1,187,799)	(3,903,093)	—	31,920,054
Class X GBP*	7,426	—	—	(629)	—	6,797
Class R(F)1	11,654,702	—	(335,480)	(1,407,756)	281,552	10,193,018
Class R(G)1	3,780,433	—	(107,499)	(443,429)	—	3,229,505
Total	170,770,477	—	(4,825,170)	(18,626,867)	2,855,944	150,174,384

* Class X is a participating non-voting share class held by the Carry Partnership.

Distribution Policy

At the December 2015 EGM, the Listed Fund approved a new distribution policy (the “New Distribution Policy”) and the payment of a special distribution of 2p per ordinary share which was made in January 2016. Under the New Distribution Policy, the Partnership distributed a quarterly interim distribution of 2.064p per ordinary share in issue in January, April, July and October each year. The Listed Fund undertakes to, upon receipt of such distribution from the Master Fund, return the full amount of such distribution to holders of ordinary shares. The returns in relation to Net Capital Gains and the realisation opportunities under the distribution policy remain unchanged. The New Distribution Policy was amended on September 5, 2018, permitting the ‘Minimum Annual Distribution’ (as defined in the policy) to be made through the repurchase of ordinary shares. Under the amended policy, returns to ordinary shareholders may be made by repurchase of shares, dividend payments, or a combination of both. It is the Listed Fund Board’s current intention to effect the distribution via share repurchases, which commenced on October 1, 2018 (the “buy-back scheme”). Should the repurchases under the buy-back scheme not be sufficient to satisfy the quarterly allocation of the Minimum Annual Distribution, the balance will be paid as a dividend. The full amended Ordinary Share Distribution Policy is available within the August 2018 circular, included in the ‘Documents’ section of the MVIL website, www.marwynvalue.com.

As at December 31, 2019, a total of £56.8 million has been returned to ordinary shareholders since the implementation of the Ordinary Distribution policy in November 2013 (including the partial offer in January 2019).

In January 2019, the Master Fund, under instruction from the Manager made a partial offer to institutional shareholders for ordinary shares in the company (the “Partial Offer”), conducted by way of reverse bookbuild. Pursuant to this offer, the Master Fund acquired 4,030,625 ordinary shares at a price of 130p per share for a total consideration of £5.2 million. Following approval by shareholders at the Company’s September 2019 Annual General Meeting, these shares have also been converted to exchange shares and the corresponding limited partnership interests cancelled.

Under the buy-back scheme, £5,842,920 was distributed to ordinary shareholders during the year. A total of 4,651,046 ordinary shares were re-purchased at an average price of 128.22 pence per share. On December 31, 2019, these were converted into exchange shares with the corresponding limited partnership interests cancelled.

6. Financial instruments with market, credit, off-balance sheet and concentration risk

An investment in the Master Fund involves a high degree of risk; including the risk that the entire amount invested may be lost. The Master Fund invests in equities and debt instruments as part of its investment strategy. These financial instruments are held at market value, which approximates to fair value.

Investment return and principal value of investments will fluctuate so that capital, when redeemed, may be worth more or less than their original cost. Investment in securities of Non-GBP issuers and foreign currencies involves investment risks other than those of GBP issuers.

Market risk

The success of any investment activity is influenced by general economic conditions which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest-rate-sensitive securities. Unexpected volatility or illiquidity in the markets in which the Master Fund directly or indirectly holds positions could impair the Master Fund's ability to carry out its business and could cause it to incur losses. The investments of the Master Fund are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Master Fund's financial statements are denominated in GBP. The Limited Partners bear all risks of exchange rate fluctuations in respect of certain expenses of the Master Fund which may be incurred in currencies other than GBP and the Master Fund is, therefore, the beneficiary of, or at risk and liable for, any gain or loss incurred as a result of exchange rate fluctuations when such expenses are paid.

Whilst the Master Fund does not directly or indirectly invest in any portfolio companies denominated in currencies other than GBP, certain portfolio companies may themselves invest in underlying assets denominated in other currencies. This foreign currency risk is reflected through the share price of the portfolio company and is therefore monitored alongside market risk.

Interest rate risk

The Master Fund holds cash and cash equivalents which are held at short-term market interest rates. This exposes it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its cash flows.

The Master Fund has certain interest-bearing loan assets relating to its investment in Le Chateau. As at December 31, 2019, the total debt and equity investment in Le Chateau is held at a carrying value of £4.9 million which includes a provision against the loan balances of over £33.8 million. Due to the large provision against the loan balances, the carrying value of the debt instruments is not sensitive to the underlying interest rates and hence interest rate risk on them is considered to be immaterial at the present time.

All of the other Master Fund's assets and liabilities are non-interest bearing.

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable to meet a commitment that it has entered into with the Master Fund. It is the Master Fund's policy to enter into financial instruments with a range of reputable counterparties. Therefore, the Master Fund does not expect to incur material credit losses on its financial instruments.

The following financial instruments were exposed to credit risk:

	December 31, 2019 £	December 31, 2018 £
Loans receivable	5,023,480	16,783,000
Cash and cash equivalents	64,457,302	40,349,470

There is credit risk associated with the loan receivables as it is dependent on the borrowers' ability to make repayment and the risk that the borrower defaults on any outstanding balances. The net assets of the counterparties to the loan balances are greater than the carrying value of the loan as at December 31, 2019, resulting in limited credit exposure. As at December 31, 2018, the counterparty to the loans, Le Chateau Group plc has net assets of £16,199,875 resulting in a net credit exposure of £458,125. The Master Fund engaged Financo LLC, a corporate finance advisor, to review its strategic options for Le Chateau Group plc.

Liquidity Risk

Liquidity risk is the risk that the Master Fund may not be able to quickly liquidate positions held at an amount close to its fair value in order to meet its liability requirements or to respond to specific events such as the deterioration in the creditworthiness of any particular issuer.

The Manager of the Master Fund seeks to manage the Master Fund's exposure to liquidity risk through the consideration of a variety of exit strategies. The largest classes Class F, Class G, Class R(F)1 and Class R(G)1 do not have any provisions for voluntary withdrawals. The Fund is therefore not exposed to the substantial unforeseeable cash redemptions. The Master Fund redemption opportunities are disclosed in note 5.

Concentration Risk

Concentration risk is the risk posed to a financial institution by any single or group of exposures which have the potential to produce losses large enough to threaten the ability of the institution to continue operating as a going concern.

7. Related parties

Management fees

Pursuant to the management agreement dated August 16, 2013, Marwyn Asset Management Limited ("MAML", the "Manager") receives a fixed management fee from the Master Fund (the "Management Fee") payable monthly, in arrear, equal to 1/12 of 2 per cent. of the net asset value before incentive allocation of each Limited Partner's capital account at the end of each calendar month. The Master Fund will allocate the Management Fee to the Limited Partners in accordance with any such agreement. For these services, MAML charged fees of £2,827,394 (December 31, 2018: £3,630,787) for the year, of which £202,044 (December 31, 2018: £283,201) was payable at December 31, 2019. All Classes in the Master Fund except Class X are subject to management fees.

From the first third-party close on May 11, 2017, MVI II charged a management fee of 2 per cent. of commitments in MVI II. The management fee is calculated on a quarterly basis and payable in advance to MAML. During the year the management fee of £3,033,564 (December 31, 2018: £2,986,312) was paid by the Master Fund in MVI II. This fee was subsequently rebated back by MAML to the Master Fund and is included in Other income in the Consolidated Statement of operations.

Reimbursed Expenses

In the current year the Master Fund has paid £202,670 (December 31, 2018: £32,905) to MAML as reimbursements for costs incurred by the manager that are recoverable from the Master Fund under the terms of the Management Agreement.

Incentive fees

Classes A USD, A GBP, F, G, R(F)1 and R(G)1 interests are subject to an incentive allocation which is described in Note 4 to the financial statements. Class X does not pay an incentive fee.

General Partner expenses

Michael Price, Louisa Bonney and Scott Danks were the directors of Marwyn General Partner Limited ("MGPL") at December 31, 2019 and throughout the year and are also directors of MAML. Louisa Bonney is also a director of Marwyn General Partner II Limited, the general partner of MVI II. Directors' fees of the General Partner are paid by the Master Fund. The Directors earned £20,000 (December 31, 2018: £20,000) for the year, and there was an amount of £1,667 (December 31, 2018: £1,667) payable at December 31, 2019.

The Master Fund continues to advance a loan of £125,000 (December 31, 2018: £125,000) to the Listed Fund.

Investments

As at 31 December 2019, the Master Fund holds its investment in Le Chateau through a combination of equity and debt instruments in both Le Chateau Group plc (“LCG”) and Marwyn LC Holdings Limited (“MLCHL”), which result in the Master Fund having a 50 per cent. interest in the Le Chateau operating entities at the balance sheet date.

In April 2016, the Master Fund entered into two-year loan facility of £4,663,142 to LCG (the “LCG Facility”). This facility has been amended several times throughout 2016, 2017, 2018 and 2019, extending both the term and the available facility. In November 2019, as part of a strategic partnership transaction, two new loan facilities, each with a scheduled repayment date of 31 December 2026, were extended to MLCHL of £2,000,000 (the “SCZ Facility”) and £5,000,000 (the “Stock Loan”), resulting in a combined facility provided to LCG and MLCHL of £33,388,142. As at December 31, 2019, £33,388,142 (December 31, 2018: £24,678,142) of the combined facilities had been drawn, £5,264,059 (December 31, 2018: £3,034,747) accrued interest was receivable and £67,790 (December 31, 2018: £58,342) accrued commitment fee was receivable.

The LCG Facility accrues interest at 8 per cent. per annum on drawn amounts and commitment fees of 1.5 per cent. per annum on undrawn amounts. The SCZ Facility and Stock Facility accrue interest at progressively higher rates over time to incentivise early repayment; as at 31 December 2019, and throughout the period from the commencement of the facilities, the interest rates applied were 2.5 per cent. and 0 per cent. per annum respectively. As the SCZ Facility and Stock Facility have been fully drawn from the outset, there is no commitment fee on either.

The Carrying Value of the Le Chateau combined investment as at December 31, 2019 is £4,898,480 which represents £22.9m write-down from the prior valuation, after adjusting for the capital advances during the year.

Mark Brangstrup Watts and James Corsellis, non-executive directors of MAML and partners in Marwyn Investment Management LLP (the “Investment Adviser”), are both directors of LCG, MLCHL, Wilmcote Holdings plc and Safe Harbour Holdings plc. Mark Brangstrup Watts is also a director of Zegona Communications plc.

Participation Shares and Participation Options

Marwyn Management Partners LP is a Limited Partner in the Master Fund and certain directors of the Manager have directly or indirectly benefitted from having participation shares and participation options in MMP LP or its two feeder partnerships.

Marwyn Capital LLP

Marwyn Capital LLP, an entity that is affiliated through common ownership with the Manager, Investment Adviser and General Partner of the Master Fund, provides certain direct or indirect investee companies of the Master Fund with specific corporate finance and transaction advice together with infrastructure and support services.

8. Fees and expenses

Administration fees

Mitsubishi UFJ Alternative Fund Services (Ireland) Limited (“MUFG”) is the Administrator of the Master Fund, pursuant to the administration agreement between the Master Fund and the Administrator dated October 2009. The Administration agreement is governed by the laws of Ireland. The Administrator provides services to the Master Fund including maintaining the register of partners of the Master Fund, receiving and processing subscription and withdrawal agreements or applications, submitting to investors statement of their holdings in the Master Fund upon request, calculation of net asset value based on valuations of the securities and other assets of the Master Fund, maintenance of accounting reports, preparation of financial statements for audit purposes and liaison with auditors. For these services, MUFG charged fees of £137,127 (December 31, 2018: £156,612) for the year, £30,607 (December 31, 2018: £82,120) of which was payable at December 31, 2019.

Custody fees

Goldman Sachs International, based in London and Société Générale, based in Dublin, are the Custodians of the Master Fund. Pursuant to the custodian agreements between the Master Fund and the Custodians, the Custodians are entitled to charge commission in line with the scale of fees customarily applied by banks. This commission shall be calculated and charged *pro rata* at the end of the month on the basis of the daily total net assets of the Master Fund during the respective month.

9. Taxation

The Master Fund is exempt from all forms of taxation in the Cayman Islands, including income and capital gains. However dividend income and certain other interest from other countries may be subject to withholding taxes at various rates. The Master Fund recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Consolidated Statement of Operations. During the year ended December 31, 2019, the Master Fund did not incur any interest or penalties. The Master Fund identifies its major tax jurisdictions as Canada, the Cayman Islands, Jersey and the United Kingdom where the Master Fund makes significant investments. Management have analysed the Master Fund's tax positions, and have concluded that no liability for uncertain tax should be recorded for the year ended December 31, 2019 (December 31, 2018: Nil). The relevant statute of limitations in the United Kingdom for potential tax liabilities is five years, and therefore the years 2015 to 2019 inclusive remain open for tax purposes.

Potential investors should consult their own advisors regarding tax treatment by the jurisdiction applicable to them. Investors should rely only upon advice received from their own tax advisors based upon their own individual circumstances and the laws applicable to them.

The Master Fund recognises the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities.

10. Financial highlights

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2019

Total return*:

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	(22.43%)	(22.43%)	(22.93%)	(22.38%)	(20.46%)	(17.90%)	(17.99%)
Incentive allocation to General Partner**	4.49%	4.49%	4.61%	0.00%	0.00%	3.58%	0.00%
Total return after allocation to General Partner	<u>(17.94%)</u>	<u>(17.94%)</u>	<u>(18.32%)</u>	<u>(22.38%)</u>	<u>20.46%</u>	<u>(14.32%)</u>	<u>(17.99%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	(2.90%)	(2.90%)	(3.69%)	(3.32%)	(0.65%)	(3.60%)	(3.26%)
Incentive allocation to General Partner**	4.92%	4.92%	5.06%	0.00%	0.00%	4.05%	0.00%
Operating expenses and incentive allocation to General Partner	<u>2.02%</u>	<u>2.02%</u>	<u>1.37%</u>	<u>(3.32%)</u>	<u>(0.65%)</u>	<u>0.45%</u>	<u>(3.26%)</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>1.35%</u>	<u>1.36%</u>	<u>0.54%</u>	<u>0.91%</u>	<u>3.60%</u>	<u>1.37%</u>	<u>1.71%</u>

* This percentage is based on geometrically linked returns.

** The incentive allocation for the Class F, Class A GBP, Class A USD and Class R(F)1 during the year is a reversal of incentive allocation.

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2018

Total return*:

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	(11.07%)	(11.06%)	(11.57%)	(11.39%)	(8.95%)	(12.56%)	(12.37%)
Incentive allocation to General Partner**	2.21%	2.21%	2.34%	—	—	2.59%	—
Total return after allocation to General Partner	<u>(8.86%)</u>	<u>(8.85%)</u>	<u>(9.23%)</u>	<u>(11.39%)</u>	<u>(8.95%)</u>	<u>(9.97%)</u>	<u>(12.37%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	(2.61%)	(2.60%)	(3.12%)	(2.72%)	(0.33%)	(3.27%)	(2.85%)
Incentive allocation to General Partner**	2.21%	2.21%	2.34%	—	—	2.59%	—
Operating expenses and incentive allocation to General Partner	<u>(0.40%)</u>	<u>(0.39%)</u>	<u>(0.78%)</u>	<u>(2.72%)</u>	<u>(0.33%)</u>	<u>(0.68%)</u>	<u>(2.85%)</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>0.57%</u>	<u>0.58%</u>	<u>0.05%</u>	<u>0.47%</u>	<u>2.85%</u>	<u>1.07%</u>	<u>1.49%</u>

* This percentage is based on geometrically linked returns.

** The incentive allocation for the Class F, Class A GBP, Class A USD and Class R(F)1 during the year is a reversal of incentive allocation.

The financial highlights are calculated for all limited partners of each separate class of interests taken as a whole. An individual partner's ratios and return may vary from the above based on the timing of capital transactions and individual management and incentive allocation arrangements.

11. Foreign exchange rates

	2019	2018
US Dollars	<u>1.3257</u>	<u>1.2754</u>

The above exchange rate represents the USD/GBP conversion rate.

12. Indemnifications and warranties

In the ordinary course of its business, the Master Fund may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Master Fund. Based on its history, experience, and assessment of existing contracts, management believes that the likelihood of such an event is remote.

13. Commitments and Post balance sheet events

The rapid spread of COVID-19 has caused unprecedented volatility in equity markets, with significant declines seen globally.

As at the end of March 2020, the majority of the underlying asset value is in cash reserves with additional holdings in cash shell acquisition vehicles whose only significant asset is cash. The largest portfolio company, Zegona (representing 30 per cent. of the underlying net asset value), currently operates in the Spanish telecommunications market, which has been a critical enabler of homeworking during the period of restricted movement. There has been a 21.1 per cent. drop in Zegona's share price between December 31, 2019 and April 24, 2020 (broadly consistent with the overall market decline, as evidenced by a 23.7 per cent. drop in the FTSE All-Share Index over the same period).

Given the emergence and spread of COVID-19 occurred in 2020, it is not considered relevant to conditions that existed at the balance sheet date. Consequently COVID-19 is considered to be a non-adjusting post balance sheet event. The measurement of assets and liabilities in the accounts has

not been adjusted for its potential impact. The impact of COVID-19 is uncertain and may be material; the General Partner is in dialogue with the Manager and will continue to monitor the situation.

In connection with the preparation of the accompanying financial statements as of December 31, 2019 management has evaluated the impact of all subsequent events on the Partnership up to April 30, 2020, the date the financial statements were issued, and except as identified in this note, has determined that there were no additional subsequent events requiring recognition or disclosure in the financial statements.

14. AUDITED FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The information contained in this paragraph 4 of this Part VII has been extracted, without material adjustment, from the audited financial statements of MVI I for the financial year ended 31 December 2018.

Report of Independent Auditors

To the General Partner of Marwyn Value Investors L.P.

We have audited the accompanying consolidated financial statements of Marwyn Value Investors L.P. and its subsidiary (together the “Fund”), which comprise the consolidated statements of financial condition, including the consolidated schedules of investments, as of December 31, 2018 and 2017, and the related consolidated statements of operations, of changes in partners’ capital, and of cash flows for the years then ended.

Management’s Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors’ Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Fund’s preparation and fair presentation of the consolidated financial statements 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 Fund’s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Marwyn Value Investors L.P. and its subsidiary as of December 31, 2018 and 2017, and the results of their operations, changes in their partners’ capital, and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

March 29, 2019

As at December 31, 2018 and December 31, 2017

	Notes	December 31, 2017 £	December 31, 2018 £
Assets			
Cash and cash equivalents	2(a)	40,349,970	49,026,924
Investments in securities, at fair value (cost: £162,526,791 (December 2017: £166,059,502))	3	116,927,945	128,388,227
Loan receivable at fair value (cost: £24,803,142 (December 2017: £20,266,142))	3, 7	16,783,000	21,567,702
Dividend receivable		67,060	57,447
Total assets		174,127,475	199,040,300
Liabilities			
Management fees payable	7	283,201	328,520
Administration fees payable	8	82,120	48,141
Directors' fees payable	7	1,666	3,334
Distributions payable		—	1,460,730
Other payables		253,078	240,128
Total liabilities		620,605	2,080,853
Partners' capital		173,507,410	196,959,447
Total liabilities and partners' capital		174,127,475	199,040,300

Director

Director

INVESTMENTS IN SECURITIES, AT FAIR VALUE

December 31, 2018

EQUITY SECURITIES OWNED, AT FAIR VALUE

	Shares	Fair value £	Percentage of Partners' capital %
United Kingdom			
Communications (cost £5,016,818)			
Gloo Networks plc (Ordinary Shares)	942,558	29,502	0.02%
Zegona Communications plc (Ordinary Shares)	3,433,114	4,085,406	2.35%
Consumer, Non-cyclical (cost £4,109,670)			
BCA Marketplace plc (Ordinary Shares)	2,235,326	4,917,717	2.83%
Financial (cost £153,400,303)			
Marwyn Value Investors II LP ¹		106,730,311	61.51%
Le Chateau Group plc (Ordinary Shares) ²	705,462,038	—	—
Safe Harbour Holdings plc (Ordinary Shares)	879,252	1,165,009	0.68%
Total equity securities owned, at fair value (cost £162,526,791)		116,927,945	67.39%

DEBT SECURITIES

	Principal £	Fair value £	Percentage of Partners' capital %
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.07%
United Kingdom			
Le Chateau Group plc, 8%, 27/03/2019 ²	24,678,142	16,658,000	9.60%
Total debt securities (cost £24,803,142)		16,873,000	9.67%

	Shares	Fair Value £	MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' capital %
Safe Harbour Holdings plc (Ordinary Shares)	7,454,084	9,876,661	8,125,275	4.68%
Wilmcote Holdings plc (Ordinary Shares)	11,740,003	12,033,502	10,063,129	5.80%
BCA Marketplace plc (Ordinary Shares)	31,090,832	68,399,830	57,475,984	33.13%
Gloo Networks plc (Ordinary Shares)	7,990,775	250,111	205,759	0.12%
Zegona Communications plc (Ordinary Shares)	29,105,111	34,635,082	28,493,400	16.42%
Current assets and liabilities			2,366,764	1.36%
			106,730,311	61.51%

1 Investments held by Marwyn Value Investors II LP.

2 £24,678,142 of the credit facility has been drawn and £1,057,000 remained available for further borrowings as at December 31, 2018. The Fair Value of £16,658,000 represents 705,465,038 ordinary shares at £Nil pence per share, £24,678,142 credit facility, accrued interest of £3,093,089, less a provision for impairment of £11,113,231.

INVESTMENT IN SECURITIES, AT FAIR VALUE

December 31, 2017

EQUITY SECURITIES OWNED, AT FAIR VALUE

	Shares	Fair value £	Percentage of Partners' capita %
United Kingdom Communications (cost £5,459,820)			
Gloo Networks plc (Ordinary Shares)	942,558	909,568	0.46%
Zegona Communications plc (Ordinary Shares)	3,433,114	4,772,029	2.42%
Consumer, Non-cyclical (cost £4,109,670)			
BCA Marketplace plc (Ordinary Shares)	2,235,326	4,564,536	2.32%
Financial (cost £156,490,012)			
Marwyn Value Investors II LP ¹		115,323,337	
Le Chateau Group plc (Ordinary Shares)	705,462,038	1,763,655	0.90%
Safe Harbour Holdings plc (Ordinary Shares)	879,252	1,055,102	0.54%
Total equity securities owned, at fair value (cost £166,059,502)		128,388,227	65.19%

DEBT SECURITIES

	Principal £	Fair value £	Percentage of Partners' capital %
Loan			
Cayman Islands			
Marwyn Value Investors Limited	125,000	125,000	0.06%
United Kingdom			
Le Chateau Group plc, 8%, 27/04/2018 ²	20,141,142	21,442,702	10.89%
Total debt securities (cost £20,266,142)		21,567,702	10.95%

	Shares	Fair Value £	MVI II Fair Value attributable to MVI LP £	MVI LP Allocation of MVI II Percentage of Partners' Capital %
Safe Harbour Holdings plc (Ordinary Shares)	7,454,084	8,944,901	7,358,741	3.74%
Wilmcote Holdings plc (Ordinary Shares)	11,740,003	15,555,504	13,008,439	6.60%
BCA Marketplace plc (Ordinary Shares)	31,090,832	63,487,479	53,348,166	27.09%
Gloo Networks plc (Ordinary Shares)	7,990,775	7,711,098	6,343,723	3.22%
Zegona Communications plc (Ordinary Shares)	29,105,111	40,456,102	33,282,198	16.90%
Current assets and liabilities			1,982,070	1.00%
			115,323,337	58.55%

1 Investments by Marwyn Value Investors II LP.

2 £20,141,142 of the credit facility has been drawn and £1,094,000 remained available for further borrowings as at December 31, 2017

For the year ended December 31, 2018 and December 31, 2017

	Notes	December 31, 2017 £	December 31, 2018 £
Investment income			
Dividend income	2	430,080	412,014
Interest income	2	1,796,508	1,105,997
Other income	7	2,986,312	1,932,942
Total income		<u>5,212,900</u>	<u>3,450,953</u>
Expenses			
Management fee	7	3,630,787	4,083,492
Administration fee	8	156,612	179,145
Legal fee		112,000	75,212
Audit fee		58,037	67,966
General Partner expenses	7	20,000	20,000
Other expenses	2	823,158	898,160
Total expenses		<u>4,800,594</u>	<u>5,323,975</u>
Net investment gain/(loss)		412,306	(1,873,022)
Net realised and unrealised (losses)/gains on investments and foreign currencies			
Net realised (loss)/gain on investments		(5,042,290)	15,431,832
Net change in unrealised loss on investments		(2,885,281)	(1,412,461)
Net change in unrealised gain/(loss) on foreign currencies		1,629	(2,602)
Loan impairment		<u>(11,113,231)</u>	<u>—</u>
Net realised and unrealised (loss)/gain on investments and foreign currencies		<u>(19,039,173)</u>	<u>14,016,769</u>
Net (loss)/gain for the year		<u><u>(18,626,867)</u></u>	<u><u>12,143,747</u></u>

For the year ended December 31, 2018 and December 31, 2017

	Notes	General Partner £	Limited Partners £	Total £
Partners' capital at January 1, 2018		26,188,970	170,770,477	196,959,447
Capital withdrawals	4,5	–	(1,903,709)	(1,903,709)
Distributions paid	5	–	(2,921,461)	(2,921,461)
Allocations of net (losses)/gains				
Incentive allocation	4	(2,855,944)	2,855,944	–
Realised loss		–	(5,042,290)	(5,042,291)
Unrealised loss		–	(13,996,883) ¹	(13,996,882)
Net investment gain for the year		–	412,306	412,306
Partners' capital at December 31, 2018		23,333,026	150,174,384	173,507,410
	Notes	General Partner £	Limited Partners £	Total £
Partners' capital at January 1, 2017		24,445,549	170,322,466	194,768,015
Capital withdrawals	4,5	(296,229)	(3,813,164)	(4,109,393)
Distributions paid	5	–	(5,842,922)	(5,842,922)
Allocations of net gains/(losses)				
Incentive allocation	4	2,039,650	(2,039,650)	–
Realised loss		–	15,431,832	15,431,832
Unrealised loss		–	(1,415,063)	(1,415,063)
Net investment gain for the year		–	(1,873,022)	(1,873,022)
Partners' capital at December 31, 2017		26,188,970	170,770,477	196,959,447

1 Included in the unrealised loss is £11,113,231 due to impairment of Le Chateau Group plc loan – see Note 3 for further information.

For the year ended December 31, 2018 and December 31, 2017

	December 31, 2018 £	December 31, 2017 £
Cash flows from operating activities:		
Net (loss)/gain for the year	(18,626,867)	12,143,747
<i>Adjustments to reconcile net (loss)/gain for the year to net cash (used in)/provided by operating activities:</i>		
Changes in operating assets and liabilities		
Cost of investments purchased	—	(225,712)
Proceeds on sale of investments	3,532,711	17,843,688
Realised loss/(gain) on investments	5,042,290	(15,431,832)
Unrealised loss on investments	2,885,281	1,412,461
Decrease/(increase) in loan receivable	4,784,702	(15,542,464)
Increase in dividend receivable	(9,613)	(8,838)
Decrease in other receivables	—	80,601
(Decrease)/increase in management fees payable	(45,319)	3,665
Increase in administration fees payable	33,979	6,167
(Decrease)/increase in directors' fees payable	(1,668)	1,667
Increase in other payables	12,950	95,658
Net cash (used in)/provided by operating activities	(2,391,554)	378,808
Cash flows from financing activities:		
Capital withdrawals	(1,903,709)	(4,109,393)
Distributions paid	(4,382,191)	(5,842,922)
Net cash used in financing activities	(6,285,900)	(9,952,315)
Net decrease in cash and cash equivalents	(8,677,454)	(9,573,507)
Beginning cash and cash equivalents balance January 1	49,026,924	58,600,431
Ending cash and cash equivalents balance December 31	40,349,470	49,026,924
Supplementary Information:		
Interest received	4,979	195,563
Interest paid	—	—

1. Organisation

Marwyn Value Investors L.P. (the “Master Fund” or the “Partnership”) a Cayman Islands exempted limited partnership, which is registered with the Cayman Islands Monetary Authority, was established on November 23, 2005 as Marwyn Neptune Fund L.P. to operate as a private investment partnership for the benefit of United States investors and certain non-United States taxable investors. The Master Fund commenced operation on April 3, 2006. Marwyn General Partner Limited (the “General Partner”), a Cayman Islands exempted company, serves as the general partner of the Master Fund. The Master Fund wholly owns Marwyn RP Limited (collectively, the “Group”), which has been consolidated into the Group financial statements. Marwyn RP Limited was incorporated on January 22, 2016 to acquire the incentive allocation interests from the Retired Partners in relation to Class F.

Marwyn Value Investors II L.P. (“MVI II”) a Jersey limited partnership, which is registered as an expert fund with the Jersey Financial Services Commission, was established on December 23, 2015 and is a private equity fund structure through which the Master Fund’s new investments are predominantly made and further investment capital may be raised through third-party private equity limited partnership investors. MVI II holds all the Master Fund’s equity investments with the exception of (i) investments relating to Classes R(F)1 and R(G)1 (the “Realisation Classes”); and (ii) the current investment in Le Chateau Group plc which is held directly by the Master Fund. The Master Fund’s commitment to MVI II is £152.4m (December 31, 2017: £152.4m). As at December 31, 2018, £125.8m (December 31, 2017: £125.8m) had been drawn down, which includes £20.4m (December 31, 2017: £17.3m) of recallable distribution. The market value of the Master Fund’s investment in MVI II was £106.7m as at December 31, 2018 (December 31, 2017: £115.3m) and the Master Fund’s share of the MVI II net asset value was 83.37 per cent. (December 31, 2017: 83.24 per cent.). The allocation of assets and liabilities is subject to allocation rules as governed by the MVI II Limited Partnership Agreement. The MVI II General Partner may call capital up to the amount of unfunded commitments (including recallable distributions) £47.0m (December 31, 2017: £43.9m) to enable MVI II to make investments. The Master Fund is entitled to receive from MVI II net proceeds from the distribution of investments plus income from interest and dividends with respect to such investments. As per the Limited Partnership Agreement, MVI II shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as determined by the MVI II General Partner in its sole discretion, subject to two additional one-year periods. The withdrawal of interest by the Master Fund is restricted as specified in the respective agreements and it is subject to MVI II General Partner approval.

Marwyn Value Investors Limited (the “Listed Fund”), a closed-ended investment fund registered by way of continuation in the Cayman Islands on July 8, 2009 and listed on Specialist Fund Segment of the Main Market of the London Stock Exchange (“SFS”), is a Limited Partner in the Master Fund. The Listed Fund invests in Class F, Class G, Class R(F)1 and Class R(G)1 of the Master Fund. The percentage of the Limited Partners’ capital in the Master Fund attributable to the Listed Fund at December 31, 2018 was 97.98 per cent. (2017: 98.06 per cent.). The remaining capital in the Master Fund is owned by Class A GBP, Class A USD and Class X.

The Master Fund is an investment company following accounting and reporting guidance in Accounting Standards codification (“ASC”) 946.

Investment Objective

The Master Fund’s highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies. As a long-term equity investor and typically the largest investor in a portfolio platform, the Master Fund takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. The investments available to the Realisation Classes are limited to those held on the date of creation of such realisation shares, those classes will not participate in any new investments.

2. Significant accounting policies

The consolidated financial statements are expressed in Great British Pounds (“£”). They are prepared on the basis of accounting principles generally accepted in the United States of America. The preparation of financial statements in accordance with these generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The estimated fair value of investments and financial instruments is based upon available information and is not necessarily indicative of an amount that the Master Fund could realise in a current transaction. Management believes that the estimates and assumptions that affect the amounts reported in the financial statements are reasonable. However, actual results could differ from those estimates and such differences could be material to the Master Fund’s financial statements.

The Master Fund follows Accounting Standards Codification (“ASC”) 810, “Consolidation.” ASC 810 requires all entities to report a non-controlling interest in a subsidiary as a separate component of partners’ capital in the consolidated statement of assets, liabilities and partners’ capital, to clearly identify consolidated net income or loss attributable to the parent and to the non-controlling interest on the face of the consolidated statement of operations, and to provide sufficient disclosure that clearly identifies and distinguishes between the interest of the parent and interests of non-controlling owners. Due to the Master Fund’s full ownership of Marwyn RP Limited, no non-controlling interest is reported. The consolidated financial statements include the financial statements of the Master Fund and Marwyn RP Limited. All intercompany balances and transactions, including intercompany profits and losses, are eliminated in consolidation.

The Master Fund does not consolidate MVI II, as it is considered an investment of the Master Fund, and thereby exempt from consolidation as the Master Fund is an Investment Company as defined by ASC 946.

The following is a summary of significant accounting policies:

(a) **Cash and cash equivalents**

Cash and cash equivalents comprise balances held on deposit with Royal Bank of Scotland, Barclays Bank Plc, Goldman Sachs International, Société Générale and Link Group.

(b) **Investment transactions and valuation**

Securities that are listed or quoted on any securities exchange or similar electronic system and regularly traded thereon will be valued at their last traded price on the relevant valuation day, or, if no trades occurred on such day, at the closing “bid” price if held long and at the closing “offer” price if sold short. Securities that are not listed or quoted on any securities exchange or similar electronic system, or, if being so listed or quoted, are not regularly traded thereon, or in respect of which no price as described above is available, will be valued at their fair value as determined by the General Partner in good faith having regard to its cost price, the price at which any recent transaction in the security may have been effected and such other relevant factors as the General Partner in its absolute discretion deems relevant in considering a positive or negative adjustment to the valuation.

Investments other than securities which are dealt in or through a clearing firm or exchange or through a financial institution will be valued by reference to the most recent official settlement price quoted by that clearing house, exchange or financial institution. Resulting realised and unrealised gains or losses are reflected in the statement of operations. Security transactions are recorded on the trade date basis. Realised gains and losses are computed by use of the first-in, first-out method. Interest income and expenses are recorded on the accruals basis. Dividend income is recorded on the ex-dividend date.

The Master Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities. Such fluctuations are included in the net realised and unrealised gain/loss from investments. Foreign exchange gains and losses on foreign currency denominated cash and other payables/receivables are presented as separately on the consolidated statement of operations.

At December 31, 2018 the Master Fund held loans valued at fair value, as determined by the valuation and at cost amounting to £16,783,000, (December 31, 2017: £21,567,702) (refer note 3). The loan to Marwyn Value Investors Limited has historically been valued at cost.

Under ASC 820, "Fair Value Measurements", fair value is defined as the price that the Master Fund would receive upon selling an investment in an orderly transaction between market participants in the principal or most advantageous market at the measurement date. ASC 820 established a three-tier hierarchy to maximise the use of observable market data and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the investment, including assumptions about risk. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the investment developed based on market data obtained from sources independent of the Master Fund. Unobservable inputs are inputs that reflect the Master Fund's own assumptions about the assumptions market participants would use in pricing the investment developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical investments that the Master Fund has the ability to access at the measurement date. This level of the fair value hierarchy provides the most reliable evidence of fair value and is used to measure fair value whenever available.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the investment, either directly or indirectly. These inputs include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, and inputs other than quoted prices that are observable for the investment, for example interest rate and yield curves, volatilities, prepayment speeds and credit risks among others. These are inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Inputs that are unobservable inputs for the investment that are used to measure fair value when observable inputs are not available. Unobservable inputs reflect the Master Fund's own assumptions about the assumptions that market participants would use in pricing the investment. These are inputs that are developed based on the best information available in the circumstances, which might include the Master Fund's own data. The Master Fund can also consider the original transaction price, recent transactions in the same or similar instruments and completed third-party transactions in comparable instruments.

The Investment in MVI II is measured using net asset value as a practical expedient and is not categorised within the fair value hierarchy.

The valuation techniques and availability of observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Master Fund in determining fair value is greatest for investments categorised in Level 3.

All financial instruments are recorded at fair value. The valuation of the Master Fund's two unquoted equity instruments is calculated in line with the International Private Equity & Venture Capital (IPEV) guidelines. The Gloo Networks plc ("Gloo") fair value was determined by reference to the liquidation price.

For the investment in Le Chateau Group plc, the two valuation methods used are discounted cash flow analysis and market comparables. In the discounted cash flow technique, the enterprise value of the business is derived using assumptions and estimates of expected future cash flows. The future cash flows are then discounted using a weighted average cost of capital of 10.6 per cent. (December 31, 2017: 9.8 per cent.) estimated with the use of a capital asset pricing model. The Market multiple technique involves applying a multiple of earnings or revenue to the applicable indicator of value such as revenue or EBITDA. Given the stage of development of the instrument valued, revenue forecast were deemed an appropriate multiple used to derive the implied fair value.

The fair value of Safe Harbour Holdings plc was determined by using December 31, 2018 London Stock Exchange ("LSE") listed price (noting the limited liquidity in the trading of the shares) and a series of supporting unobservable inputs.

(c) **Foreign currency translation**

Transactions denominated in foreign currencies are translated at the prevailing exchange rate on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at the prevailing exchange rate at the year end. Gains and losses on foreign currency translation are reflected in the statement of operations.

(d) **Expenditure**

Expenses which relate to a particular class will be met out of the class assets of such class. Where, in the General Partner's opinion, costs, liabilities or expenses (including, *inter alia*, costs, liabilities and expenses which constitute fund or organisational expenses of the Master Fund relating to a specific class in the Listed Fund) relate to one particular Limited Partner or group of Limited Partners in a class rather than the Limited Partners in such class generally, such costs may be allocated to that Limited Partner or group of Limited Partners and charged to them and/or deducted from future distributions to them and not to the Limited Partners in such class generally.

(e) **Other receivables**

Included in other receivables are interest receivable, other miscellaneous receivables and prepayments which are recorded on an accrual basis net of any allowance for uncollectibles.

(f) **Other expenses**

Included in other expenses are specific Class F, Class G, Class R(F)1 and Class R(G)1 expenses of £621,352 (December 31, 2017: £760,541), and other miscellaneous expenses. The specific Class F, Class G, Class R(F)1 and Class R(G)1 expenses relate to expenses incurred by the Listed Fund and are allocated to the specific related classes and include items such as directors' fees, audit fees and administration fees. Expenses are recorded on an accrual basis.

(g) **Distributions payable**

Distributions payable are accrued when the liability is crystallised. In the case of distributions to the Listed Fund to finance dividend payments by the Listed Fund, this is at the date that the Listed Fund dividend is announced.

3. Investments

The three levels of the fair value hierarchy under ASC 820 are disclosed below:

The following is a summary of the inputs used to value the Master Fund's investments measured at fair value at December 31, 2018 and December 31, 2017:

December 31, 2018

Valuation inputs Assets	Level 1 Quoted prices £	Level 2 Other significant observable prices £	Level 3 Other significant unobservable prices £	Total £
Investments in securities at fair value				
Equities	9,003,123	—	1,194,511 ²	10,197,634
Investments measured at net asset value ¹	—	—	—	106,730,311
Total Investments in securities at fair value	9,003,123	—	1,194,511	116,927,945
Loan Receivable				
Loan	—	—	16,783,000	16,783,000
Total Loan Receivable	—	—	16,783,000	16,783,000
Total	9,003,123		17,977,511	133,710,945

December 31, 2017

Valuation inputs Assets	Level 1 Quoted prices £	Level 2 Other significant observable prices £	Level 3 Other significant unobservable prices £	Total £
Investments in securities at fair value				
Equities	10,246,133	—	2,818,757 ²	13,064,890
Investments measured at net asset value ¹	—	—	—	115,323,337
Total Investments in securities at fair value	10,246,133	—	2,818,757	128,388,227
Loan Receivable				
Loan	—	—	21,567,702	21,567,702
Total Loan Receivable	—	—	21,567,702	21,567,702
Total	10,246,133	—	24,386,459	149,955,929

1 The Master Fund adopted the guidance issued in ASU 2015-07 Topic 820, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to categorise within the fair value hierarchy all investments measured using the net asset value per share as a practical expedient and related disclosures. The adoption of this accounting guidance did not have a material impact on the Master Fund's Consolidated financial statements. MVI II is measured at fair value using the net asset value per share (or its equivalent) and has not been categorised in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Consolidated statement of financial condition. As at December 31, 2018, the Master Fund had invested in MVI II a total of £125.8m (December 31, 2017: £125.8m) out of its £152.4m commitment and has recallable distributions of £20.4m (December 31, 2017: £17.3m). The fair value of its MVI II interest as at December 31, 2018 was £106.7m (December 31, 2017: £115.3m).

2 Fair value of £1,165,009 (December 31, 2017: £1,055,102) relates to Safe Harbour Holdings plc, £29,502 (December 31, 2017: £909,568) relates to Gloo Networks plc and £Nil (December 31, 2017: £1,763,655) relates to Le Chateau Group plc ("LCG"). Safe Harbour Holdings plc was admitted to trading on the AIM market of the LSE in 2018 and had a closing quoted price as at December 31, 2018 of £1.325 per share. In consideration of the trading activity in Safe Harbour Holdings plc since

IPO being insufficient in both volume and frequency to provide sufficient evidence for the quoted price being fair value, a number of additional unobservable valuation inputs were examined. It was determined that based on additional valuation techniques, there is sufficient support for the carrying value of £1.325, which is consistent with the quoted price. On May 3, 2018, the Board of Directors of Gloo announced that the remaining capital of Gloo will be returned to Gloo shareholders by means of voluntary liquidation. The cancellation of Gloo's listing on AIM was approved by shareholders and the last day for dealing in Gloo's ordinary shares on AIM was June 4, 2018. The cancellation became effective on June 5, 2018. As no active market existed following the cancellation of AIM listing, the investment was transferred from level 1 to level 3. The fair value of this investment was derived by reference to the liquidation price.

Investments classified within Level 3 have significant unobservable inputs and include situations where there is little, if any, market activity for the investment. The value of the Listed Fund loan using the effective interest rate method is materially equivalent to its cost as it does not bear interest. Private loans are recorded at cost plus, for interest-bearing loans, accrued interest or at cost, which is considered to be materially equivalent to fair value.

The table below summarises the change in carrying value of Level 3 assets during the year ended December 31, 2018. The table reflects any gains and losses of financial assets that were transferred to Level 3 during the year. The Master Fund has valued all current Level 3 positions, at fair value.

December 31, 2018

	Loans £	Equity Securities £	Total £
Balance at January 1, 2018	21,567,702	2,818,757	24,386,459
Loan issuance	4,537,000	–	4,537,000
Sales	–	(443,002)	(443,002)
Total gains or losses			
– Loan impairment	(11,113,231)	–	(11,113,231)
– realised	–	(612,825)	(612,825)
– unrealised	–	(1,477,987)	(1,477,987)
Transfer into Level 3	–	909,568	909,568
Interest on loans	1,791,529	–	1,791,529
Ending balance	16,783,000	1,194,511	17,977,511

The following table summarises the valuation techniques used and unobservable inputs developed to determine the fair value of material Level 3 positions.

Category	Fair Value at December 31, 2018	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private Loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau Group Plc – Equity and Loan	£16,658,000	Carrying Value** Discounted Cashflow	Interest rate Discount rate Terminal growth Liquidity discount Future expected cash flows	8% 10.6% 2% 10% N/A
		Market Comparables	Revenue Multiple	1.00x – 4.40x
Equity – Safe			Recent transactions	–
Harbour Holdings plc	£1,165,009	Comparable transactions	Comparable transactions	£1.325
Equity – Gloo Networks plc	£29,502	Liquidation price	Liquidation price	£0.0313

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost and accrued interest. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

** An interest rate of 8 per cent. applies on the drawn facility while the undrawn facility bears an interest rate of 1.5 per cent. The loan has a Carrying value of £16,658,000 driven by a decrease in Enterprise value and decrease in surplus working capital of €4.3m. The Carrying Value is the midpoint of the fair value range.

December 31, 2017

	Loans £	Equity Securities £	Total £
Balance at January 1, 2017	6,025,238	12,195,082	18,220,320
Loan issuance	14,478,000	–	14,478,000
Purchases	–	6,320	6,320
Total gains or losses			
– realised	–	–	–
– unrealised	–	(9,382,645)	(9,382,645)
Interest on loans	1,064,464	–	1,064,464
Ending balance	21,567,702	2,818,757	24,386,459

The following table summarises the valuation techniques used and unobservable inputs developed to determine the fair value of material Level 3 positions.

Category	Fair Value at December 31, 2017	Valuation Technique	Unobservable Inputs	Qualitative Input (Weighted Average)
Private Loan	£125,000	Principal to be Repaid*	N/A	N/A
Le Chateau Group Plc – Equity and Loan	£23,206,357	Accrued Interest** Discounted Cashflow	Interest rate Discount rate Terminal growth Liquidity discount Future expected cash flows	8% 9.8% 2% 10% N/A
		Market Comparables	Revenue Multiple Recent transactions	1.00x – 1.50x –
Equity – Safe Harbour Holdings plc	£1,055,102	Recent transactions	Share price	£1.20

* As the loan is held as an investment and not for trading purposes, is not impaired and bears no interest, it has been deemed that the fair value is materially equivalent to cost and accrued interest. This loan will be repaid on redemption of all interests in the Master Fund by the Listed Fund.

** An interest rate of 8 per cent. applies on the drawn facility while the undrawn facility bears an interest rate of 1.5 per cent. As the loan is non-derivative with fixed, determinable payments that are not quoted in an active market, the fair value is deemed to be the sum of the drawn amount and interest arising from both the drawn and undrawn loan amount.

4. Allocation of net income/(loss)

At the end of each accounting period of the Master Fund, any net capital appreciation or net capital depreciation will be allocated to all Partners in proportion to each Partner's opening capital account balance (excluding the incentive allocation to the General Partner and as described in Note 2(f)) for such period.

For Class F and Class R(F)1, no incentive allocation is payable until aggregate "returns" have been made to holders of the Ordinary Share and Realisation Share interests of £49,211,587 and £5,924,573 respectively (the "Reference Amount") from July 8, 2009. Once returns equal to the Reference Amount have been made to holders of the Ordinary Share and Realisation Share interests, an incentive allocation is payable by the Master Fund to the General Partner, or one of its affiliates, of an amount equal to 5 per cent. of the Reference Amount ("Reference Fee"). As at December 31, 2018, the Class F Reference amount of £3,017,584 (December 31, 2017: £6,211,975) was outstanding. Returns are

then made to holders of the Ordinary Share and Realisation Share interests until they have received a “preferred return” equal to 7.5 per cent. per annum on the daily amount of the Reference Amount outstanding from July 8, 2009 (the “Preferred Return”). The Class R(F)1 Preferred Return of £578,881 (December 31, 2017: £914,362) was still outstanding.

For Class G and Class R(G)1, no incentive allocation is payable until aggregate “returns” have been made to holders of the Ordinary Share and Realisation Share interests of £44,627,327 and £5,372,673 respectively from December 11, 2015. As at December 31, 2018, Reference Amounts of £39,265,656 and £4,068,621 (December 31, 2017: £40,453,455 and £4,176,120) respectively, were outstanding.

Once returns equal to the Reference Amount have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a “preferred return” equal to 7.5 per cent. per annum on the daily amount of the Reference Amount outstanding from December 11, 2015 (the “Preferred Return”).

Once the Preferred Return has been made to classes F, G, R(F)1 and R(G)1, the incentive allocation is payable by the Master Fund out of cash which could otherwise be used for returns, of an amount equal to 20 per cent of such cash and the Preferred Return. Thereafter, an incentive allocation is payable by the Master Fund equal to 20 per cent of the amount of any other cash available for return.

A “return” for the purposes of the previous paragraphs includes any dividend or other distribution or return of capital by the Master Fund or the Listed Feeder to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by the Listed Feeder or the Master Fund which are subsequently cancelled.

The incentive allocation to be borne by Class A interests will not be calculated on the basis of realised and unrealised gains that arise on the value of the Master Fund’s net assets during the relevant accounting period and there will be no memorandum loss recovery account (sometimes called a “high watermark”). Any incentive allocation to be borne by Class A interests will only be payable on “Returns” being made. The incentive fee charged will be equal to 20 per cent. of the increase in net asset value of the class above the reference net asset value of the class. For the purposes of Class A, “Returns” shall mean any repurchase, distribution or withdrawal of capital payable by the Master Fund to holders of the Class A interests.

The incentive allocation for the Class F, Class G, Class R(F)1, Class R(G)1, Class A GBP and Class A USD during the year is a reduction in incentive allocation of £2,505,234, Nil, £281,552, Nil, £52,300 and £16,858 respectively, an aggregate amount of £2,855,944. The incentive allocation for the Class F, Class G, Class R(F)1, Class R(G)1, Class A GBP and Class A USD on December 31, 2017 is an accrued incentive allocation of £1,790,394, Nil, £202,521, Nil, £35,336 and £11,399 respectively, an aggregate amount of £2,039,650. Cumulative residual accruals as of December 31, 2018 for Class F, Class G, Class R(F)1, Class R (G)1, Class A GBP and Class A USD are £20,691,437 (December 31, 2017: £23,196,671), Nil (December 31, 2017: Nil), £2,226,727 (December 31, 2017: £2,508,278), Nil (December 31, 2017: Nil), £314,767 (December 31, 2017: £367,067) and £100,095 (December 31, 2017: £116,954).

5. Capital contributions and withdrawals

The Partnership consists of Classes A USD, A GBP, B USD, B GBP, F, G, R(F)1, R(G)1, C, D, E and X interests as well as Class R and S Special Situation Interests. Class R(F)1 and R(G)1 interests are further described below. Class A and B interests relate to certain liquid investments to be made by the Partnership; Class C interests relate to the Partnership’s Class C Investments of which there are none; Class D and E interests relate to certain liquid investments to be made by the Partnership that are only available to the Master Fund and will not be subject to the Management Fee as described herein as the Master Fund pays an equivalent fee to the Manager of which there are none; Class X interests will only be available to Marwyn Management Partners LP (the “Carry Partnership” or “MMP LP”); and Class S Special Situation interests relate to the Partnership’s Special Situation Investments of which there are none. The General Partner reserves the right to reject any subscription for an interest for any reason or no reason in its sole and absolute discretion and may accept subscriptions on different terms from those described herein.

Class C and Class S Special Situations interests have never had subscriptions or contributions, and remain dormant as at December 31, 2018. Class D and Class E were fully redeemed on November 13,

2015. Class B does not have any subscriptions or contributions and remained inactive as at December 31, 2018. Effective from April 1, 2009, a new class was created in the Master Fund. This class, Special Situation R Shares ("Class R"), was created specifically to allow investors to withdraw from the existing classes in the Master Fund without affecting the liquidity of the Master Fund. Class R was fully redeemed as of October 16, 2015.

Capital contributions may be made on the first day of any fiscal month or at the discretion of the General Partner. A Limited Partner has the right to withdraw all or a portion of its capital account on the first Withdrawal Date that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by the Administrator (defined below) six months prior to the Withdrawal Date. Withdrawal requests are irrevocable unless the General Partner determines otherwise. The General Partner may waive the Withdrawal Fee with respect to any Limited Partner and may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate.

Withdrawals will be deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally will be made as soon as practicable, but in any event not later than 14 days after the calculation and publication of the Net Asset Value ("NAV"); provided, however, that the General Partner reserves the right to retain up to 5 per cent of the withdrawal proceeds which will be paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to the Partnership, as soon as practicable following the completion of the audit of the Partnership for the period in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of the Partnership.

Classes F and G are held by the ordinary shares in the Listed Fund. Classes F and G do not have any provisions for voluntary withdrawals from the Master Fund. However, specific redemption opportunities may occur for investors in the Ordinary shares in relation to Class F and G interests under the terms of the distribution policy and realisation policy initially adopted by the Listed Fund in November 2013 and subsequently amended as of November 2015.

Classes R(F)1 and R(G)1 rank equally and carry the same rights as the ordinary shares. The realisation pool of investments is managed with a view to maximising investment returns, realising investments and making distributions to the holders of realisation shares as realisations are made. The ordinary share distribution policy applicable to the ordinary shares does not apply to the realisation shares, and the realisation shares entitle their holders to returns only in respect of the realisations made on investments attributable to the realisation pool. During the year, an amount of £442,979 generated through the voluntary liquidation of Gloo Networks plc was returned to the shareholders of Realisation Shares by Capital Redemption. A total of 150,566 shares of R(F)1 and 60,496 shares of R(G)1 were redeemed reducing the total amount of realisation shares to 6,720,731.

Limited Partners' Capital

	January 1, 2018	Net	Net			December 31, 2018
	Opening capital £	contributions/ transfers £	withdrawals/ distributions £	Pro-rata allocation £	Incentive allocation £	Closing £
Class A GBP	2,494,208	—	—	(261,502)	52,300	2,285,006
Class A USD	804,211	—	—	(84,289)	16,858	736,780
Class F GBP	115,018,551	—	(3,194,392)	(12,526,169)	2,505,234	101,803,224
Class G GBP	37,010,946	—	(1,187,799)	(3,903,093)	—	31,920,054
Class X GBP*	7,426	—	—	(629)	—	6,797
Class R(F)1	11,654,702	—	(335,480)	(1,407,756)	281,552	10,193,018
Class R(G)1	3,780,433	—	(107,499)	(443,429)	—	3,229,505
Total	170,770,477	—	(4,825,170)	(18,626,867)	2,855,944	150,174,384

	January 1, 2017 Opening capital £	Net contributions/ transfers £	Net withdrawals/ distributions £	Pro-rata allocation £	Incentive allocation £	December 31, 2017 Closing £
Class A GBP	2,352,862	—	—	176,682	(35,336)	2,494,208
Class A USD	758,616	—	—	56,994	(11,399)	804,211
Class F GBP	113,067,202	—	(4,168,180)	7,909,923	(1,790,394)	115,018,551
Class G GBP	36,036,803	—	(1,674,742)	2,648,885	—	37,010,946
Class X GBP*	6,756	—	—	670	—	7,426
Class R(F)1	13,711,694	—	(2,867,074)	1,012,603	(202,521)	11,654,702
Class R(G)1	4,388,533	—	(946,090)	337,990	—	3,780,433
Total	170,322,466	—	(9,656,086)	12,143,747	(2,039,650)	170,770,477

* Class X is a participating non-voting share class held by the Carry Partnership.

Distribution Policy

At the December 2015 EGM, the Listed Fund approved a new distribution policy (the “New Distribution Policy”) and the payment of a special distribution of 2p per ordinary share which was made in January 2016. Under the New Distribution Policy, the Partnership distributed a quarterly interim distribution of 2.064p per ordinary share in issue in January, April, July and October each year. The Listed Fund undertakes to, upon receipt of such distribution from the Master Fund, return the full amount of such distribution to holders of ordinary shares. The returns in relation to Net Capital Gains and the realisation opportunities under the distribution policy remain unchanged. The New Distribution Policy was amended on September 5, 2018, permitting the ‘Minimum Annual Distribution’ (as defined in the policy) to be made through the repurchase of ordinary shares. Under the amended policy, returns to ordinary shareholders may be made by repurchase of shares, dividend payments, or a combination of both. It is the Listed Fund Board’s current intention to effect the distribution via share repurchases, which commenced on October 1, 2018 (the “buy-back scheme”). Should the repurchases under the buy-back scheme not be sufficient to satisfy the quarterly allocation of the Minimum Annual Distribution, the balance will be paid as a dividend. The full amended Ordinary Share Distribution Policy is available within the August 2018 circular, included in the ‘Documents’ section of the Partnership’s website, www.marwynvalue.com.

To the date of this report, a total of £45.7 million has been returned to ordinary shareholders since the implementation of the original distribution policy in November 2013. In 2018, prior to the amendment of the distribution policy, quarterly interim dividends of 2.064p per ordinary share were paid in January, April and July, a total of £2,921,461 (December 31, 2017: £5,842,922) was returned to the ordinary shareholders.

Under the buy-back scheme, £ 1,460,730 was distributed to ordinary shareholders in Q4 2018. A total of 1,186,468 ordinary shares were re-purchased at an average price of 123.12 pence per share. On December 31, 2018, these were converted into exchange shares with the corresponding limited partnership interests cancelled.

6. Financial instruments with market, credit, off-balance sheet and concentration risk

An investment in the Master Fund involves a high degree of risk; including the risk that the entire amount invested may be lost. The Master Fund invests in equities and debt instruments as part of its investment strategy. These financial instruments are held at market value, which approximates to fair value.

Investment return and principal value of investments will fluctuate so that capital, when redeemed, may be worth more or less than their original cost. Investment in securities of Non-GBP issuers and foreign currencies involves investment risks other than those of GBP issuers.

Market risk

The success of any investment activity is influenced by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the markets for both equity and interest-rate-sensitive securities. Unexpected volatility or illiquidity in the markets in which the Master Fund directly or indirectly holds positions could impair the Master Fund's ability to carry out its business and could cause it to incur losses. The investments of the Master Fund are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Master Fund's financial statements are denominated in GBP. The Limited Partners bear all risks of exchange rate fluctuations in respect of certain expenses of the Master Fund which may be incurred in currencies other than GBP whereas the Master Fund's assets are predominately in GBP and the Master Fund is, therefore, the beneficiary of, or at risk and liable for, any gain or loss incurred as a result of exchange rate fluctuations when such expenses are paid.

Interest rate risk

The Master Fund holds an interest bearing loan facility and holds cash and cash equivalents; all are held at short-term market interest rates. This exposes it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its cash flows. All of the other Master Fund's assets and liabilities are non-interest bearing.

During 2016, the interest bearing loan facility totalling £7.4 million was extended to Le Chateau Group plc by the Master Fund with an interest rate of 8 per cent. on drawdown amounts and a commitment fee of 1.5 per cent. on undrawn amounts. In 2017 and 2018, the facility was extended by a further £13.9 million and £4.5 million respectively on the same terms as the original facility. The Carrying Value of the loan was £16.7 million as at December 31, 2018 (December 31, 2017: £21.4 million).

Credit risk

Credit risk is the risk that an issuer or counterparty will be unable to meet a commitment that it has entered into with the Master Fund. It is the Master Fund's policy to enter into financial instruments with a range of reputable counterparties. Therefore, the Master Fund does not expect to incur material credit losses on its financial instruments.

The following financial instruments were exposed to credit risk:

	December 31, 2018 £	December 31, 2017 £
Loans receivable	16,783,000	21,567,702
Cash and cash equivalents	40,349,470	49,026,924

There is credit risk associated with the loan receivables as it is dependent on the borrowers' ability to make repayment and the risk that the borrower defaults on any outstanding balances. The net assets of the Le Chateau Group plc are £16,199,875 (December 31, 2017: £11,108,078) providing a current net exposure of £458,125 (December 31, 2017: £10,459,624). The Master Fund engaged Financo LLC, a corporate finance advisor, to review its strategic options for Le Chateau Group plc.

Liquidity Risk

Liquidity risk is the risk that the Master Fund may not be able to quickly liquidate positions held at an amount close to its fair value in order to meet its liability requirements or to respond to specific events such as the deterioration in the creditworthiness of any particular issuer.

The Manager of the Master Fund seeks to manage the Master Fund's exposure to liquidity risk through the consideration of a variety of exit strategies. The largest classes Class F, Class G, Class R(F)1 and Class R(G)1 do not have any provisions for voluntary withdrawals. The Fund is therefore not exposed to the substantial unforeseeable cash redemptions. The Master Fund redemption opportunities are disclosed in note 5.

Concentration Risk

Concentration risk is the risk posed to a financial institution by any single or group of exposures which have the potential to produce losses large enough to threaten the ability of the institution to continue operating as a going concern.

7. Related parties

Management fees

Pursuant to the management agreement dated August 16, 2013, Marwyn Asset Management Limited ("MAML", the "Manager") receives a fixed management fee from the Master Fund (the "Management Fee") payable monthly, in arrear, equal to 1/12 of 2 per cent. of the net asset value before incentive allocation of each Limited Partner's capital account at the end of each calendar month. The Master Fund will allocate the Management Fee to the Limited Partners in accordance with any such agreement. For these services, MAML charged fees of £3,630,787 (December 31, 2017: £4,083,492) for the year, of which £283,201 (December 31, 2017: £328,520) was payable at December 31, 2018. All Classes in the Master Fund except Class X are subject to management fees.

From the first third-party close on May 11, 2017, MVI II charged a management fee of 2 per cent. of commitments in MVI II. The management fee is calculated on a quarterly basis and payable in advance to MAML. During the year the management fee of £2,986,312 (December 31, 2017: £1,932,942) was paid by the Master Fund in MVI II. This fee was subsequently rebated back by MAML to the Master Fund and is included in Other income in the Consolidated Statement of operations.

Reimbursed Expenses

In the current year the Master Fund has paid £32,905 (December 31, 2017: £75,331) to MAML as reimbursements for costs incurred by the manager that are recoverable from the Master Fund under the terms of the Management Agreement.

Incentive fees

Classes A USD, A GBP, F, G, R(F)1 and R(G)1 interests are subject to an incentive allocation which is described in Note 4 to the financial statements. Class X does not pay an incentive fee.

General Partner expenses

Michael Price, Louisa Bonney and Scott Danks were the directors of Marwyn General Partner Limited ("MGPL") at December 31, 2018. Directors' fees of the General Partner are rechargeable to the Master Fund. The Directors earned £20,000 (December 31, 2017: £20,000) for the period, and there was an amount of £1,666 (December 31, 2017: £3,334) payable at December 31, 2018.

Investments

The Master Fund continues to advance a loan of £125,000 (December 31, 2017: £125,000) to the Listed Fund.

The Master Fund holds 705,462,038 (2017: 705,462,038) ordinary shares in Le Chateau Group plc. LCG is an unquoted company and its focus is on the luxury goods business. LCG believes there is an opportunity to develop the business into a premium goods brand, built upon its unique heritage and the quality of its handmade products.

In April 2016, the Master Fund entered into a two-year agreement to provide a loan facility of £4,663,142 to LCG (the "Loan Facility"). The Le Chateau Group loan agreement was first amended on November 1, 2016 and at different dates in 2017 and 2018, increasing the Loan Facility to £25,735,142. As at December 31, 2018, £24,678,142 (December 31, 2017: £20,141,142) of the Loan Facility has been drawn and £3,034,747 (December 31, 2017: £1,264,840) accrued interest was receivable. As at December 31, 2018, £58,342 (December 31, 2017: £36,719) accrued commitment fee was receivable. The undrawn commitment earns interest of 1.5 per cent per annum. The Carrying Value of the LCG investment as at December 31, 2018 is £16,658,000 which represents £11.1m and £1.8m write-down in the value of the debt and equity respectively.

By way of security for the obligations of LCG and its subsidiary, Marwyn Management Partners Subsidiary Limited ("MMPSL"), as borrowers pursuant to the Loan Facility, the following security has been granted to De Facto 2008 Limited (as Security Trustee in connection with the Loan Facility):

- (a) a share charge over the entire issued capital of MMPSL;
- (b) a share charge over the entire issued share capital of Silvercloud Management Holdings plc (a subsidiary company of LGC and MMPSL); and
- (c) a security interest assignment over deposits held in bank accounts of MMPSL at Barclays Private Clients International Limited (Jersey Branch) and HSBC Bank plc (Jersey).

The Master Fund owns 93.35 per cent. of LCG as at December 31, 2018. Mark Brangstrup Watts and James Corsellis, non-executive directors of MAML and partners in Marwyn Investment Management LLP (the "Investment Adviser"), are directors of LCG, Gloo Networks plc and Safe Harbour Holdings plc. Mark Brangstrup Watts is also a director of Zegona Communications plc.

As at December 31, 2018, the Master Fund owns 83.37 per cent. of MVI II and in turn indirectly invests in five related investment companies (BCA Marketplace plc, Zegona Communications plc, Gloo Networks plc, Safe Harbour Holdings plc and Wilmcote Holdings plc), which had an aggregate fair value of £106,730,311 (December 31, 2017: £115,323,337) and 61.51 per cent. of partners' capital (December 31, 2017: 58.55 per cent.).

Participation Shares and Participation Options

Marwyn Management Partners LP is a Limited Partner in the Master Fund and certain directors of the Manager have directly or indirectly benefitted from having participation shares and participation options in MMP LP or its two feeder partnerships.

Marwyn Capital LLP

Marwyn Capital LLP, an entity that is affiliated through common ownership with the Manager, Investment Adviser and General Partner of the Master Fund, provides certain investee companies of the Master Fund and MVI II LP with specific corporate finance and transaction advice together with infrastructure and support services.

8. Fees and expenses

Administration fees

Mitsubishi UFJ Alternative Fund Services (Ireland) Limited ("MUFG") is the Administrator of the Master Fund, pursuant to the administration agreement between the Master Fund and the Administrator dated October 2009. The Administration agreement is governed by the laws of Ireland. The Administrator provides services to the Master Fund including maintaining the register of partners of the Master Fund, receiving and processing subscription and withdrawal agreements or applications, submitting to investors statement of their holdings in the Master Fund upon request, calculation of net asset value based on valuations of the securities and other assets of the Master Fund, maintenance of accounting reports, preparation of financial statements for audit purposes and liaison with auditors. For these services, MUFG charged fees of £156,612 (December 31, 2017: £179,145) for the year, £82,120 (December 31, 2017: £48,141) of which was payable at December 31, 2018.

Custody fees

Goldman Sachs International, based in London and Société Générale, based in Dublin, are the Custodians of the Master Fund. Pursuant to the custodian agreements between the Master Fund and the Custodians, the Custodians are entitled to charge commission in line with the scale of fees customarily applied by banks. This commission shall be calculated and charged pro rata at the end of the month on the basis of the daily total net assets of the Master Fund during the respective month.

9. Taxation

The Master Fund is exempt from all forms of taxation in the Cayman Islands, including income and capital gains. However dividend income and certain other interest from other countries may be subject to withholding taxes at various rates. The Master Fund recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Consolidated Statement of Operations. During the year ended December 31, 2018, the Master Fund did not incur any interest or penalties. The Master Fund identifies its major tax jurisdictions as Canada, the Cayman Islands, Jersey and the United Kingdom where the Master Fund makes significant investments. Management have analysed the Master Fund's tax positions, and have concluded that no liability for uncertain tax should be recorded for the year ended December 31, 2018 (December 31, 2017: Nil). The relevant statute of limitations in the United Kingdom for potential tax liabilities is five years, and therefore the years 2014 to 2018 inclusive remain open for tax purposes.

Potential investors should consult their own advisors regarding tax treatment by the jurisdiction applicable to them. Investors should rely only upon advice received from their own tax advisors based upon their own individual circumstances and the laws applicable to them.

The Master Fund recognises the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities.

10. Financial highlights

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2018

Tax return*:

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	(11.07%)	(11.06%)	(11.57%)	(11.39%)	(8.95%)	(12.56%)	(12.37%)
Incentive allocation to General Partner**	2.21%	2.21%	2.34%	—	—	2.59%	—
Total return after allocation to General Partner	<u>(8.86%)</u>	<u>(8.85%)</u>	<u>(9.23%)</u>	<u>(11.39%)</u>	<u>(8.95%)</u>	<u>(9.97%)</u>	<u>(12.37%)</u>
Ratio to average Limited Partner's capital:							
Operating expenses	(2.61%)	(2.60%)	(3.12%)	(2.72%)	(0.33%)	(3.27%)	(2.85%)
Incentive allocation to General Partner**	2.21%	2.21%	2.34%	—	—	2.59%	—
Operating expenses and incentive allocation to General Partner	<u>(0.40%)</u>	<u>(0.39%)</u>	<u>(0.78%)</u>	<u>(2.72%)</u>	<u>(0.33%)</u>	<u>(0.68%)</u>	<u>(2.85%)</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>0.57%</u>	<u>0.58%</u>	<u>0.06%</u>	<u>0.47%</u>	<u>2.85%</u>	<u>1.07%</u>	<u>1.49%</u>

* This percentage is based on the average NAV for the year.

** The incentive allocation for the Class F, Class A GBP, Class A USD and Class R(F)1 during the year is a reversal of incentive allocation.

The following represents the ratios to total return information and average Limited Partners' capital for the year ended December 31, 2017

	Class A GBP	Class A USD	Class F GBP	Class G GBP	Class X GBP	Class R(F)1 GBP	Class R(G)1 GBP
Total return before allocation to General Partner	7.10%	7.10%	6.74%	6.99%	9.14%	7.28%	7.48%
Incentive allocation to General Partner**	(1.42%)	(1.42%)	(1.53%)	—	—	(1.46%)	—
Total return after allocation to General Partner	<u>(1.46%)</u>	<u>5.68%</u>	<u>5.21%</u>	<u>6.99%</u>	<u>9.14%</u>	<u>5.82%</u>	<u>7.48%</u>
Ratio to average Limited Partner's capital:							
Operating expenses	(2.56%)	(2.56%)	(3.09%)	(2.69%)	(0.25%)	(3.32%)	(2.93%)
Incentive allocation to General Partner**	(1.42%)	(1.42%)	(1.53%)	—	—	(1.46%)	—
Operating expenses and incentive allocation to General Partner	<u>(3.98%)</u>	<u>(3.98%)</u>	<u>(4.62%)</u>	<u>(2.69%)</u>	<u>(0.25%)</u>	<u>(4.78%)</u>	<u>(2.93%)</u>
Net investment (loss)/gain before incentive allocation to General Partner	<u>(0.71%)</u>	<u>(0.71%)</u>	<u>(1.25%)</u>	<u>(0.84%)</u>	<u>1.61%</u>	<u>(0.46%)</u>	<u>(0.06%)</u>

* This percentage is based on the average NAV for the year.

** The incentive allocation for the Class F, Class A GBP, Class A USD and Class R(F)1 during the year is an accrued incentive allocation.

The financial highlights are calculated for all limited partners of each separate class of interests taken as a whole. An individual partner's ratios and return may vary from the above based on the timing of capital transactions and individual management and incentive allocation arrangements.

11. Foreign exchange rates

	2018	2017
US Dollars	<u>1.2754</u>	<u>1.3513</u>

The above exchange rate represents the USD/GBP conversion rate.

12. Indemnifications and warranties

In the ordinary course of its business, the Master Fund may enter into contracts or agreements that contain indemnifications or warranties. Future events could occur that lead to the execution of these provisions against the Master Fund. Based on its history, experience, and assessment of existing contracts, management believes that the likelihood of such an event is remote.

13. Commitments and Post balance sheet events

In January 2019, the Master Fund made a partial offer for ordinary shares in the Listed Fund, conducted by way of a reverse bookbuild. Pursuant to this offer, the Master Fund acquired 4,030,625 ordinary shares at a price of 130p per share for a total consideration of £5.2 million.

In October 2018, Zegona announced its intention to acquire additional shares of Euskaltel, S.A., resulting in an equity placing in January 2019. On January 14, 2019 the Listed Fund announced that the underlying funds in which it is invested had subscribed for £10 million of new ordinary shares in Zegona as part of Zegona's placing to fund the acquisition of additional shares in Euskaltel, S.A. through market purchases at a price it considers attractive for its shareholders based on the market conditions, £8.5 million of which is attributable to the Master Fund.

In connection with the preparation of the accompanying financial statements as of December 31, 2018 management has evaluated the impact of all subsequent events on the Partnership up to March 29, 2019, the date the financial statements were issued, and except as identified in this note, has determined that there were no additional subsequent events requiring recognition or disclosure in the financial statements.

PART VIII

FINANCIAL INFORMATION ON MVI II

1. Unaudited consolidated financial information for the six months ended 30 June 2021

The information contained in this paragraph 1 of this Part VIII has been extracted, without material adjustment, from the unaudited financial statements of MVI II for the six months ended 30 June 2021.

1. Fund Overview

1.1 Fund Summary

Partnership	MVI II LP (“MVI II” or the “Partnership”)
Date of Establishment	23 December 2015
First Closing Date	3 May 2016
Initial Closing Date	11 May 2017
Final Closing Date	31 March 2019
Vintage Year	2016
Total Commitments	GBP 185,241,101
Term	Ten years from the Final Closing Date with the option to extend for two additional one-year periods with the consent of the Partnership’s Advisory Board
Investment Period	Commencing on the Initial Closing Date and expiring five years from the Final Closing Date or, if sooner, the date when total commitments have been invested in Portfolio Companies or used to pay Partnership or Organisational Expenses
Limitations on Investments	The Partnership shall not invest an amount greater than 30 per cent. of the Partners’ total Commitments in the securities of any one Portfolio Company without the Advisory Board’s approval
Reinvestment policy	Distributions to a Partner may, in the General Partner’s sole discretion be treated as Capital Contributions returned and may be called again by the General Partner according to the provisions of Section 3.1 of the Limited Partnership Agreement (the “LPA”)
Accounting policies	International Financial Reporting Standards
Investment Valuation Policy	Detailed in Note 3 of the Unaudited Financial Statements
Partnership’s Domicile	Jersey, Channel Islands
Partnership Currency	Pound sterling (“GBP” or “£”)
Legal Form	Limited Partnership
Structure	Marwyn Value Investors II LP has one General Partner, Marwyn General Partner II Limited; one Manager, Marwyn Asset Management Limited (Up to 31 March 2021 and replaced by Marwyn Investment Management LLP as from 1 April 2021) and one Co-Investment vehicle, MVI II Co-Invest LP. MVI II Holdings I LP, a special purpose vehicle for the Partnership, was established on 4 June 2019.

Investment Focus by Sector	The Partnership focuses on executing sector-specific private equity investments into publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies
Auditors	Baker Tilly Channel Islands Limited
Administrator	Aztec Financial Services (Jersey) Limited
Report based on	Invest Europe Investor Reporting Guidelines (as amended from time to time)

1.2 **Executive Summary**

Fund events in the period

In February 2021, a capital call totalling £32.5 million was issued to the limited partners of Marwyn Value Investors II LP (£30.457 million) and MVI II Co-Invest LP (£2.043 million) to fund a series of potential investment opportunities. Of this, £20 million was invested in the £130 million capital raise for AdvancedAdvT Limited (“ADVT”) (renamed from Marwyn Acquisition Company I Limited at the time of the capital raise), the portfolio entity led by Vin Murria. ADVT intends to use this capital for a future, as yet unidentified, acquisition.

In May 2021, a further capital call totalling £11.5 million was issued to the limited partners of Marwyn Value Investors IILP (£10.777 million, plus £2 million for expenses) and MVI II Co-invest LP (£0.723 million). Alongside £12.5 million retained from the February capital call, this was used to fund further investments of £12 million into each of Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited.

Portfolio events in the period

Zegona Communications Plc (“Zegona”)

In February 2021, Euskaltel (Zegona’s underlying investment) published its 2020 results reporting revenue up 1.7 per cent. to €697.1 million and EBITDA down 0.5 per cent. to €343 million, including the Virgin brand telco launch and early growth costs (EBITDA grew by 2.3 per cent. adjusting for these costs).

In March 2021, Zegona announced that MasMovil (a portfolio company of KKR, Providence and Cinven) had launched a tender offer to acquire 100 per cent. of Euskaltel for €11.17 per share in cash (the “Offer”), with all regulatory approvals relating to the offer completed by July 2021. It is expected that consideration from the Offer will be paid to Euskaltel’s shareholders in August 2021, with Zegona subsequently returning a significant proportion of the proceeds to its shareholders.

The return of capital, should it take place, represents a value of £1.53 per Zegona share (including Zegona’s 2.6 pence dividend, paid in July 2021) and will result in proceeds of approximately £57.6 million to the Partnership. With the remaining net asset value per Zegona share expected to be equivalent to £0.05 (resulting in total value per Zegona share of £1.58), this will generate a 1.45x return for the Partnership over the life of the investment.

The remaining cash held by Zegona leaves the business in a position to source its next investment opportunity.

Marwyn Acquisition Company Plc (“MAC Plc”)

In January 2021, MAC Plc announced that following shareholder approval at its Annual General Meeting held on 31 December 2020, the Jersey Registrar of Companies had registered the change of name and accordingly the company is now named Marwyn Acquisition Company Plc. This is to benefit from the broad network of advisors, managers and possible acquisition targets familiar with the Marwyn name.

AdvancedAdvT Limited (“ADVT”)

In January 2021, the company commenced discussions with a target company which were ultimately terminated on 22 February 2021. This was primarily due to the late stage identification of certain tax-related issues which could not be resolved ahead of the target signing date for the SPA.

Prior to the emergence of these issues, the target bookbuild of approximately £70 million was oversubscribed, with indicative orders of c.£100 million from third party investors to fund the acquisition. Feedback from brokers highlighted third party investors believed the target was an attractive platform asset, and there was also significant appetite to back Vin to invest in software businesses more generally. The strong demand was a testament to Vin's track record and the increasing attractiveness of software businesses that enable the automaton and/or digitalisation of business processes and operations, the adoption of which has accelerated following the COVID-19 pandemic.

In March 2021, the company successfully raised £130 million through a fundraising from high-calibre institutional investors, updating the company's name to AdvancedAdvT Limited in the process. As part of this, Marwyn funds invested a further £17.5 million taking the total Marwyn investment to £20.525 million.

Portfolio events in the period

Marwyn Acquisition Company II ("MAC II")

On 20 April 2021, MAC II announced that it had raised a further £12 million through the issue of unlisted A Shares to Funds managed by Marwyn to support the execution of its stated strategy. It was also announced that MAC II was actively considering a possible further equity issue of up to £200 million in redeemable shares and matching warrants.

MAC II is being advised in the proposed capital raising by NM Rothschild, Barclays & JP Morgan.

Marwyn Acquisition Company III ("MAC III")

On 20 April 2021, MAC III announced that it had raised a further £12 million through the issue of unlisted A Shares to Funds managed by Marwyn to support the execution of its stated strategy. It was also announced that MAC III was actively considering a possible further equity issue of up to £200 million in redeemable shares and matching warrants.

MAC III is being advised in the proposed capital raising by NM Rothschild, Barclays & JP Morgan.

Subsequent events

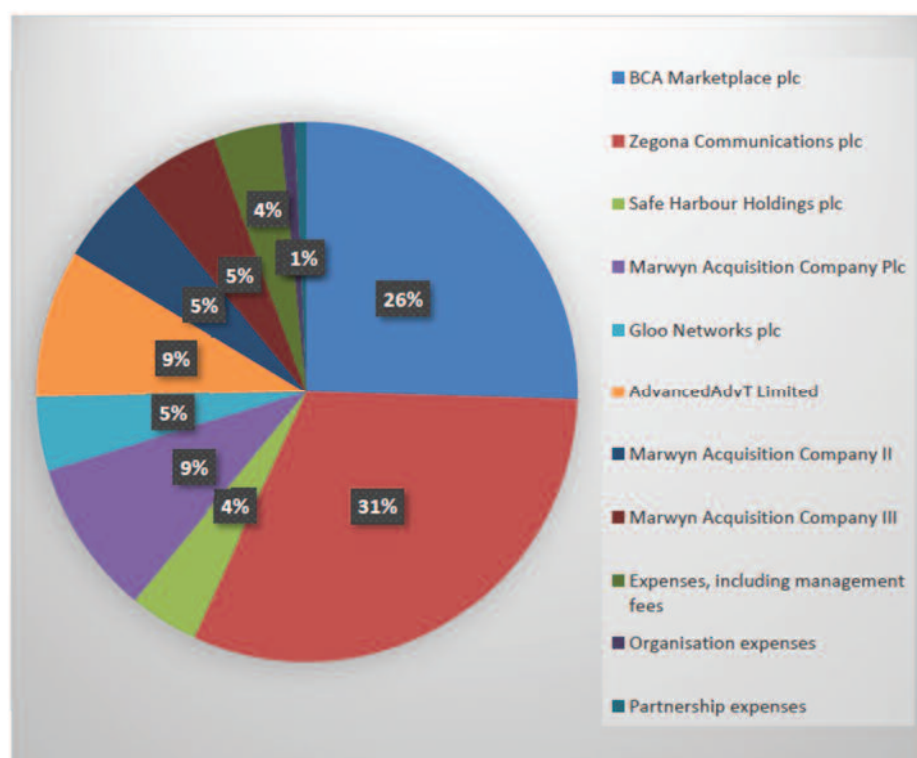
There were no significant events after the period end.

Commitment status as at 30 June 2021

As at 30 June 2021, the Partnership had drawn down in aggregate £216.3 million from Limited Partners representing 117 per cent. of Total Commitments. Undrawn Commitments consist of total Commitments less Contributions at period end (including distributions available for recall of £55.3 million).



Contributions breakdown as at 30 June 2021



2. Fund Performance Status

2.1 Capital Summary

Capital Summary as at 30 June 2021

	As at 30 June 2021		As at 31 December 2020	
	GBP	% of Committed Capital	GBP	% of Committed Capital
Total Commitments	185,241,101	100.00%	185,241,101	100.00%
Total Contributions	216,336,121	116.79%	173,102,029	93.45%
Undrawn Commitments	55,341,209	29.88%	98,575,301	53.21%
Distribution	121,839,751	65.77%	121,839,751	65.77%
Distributions available for recall	55,341,209	29.88%	86,436,229	46.66%
Fair value of portfolio	109,217,187		47,291,994	
Cash and cash equivalents	2,265,779		1,376,320	
Other net (liabilities)/assets	(163,268)		60,029	
Net asset value ("NAV")	111,319,698		48,728,343	
Gross multiple	1.19x		1.10x	
Net IRR	2.94%		(0.52)%	
Gross IRR	6.66%		3.33%	
Distribution to paid-in-capital (DPI)	0.56x		0.70x	
Residual value to paid-in capital (RVPI)	0.51x		0.28x	
Total value to paid in-capital (TVPI)	1.08x		0.99x	

3. Underlying Portfolio
3.1 Portfolio Summary
for the period ended 30 June 2021

Investment	Business description	Geography of operations	Cash Flows					Current portfolio			Returns				
			Holding	%	Total original cost GBP	Proceeds repayments GBP	Cash income GBP	Total cash realised GBP	Residual cost GBP	Unrealised gain/(loss) on revaluation GBP	Fair market value as at 30 June 2021 GBP	Total Cash realised + Fair Value GBP	Total return GBP	Multiple to cost	Gross
BCA Marketplace plc	Automotive remarketing and managed services	Europe	–	–	55,108,666	73,483,184	8,208,840	81,692,024	–	–	–	81,692,024	26,583,358	1.48x	13.17%
Zegona Communications plc	Telecommunications, media and technology	Spain	17.18%	–	67,821,125	32,327,474	9,348,905	41,676,379	46,798,725	9,073,000	55,871,725	97,548,104	29,726,980	1.44x	11.54%
Safe Harbour Holdings plc	B2B distribution and/or business services	UK	–	–	8,944,901	5,665,104	–	5,665,104	–	–	–	5,665,104	(3,279,797)	0.63x	-10.73%
Marwyn Acquisition Company Plc (previously Wilmcote Holdings plc)	Industrials, manufacturing, engineering, construction, building products, support services	UK	91.27%	–	20,093,219	–	–	–	20,093,218	(13,970,603)	6,122,615	6,122,615	(13,970,604)	0.30x	-32.06%
Gloo Networks plc	Content, media & Technology	UK, US	–	–	9,668,838	4,006,972	–	4,006,972	–	–	–	4,006,972	(5,661,866)	0.41x	-29.89%
AdvancedAdvT Limited	Software	UK	14.44%	–	19,234,769	–	–	–	19,234,769	4,512,756	23,747,525	23,747,525	4,512,756	1.23x	97.15%
Marwyn Acquisition Company II	Media & Entertainment, Technology & Software, Consumer E-commerce, Healthcare & Diagnostics, Business-to-Business Services	UK	70.29%	–	11,737,661	–	–	–	11,737,661	–	11,737,661	11,737,661	–	1.00x	0.00%
Marwyn Acquisition Company III	Media & Entertainment, Technology & Software, Consumer E-commerce, Healthcare & Diagnostics, Business-to-Business Services	UK	70.29%	–	11,737,661	–	–	–	11,737,661	–	11,737,661	11,737,661	–	1.00x	0.00%

3.2 **Zegona Communications Plc**

Investment Summary

Company	Zegona Communications plc	Total Equity Value ²	£325.2m
Sector	TMT	Net Debt/(Cash)	£(3.8)m
Ticker	ZEG-LN	Enterprise Value	£321.4m
Website	www.zegona.com		
EV/EBITDA (FY0) ³	n.a.		
Year of Initial Investment ¹	2015	Gross IRR ⁴	11.54%
Total Investment At Cost ⁴	£68m	Gross Money Multiple ⁴	1.44x
% Ownership ⁴	17.18%		

Investment Overview

Zegona is an acquisition vehicle formed by Eamonn O'Hare (Chairman and CEO), Robert Samuelson (COO) and Marwyn to acquire businesses with an EV of between £1 billion and £3 billion in the European TMT sector.

Zegona's first acquisition was of Telecable, the leading quad-play telco operator in Asturias, Spain. Telecable was acquired from The Carlyle Group in August 2015 and later sold to Euskaltel in July 2017, with Zegona returning £140 million to investors in October 2017.

In March 2021, Zegona announced that MasMovil (a portfolio company of KKR, Providence and Cinven) had launched a tender offer to acquire 100 per cent. of Euskaltel for €11.17 per share in cash (the "Offer"), with all regulatory approvals relating to the offer completed by July 2021. It is expected that consideration from the Offer will be paid to Euskaltel's shareholders in August 2021, with Zegona subsequently returning a significant proportion of the proceeds to its shareholders.

Zegona continue to investigate additional opportunities for buy-fix-sell across the European TMT sector.

Investment Thesis

1. 'Buy-Fix-Sell' strategy in the European TMT sector
2. Focus on network-based communications and entertainment opportunities
3. Target strategically sound businesses that require active change to realise full value, creating significant long-term returns through fundamental business improvements

Zegona Return of Capital

In May 2021, Zegona announced its intention to return £335 million to its shareholders in cash via a capital return, contingent on receipt of the proceeds from the proposed acquisition of Euskaltel by MasMovil. The capital return will be implemented using the mechanism which the Zegona directors believe offers the best combination of timeliness, cost effectiveness and tax efficiency. Zegona is committed to completing the capital return as soon as is reasonably practicable.

The return of capital, should it take place, represents a value of £1.53 per Zegona share (including Zegona's 2.6 pence dividend, paid in July 2021) and will result in proceeds of approximately £57.6 million to the Partnership. With the remaining net asset value per Zegona share expected to be equivalent to £0.05 (resulting in total value per Zegona share of £1.58), this will generate a 1.45x return for the Partnership over the life of the investment.

The remaining cash held by Zegona leaves the business in a position to source its next investment opportunity.

Financial Summary (Telecable 3)

£m, March year-end	FY14A	FY15A	FY16A	FY17+
Revenue	131	134	138	Since July 2017, Zegona has held a substantial minority stake in Euskaltel, a business with revenues of €692m and EBITDA of €336m in the year to Dec 2018.
YoY Growth %	<i>n.a.</i>	2.3%	3.0%	
EBITDA	63	65	65	
YoY Growth %	<i>n.a.</i>	3.2%	0.0%	
Margin %	48.1%	48.5%	47.1%	

Financial Summary (Euskaltel)

€m, December year-end	FY17PF5	FY18A	FY19A	FY20A
Revenue	707	692	686	697
YoY Growth %	<i>n.a.</i>	-2.2%	-0.9%	1.7%
EBITDA	341	336	345	343
YoY Growth %	<i>n.a.</i>	-1.3%	2.4%	-0.5%
Margin %	48.2%	48.6%	50.3%	49.2%
Operating cash flow	216	183	190	165
YoY Growth %	<i>n.a.</i>	-15.3%	4.0%	-13.6%

1. Represents Marwyn's Year of Initial Investment. Partnership's Year of Initial Investment was 2016
2. Represents market capitalisation as at 30 June 2021
3. See Recent Progress section above for updates subsequent to the sale of Telecable to Euskaltel
4. For MVI II LP only
5. Proforma acquisitions

3.3 Marwyn Acquisition Company Plc*Investment Summary*

Company	Marwyn Acquisition Company Plc	Total Equity Value ¹	£7m
Sector	Various	Net Debt/(Cash)	£6m
Ticker	MACP-LN	Enterprise Value	<i>n.a.</i>
Website	https://www.marwynacplc.com	EV/EBITDA (FY0) ²	<i>n.a.</i>
Year of Initial Investment	2017	Gross IRR ³	(32.06)%
Total Investment At Cost ³	£20m	Gross Money Multiple ³	0.30x
% Ownership ³	91.27%		

Investment Overview

The investment objective of Marwyn Acquisition Company plc ("MAC Plc"), previously Wilmcote Holdings plc, is to provide shareholders with attractive total returns achieved through capital appreciation. The Directors believe that opportunities exist to create significant value for shareholders through properly executed, acquisition-led growth strategies, in the industrials, manufacturing, engineering, construction, building products or support services sectors.

The Company may either seek to recruit sector-leading executive management in advance of a Platform Acquisition, or alternatively may consider identifying acquisition opportunities with impressive incumbent management teams that require a catalyst to unlock growth.

Investment Thesis

The Company will look to achieve its investment objective by taking an active approach to investments made within the following parameters:

Types of investment: It is anticipated that the Company will acquire controlling or non-controlling stakes in one or more businesses or companies (quoted or private) on a long-term basis. The investments made by the Company may be in the form of equity or other types of capital investment.

Geographic focus: The Company may invest globally, including emerging markets, however its principal focus will be on the UK, Europe and North America.

Sector focus: The Company intends to focus on the industrials, manufacturing, engineering, construction, building products or support services sectors. The Directors believe that opportunities exist to create value for shareholders through a properly executed, acquisition-led strategy in one of these sectors.

Target companies: The Company will target companies with either a well-established presence in their specific segments or companies which are in a position to become leaders in their specific segments, and which fit into the stated geographic and asset criteria guidelines.

Investment size: The Directors intend that initial funds raised will be used for the purposes of working capital and to undertake due diligence on potential target acquisitions. It is envisaged that the Company's first acquisition will be of a controlling or non-controlling stake in a business with an enterprise value generally expected to be up to £500m.

Recent Progress

Since listing on AIM in 2017, MAC Plc has reviewed and engaged with a substantial number of potential acquisition opportunities in the specialty chemicals sector, including businesses with links to the construction, building products and broader industrial sectors. To date, MAC Plc progressed two potential acquisitions, under exclusivity, to within days of a successful completion. The financial consequences of these aborted transactions have been significant, and these have accounted for the vast majority of the Group's expenditure.

In December 2019, MAC Plc released a revised investment strategy to mitigate the financial risks in pursuit of future transactions. Alongside the existing risk procedures, the Group will further mitigate these risks by:

- reducing the target size of potential acquisitions to consider taking one or more controlling or non-controlling stakes, in businesses with an enterprise value generally expected to be up to £500 million;
- seeking appropriate risk-sharing measures with professional service providers and, to the extent possible, with vendors;
- continuing the model of early stage market sounding and consultation with potential investors throughout the transaction process; and
- maintaining a flexible attitude to which international capital markets/exchanges would provide the optimal environment for initial and future capital raising.

On 14 January 2021, MAC Plc announced that following shareholder approval at its Annual General Meeting held on 31 December 2020, the Jersey Registrar of Companies had registered the change of name and accordingly the company is now named Marwyn Acquisition Company Plc. This is to benefit from the broad network of advisors, managers and possible acquisition targets familiar with the Marwyn name.

Financial Summary

MAC Plc has yet to acquire its first trading business.

1. Represents market capitalisation as at 30 June 2021
2. MAC Plc is a management platform vehicle that has yet to acquire its first trading business
3. For MVI II LP only

3.4 **AdvancedAdvT Limited**

Investment Summary

Company	AdvancedAdvT Limited	Total Equity Value ¹	£16.2m
Sector	Software	Net Debt/(Cash)	£(129.5)m
Ticker	ADV-TLN	Enterprise Value	£33.7m
Website	www.advancedadvT.com	EV/EBITDA (FY0) ²	–
Year of Initial Investment	2020	Gross IRR ³	92.07%
Total Investment At Cost ³	£19m	Gross Money Multiple ³	1.23x
% Ownership ³	14.44%		

Investment Overview

The AdvT Directors will look to acquire businesses in the software sector, which exhibit the below characteristics and where their considerable experience investing in and operating high performing software businesses can be applied to improve and grow the acquired targets.

The Directors believe the investment opportunities continue to exist in the software sector and that the targets within this sector are fundamentally attractive as they commonly

- High recurring revenue
- Sticky customer base
- High free cash flow
- Extensive cross and upselling opportunities
- High barriers to entry
- Founder owned businesses

Recent Progress

On 2 December 2020, AdvancedAdvT Limited (previously Marwyn Acquisition Company I Limited) completed the offer for 700,000 ordinary shares at an offer price of £1.00 per ordinary share, raising £700,000 to fund future operating expenses and due diligence for the pursuit of acquisition opportunities.

On 31 December 2020, the Company entered into a letter of appointment with Vin Murria OBE, pursuant to which she was appointed Chairman of the company. Vin is an experienced executive and has operated and/or advised public companies for over 30 years. Vin was the founder and former CEO of Advanced Computer Software Group Plc, a London Stock Exchange listed acquisition vehicle backed by Marwyn that delivered total shareholder return of almost 1,100 per cent. Previous directorships have included serving as a non-executive director at Sophos Group plc, Zoopla Property Group plc, Chime plc, DWF plc and COO of Kewill Systems plc (now Blujay). Vin completed over 40 acquisitions of software businesses during her time at these companies.

In January 2021, the company commenced discussions with a target company which were ultimately terminated on 22 February 2021. This was primarily due to the late stage identification of certain tax-related issues which could not be resolved ahead of the target signing date for the SPA.

Prior to the emergence of these issues, the target bookbuild of approximately £70m was oversubscribed, with indicative orders of c.£100m from third party investors to fund the acquisition. Feedback from brokers highlighted third party investors believed the target was an attractive platform asset, and there was also significant appetite to back Vin to invest in software businesses more generally. The strong demand was a testament to Vin's track record and the increasing attractiveness of software businesses that enable the automation and/or digitalisation of business processes and operations, the adoption of which has accelerated following the COVID-19 pandemic.

In March 2021, the company successfully raised £130m through a fundraising from high-calibre institutional investors, updating the company's name to AdvancedAdvT Limited in the process. As part of this, Marwyn funds invested a further £17.5m taking the total Marwyn investment to £20.525m.

The company continues to explore potential acquisition opportunities.

Financial Summary

AdvancedAdvT has yet to acquire its first trading business

1. Represents market capitalisation as at 30 June 2021
2. AdvT is a management platform vehicle that has yet to acquire its first trading business
3. For MVI II LP only as at 30 June 2021

3.5 **Marwyn Acquisition Company II Limited**

Investment Summary

	Marwyn Acquisition		
Company	Company II	Total Equity Value ¹	£12.7m
Sector	Various	Net Debt/(Cash)	£(12.2)m
Ticker	MAC2-LN	Enterprise Value	£0.5m
Website	www.marwynac2.com	EV/EBITDA (FY0) ²	n.a.
Year of Initial Investment	2020	Gross IRR ³	0.00%
Total Investment At Cost ³	£12m	Gross Money Multiple ³	1.00x
% Ownership ³	70.29%		

Investment Overview

The founders of Marwyn Acquisition Company II ("MAC II") believe there is significant opportunity to invest in companies that have the potential to be long term beneficiaries of the changes to their respective sectors that the current macro environment has created. In particular, MAC II will target businesses that are positioned to take advantage of the structural change arising from an unprecedented acceleration of digitalisation, affecting the way people live, work and consume, and the way businesses operate, engage and sell to customers.

Recent Progress

On 2 December 2020, MAC II completed the offer for 700,000 ordinary shares at an offer price of £1.00 per ordinary share, raising £700,000 to fund future operating expenses and due diligence for the pursuit of acquisition opportunities.

While the founders will consider a broad range of sectors, those which the founders believe will provide the greatest opportunity and which the founders will initially focus on include:

- Media & Entertainment
- Technology & Software
- Consumer E-commerce
- Healthcare & Diagnostics

On 20 April 2021, MAC II announced that it had raised a further £12m through the issue of unlisted A Shares to Funds managed by Marwyn to support the execution of its stated strategy. It was also announced that MAC II was actively considering a possible further equity issue of up to £200m in redeemable shares and matching warrants.

MAC II is being advised in the proposed capital raising by NM Rothschild, Barclays & JP Morgan.

Financial Summary

MAC II has yet to acquire its first trading business.

1. Represents market capitalisation as at 30 June 2021
2. MAC II is a management platform vehicle that has yet to acquire its first trading business
3. For MVI II LP only as at 30 June 2021

3.6 **Marwyn Acquisition Company III Limited**

Investment Summary

	Marwyn Acquisition		
Company	Company III	Total Equity Value ¹	£12.7m
Sector	Various	Net Debt/(Cash)	£(12.2)m
Ticker	MAC3-LN	Enterprise Value	£0.5m
Website	www.marwynac3.com	EV/EBITDA (FY0) ²	n.a.
Year of Initial Investment	2020	Gross IRR ³	0.00%
Total Investment At Cost ³	£12m	Gross Money Multiple ³	1.00x
% Ownership ³	70.29%		

Investment Overview

The founders of Marwyn Acquisition Company III ("MAC III") believe there is significant opportunity to invest in companies that have the potential to be long term beneficiaries of the changes to their respective sectors that the current macro environment has created. In particular, MAC III will target businesses that are positioned to take advantage of the structural change arising from an unprecedented acceleration of digitalisation, affecting the way people live, work and consume, and the way businesses operate, engage and sell to customers.

Recent Progress

On 2 December 2020, MAC III completed the offer for 700,000 ordinary shares at an offer price of £1.00 per ordinary share, raising £700,000 to fund future operating expenses and due diligence for the pursuit of acquisition opportunities.

While the founders will consider a broad range of sectors, those which the Founders believe will provide the greatest opportunity and which the founders will initially focus on include:

- Media & Entertainment
- Technology & Software
- Consumer E-commerce
- Healthcare & Diagnostics

On 20 April 2021, MAC III announced that it had raised a further £12m through the issue of unlisted A Shares to Funds managed by Marwyn to support the execution of its stated strategy. It was also announced that MAC III was actively considering a possible further equity issue of up to £200m in redeemable shares and matching warrants.

MAC III is being advised in the proposed capital raising by NM Rothschild, Barclays & JP Morgan.

Financial Summary

MAC III has yet to acquire its first trading business.

1. Represents market capitalisation as at 30 June 2021
2. MAC III is a management platform vehicle that has yet to acquire its first trading business
3. For MVI II LP only as at 30 June 2021

4. Unaudited Financial Statements

4.1 Statement of Comprehensive Income

	Notes	01 Jan 21 to 30 June 21 GBP	01 Jan 20 to 31 Dec 20 GBP
Income			
Net change in fair value of financial assets at fair value through profit or loss		20,691,101	(2,248,603)
Realised loss on financial assets at fair value through profit or loss		–	(3,279,797)
Dividend income		827,729	1,730,707
Bank interest		–	60
Other income		–	5,958
Total income		21,518,830	(3,791,675)
Expenses			
Operating expenses	7	2,161,567	4,349,666
Total expenses		2,161,567	4,349,666
Increase/(decrease) in net assets attributable to the Partners from operations		19,357,263	(8,141,341)

4.2 Statement Of Changes In Net Assets Attributable To Partners

		01 Jan 21 to 30 June 21 GBP	01 Jan 20 to 31 Dec 20 GBP
Net assets attributable to the Partners at the beginning of the period/year		48,728,343	58,909,706
Increase in net assets attributable to the Partners from operations		19,357,263	(8,141,341)
Contributions		43,234,092	3,476,000
Recallable Distributions		–	(5,516,022)
Net assets attributable to the Partners at the end of the period/year		111,319,698	48,728,343

4.3 Statement of Financial Position

	Notes	30 Jun 21 GBP	31 Dec 20 GBP
ASSETS			
Non-current assets			
Financial assets at fair value through profit or loss	4	109,217,187	47,291,994
Total non-current assets		109,217,187	47,291,994
Current assets			
Cash and cash equivalents		2,265,779	1,376,320
Receivables	5	173,385	229,219
Total current assets		2,439,164	1,605,539
Total assets		111,656,351	48,897,533

	Notes	30 Jun 21 GBP	31 Dec 20 GBP
LIABILITIES			
Current liabilities			
Other payables and accrued expenses	6	(336,653)	(169,190)
Total current liabilities		<u>(336,653)</u>	<u>(169,190)</u>
Net assets		<u>111,319,698</u>	<u>48,728,343</u>
Net assets attributable to the Partners		<u>111,319,698</u>	<u>48,728,343</u>

4.4 *Statement of Cash Flows*

FOR THE PERIOD ENDED 30 JUNE 2021

	Notes	01 Jan 21 to 30 June 21 GBP	01 Jan 20 to 31 Dec 20 GBP
Cash flows from operating activities			
Increase/(decrease) in net assets attributable to the Partners from operations		19,357,263	(8,141,341)
Movement in net unrealised (gain)/loss on financial assets at fair value through profit or loss		(20,691,101)	2,248,603
Decrease/(increase) in investment related and other receivables	5	55,834	(223,242)
Increase/(decrease) in accrued expenses and other payables	6	167,462	(58,329)
Payments for purchase of investments		<u>(41,234,091)</u>	<u>(1,476,000)</u>
Net cash flow (used in)/from operating activities		<u>(42,344,633)</u>	<u>1,294,598</u>
Cash flows from financing activities			
Contributions		43,234,092	3,476,000
Net cash flow from/(used in) financing activities		<u>43,234,092</u>	<u>(2,040,022)</u>
Net (decrease)/increase in cash and cash equivalents		889,459	(745,424)
Cash and cash equivalents at the beginning of the period/year		<u>1,376,320</u>	<u>2,121,744</u>
Cash and cash equivalents at the end of the period/year		<u>2,265,779</u>	<u>1,376,320</u>

4.5 *Notes to Financial Statements*

1. *General Information*

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands and is governed by the Amended and Restated Agreement of Limited Partnership (the "LPA") dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as determined by the General Partner in its sole discretion, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership's investments.

2. *Principal Activities*

Marwyn's highly differentiated private equity investment strategy is executed through sector-specific portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies.

As a long-term equity investor and typically the largest investor in a portfolio platform, Marwyn takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. Marwyn tends to hold at least one executive or non-executive board seat within each of its portfolio platforms.

As at 30 June 2021, the Partnership's total Commitments were £185,241,101 and £216,336,121 had been drawn down from the Limited Partners. The undrawn Commitments due from the Limited Partners as at 30 June 2021 were £55,341,209. Undrawn Commitments consist of total Commitments less Contributions at period end (including recallable distributions of £55,341,209).

3. *Fair Value Estimation*

The Partnership classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 – Inputs are unobservable and include situations where there is little, if any, market activity for the investment. The fair value for these investments is determined using valuation methodologies that consider a range of factors, including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant management judgement in line with International Private Equity and Venture Capital ("IPEV") Valuation Guidelines. Due to the inherent uncertainty of these estimates, these values may differ materially from the values that might have resulted had a ready market for these investments existed.

MVI II Holdings I LP, a special purpose vehicle for the Partnership, was established on 4 June 2019. On 8 October 2019 all investments held by the Partnership were transferred to MVI II Holdings I LP – Class A limited partnership interests, at their fair value as consideration for the acquisition of the limited partners interest. MVI II LP own 100 per cent. of the Class A limited partnership interests of MVI II Holdings I LP and MVI II Co Invest LP ("Co-Invest") owns 100 per cent. of the Class B limited partnership interests of MVI II Holdings I LP which are held at fair value through profit or loss in accordance with IFRS 9. MVI II Holdings I LP is classified as Level 3.

At 30 June 2021, the Partnership's indirect investment include assets classified as Level 1 and Level 2. The fair value of Level 2 and Level 3 investments at year end was determined using a range of IPEV-compliant techniques including reference to period end London Stock Exchange listed price, recent transactions and a series of supporting unobservable inputs.

At 30 June 2021, the Partnership's indirect investment in Zegona Communications plc is classified as Level 1. Zegona Communications plc is listed on the London Stock Exchange and had a closing quoted price as at 30 June 2021 of 148.5p per share.

At 30 June 2021, the Partnership's indirect investment in AdvancedAdvT Limited is classified as Level 1. AdvancedAdvT Limited is listed on the London Stock Exchange and had a closing quoted price as at 30 June 2021 of 122.5p per share.

At 30 June 2021, the Partnership's indirect investment in Marwyn Acquisition Company Plc is classified as Level 2. Marwyn Acquisition Company Plc is listed on the AIM market of the London Stock Exchange and had a closing quoted price as at 30 June 2021 of 2.25p per share. IFRS 13 defines an active market as "a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing

information on an ongoing basis". In consideration of the limited trading activity and limited liquidity, the Manager and General Partner have determined that the fair value of the Partnership's investment in Marwyn Acquisition Company Plc is derived with reference to the Marwyn Acquisition Company Plc December 2019 recapitalisation price and net asset value, both of which are observable through market communications. As such, the investment in Marwyn Acquisition Company Plc is determined to be £0.01 per share, and is classified as a Level 2 asset.

At 30 June 2021, the Partnership's indirect investments in Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited are classified as Level 2. The investments in each of Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited each comprise 11,737,661 ordinary shares with 1:1 warrants, acquired for a total of £492,000 in December 2020 and an additional £11,245,661 in May 2021. Whilst the ordinary shares of these companies are listed on the London Stock Exchange, there has been no trading in them and hence there is no active market. As there has been no material change in the companies since the shares and warrants were acquired, the issue price is considered to be fair value and each combination of one ordinary share and one warrant has been valued at £1. Once there is an active market in either the ordinary shares or the warrants, these instruments will be separately valued.

At 30 June 2021, the Partnership indirectly holds warrants in AdvancedAdvT Limited which are classified as Level 2. The Black Scholes option valuation model is used to value the warrants at period end.

4. *Financial assets at fair value through profit or loss*

	1 Jan 21 to 30 June 21 GBP	1 Jan 20 to 31 Dec 20 GBP
Fair value at the beginning of the period	47,291,994	57,009,504
Additions during the period	41,234,091	1,476,000
Disposals during the period	—	(5,665,110)
Net change in fair value of financial assets at fair value through profit or loss	20,691,102	(2,248,603)
Realised loss on financial assets at fair value through profit or loss	—	(3,279,797)
Fair value at the end of the period	109,217,187	47,291,994

5. *Receivables*

	30 Jun 21 GBP	31 Dec 20 GBP
Insurance prepaid	—	4,604
Professional fees prepaid	23,099	66,227
Due from Marwyn Long Term Incentive LP	1	1
Due from MVI II Co-Invest LP	1,203	—
Receivable from Safe Harbour Holdings plc	149,082	149,082
Total	173,385	229,219

6. *Other payables and accrued expenses*

	30 Jun 21 GBP	31 Dec 20 GBP
Audit fees payable	10,279	20,726
Administration fees payable	25,724	–
Legal and professional fees payable	277,344	140,105
Directors' fees payable	4,919	–
Regulatory fees payable	5,988	–
Insurance Payable	3,900	–
Broker custodian fees payable	8,499	8,359
Total	336,653	169,190

7. *Operating expenses*

	1 Jan 21 to 30 June 21 GBP	1 Jan 20 to 31 Dec 20 GBP
Management fees	1,845,364	3,686,106
Administration fees	63,161	135,965
Legal and professional fees	202,608	438,639
Audit fees	9,027	20,725
Directors' fees	25,083	28,726
Regulatory fees	5,988	12,501
Other expenses	10,336	27,004
Total	2,161,567	4,349,666

4.6 **Capital Account**

Capital Account as at 30 June 2021

		As at 30-Jun-21 GBP
Total Commitments		185,241,101
Contributions		
Contributions at the beginning of the period		173,102,029
06 February 2021		30,457,000
04 May 2021		12,777,092
Contributions at the end of the period	A	216,336,121
Distribution		
Distributions at the beginning of the period		121,839,751
Distributions at the end of the period	B	121,839,751
Distributions available for recall		
Distributions at the beginning of the period		86,436,229
06 February 2021 – Capital call		(18,317,928)
04 May 2021 – Capital call		(12,777,092)
Distributions available for recall at the end of the period	C	55,341,209

		As at 30-Jun-21 GBP
Operating results		
Operating profit at the beginning of the period		(2,533,935)
Net change in fair value of financial assets through profit or loss		20,691,101
Dividend income		827,729
Net operating expenses		(316,203)
Management fees		(1,845,364)
Operating profit at the end of the period	D	<u>16,823,328</u>
Net asset value at the end of the period	A-B+D	<u>111,319,698</u>
Undrawn Commitments*		55,341,209

* Undrawn Commitments consist of total Commitments (including distributions available for recall) less contributions at the end of the period.

2. Audited financial information for the financial year ended 31 December 2020

The information contained in this paragraph 2 of this Part VIII has been extracted, without material adjustment, from the audited financial statements of MVI II for the financial year ended 31 December 2020.

REPORT OF THE GENERAL PARTNER

Marwyn General Partner II Limited (the “General Partner”) presents its report and Audited Financial Statements (the “Financial Statements”) for Marwyn Value Investors II LP (the “Partnership”) for the year ended 31 December 2020.

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the “LPA”) dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date (being 31 March 2019), or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership’s investments.

The registered office of the Partnership is 11 – 15 Seaton Place, St Helier, Jersey, JE4 OQH. Prior to 22 January 2021, the registered office was 12 Castle Street, St Helier, Jersey, JE2 3RT. The general partner of the Partnership is Marwyn General Partner II Limited. The Manager of the Partnership is Marwyn Asset Management Limited (the “Manager”). The investment adviser to the Manager is Marwyn Investment Management LLP (collectively with the Manager, “Marwyn”).

Marwyn Investment Strategy

Marwyn’s highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies.

As a long-term equity investor and typically the largest investor in a portfolio platform, Marwyn takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. Marwyn tends to hold at least one executive or non-executive board seat within each of its portfolio platforms.

Summary of the Partnership’s activity for the year

Capitalised terms defined in the LPA shall have the same meaning in these Financial Statements except where the context otherwise requires.

The net assets attributable to the Partners as at 31 December 2020 were £48,728,343 (31 December 2019: £58,909,706).

The decrease in Partners’ capital from operations for the year amounted to £8,141,341 (31 December 2019: £10,294,490)

The cumulative amount of Contributions as at 31 December 2020 was £173,102,029 (31 December 2019: £169,626,029).

Total amount of distributions for the year amounted to £5,516,022 of which recallable distributions were £5,516,022 and £Nil non-recallable distributions. (31 December 2019: £73,734,489 (recallable of £55,359,974 and non-recallable of £18,374,515)).

The undrawn Commitments due from the Partners as at 31 December 2020 were £98,575,301 (31 December 2019: £96,535,279). Undrawn Commitments as at 31 December 2020 consists of total Commitments plus recallable distributions less Contributions.

The Partnership will meet its working capital requirements and other obligations through calls to its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. Whilst the global Covid-19 pandemic has had a significant impact on the global economy, the Partners are either large institutional investors with significant resources, or are managed by the Partnership's Manager and are known to have sufficient resources to meet capital calls as the fall due. Furthermore, there have been no issues in receiving capital calls, including the call made in early 2021. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

Auditors

Baker Tilly Channel Islands Limited was appointed as the new auditor of the Partnership on 23 November 2020 following the resignation of Ernst & Young LLP on 30 October 2020.

Statement of the General Partner's Responsibilities in respect of the Financial Statements

The General Partner is required under the Partnership's LPA and applicable law to prepare Financial Statements for each financial year, in accordance with International Financial Reporting Standards as adopted by the EU.

In preparing these Financial Statements, the General Partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping accounting records which are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy, at any time, the financial position of the Partnership. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the General Partner is aware, there is no relevant audit information of which the Partnership's auditors are unaware and the General Partner has taken all the steps that it ought to have taken as the General Partner to make itself aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information.

The General Partner confirms it has complied with the above requirements throughout the year and subsequently.

Director:

Michelle McNaney
Marwyn General Partner II Limited
General Partner

Date: 29 March 2021

Director:

Peter Rioda
Marwyn General Partner II Limited
General Partner

Date: 29 March 2021

Opinion

We have audited the financial statements of Marwyn Value Investors II LP (the “Partnership”) for the year ended 31 December 2020 which comprise the Statement of Financial Position, the Statement of Comprehensive Income, the statement of Changes in Net Assets Attributable to the Partners, the statement of Cash Flows and the related notes including a summary of significant account policies. The financial reporting framework that has been applied in their preparation is applicable Jersey Law and International Financial Reporting standards as adopted by the European Union (“IFRS”).

In our opinion, the financial statements:

- give a true and fair view of the state of the Partnership’s affairs as at 31 December 2020 and of its loss for the year then ended; and
- have been properly prepared in accordance with IFRS.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in Jersey, including the FRC’s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

The financial statements of the Partnership for the year ended 31 December 2019 were audited by the previous auditor, as listed on the Company information page, who expressed an unmodified opinion on those financial statements on 11 February 2020.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the General Partners use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the entity’s ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue. Our responsibilities and the responsibilities of the General Partners with respect to going concern are described in the relevant sections of this report.

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of General Partners

As explained more fully in the statement of General Partners' responsibilities on page 185, the General Partners are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the General Partners determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the General Partners are responsible for assessing the Partnership'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 General Partners either intend to liquidate the Partnership or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

- We performed analytical procedures on significant and material balances, notably financial assets and management fees, corroborating the information therein with underlying agreements;
- We undertook journal testing including analysis and substantive testing to assess whether there were unusual entries that indicated irregularities, including fraud; and
- We confirmed bank balances to third party confirmations and reviewed the controls associated with the bank reconciliations and processing of payments.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Councils website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of this report

This report is made solely to the Partners of the Partnership, as a body, in accordance with our letter of engagement. Our audit work has been undertaken so that we might state to the Partners those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Partnership and the Partners, as a body, for our audit work, for this report, or for the opinions we have formed.

Baker Tilly Channel Islands Limited

Chartered Accountants

St Helier, Jersey

Date: 30 March 2021

MARWYN VALUE INVESTORS II LP

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

	Notes	31 December 2020 GBP	31 December 2019 GBP
ASSETS			
Non-current assets			
Financial assets at fair value through profit or loss	8	47,291,994	57,009,504
Total non-current assets		<u>47,291,994</u>	<u>57,009,504</u>
Current assets			
Cash and cash equivalents	10	1,376,320	2,121,744
Receivables	9	229,219	5,977
Total current assets		<u>1,605,539</u>	<u>2,127,721</u>
Total assets		<u>48,897,533</u>	<u>59,13,225</u>
LIABILITIES			
Current liabilities			
Other payables and accrued expenses	11	(169,190)	(227,519)
Total current liabilities		<u>(169,190)</u>	<u>(227,519)</u>
Net assets		<u>48,728,343</u>	<u>58,909,706</u>
Net assets attributable to the Partners		<u>48,728,343</u>	<u>58,909,706</u>

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

		1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
	Notes		
Income			
Realised gain on financial assets at fair value through profit or loss	8		18,096,871
Dividend income	5	1,730,707	3,735,770
Other income		5,958	
Bank interest		60	4,686
Total income		<u>1,736,725</u>	<u>21,837,327</u>
Expenses			
Net change in fair value of financial assets at fair value through profit or loss	8	2,248,603	27,498,185
Realised loss on financial assets at fair value through profit or loss	8	3,279,797	
Management fees	4	3,686,106	3,687,698
Legal and professional fees		438,639	511,016
Administration fees	4	135,965	109,337
Audit fees		20,725	25,995
Other expenses	6	68,231	299,586
Total expenses		<u>9,878,066</u>	<u>32,131,817</u>
Decrease in net assets attributable to the Partners from operations		<u>(8,141,341)</u>	<u>(10,294,490)</u>

**STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO THE PARTNERS
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Balance as at 1 Jan 2019 GBP	Movement during the year GBP	Balance at 31 Dec 19 GBP	Movement during the year GBP	Balance at 31 Dec 20 GBP
Net assets attributable to the Partners					
Increase/(decrease) in net assets attributable to the Partners from operations	16,373,341	(10,294,490)	6,078,851	(8,141,341)	(2,062,490)
Contributions	167,449,898	14,950,115	182,400,013	3,476,000	185,876,013
Recallable Distributions	(25,560,233)	(55,359,974)	(80,920,207)	(5,516,022)	(86,436,229)
Non-Recallable Distributions	(17,237,531)	(18,374,515)	(35,612,046)	–	(35,612,046)
Partial Withdrawal of Interest relating to the MVIL redemption event	(13,036,905)	–	(13,036,905)	–	(13,036,905)
Net assets attributable to the Partners at the end of the year	127,988,570	(69,078,864)	58,909,706	(10,181,363)	48,728,343

The notes on pages 192 to 202 to form part of these Audited Financial Statements.

STATEMENT OF CASHFLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020

	1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
Cash flows from operating activities		
Decrease in net assets attributable to the Partners from operations	(8,141,341)	(10,294,490)
Realised loss/(gain) on financial assets at fair value through profit or loss	3,279,797	(18,096,871)
Movement in net unrealised gain on financial assets at fair value through profit or loss	2,248,603	27,498,185
(Decrease)/increase in investment related and other receivables	(223,242)	1,028,575
(Decrease)/increase in accrued expenses and other payables	(58,329)	148,355
Payments for purchase of investments	(1,476,000)	(14,950,115)
Proceeds on disposal of investments	5,665,110	73,734,483
Net cash flow provided by operating activities	1,294,598	59,068,122
Cash flows from financing activities		
Contributions	3,476,000	14,950,115
Distributions	(5,516,022)	(73,734,483)
Net cash outflows from financing activities	(2,040,022)	(58,784,368)
Net (decrease)/increase in cash and cash equivalents	(745,424)	283,754
Cash and cash equivalents at the beginning of the year	2,121,744	1,837,990
Cash and cash equivalents at the end of the year	1,376,320	2,121,744

The cash flows from financing activities presented in the cash flow statement are the only changes in liabilities arising from financing activities. There are no changes in liabilities arising from financing activities which are non-cash related.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General Information

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the “LPA”) dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date (being 31 March 2019), or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership’s investments.

2. Principal Accounting Policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied throughout the year.

Basis of preparation

These Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

These Financial Statements are the only financial statements presented by the Partnership.

Standards and amendments to existing standards effective 1 January 2020

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 January 2020 that have a material effect on the Financial Statements of the Partnership.

New standards, amendments and interpretations effective after 1 January 2020 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2021, and have not been applied in preparing these Financial Statements. The General Partner has assessed these and does not expect them to have a material effect on the Financial Statements of the Partnership.

Going concern

The Partnership will meet its working capital requirements and other obligations through calls to its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. Whilst the global Covid-19 pandemic has had a significant impact on the global economy, the Partners are either large institutional investors with significant resources, or are managed by the Partnership’s Manager and are known to have sufficient resources to meet capital calls as the fall due. Furthermore, there have been no issues in receiving capital calls, including the call made in early 2021. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

(a) Functional and presentation currency

Items included in the Partnership’s financial statements are measured using the currency of the primary economic environment in which it operates (the “functional currency”).

The Loan and Capital Contributions received from and Distributions paid to Partners are denominated in Pound Sterling. The performance of the Partnership is measured and reported to the Partners in Pound Sterling. The Manager and the General Partner consider Pound Sterling

as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The Financial Statements are presented in Pound Sterling, which is also the Partnership's functional currency.

(b) *Income*

Bank interest and custodian interest are recognised on an accruals basis. Dividend income is recognised on the applicable ex-dividend date.

(c) *Financial assets at fair value through profit or loss*

(i) *Classification*

The Partnership classifies its investments based on both the Partnership's business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Partnership is primarily focused on fair value information including but not limited to, revenue multiples, enterprise value, net debt versus equity, EBITDA and free cash flow. The fair value information is used to assess the assets' performance and to make decisions. The Partnership has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. The collection of contractual cash flows is only incidental to achieving the Partnership's business model objective. Consequently, all investments are measured at fair value through profit or loss.

(ii) *Recognition/derecognition*

Purchases and sales of investments are recognised on the trade date, the date on which the Partnership commits to purchase or sell the asset. Investments are derecognised when the rights to receive cash flows from the investments have expired or the Partnership has transferred substantially all risks and rewards of ownership.

(iii) *Measurement*

Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed in the Statement of Comprehensive Income. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the Statement of Comprehensive Income in the period in which they arise.

IFRS 10 defines an investment entity and requires a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated and separate financial statements.

IFRS 10 defines an investment entity and requires a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated and separate financial statements.

An investment entity is defined as an entity that

- Obtains funds from one or more investors for the purpose of providing them with professional investment management services.
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- Measures and evaluates performance of substantially all of its investments on a fair value basis.

The Partnership has concluded that it is an investment entity as it satisfies all the typical characteristics of an investment entity as noted above. Consequently, investments in subsidiaries are measured at fair value through profit or loss and their results are not consolidated.

(d) *Fair value estimation*

Financial assets are held at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

The Partnership classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs are unobservable and include situations where there is little, if any, market activity for the investment (Level 3). The fair value for these investments is determined using valuation methodologies that consider a range of factors, including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant management judgement in line with International Private Equity and Venture Capital Valuation Guidelines ("IPEV"). Due to the inherent uncertainty of these estimates, these values may differ materially from the values that might have resulted had a ready market for these investments existed.

MVI II Holdings I LP, a special purpose vehicle for the Partnership, was established on 4 June 2019. On 8 October 2019 all investments held by the Partnership were transferred to MVI II Holdings I LP – A Class, at their fair value as consideration for the acquisition of the limited partners interest.

The Partnership owns 100 per cent. of the Class A limited partner interests of MVI II Holdings I LP (with MVI II Co-Invest LP ("Co-invest") owning the Class B shares), which are held at fair value through profit or loss in accordance with IFRS 9. MVI II Holdings I LP is classified as Level 3.

At 31 December 2020, the Partnership's indirect investments in Zegona Communications plc is classified as Level 1 and its indirect investments in Marwyn Acquisition Company plc (formerly Wilmcote Holdings plc), Marwyn Acquisition Company I Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited are classified as Level 2. The fair value of the Level 2 investment at year end was determined using a range of IPEV-compliant techniques including reference to year end London Stock Exchange listed price, recent transactions and a series of supporting unobservable inputs. Further details are provided in Note 8 of these Financial Statements.

(e) *Cash and cash equivalents*

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term investments in an active market with original maturities of three months or less and bank overdrafts.

For the purposes of the Statement of Cash Flows, cash comprises bank balances held with Barclays Bank plc and cash held with Societe Generale S.A., the custodian.

(f) *Taxation*

Any tax liability arising on the activity of the Partnership will be borne by the individual Partners.

(g) *Expenses*

Expenses are accounted for on an accruals basis. Expenses are charged to the Statement of Comprehensive Income. Expenses arising on the disposal of financial assets at fair value through profit or loss are deducted from disposal proceeds. Investment related expenses presented as “Other expenses” on the Statement of Comprehensive Income are borne and settled by the Partnership.

(h) *Partnership interests*

Partnership interests are subject to repayment at the end of the Partnership's finite life of ten years (plus a maximum of two additional one-year periods at the General Partner and Advisory Board's discretion) and are classified as debt under IFRS, but have been presented as equity due to the satisfaction of the criteria in paragraph 16 of IAS 32.

(i) *Receivables*

Receivables are non-derivative financial assets with fixed or determinable amounts which are recognised initially at fair value. These are subsequently measured at amortised cost using the effective interest method. Given the nature of receivables, however, and the short time length involved between their origination and settlement, their amortised cost is the same as their fair value at the date of origination, adjusted for any potential impairment.

(j) *Payables*

Other payables and accrued expenses are unsecured and are usually paid within 30 days of recognition. The carrying amounts of other payables and accrued expenses are considered to be the same as their fair values, due to their short-term nature. Accrued expenses are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

3. Critical accounting estimates and judgements in applying accounting policies

The preparation of the Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Manager and the General Partner to exercise their judgement in the process of applying the Partnership's accounting policies and making any estimates. Changes in assumptions may have a significant impact on the Financial Statements in the period the assumptions changed. The General Partner believes that the underlying assumptions are appropriate and that the Financial Statements are fairly presented. One of the areas requiring a higher degree of judgement and which involves significant assumptions is the valuation of financial assets at fair value through profit or loss. The subjectivity and assumptions for the inputs used in the valuation of financial assets at fair value through profit or loss, are detailed in the “Fair value estimation” accounting policy in Note 2.

4. Material agreements

Management fee

The Partnership has entered into a Management Agreement with the Manager whereby the Partnership has agreed to pay a fee equal to a Percentage per annum of the Aggregate Commitments of the Partnership (the “Management Fee”) as follows:

- (i) Following the Initial Close (not including MVI LP and Marwyn Long Term Incentive LP, the “Affiliated Partners”), during the Investment Period (as defined in the LPA) of the Partnership, and payable quarterly in advance, the Partnership shall pay the Manager an amount equal to 2 per cent. of the Aggregate Commitments of the Partnership.
- (ii) Following the end of the Investment Period, the Management Fee will be reduced to an amount equal to 2 per cent. of Contributions with respect to investments that have not been disposed of, permanently written-down or completely written-off.

Administration Agreement

Under the Administration Agreement dated 12 November 2020 and effective from 22 January 2021, Aztec Financial Services (Jersey) Limited ("the Administrator") provides administration services to the Partnership and is entitled to receive fees and reimbursement of expenses as may be determined from time to time by the parties.

Previously, under an Agreement dated 10 February 2016, effective from 23 December 2015, Apex Fund and Corporate Services (Jersey) Limited provided secretarial and administration services to the Partnership and was paid the administration fees reported for the year ended 31 December 2020.

Revolving Credit Facility

On 31 May 2017, the Partnership agreed a revolving credit facility of £44,553,000 with Barclays Bank plc, allowing the Partnership to execute the acquisition of portfolio company shares in the market at short notice, as well as providing flexibility in the management of the Partnership's working capital. The facility had a term of 2 years, Interest on each loan was LIBOR plus 1.70 per cent. per annum, with a commitment fee of 0.3 per cent. per annum. As per the LPA, amounts drawn on the facility could be outstanding for a maximum of 180 days. The security for the loan was the Partnership's undrawn Commitments of all Partners. In February 2019, the available facility was reduced to £26,700,000. In May 2019, the facility was extended for a further three months with revised rates of LIBOR plus 1.75 per cent. per annum interest and 0.5 per cent. per annum commitment fee. Subsequent to this, the Manager assessed the benefits and costs of the facility and has not renewed this, nor any other facility, following its termination on 31 August 2019.

5. Dividend Income

	1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
BCA Marketplace plc		2,067,540
Zegona Communications plc	1,730,707	1,668,230
Total	1,730,707	3,735,770

6. Other Expenses

	1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
Group expenses	28,726	36,317
Loan facility expenses		204,918
Sundry expenses	39,505	58,351
Total	68,231	299,586

7. Financial risk management

Risk is inherent in the Partnership's *activities*, but is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

In response to the Covid-19 pandemic, the General Partner, with the assistance of the Manager, has continually considered the impact of the increased market uncertainty and volatility on the Partnership's underlying portfolio, day-to-day operations, current cash levels and cash flow forecasts for a forward-looking period of at least 12 months.

Following the UK's decision to leave the European Union in 2016 ("Brexit"), the UK Brexit transition period ended on 31 December 2020 with new rules and agreements effective from 1 January 2021. The long-term impact of Brexit on the UK, European and global markets remains uncertain, but considering the operations, service providers and investments (both current and future) of the Partnership, the Manager and General Partner do not believe that Brexit poses a material risk to the Partnership and, in fact, may present certain opportunities. The impact of Brexit on regulation, economic growth, investment opportunities and other areas that may affect the Partnership will continue to be monitored by the Manager, General Partner and Administrator.

The Partnership is exposed to a number of risks arising from the various financial instruments it holds. The main risks to which the Partnership is exposed are: market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk. The risk management policies employed by the Partnership to manage these risks are discussed below:

(a) **Liquidity risk**

Liquidity risk is defined as the risk that the Partnership may not be able to meet its financial obligations as they fall due or can only do so on terms that are materially disadvantageous. When funds are required Capital Contributions are called from the Partners.

As at 31 December 2020 amounts remaining to be called from the Partners amounted to £98,575,301 (31 December 2019: £96,535,279). The General Partner deems liquidity risks as immaterial for the Partnership in the foreseeable future.

The Partnership manages its liquidity risk by ensuring continuity of funding through the contractual undrawn Commitments of the Partners.

In addition, a significant portion of the Partnership's assets are quoted investments which trade on an active market, any risk of liquidity concerns is therefore mitigated.

(b) **Price risk**

The Partnership's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Manager advises the Partnership on the equity securities that have prospects to appreciate in value over the medium to long term period.

The performance of investments held by the Partnership is monitored by the Manager on an ongoing basis and reviewed on a quarterly basis by both the Manager and the General Partner.

The table below illustrates the impact of price risk in the range of -10 per cent. to +10 per cent. on the Net assets attributable to the Partners.

	Cost GBP	2020 Fair value GBP	Net assets %
Financial assets at fair value through profit or loss	68,367,943	47,291,994	97.05

The Partnership's sensitivity to a 10 per cent. increase or decrease in the fair value of its investments is detailed below. 10 per cent. represents management's assessment of the possible change in fair value.

	2020 GBP	2019 GBP
Financial assets at fair value through profit or loss	4,729,199	5,700,950

(c) **Interest rate risk**

The majority of the Partnership's financial assets are non-interest bearing. As a result, the Partnership is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

The following table analyses the interest rate composition of the Partnership's net assets.

	Floating rate GBP GBP	Non-interest bearing GBP GBP	Total GBP
Financial assets at fair value through profit or loss		47,291,994	47,291,994
Receivables		229,219	229,219
Cash and cash equivalents	1,376,320		1,376,320
Other payables and accrued expenses		(169,190)	(169,190)
Total	<u>1,376,320</u>	<u>47,352,023</u>	<u>48,728,343</u>

As at 31 December 2019

	Floating rate GBP GBP	Non-interest bearing GBP GBP	Total GBP
Financial assets at fair value through profit or loss		57,009,504	57,009,504
Receivables		5,977	5,977
Cash and cash equivalents	2,121,744		2,121,744
Other payables and accrued expenses		(227,519)	(227,519)
Total	<u>2,121,744</u>	<u>56,787,962</u>	<u>58,909,706</u>

Cash and cash equivalents have floating interest rates which are not significant. Had the interest rate increased or decreased, there would be no significant impact in net assets attributable to the Partners.

(d) **Credit risk**

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Partnership by failing to pay amounts in full when due. The Partnership is exposed to the risk of credit-related losses that can occur as a result of a counterparty or issuer being unable or unwilling to honour its contractual obligations. These credit exposures exist within financing relationships, derivatives and other transactions. The Partnership's credit risk primarily rests with Barclays Bank plc and Societe Generale S.A., whose credit risk rating is periodically reviewed. The Fitch credit rating for Barclays Bank Plc is A+ (2019:A+) and is A- (2019: A) for Societe Generale S.A. The table below analyses the Partnership's maximum exposure to credit risk from the assets made up of:

	31 December 2020 GBP	31 December 2019 GBP
Cash and cash equivalents	1,376,320	2,121,744
Receivables	149,082	
Total	<u>1,525,402</u>	<u>2,121,744</u>

(e) **Foreign exchange risk**

Foreign exchange risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Whilst neither the Partnership nor MVI II Holdings I LP directly hold assets denominated in currencies other than Pound Sterling (the functional currency of the Partnership), certain portfolio company investments may invest in underlying assets denominated in other currencies. This foreign currency risk is reflected through the share price of the portfolio company and is therefore monitored by the Manager along market risk described above. The Partnership is not exposed to any other currency risk.

(f) **Capital risk management**

The capital of the Partnership is represented by the net assets attributable to the Partners. The Partnership's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for the Partners and to maintain a strong capital base to support the development of the investment activities of the Partnership. The Manager and the General Partner therefore monitor capital on the basis of the value of net assets attributable to the Partners.

8. Financial assets at fair value through profit or loss

Indirectly held Investments

	2019 GBP	2020 GBP
At cost	68,367,943	75,836,844
At fair market value	47,291,994	57,009,504

The investments in MVI II Holdings I LP are included in the Financial Statements at a valuation that has been calculated in accordance with Section 10.1(a) of the LPA.

On 8 October 2019, all investments held by the Partnership were transferred to MVI II Holdings I LP, a special purpose vehicle of the Partnership. As the Partnership meets the definition of an investment entity MVI II Holdings I LP is therefore not consolidated, but is held at fair value through profit and loss in accordance with IFRS 9. The directors consider the fair value of the investment of Class A shares in MVI II Holdings I LP to be equal to the Partnership's share of net asset value.

Fair value measurement of assets and liabilities

	Level 1 GBP	Level 2 GBP	Level 3 GBP	Total GBP
Fair value at the beginning of the			57,009,504	57,009,504
Net change in fair value of financial			(2,248,603)	(2,248,603)
Disposals			(5,665,110)	(5,665,110)
Additions			1,476,000	1,476,000
Realised gain on financial assets at fair value through profit or loss			(3,279,797)	(3,279,797)
Balance as at 31 December			47,291,994	47,291,994

Supplementary Information

The indirectly held investment in Zegona Communications plc falls within Level 1 as detailed in Note 2 under "Fair value estimation"; the investment in Marwyn Acquisition Company plc is classified as Level 2 and Safe Harbour Holdings was classified as Level 3. The fair value of the Level 1 investments of £39,693,379 as at 31 December 2020 (31 December 2019: £41,010,228) was determined from the London Stock Exchange closing trade prices.

On 2 December 2020, the partnership indirectly invested £492,000 in each of Marwyn Acquisition Company I Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited through MVI II Holdings I LP.

On 31 July 2020, Safe Harbour Holdings plc announced that following shareholder approval, the company was to be liquidated. Total proceeds of 76p per share are expected from the liquidation, with 74p having been received in 2020. Disposal of the investment realised a loss of £3,279,797.

There were no transfers between the levels of the fair value hierarchy for the year ended 31 December 2020. (2019: Marwyn Acquisition Company plc changed from Level 3 to Level 2.)

The following table summarises the fair value hierarchy of the Partnership's indirectly held financial assets measured at fair value for the year ended 31 December 2020:

Indirectly held investments fair value measurement of assets and liabilities

31 December 2020

	Level 1 GBP	Level 2 GBP	Level 3 GBP	Total GBP
At the beginning of the year	41,010,228	6,122,615	9,876,661	57,009,504
Additions		1,476,000		1,476,000
Disposals			(5,665,110)	(5,665,110)
Realised loss on financial assets at fair value through profit or loss			(3,279,797)	(3,279,797)
Net change in fair value of financial assets at fair value through profit or loss	(1,316,849)		(931,754)	(2,248,603)
At the end of the year	<u>39,693,379</u>	<u>7,598,615</u>	<u></u>	<u>47,291,994</u>

31 December 2019

	Level 1 GBP	Level 2 GBP	Level 3 GBP	Total GBP
At the beginning of the year	103,034,912		22,160,274	125,195,186
Additions	8,944,899		6,005,216	14,950,115
Disposals	(73,483,176)		(251,307)	(73,734,483)
Realised gain on financial assets at fair value through profit or loss	18,374,510		(277,639)	18,096,871
Net change in fair value of financial assets at fair value through profit or loss	(15,860,917)		(11,637,268)	(27,498,185)
Transfer from Level 3 to Level 2		6,122,615	(6,122,615)	
At the end of the year	<u>41,010,228</u>	<u>6,122,615</u>	<u>9,876,661</u>	<u>57,009,504</u>

Recurring fair value measurement of assets and liabilities

In determining the valuation of the Partnership's investments held through MVI II Holdings I LP, the General Partner has valued the investments in the Financial Statements at fair market value in accordance with Section 10.1 of the LPA. Investments listed on a recognised exchange with sufficient trading to constitute an active market are held at the quoted price, with all other investments valued in accordance with the IPEV Guidelines (Valuation Guidelines'). The Valuation Guidelines provide recommendations, intended to represent current best practice, on the valuation of private equity investments. The Valuation Guidelines have been prepared with the intention that Fair Value measurements derived when using the Valuation Guidelines are compliant with IFRS. Fair Value is the price that would be received to sell an asset in an orderly transaction between market participants at the Measurement Date. For unquoted investments, the measurement of Fair Value requires the valuer to assume the underlying business or instrument is realised or sold at the measurement date.

The fair value of investments classified as Level 2 and Level 3 at year end have been determined using a range of IPEV-compliant techniques, detailed individually below.

Marwyn Acquisition Company plc is listed on the AIM market of the London Stock Exchange and had a closing quoted price as at 31 December 2020 of £0.03 per share. IFRS 13 defines an active market as "a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis". In consideration of the limited trading activity and limited liquidity, the Manager and General Partner have determined that the fair value of the Partnership's investment in Marwyn Acquisition Company plc is derived with reference to the Marwyn Acquisition Company plc Net asset value and the December 2019 recapitalisation price, both of which are observable through market communications. As such, the carrying value of the investment in Marwyn Acquisition Company plc is determined to be £0.01 per share, and is classified as a Level 2 asset.

The investments in each of Marwyn Acquisition Company I Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited each comprise 492,000 ordinary shares with 1:1 warrants, acquired for a total of £492,000 in December 2020. Whilst the ordinary shares of these companies are listed on the London Stock Exchange, there has been no trading in them and hence there is no active market. As there has been no material change in the companies since the shares and warrants were acquired, the issue price is considered to be fair value and each combination of one ordinary share and one warrant has been valued at £1. Once there is an active market in either the ordinary shares or the warrants, these instruments will be separately valued.

9. Receivables

	2020 GBP	2019 GBP
Insurance prepaid	4,604	4,209
Professional fees prepaid	66,227	1,767
Administration fees prepaid	9,305	
Due from Marwyn Long Term Incentive LP	1	1
Receivable from Marwyn Asset Management Limited	149,082	
Total	229,219	5,977

The General Partner considers the carrying amount of the prepayment to approximate fair value.

10. Cash and cash equivalents

	2020 GBP	2019 GBP
GBP	1,376,320	2,121,744

11. Accrued expenses and other payables

	2020 GBP	2019 GBP
Administration fees payable		22,000
Audit fees payable	20,726	19,292
Legal and professional fees payable	140,105	176,043
Broker custody fees payable	8,359	8,211
Organisational fees payable		1,782
Payable to MVI II Co-Invest LP		191
Total	169,190	227,519

12. Related Parties and ultimate controlling party

Parties are considered to be related if one party has the ability to control the other party, is controlled by or is under common control with or exercises significant influence over the other party in making financial or operational decisions.

Under the terms of the Management Agreement, the Partnership pays the Manager a Management Fee as agreed and detailed in Note 4. Management Fees of £3,686,106 were incurred during the year (for the year ended 31 December 2019: £3,687,698).

Administration fees for the year ended 31 December 2020 totalled £135,965 (for the year ended 31 December 2019: £109,337), with £Nil payable at the year end (31 December 2019: £22,000). These fees were paid to Apex Fund and Corporate Services (Jersey) Limited, the previous Administrator whose contract terminated on 22 January 2021.

Michelle McNaney, a director of the General Partner is also a director, and employee of Aztec Financial Services (Jersey) Limited which provides administrative services to the General Partner and Partnership.

Louisa Bonney, a director of the General Partner, is also an executive director of the Manager and a director of Axio Nominees Limited, a company that administers assets on behalf of the Partnership (the “Partnership’s Nominee”) and a director of Marwyn Capital Management Limited, the General Partner’s parent.

MVI II Holdings I LP, is a special purpose vehicle of the Partnership and was incorporated on 4 June 2019. It’s primary aim is to act as a holding vehicle for MVI II LP with respect to one or more assets of MVI II LP and its related vehicles (see note 8).

13. Controlling Party

In the opinion of the Manager and the General Partner the Partnership has no single ultimate controlling party.

14. Events after the reporting period

In February 2021, call notices totalling £30,457,000 were issued to and paid by the limited partners in order to fund a potential investment opportunity.

The Partnership has evaluated all other subsequent transactions and events after 31 December 2020 through to the date the financial statements were approved and authorised for issue, by the Directors of the General Partner, and there is nothing additional which requires either disclosure or amendment in these financial statements.

**Cumulative changes in Partners' Capital Accounts (Unaudited)
FOR THE YEAR ENDED 31 DECEMBER 2020**

		Inception to 31 December 20 GBP
Total Commitments	A	<u>185,241,101</u>
Contributions		
Contributions at the beginning of the year		169,626,029
29 June 2020		2,000,000
2 December 2020		<u>1,476,000</u>
Contributions at the end of the year	B	<u>173,102,029</u>
Distributions		
Distributions at the beginning of the year		116,323,729
2 December 2020		<u>5,516,022</u>
Distributions at the end of the year	C	<u>121,839,751</u>
Distributions available for recall		
Distributions at the beginning of the year		80,920,207
Recallable – 2 December 2020		<u>5,516,022</u>
Distributions available for recall at the end of the year	D	<u>86,436,229</u>
Operating results		
Operating profit at the beginning of the year		5,607,406
Net change in fair value of financial assets through profit or loss		(2,248,603)
Realised loss on financial assets through profit or loss		(3,279,797)
Dividend income		1,730,707
Net operating expenses		(657,542)
Management fees		<u>(3,686,106)</u>
Operating loss at the end of the year	E	<u>(2,533,935)</u>
Net asset value at the end of the year	B-C+E	<u>48,728,343</u>
Undrawn Commitments*	A-B+D	<u>98,575,301</u>

* Undrawn Commitments consist of total Commitments (including recallable distributions) less contributions at year end.

Schedule of Investments (Unaudited)

AS AT 31 DECEMBER 2020

	Percentage Ownership	Country of Incorporation	Ordinary shares	Cost GBP	Unrealised gain/(loss) GBP	Fair Value GBP	Fair value as a % of NAV GBP
Unquoted Investment							
MVI II Holdings I LP – A Class	100%	Jersey	–	54,858,698	(7,566,704)	47,291,994	97.05%
Indirectly held quoted investments – London Stock Exchange							
Zegona Communications plc	17.18%	United Kingdom	37,624,062	46,798,725	(7,105,346)	39,693,379	81.46%
Marwyn Acquisition Company plc	91.27%	Jersey	612,261,611	20,093,218	(13,970,603)	6,122,615	12.56%
Marwyn Acquisition Company I Limited	70.29%	United Kingdom	492,000*	492,000		492,000	1.01%
Marwyn Acquisition Company II Limited	70.29%	United Kingdom	492,000*	492,000		492,000	1.01%
Marwyn Acquisition Company III Limited	70.29%	United Kingdom	492,000*	492,000		492,000	1.01%
Total quoted investments			N/A	68,367,943	(21,075,949)	47,291,994	97.05%
Total Investments			N/A	68,367,943	(21,075,949)	47,291,994	97.05%

* The investments in each of Marwyn Acquisition Company I Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited, comprise 492,000 ordinary shares and 492,000 warrants.

3. AUDITED FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

The information contained in this paragraph 3 of this Part VIII has been extracted, without material adjustment, from the audited financial statements of MVI II for the financial year ended 31 December 2019.

Marwyn General Partner II Limited (the “General Partner”) presents its report and Audited Financial Statements (the “Financial Statements”) for Marwyn Value Investors II LP (the “Partnership”) for the year ended 31 December 2019.

Establishment and principal activity

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the “LPA”) dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership's investments.

The registered office of the Partnership is 12 castle Street, St Helier, Jersey, JE2 3RT. Prior to 20 January 2020, the registered office was 6th Floor, 37 Esplanade, St Helier, Jersey, JE2 3QA. The general partner of the Partnership is Marwyn General Partner II Limited. The Manager of the Partnership is Marwyn Asset Management Limited (the “Manager”). The investment adviser to the Manager is Marwyn Investment Management LLP (collectively with the Manager, “Marwyn”).

Marwyn Investment Strategy

Marwyn's highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies.

As a long-term equity investor and typically the largest investor in a portfolio platform, Marwyn takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. Marwyn tends to hold at least one executive or non-executive board seat within each of its portfolio platforms.

Summary of the Partnership's activity for the year

Capitalised terms defined in the LPA shall have the same meaning in these Financial Statements except where the context otherwise requires.

The net assets attributable to the Partners as at 31 December 2019 were £58,909,706 (31 December 2018: £127,988,570).

The decrease in Partners' capital from operations for the year amounted to £10,294,490 (for the year ended 31 December 2018: decrease of £6,794,782).

The cumulative amount of Contributions as at 31 December 2019 was £169,626,029 (31 December 2018: £154,675,914).

Total amount of distributions for the year amounted to recallable distributions of £55,359,974 and non-recallable distributions of £18,374,515 (31 December 2018: £3,755,664 (recallable of £3,755,664 and non-recallable of £Nil)).

The undrawn Commitments due from the Partners as at 31 December 2019 were £96,535,279 (31 December 2018: £56,125,420). Undrawn Commitments as at 31 December 2019 consists of total Commitments (including recallable distributions) less Contributions.

Going concern

The Partnership will meet its working capital requirements and other obligations through calls to its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

Auditors

Ernst and Young LLP have expressed their willingness to continue in office.

Statement of the General Partner's Responsibilities in respect of the Financial Statements

The General Partner is required under the Partnership's LPA and applicable law to prepare Financial Statements for each financial year, in accordance with International Financial Reporting Standards.

In preparing these Financial Statements, the General Partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping accounting records which are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy, at any time, the financial position of the Partnership. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the General Partner is aware, there is no relevant audit information of which the Partnership's auditors are unaware and the General Partner has taken all the steps that it ought to have taken as the General Partner to make itself aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information.

The General Partner confirms it has complied with the above requirements throughout the year and subsequently.

Director:

Gary Ayres
Marwyn General Partner II Limited
General Partner

Date: 7 February 2020

Director:

Peter Rioda
Marwyn General Partner II Limited
General Partner

Date: 7 February 2020

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF MARWYN VALUE INVESTORS II LP

Opinion

We have audited the financial statements of Marwyn Value Investors II LP (the "Partnership") for the year ended 31 December 2019 which comprise the Statement of Financial Position, Statement of Comprehensive Income, the Statement of Changes in Net Assets Attributable to the Partners, the Statement of Cash Flows and the related notes 1 to 15, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting.

In our opinion, the financial statements:

- give a true and fair view of the state of the Partnership's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the General Partner's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the General Partner has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Responsibilities of the General Partner

As explained more fully in the General Partner's responsibilities statement set out on page 206, the General Partner is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the General Partner determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the General Partner is responsible for assessing the Partnership'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 General Partner either intends to liquidate the Partnership or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

This report is made solely to the Partners, as a body, in accordance with our letter of engagement. Our audit work has been undertaken so that we might state to the Partners those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Partnership and the Partners as a body, for our audit work, for this report, or for the opinions we have formed.

Jersey, Channel Islands

11 February 2020

Statement of Financial Position
As at 31 December 2019

	Notes	31 Dec 19 GBP	31 Dec 18 GBP
Assets			
Non-current assets			
Financial assets at fair value through profit or loss	7	57,009,504	125,195,186
Total non-current assets		<u>57,009,504</u>	<u>125,195,186</u>
Current assets			
Cash and cash equivalents	8	2,121,744	1,837,990
Receivables	9	5,977	1,034,558
Total current assets		<u>2,127,721</u>	<u>2,872,548</u>
Total assets		<u>59,137,225</u>	<u>128,067,734</u>
Liabilities			
Current Liabilities			
Other payables and accrues expenses	10	(227,519)	(79,164)
Total current liabilities		<u>(227,519)</u>	<u>(79,164)</u>
Net assets		<u>58,909,706</u>	<u>127,988,570</u>
Net assets attributable to the Partners		<u>58,909,706</u>	<u>127,988,570</u>

The Audited Financial Statements on pages 209 to 223 were approved and authorised for issue by the Board of Directors of the General Partner on behalf of Marwyn Value Investors II LP on 7 February 2020 and were signed on its behalf by:

Director:

Gary Ayers
Marwyn General Partner II Limited
General Partner

Director:

Peter Rioda
Marwyn General Partner II Limited
General Partner

Statement of Comprehensive Income
For the year ended 31 December 2019

	Notes	1 Jan 19 to 31 Dec 19 Total GBP	1 Jan 18 to 31 Dec 18 Total GBP
Income			
Realised gain on financial assets at fair value through profit or loss	7	18,096,871	
Dividend income	5	3,735,770	4,732,672
Bank interest		4,686	3,069
Total income		<u>21,837,327</u>	<u>4,735,741</u>
Expenses			
Realised loss on financial assets at fair value through profit or loss	7		5,384,227
Net change in fair value of financial assets at fair value through profit or loss	7	27,498,185	1,820,007
Management fees	4	3,687,698	3,630,007
Legal and professional fees		511,016	307,325
Administration fees	4	109,337	118,966
Audit fees		25,995	18,116
Other expenses	6	299,586	251,875
Total expenses		<u>32,131,817</u>	<u>11,530,523</u>
(Decrease) in net assets attributable to the Partners from operations		<u>(10,294,490)</u>	<u>(6,794,782)</u>

Statement of Changes in Net Assets Attributable to the Partners

For the year ended 31 December 2019

	Balance as at 1 Jan 2018 GBP	Movement during the year GBP	Balance at 31 Dec 2018 GBP	Movement during the year GBP	Balance at 31 Dec 19 GBP
Net assets attributable the Partners					
Increase/ (decrease) in net assets attributable to the Partners from operations	23,168,123	(6,794,782)	16,373,341	(10,294,490)	6,078,851
Contributions	167,449,898		167,449,898	14,950,115	182,400,013
Recallable Distributions	(21,804,569)	(3,755,664)	(25,560,233)	(55,359,974)	(80,920,207)
Non-Recallable Distributions	(17,237,531)		(17,237,531)	(18,374,515)	(35,612,046)
Partial Withdrawal of Interest relating to the MVIL redemption event	(13,036,905)		(13,036,905)		(13,036,905)
Net assets attributable ID the Partners at the end of the year	138,539,016	(10,550,446)	127,988,570	(69,078,864)	58,909,706

Statement of Cashflows
for the year ended 31 December 2019

	Notes	1 Jan 19 to 31 Dec 19 GBP	1 Jan 18 to 31 Dec 18 GBP
Cash flows used in operating activities			
Decrease in net assets attributable to the Partners from operations		(10,294,490)	(6,794,782)
Net change in fair value of financial assets at fair value through profit or loss	7	27,498,185	1,820,007
Realised (gain)/ loss on financial assets at fair value through profit or loss	7	(18,096,871)	5,384,227
Decrease/ (increase) in receivables	9	1,028,575	(109,665)
Increase/ (decrease) in other payables and accrued expenses	10	148,355	(9,641)
Payments for purchase of investments	7	(14,950,115)	
Proceeds on disposal of investments	7	73,734,483	3,755,664
Net cash inflows from operating activities		<u>59,068,122</u>	<u>4,045,810</u>
Cash flows from financing activities			
Contributions		14,950,115	
Distributions		(73,734,483)	(3,755,664)
Net cash outflows from financing activities		<u>(58,784,368)</u>	<u>(3,755,664)</u>
Net increase in cash and cash equivalents		283,754	290,146
Cash and cash equivalents at the beginning of the year		1,837,990	1,547,844
Cash and cash equivalents at the end of the year		2,121,744	1,837,990

The cash flows from financing activities presented in the cash flow statement are the only changes in liabilities arising from financing activities. There are no changes in liabilities arising from financing activities which are non-cash related.

Notes to financial Statements

For the year ended 31 December 2019

1. General Information

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the "LPA") dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership's investments.

2. Principal Accounting Policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied throughout the year.

Basis of preparation

These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

These Financial Statements are the only financial statements presented by the Partnership.

Standards and amendments to existing standards effective 1 January 2019

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 January 2019 that have a material effect on the Financial Statements of the Partnership.

New standards, amendments and interpretations effective after 1 January 2020 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2020, and have not been applied in preparing these Financial Statements. None of these are expected to have a material effect on the Financial Statements of the Partnership.

Going concern

The Partnership will meet its working capital requirements and other obligations through Contributions by its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

Investment entities

The Partnership has been deemed to meet the definition of an Investment Entity per IFRS 10: "Consolidated Financial Statements" as the following conditions exist:

- (a) The Partnership has obtained funds for the purpose of providing Partners with investment management services;
- (b) The Partnership's business purpose, which was communicated directly to Partners, is investing solely for returns from capital appreciation, and investment income or both; and
- (c) The performance of investments made is measured and evaluated on a fair value basis.

IFRS 10 requires the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. Where the entity is an Investment Entity, it shall not consolidate its subsidiaries or apply IFRS 3: “Business Combinations” when it obtains control of another entity. Instead, an Investment Entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IFRS 9.

Financial assets at fair value through profit or loss

(a) Classification

The Partnership classifies its investments based on both the Partnership's business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Partnership is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions. The Partnership has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. The collection of contractual cash flows is only incidental to achieving the Partnership's business model objective. Consequently, all investments are measured at fair value through profit or loss.

(b) Recognition/ derecognition

Purchases and sales of investments are recognised on the trade date, the date on which the Partnership commits to purchase or sell the asset. Investments are derecognised when the rights to receive cash flows from the investments have expired or the Partnership has transferred substantially all risks and rewards of ownership.

(c) Measurement

Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed in the Statement of Comprehensive Income. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the Statement of Comprehensive Income in the period in which they arise.

Fair value estimation

Financial assets are held at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

The Partnership classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs are unobservable and include situations where there is little, if any, market activity for the investment (Level 3). The fair value for these investments is determined using valuation methodologies that consider a range of factors, including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant management judgement in line with International Private Equity and Venture Capital Valuation Guidelines (“IPEV”). Due to the inherent uncertainty of these estimates, these values may differ materially from the values that might have resulted had a ready market for these investments existed.

MVI II Holdings I LP, a special purpose vehicle for the Partnership, was established on 4 June 2019. On 8 October 2019 all investments held by the Partnership were transferred to MVI II Holdings I LP – A Class, at their fair value as consideration for the acquisition of the limited partners interest.

MVI II LP own 100 per cent. of the A-class shares of MVI II Holdings I LP and Co-Invest owns 100 per cent. of the B-class shares of MVI II Holdings I LP.

The Partnership owns 100 per cent. of the Class A limited partner interests of MVI II Holdings I LP (with Co-Invest owning the Class B shares), which are held at fair value through profit or loss in accordance with IFRS 9. MVI II Holdings I LP is classified as Level 3.

At 31 December 2019, the Partnership's indirect investment in Zegona Communications plc is classified as Level 1, its indirect investment in Wilmcote Holdings plc is classified as Level 2 and its indirect investment in Safe Harbour Holdings plc is classified as Level 3. The fair value of Level 2 and Level 3 investments at year end was determined using a range of IPEV compliant techniques including reference to year end London Stock Exchange listed price, recent transactions and a series of supporting unobservable inputs. Further details are provided in Note 7 of these Financial Statements.

Functional and presentation currency

The Loan and Capital Contributions received from and Distributions paid to Partners are denominated in Pound Sterling. The performance of the Partnership is measured and reported to the Partners in Pound Sterling. The Manager and the General Partner consider Pound Sterling as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The Financial Statements are presented in Pound Sterling, which is also the Partnership's functional currency.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term investments in an active market with original maturities of three months or less and bank overdrafts.

For the purposes of the Statement of Cash Flows, cash comprises bank balances held with Barclays Bank plc and cash held with Societe Generale S.A., the custodian.

Income

Bank interest and custodian interest are recognised on an accruals basis. Dividend income is recognised on the applicable ex-dividend date.

Expenses

Expenses are accounted for on an accruals basis. Expenses are charged to the Statement of Comprehensive Income. Expenses arising on the disposal of financial assets at fair value through profit or loss are deducted from disposal proceeds. Investment related expenses presented as "Other expenses" on the Statement of Comprehensive Income are borne and settled by the Partnership.

Receivables

Receivables arise when the Partnership either provides services to a related party, receives income or disposes of its securities but cash proceeds are not received until after the Statement of Financial Position date and the Partnership does not have any intention of trading the receivable. Receivables are recognised at fair value plus transaction costs, if any, which are directly attributable to their acquisition or origination. These are subsequently measured at amortised cost using the effective interest method, less expected credit losses. Given the nature of receivables, however, and the short time involved between their origination and settlement, their amortised cost is considered to be the same as their fair value at the date of origination.

Partnership interests

Partnership interests are subject to repayment at the end of the Partnership's finite life of ten years (plus a maximum of two additional one-year periods at the General Partner and Advisory Board's discretion) and are classified as debt under IFRS, but have been presented as equity due to the satisfaction of the criteria in paragraph 16 of IAS 32.

3. Critical Accounting Estimates and Judgements in Applying Accounting Policies

The preparation of the Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Manager and the General Partner to exercise their judgement in the process of applying the Partnership's accounting policies and making any estimates. Changes in assumptions may have a significant impact on the Financial Statements in the period the assumptions changed. The General Partner believes that the underlying assumptions are appropriate and that the Financial Statements are fairly presented. One of the areas requiring a higher degree of judgement and which involves significant assumptions is the valuation of financial assets at fair value through profit or loss which are classified within Level 3 of the fair value hierarchy, as detailed in the "Fair value estimation" accounting policy in Note 2.

4. Material Agreements

Management Agreement

The Partnership has entered into a Management Agreement with the Manager whereby the Partnership has agreed to pay a fee equal to a Percentage per annum of the Aggregate Commitments of the Partnership (the "Management Fee") as follows:

- (i) Following the Initial Close (not including MVI LP and Marwyn Long Term Incentive LP, the "Affiliated Partners"), during the Investment Period (as defined in the LPA) of the Partnership, and payable quarterly in advance, the Partnership shall pay the Manager an amount equal to 2 per cent. of the Aggregate Commitments of the Partnership.
- (ii) Following the end of the Investment Period, the Management Fee will be reduced to an amount equal to 2 per cent. of Contributions with respect to investments that have not been disposed of, permanently written-down or completely written off.

Service Agreement

Under the Service Agreement dated 10 February 2016, effective from 23 December 2015, Apex Fund and Corporate Services (Jersey) Limited (the "Administrator") provides secretarial and administration services to the Partnership and is entitled to receive administration fees and reimbursement of expenses as may be determined from time to time by the parties.

Revolving Credit Facility

On 31 May 2017, the Partnership agreed a revolving credit facility of £44,553,000 with Barclays Bank Plc, allowing the Partnership to execute the acquisition of portfolio company shares in the market at short notice, as well as providing flexibility in the management of the Partnership's working capital. The facility had a term of 2 years, Interest on each loan was LIBOR plus 1.70 per cent. per annum, with a commitment fee of 0.3 per cent. per annum. As per the LPA, amounts drawn on the facility could be outstanding for a maximum of 180 days. The security for the loan was the Partnership's undrawn Commitments of all Partners. In February 2019, the available facility was reduced to £26,700,000. In May 2019, the facility was extended for a further three months with revised rates of LIBOR plus 1.75 per cent. per annum interest and 0.5 per cent. per annum commitment fee. Subsequent to this, the Manager assessed the benefits and costs of the facility and has not renewed this, nor any other facility, following its termination on 31 August 2019.

During the year a drawdown of £8,944,899 of the loan facility was made to fund a further investment in Zegona Communications plc and was repaid after six months.

5. Dividend Income

	1 Jan 19 to 31 Dec 19 Total GBP	1 Jan 18 to 31 Dec 18 Total GBP
BCA Marketplace plc	2,067,540	2,782,630
Zegona Communications plc	1,668,230	1,950,042
Total	3,735,770	4,732,672

6. Other Expenses

	1 Jan 19 to 31 Dec 19 Total GBP	1 Jan 18 to 31 Dec 18 Total GBP
Group expenses	36,317	27,951
Loan facility expenses	204,918	112,529
Sundry expenses	58,351	111,395
Total	299,586	251,875

7. Financial Assets at Fair Value Through Profit or Loss

	31 Dec 19 Total GBP	31 Dec 18 Total GBP
Cost	75,836,844	116,524,343
At valuation	57,009,504	125,195,186

The investments in MVI II Holdings LP are included in the Financial Statements at a valuation that has been calculated in accordance with Section 10.1(a) of the LPA.

On 8 October 2019, all investments held by the Partnership were transferred to MVI II Holdings I LP, a special purpose vehicle of the Partnership. As the Partnership meets the definition of an investment entity MVI II Holdings I LP is therefore not consolidated, but is held at fair value through profit and loss in accordance with IFRS 9. The directors consider the fair value of the investment of Class A shares in MVI II Holdings I LP to be equal to the Partnership's share of net asset value. The investment in MVI II Holdings I LP falls within Level 3.

Fair value measurement of assets and liabilities

	Level I GBP	Level I GBP	Level I GBP	Total GBP
Fair value at the beginning of the year	103,034,912		22,160,274	125,195,186
Net change in fair value of financial assets at fair value through profit or loss	(2,798,832)		(24,699,353)	(27,498,185)
Disposals	(73,734,483)		(73,734,483)	
Additions	8,944,899		6,005,216	14,950,115
Realised gain on financial assets at fair value through profit or loss	18,096,871		18,096,871	
Transfer to MVI II Holdings I LP	(109,180,979)		(21,313,165)	(130,494,144)
Interest acquired in MVI II Holdings I LP	109,180,979		21,313,165	130,494,144
Transfer between Level 1 and Level 3	(109,180,979)		109,180,979	
Fair value at the end of the year			57,009,504	57,009,504

Supplementary Information

The indirectly held investment in Zegona Communications plc falls within Level 1 as detailed in Note 2 under "Fair value estimation"; the investment in Wilmcote Holdings plc is classified as Level 2 and Safe Harbour Holdings is classified as Level 3. The fair value of the Level 1 investments of £41,010,228 as at 31 December 2019 (31 December 2018: £103,034,912) was determined from the London Stock Exchange closing trade prices.

During the year, the key inputs for the valuation of the investment in Wilmcote Holdings plc changed from unobservable to observable and hence the fair value hierarchy of the investment in Wilmcote Holdings plc changed from Level 3 to Level 2. The table below details the value of this transferring the year ended 31 December 2019.

On 8 November 2019, the partnership disposed of their investment in BCA Marketplace plc at a sale price of GBP 2.3635 per share and recognised a realised gain of GBP 18,374,510.

Transfers between Level 3 and Level 1

	Level 1 GBP	Level 1 GBP	Level 1 GBP
Wilmcote Holdings plc		6,122,615	(6,122,615)

The following table summarises the fair value hierarchy of the Partnership's indirectly held financial assets measured at fair value for the year ended 31 December 2019:

Indirectly held investments fair value measurement of assets and liabilities

	Level 1 GBP	Level 2 GBP	Level 1 GBP	Total GBP
Fair value at the beginning of the year	103,034,912		22,160,274	125,195,186
Additions	8,944,899		6,005,216	14,950,115
Disposals	(73,483,176)		(251,307)	(73,734,483)
Realised gain on financial assets at fair value through profit or loss	18,374,510		(277,639)	18,096,871
Net change in fair value of financial assets at fair value through profit or loss	(15,860,917)		(11,637,268)	(27,498,185)
Transfer between Level 3 and Level 2		6,122,615	(6,122,615)	
Fair value at the end of the year	41,010,228	6,122,615	9,876,661	57,009,504

The following table summarises the fair value hierarchy of the Partnership's indirectly held financial assets measured at fair value for the year ended 31 December 2018:

Recurring fair value measurement of assets and liabilities

	Level 1 GBP	Level 2 GBP	Level 1 GBP	Total GBP
Fair value at the beginning of the year	111,654,679		24,500,405	136,155,084
Additions				
Disposals	(3,755,664)			(3,755,664)
Realised loss on financial assets at fair value through profit or loss	(5,384,227)			(5,384,227)
Net change in fair value of financial assets at fair value through profit or loss	770,235		(2,590,242)	(1,820,007)
Transfer between Level 1 and Level 3	(250,111)		250,111	
Fair value at the end of the year	103,034,912		22,160,274	125,195,186

Net change in fair value of financial assets at fair value through profit or loss as disclosed in the tables on page 217 is recognised in the Statement of Comprehensive Income.

In determining the valuation of the Partnership's investments held through MVI II Holdings I LP, the General Partner has valued the investments in the Financial Statements at fair market value in accordance with Section 10.1 of the LPA. Investments listed on a recognised exchange with sufficient trading to constitute an active market are held at the quoted price, with all other investments valued in accordance with the IPEV Guidelines ('Valuation Guidelines'). IPEV provides recommendations, intended to represent current best practice, on the valuation of private equity investments. The Valuation Guidelines have been prepared with the intention that Fair Value measurements derived when using the Valuation Guidelines are compliant with IFRS. Fair Value is the price that would be received to sell an asset in an orderly transaction between market participants at the Measurement Date. For unquoted investments, the measurement of Fair Value requires the valuer to assume the underlying business or instrument is realised or sold at the Measurement Date.

The fair value of investments classified as Level 2 and Level 3 at year end have been determined using a range of IPEV compliant techniques, detailed individually below.

Wilmcote Holdings plc is listed on the AIM market of the London Stock Exchange and had a closing quoted price as at 31 December 2019 of £0.03 per share. IFRS 13 defines an active market as “a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis”. In consideration of the limited trading activity and limited liquidity, the Manager and General Partner have determined that the fair value of the Partnership’s investment in Wilmcote Holdings plc is derived with reference to the Wilmcote Holdings plc December 2019 recapitalisation price and Net asset value, both of which are observable through market communications. As such, the carrying value of the investment in Wilmcote Holdings plc is determined to be £0.01 per share, and is classified as Level 2 asset.

Safe Harbour Holdings plc is listed on the AIM market of the London Stock Exchange and had a closing quoted price as at 31 December 2019 of £1.325 per share. In consideration of the limited trading activity in Safe Harbour Holdings plc, the General Partner has analysed a number of unobservable valuation inputs to support the fair value of the Partnership’s investment in Safe Harbour Holdings plc. There is a strong management team in place at Safe Harbour Holdings plc who are known to the Partnership and have substantial support from major investors. The management team is also currently actively evaluating potential platform acquisitions which it is anticipated could be completed within the next 12 months. These unobservable inputs along with others determine that there is sufficient support for the carrying value of £1.325 per share, with the investment being classified as a Level 3 asset.

8. Cash and Cash Equivalents

	31 Dec 19 Total GBP	31 Dec 18 Total GBP
GBP	2,121,744	1,837,990
Total	<u>2,121,744</u>	<u>1,837,990</u>

9. Receivables

	31 Dec 19 Total GBP	31 Dec 18 Total GBP
Dividends receivable – BCA Marketplace plc		932,725
Insurance prepaid	4,209	4,157
Professional fees prepaid	1,767	90,996
Due from Marwyn Long Term Incentive LP	1	1
Receivable from Marwyn Asset Management Limited		6,679
Total	<u>5,977</u>	<u>1,034,558</u>

10. Other Payables and Accrued Expenses

	31 Dec 19 Total GBP	31 Dec 18 Total GBP
Administration fees payable	22,000	22,000
Audit fees payable	19,292	11,700
Barclays Loan Facility Non-utilisation Fee		27,923
Legal and professional fees payable	176,043	15,759
Broker custody fees payable	8,211	
Organisational fees payable	1,782	1,782
Payable to MVI II Co-Invest LP	191	
Total	<u>227,519</u>	<u>79,164</u>

11. Financial Risk Management

Risk is inherent in the Partnership's activities, but is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

Following the UK general election in December 2019, the UK left the European Union on 31 January 2020, starting a standstill transition period due to expire at the end of December 2020. Whilst trade agreement and other negotiations are ongoing, there continues to be an element of uncertainty for the UK economy and markets, with continued volatility expected in financial markets. The Manager and the General Partner will continue to monitor the impact of Brexit on regulation and growth, and other areas that may affect the Partnership and its investments.

The Partnership is exposed to a number of risks arising from the various financial instruments it holds. The main risks to which the Partnership is exposed are: market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk. The risk management policies employed by the Partnership to manage these risks are discussed below:

Market risk

(i) Price risk

The Partnership's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Manager advises the Partnership on the equity securities that have prospects to appreciate in value over the medium to long term period.

The performance of investments held by the Partnership is monitored by the Manager on an ongoing basis and reviewed on a quarterly basis by both the Manager and the General Partner.

The table below illustrates the impact of price risk in the range of -10 per cent. to +10 per cent. on the Net assets attributable to the Partners.

As at 31 December 2019

Decrease)/ increase in fair value of financial assets %	Financial assets at fair value through profit or loss GBP	Net change in fair value of financial assets at fair value through profit or loss GBP	Net assets attributable to the Partners from operations GBP	Net assets attributable to the Partners GBP
(10%)	(5,700,950)	(5,700,950)	(5,700,950)	(5,700,950)
10%	5,700,950	5,700,950	5,700,950	5,700,950

As at 31 December 2018

Decrease)/ increase in fair value of financial assets %	Financial assets at fair value through profit or loss GBP	Net change in fair value of financial assets at fair value through profit or loss GBP	Net assets attributable to the Partners from operations GBP	Net assets attributable to the Partners GBP
(10%)	(12,519,519)	(12,519,519)	(12,519,519)	(12,519,519)
10%	12,519,519	12,519,519	12,519,519	12,519,519

(ii) Foreign exchange risk

Foreign exchange risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Whilst neither the Partnership nor MVI II Holdings I LP directly hold assets denominated in currencies other than Pound Sterling (the functional currency of the Partnership), certain portfolio company investments may invest in underlying assets denominated in other currencies. This foreign currency risk is reflected through the share price of the portfolio company and is therefore monitored by the Manager along market risk described above. The Partnership is not exposed to any other currency risk.

(iii) *Interest rate risk*

The majority of the Partnership's financial assets are non-interest bearing. As a result, the Partnership is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

The following table analyses the interest rate composition of the Partnership's net assets.

As at 31 December 2019

	Floating rate GBP	Non-interest bearing GBP	Total GBP
Financial assets at fair value through profit or loss		57,009,504	57,009,504
Receivables		5,977	5,977
Cash and cash equivalents	2,121,744		2,121,744
Other payables and accrued expenses		(227,519)	(227,519)
Total	<u>2,121,744</u>	<u>56,787,962</u>	<u>58,909,706</u>

As at 31 December 2018

	Floating rate GBP	Non-interest bearing GBP	Total GBP
Financial assets at fair value through profit or loss		125,195,186	125,195,186
Receivables		1,034,558	1,034,558
Cash and cash equivalents	1,837,990		1,837,990
Other payables and accrued expenses		(79,164)	(79,164)
Total	<u>1,837,990</u>	<u>126,150,580</u>	<u>127,988,570</u>

Cash and cash equivalents have floating interest rates which are not significant. Had the interest rate increased or decreased, there would be no significant impact in net assets attributable to the Partners.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Partnership by failing to pay amounts in full when due. The Partnership is exposed to the risk of credit-related losses that can occur as a result of a counterparty or issuer being unable or unwilling to honour its contractual obligations. These credit exposures exist within financing relationships, derivatives and other transactions. The Partnership's credit risk primarily rests with Barclays Bank plc and Societe Generale S.A., whose credit risk rating is periodically reviewed. The table below analyses the Partnership's maximum exposure to credit risk from the assets made up of:

	31 Dec 19 Total GBP	31 Dec 18 Total GBP
Cash and cash equivalents	2,121,744	1,837,990
Receivables		932,725
Total	<u>2,121,744</u>	<u>2,770,715</u>

Liquidity risk

Liquidity risk is defined as the risk that the Partnership may not be able to meet its financial obligations as they fall due or can only do so on terms that are materially disadvantageous. When funds are required Capital Contributions are called from the Partners.

As at 31 December 2019 amounts remaining to be called from the Partners amounted to £96,535,279 (31 December 2018: £56,125,420). Liquidity risk is therefore immaterial for the Partnership in the foreseeable future.

The Partnership manages its liquidity risk by ensuring continuity of funding through the contractual undrawn Commitments of the Partners.

In addition, a significant portion of the Partnership's assets are quoted investments which trade on an active market, any risk of liquidity concerns is therefore mitigated.

Capital risk management

The capital of the Partnership is represented by the net assets attributable to the Partners. The Partnership's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for the Partners and to maintain a strong capital base to support the development of the investment activities of the Partnership. The Manager and the General Partner therefore monitor capital on the basis of the value of net assets attributable to the Partners.

12. Taxation

Any tax liability arising on the activity of the Partnership will be borne by the individual Partners.

13. Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party, is controlled by or is under common control with or exercises significant influence over the other party in making financial or operational decisions.

Under the terms of the Management Agreement, the Partnership pays the Manager a Management Fee as agreed and detailed in Note 4. Management Fees of £3,687,698 were incurred during the year (for the year ended 31 December 2018: £3,630,007). The amount receivable from the Manager at year end was £Nil (2018: £6,679).

Administration fees for the year ended 31 December 2019 totalled £109,337 (for the year ended 31 December 2018: £118,966), with £22,000 payable at the year end (31 December 2018: £22,000).

Gary Ayres is a director of the General Partner and is a director, and employee of Apex Fund and Corporate Services (Jersey) Limited which provides administrative services to the General Partner and Partnership.

Louisa Bonney is a director of the General Partner, an executive director of the Manager and a director of Axio Nominees Limited, a company that administers assets on behalf of the Partnership (the "Partnership's Nominee") and a director of Marwyn Capital Management Limited, the General Partner's parent.

MVI II Holdings I LP, is a special purpose vehicle of the Partnership and was incorporated on 4 June 2019. its primary aim is to act as a holding vehicle for MVI II LP with respect to one or more assets of MVI II LP and its related vehicles (see note 7).

14. Controlling Party

In the opinion of the Manager and the General Partner the Partnership has no single ultimate controlling party.

15. Events After the Reporting Period

The Partnership has evaluated all other subsequent transactions and events after 31 December 2019 up until the date of sign off and there are none that require disclosure in this note.

Cumulative Charges in Partners' Capital Account (Unaudited)

For the year ended 31 December 2019

		GBP
Total Commitments	A	185,241,101
Contributions		
Contributions at the beginning of the year		154,675,914
01 August 2019		8,944,899
19 December 2019		6,005,216
Contributions at the end of the year	B	169,626,029
Distributions		
Distributions at the beginning of the year		42,589,240
Recallable – 01 August 2019		251,308
Recallable – 19 December 2019		55,108,666
Non-recallable – 19 December 2019		18,374,515
Distributions at the end of the year	C	116,323,729
Distributions available for recall		
Distributions at the beginning of the year		25,560,233
Recallable – 01 August 2019		251,308
Recallable – 19 December 2019		55,108,666
Distributions available for recall at the end of the year	D	80,920,207
Operating results		
Operating profit at the beginning of the year		15,901,896
Net change in fair value of financial assets through profit or loss		(27,498,185)
Realised gain on financial assets through profit or loss		18,096,871
Dividend income		3,735,770
Net operating expenses		(941,248)
Management fees		(3,687,698)
Operating profit at the end of the year	E	5,607,406
Net asset value at the end of the year	B-C+E	58,909,706
Undrawn Commitments*	A-B+D	96,535,279

* Undrawn Commitments consist of total Commitments (including recallable distributions) less Contributions at year end.

Schedule of Investments (Unaudited)

As at 31 December 2019

	Percentage Ownership	Country of incorporation	Ordinary Shares	Cost GBP	Unrealised gain/(loss) GBP	Fair Value GBP	Fair Value as a % of NAV
Unquoted Investment							
MVI II Holdings I LP – A Class	100%	Jersey		130,494,144	(73,484,640)	57,009,504	96.77%
Indirectly held quoted investments – London Stock Exchange							
Safe Harbour Holdings plc	27.35%	Jersey	7,454,084	8,944,901	931,760	9,876,661	16.77%
Zegona Communications plc	29.81%	United Kingdom	37,624,062	46,798,725	(5,788,497)	41,010,228	69.62%
Wilmcote Holdings plc	91.27%	Jersey	612,261,611	20,093,218	(13,970,603)	6,122,615	10.39%
Total quoted investments			657,339,757	75,836,844	(18,827,340)	57,009,504	96.77% ¹
Total Investments			657,339,757	75,836,844	(18,827,340)	57,009,504	96.77%

4. AUDITED FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The information contained in this paragraph 4 of this Part VIII has been extracted, without material adjustment, from the audited financial statements of MVI II for the financial year ended 31 December 2018.

Marwyn General Partner II Limited (the “General Partner”) presents its report and Audited Financial Statements (the “Financial Statements”) for Marwyn Value Investors II LP (the “Partnership”) for the year ended 31 December 2018.

Establishment and principal activity

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the “LPA”) dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership's investments.

The registered office of the Partnership is 6th Floor, 37 Esplanade, St Helier, Jersey, JE2 3QA. The general partner of the Partnership is Marwyn General Partner II Limited. The Manager of the Partnership is Marwyn Asset Management Limited (the “Manager”). The investment adviser to the Manager is Marwyn Investment Management LLP (collectively “Marwyn”),

Marwyn Investment Strategy

Marwyn's highly differentiated private equity investment strategy is executed through sector-specific, publicly listed portfolio platforms that pursue buy-and-build acquisitions primarily of private companies. Portfolio platforms are initially identified by recruiting and working with industry-leading management teams who bring extensive industry networks and expertise to bear in the proprietary identification of acquisition opportunities, pursuing operational enhancements and buy-and-build strategies.

As a long-term equity investor and typically the largest investor in a portfolio platform, Marwyn takes an active approach to value creation, exercising constructive influence with company management on strategy and key corporate actions. Marwyn tends to hold at least one executive or non-executive board seat within each of its portfolio platforms.

Summary of the Partnership's activity for the year

Capitalised terms defined in the LPA shall have the same meaning in these Financial Statements except where the context otherwise requires.

The net assets attributable to the Partners as at 31 December 2018 were £127,988,570 (31 December 2017: £138,539,016).

The decrease in Partners' capital from operations for the year amounted to £6,794,782 (for the year ended 31 December 2017: increase of £21,083,448).

The cumulative amount of Contributions as at 31 December 2018 was £154,675,914 (31 December 2017: £154,675,914).

Total amount of distributions for the year amounted to recallable distributions of £3,755,664 (31 December 2017: £37,065,763 (recallable of £21,804,569 and non-recallable of £15,261,194)).

The undrawn Commitments due from the Partners as at 31 December 2018 were £56,125,420 (31 December 2017: £52,369,756). Undrawn Commitments as at 31 December 2018 consists of total Commitments (including recallable distributions) less Contributions at year end.

Going concern

The Partnership will meet its working capital requirements and other obligations through calls to its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. The Partnership holds Level 1 investments that are actively traded and can be liquidated on short notice to provide additional funding if required. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

Auditors

Ernst and Young LLP have expressed their willingness to continue in office.

Statement of the General Partner's Responsibilities in respect of the Financial Statements

The General Partner is required under the Partnership's LPA and applicable law to prepare Financial Statements for each financial year, in accordance with International Financial Reporting Standards.

In preparing these Financial Statements, the General Partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping accounting records which are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy, at any time, the financial position of the Partnership. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the General Partner is aware, there is no relevant audit information of which the Partnership's auditors are unaware and the General Partner has taken all the steps that it ought to have taken as the General Partner to make itself aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information.

The General Partner confirms it has complied with the above requirements throughout the year and subsequently.

Director:

Gary Ayres
Marwyn General Partner II Limited
General Partner

Date: 7 February 2019

Director:

Peter Rioda
Marwyn General Partner II Limited
General Partner

Date: 7 February 2019

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF MARWYN VALUE INVESTORS II LP

Opinion

We have audited the financial statements of Marwyn Value Investors II LP (the "Partnership") for the year ended 31 December 2018 which comprise of the Statement of Financial Position, Statement of Comprehensive Income, the Statement of Changes in Net Assets Attributable to Partners, the Statement of Cash Flows and the related notes 1 to 16, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting.

In our opinion, the financial statements:

- give a true and fair view of the state of the Partnership's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the General Partner's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the General Partner have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Responsibilities of the General Partner

As explained more fully in the General Partner's responsibilities statement set out on page 225, the General Partner is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the General Partner determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the General Partner is responsible for assessing the Partnership'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 General Partner either intend to liquidate the Partnership or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jersey, Channel Islands

Date: 8 February 2019

Statement of Financial Position
As at 31 December 2018

	Notes	31 Dec 18 GBP	31 Dec 17 GBP
Assets			
Non-current assets			
Financial assets at fair value through profit or loss	8	125,195,186	136,155,084
Total non-current assets		<u>125,195,186</u>	<u>136,155,084</u>
Current assets			
Cash and cash equivalents	9	1,837,990	1,547,844
Receivables	10	1,034,558	924,893
Total current assets		<u>2,872,548</u>	<u>2,472,737</u>
Total assets		<u>128,067,734</u>	<u>138,627,821</u>
Liabilities			
Current liabilities			
Other payables and accrued expenses	11	(79,164)	(88,805)
Total current liabilities		<u>(79,164)</u>	<u>(88,805)</u>
Net assets		<u>127,988,570</u>	<u>138,539,016</u>
Net assets attributable to the Partners		<u>127,988,570</u>	<u>138,539,016</u>

The Audited Financial Statements on pages 228 to 243 were approved and authorised for issue by the Board of Directors of the General Partner on behalf of Marwyn Value Investors II LP on 7 February 2019 and were signed on its behalf by:

Director:

Gary Ayres
Marwyn General Partner II Limited
General Partner

Director:

Peter Rioda
Marwyn General Partner II Limited
General Partner

Statement of Comprehensive Income
For the year ended 31 December 2018

	Notes	1 Jan 18 to 31 Dec 18 GBP	1 Jan 17 to 31 Dec 17 GBP
Income			
Realised gain on financial assets at fair value through profit or loss	8		11,305,074
Net change in fair value of financial assets at fair value through profit or loss	8		10,958,192
Dividend income	6	4,732,672	4,350,958
Bank interest		3,069	256
Total income		<u>4,735,741</u>	<u>26,614,480</u>
Expenses			
Realised loss on financial assets at fair value through profit or loss	8	5,384,227	
Net change in fair value of financial assets at fair value through profit or loss	8	1,820,007	
Organisational expenses	5		1,915,101
Management fees	4	3,630,007	2,349,707
Legal and professional fees		307,325	247,644
Administration fees	4	118,966	206,917
Audit fees		18,116	29,250
Other expenses	7	251,875	782,413
Total expenses		<u>11,530,523</u>	<u>5,531,032</u>
(Decrease)/increase in net assets attributable to the Partners from operations		<u>(6,794,782)</u>	<u>21,083,448</u>

Statement of Changes in Net Assets Attributable to the Partners
For the year ended 31 December 2018

	Balance at 1 Jan 2017 GBP	Movement during the year GBP	Balance at 31 Dec 17 GBP	Movement during the year GBP	Balance at 31 Dec 18 GBP
Net assets attributable to the Partners					
Increase/(decrease) in net assets attributable to the Partners from operations	2,084,675	21,083,448	23,168,123	(6,794,782)	16,373,341
Contributions	121,068,736	46,381,162	167,449,898		167,449,898
Recallable Distributions		(21,804,569)	(21,804,569)	(3,755,664)	(25,560,233)
Non-Recallable Distributions	(1,976,337)	(15,261,194)	(17,237,531)		(17,237,531)
Partial Withdrawal of Interest relating to the MVIL redemption event	(13,036,905)		(13,036,905)		(13,036,905)
Net assets attributable to the Partners at the end of the year	108,140,169	30,398,847	138,539,016	(10,550,446}	127,988,570

Statement of Cash Flows

For the year ended 31 December 2018

	Notes	1 Jan 18 to 31 Dec 18 GBP	1 Jan 17 to 31 Dec 17 GBP
Cash flows used in operating activities			
(Decrease)/ increase in net assets attributable to the Partners from operations		(6,794,782)	21,083,448
Net change in fair value of financial assets at fair value through profit or loss	8	1,820,007	(10,958,192)
Realised loss/ (gain) on financial assets at fair value through profit or loss	8	5,384,227	(11,305,074)
Increase in receivables	10	(109,665)	(512,797)
(Decrease)/ increase in other payables and accrued expenses	11	(9,641)	88,805
Payments for purchase of investments	8		(38,495,103)
Proceeds on disposal of investments	8	3,755,664	32,327,474
Net cash inflows/ (outflows) from operating activities		<u>4,045,810</u>	<u>(7,771,439)</u>
Cash flows from financing activities			
Contributions			46,381,162
Distributions		(3,755,664)	(37,065,763)
Revolving credit facility draw down			29,737,770
Repayment of revolving credit facility			(29,804,517)
Revolving credit facility interest expense			66,747
Net cash (outflows)/ inflows from financing activities		<u>(3,755,664)</u>	<u>9,315,399</u>
Net increase in cash and cash equivalents		290,146	1,543,960
Cash and cash equivalents at the beginning of the year		1,547,844	3,884
Cash and cash equivalents at the end of the year		<u>1,837,990</u>	<u>1,547,844</u>

The notes on pages 232 to 241 form part of these Audited Financial Statements.

The cash flows from financing activities presented in the cash flow statement are the only changes in liabilities arising from financing activities. There are no changes in liabilities arising from financing activities which are non-cash related.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General Information

The Partnership was established on 23 December 2015 and is registered as a limited partnership in Jersey, Channel Islands by the Amended and Restated Agreement of Limited Partnership (the “LPA”) dated 20 April 2018. The Partnership commenced operations on 23 December 2015 and shall be dissolved on the tenth anniversary of the Final Closing Date, or such earlier time as provided for in the LPA, provided that, unless the Partnership is earlier dissolved, the term of the Partnership may be extended beyond the tenth anniversary by the General Partner with the approval of the Advisory Board for two additional one-year periods to allow for an orderly dissolution and liquidation of the Partnership’s investments.

2. Principal Accounting Policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied throughout the year.

Basis of preparation

These Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss.

These Financial Statements are the only financial statements presented by the Partnership.

Standards and amendments to existing standards effective 1 January 2018

IFRS 9 ‘Financial Instruments’ became effective for annual periods beginning on or after 1 January 2018. It addresses the classification, measurement and derecognition of financial assets and liabilities and replaces the multiple classification and measurement models in IAS 39.

Classification and measurement of debt assets is driven by the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A debt instrument is measured at amortised cost if the objective of the business model is to hold the financial asset for the collection of the contractual cash flows and the contractual cash flows under the instrument solely represent payments of principal and interest (“SPPI”). A debt instrument is measured at fair value through other comprehensive income if the objective of the business model is to hold the financial asset both to collect contractual cash flows from SPPI and to sell. All other debt instruments must be recognised at fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial asset as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Derivative and equity instruments are measured at fair value through profit or loss unless, for equity instruments not held for trading, an irrevocable option is taken to measure at fair value through other comprehensive income. IFRS 9 also introduces a new expected credit loss (“ECL”) impairment model.

IFRS 9 has been applied retrospectively by the Partnership and did not result in a change to the classification or measurement of financial instruments as outlined in Note 8. The Partnership’s investment portfolio continues to be classified as fair value through profit or loss and other financial assets which are held for collection continue to be measured at amortised cost. There was no material impact on adoption from the application of the new impairment model.

There are no other standards, amendments to standards or interpretations that are effective for annual periods beginning on 1 January 2018 that have a material effect on the Financial Statements of the Partnership.

New standards, amendments and interpretations effective after 1 January 2019 and have not been early adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2019, and have not been applied in preparing these Financial

Statements. None of these are expected to have a material effect on the Financial Statements of the Partnership.

Going concern

The Partnership will meet its working capital requirements and other obligations through Contributions by its Partners, which will be based on the level of Commitment of each Partner. The Partners are required, in accordance with the LPA, to pay Contributions into the Partnership up to the amounts they have committed. The Partnership holds Level 1 investments that are actively traded and can be liquidated on short notice to provide additional funding if required. The General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Partnership continues to adopt the going concern basis in preparing the Financial Statements.

Investment entities

The Partnership has been deemed to meet the definition of an Investment Entity per IFRS 10: "Consolidated Financial Statements" as the following conditions exist:

- (a) The Partnership has obtained funds for the purpose of providing Partners with investment management services;
- (b) The Partnership's business purpose, which was communicated directly to Partners, is investing solely for returns from capital appreciation, and investment income or both; and
- (c) The performance of investments made is measured and evaluated on a fair value basis.

IFRS 10 requires the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. Where the entity is an Investment Entity, it shall not consolidate its subsidiaries or apply IFRS 3: "Business Combinations" when it obtains control of another entity. Instead, an Investment Entity shall measure an investment in a subsidiary at fair value through profit or loss in accordance with IFRS 9.

Financial assets at fair value through profit or loss

(a) Classification

The Partnership classifies its investments based on both the Partnership's business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Partnership is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions. The Partnership has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. The collection of contractual cash flows is only incidental to achieving the Partnership's business model objective. Consequently, all investments are measured at fair value through profit or loss.

(b) Recognition/ derecognition

Purchases and sales of investments are recognised on the trade date, the date on which the Partnership commits to purchase or sell the asset. Investments are derecognised when the rights to receive cash flows from the investments have expired or the Partnership has transferred substantially all risks and rewards of ownership.

(c) Measurement

Financial assets at fair value through profit or loss are initially recognised at fair value. Transaction costs are expensed in the Statement of Comprehensive Income. Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets at fair value through profit or loss are presented in the Statement of Comprehensive Income in the period in which they arise.

Fair value estimation

Financial assets are held at fair value, which is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date.

The Partnership classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs are unobservable and include situations where there is little, if any, market activity for the investment (Level 3). The fair value for these investments is determined using valuation methodologies that consider a range of factors, including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance and financing transactions subsequent to the acquisition of the investment. The inputs into the determination of fair value require significant management judgement in line with International Private Equity and Venture Capital Valuation Guidelines ("IPEV"). Due to the inherent uncertainty of these estimates, these values may differ materially from the values that might have resulted had a ready market for these investments existed.

At 31 December 2018 investments in BCA Marketplace plc and Zegona Communications plc fall within Level 1, investments in Wilmcote Holdings plc, Safe Harbour Holdings plc and Gloo Networks plc are classified as Level 3. The fair value of these investments at year end was determined using a range of IPEV-compliant techniques such as reference to the year end London Stock Exchange listed prices for Wilmcote Holdings plc, Safe Harbour Holdings plc (noting the limited liquidity in the trading of the shares) and a series of supporting unobservable inputs. Following the delisting of Gloo Networks plc from the London Stock Exchange the investment was reclassified from Level 1 to Level 3 during the current financial year. The fair value of this investment was derived by reference to the liquidation price.

At 31 December 2019, the Partnership's indirect investment in Zegona Communications plc is classified as Level 1, its indirect investment in Wilmcote Holdings plc is classified as Level 2 and its indirect investment in Safe Harbour Holdings plc is classified as Level 3. The fair value of Level 2 and Level 3 investments at year end was determined using a range of IPEV-compliant techniques including reference to year end London Stock Exchange listed price, recent transactions and a series of supporting unobservable inputs. Further details are provided in Note 7 of these Financial Statements.

Functional and presentation currency

The Loan and Capital Contributions received from and Distributions paid to Partners are denominated in Pound Sterling. The performance of the Partnership is measured and reported to the Partners in Pound Sterling. The Manager and the General Partner consider the Pound Sterling as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The Financial Statements are presented in Pound Sterling, which is also the Partnership's functional currency.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term investments in an active market with original maturities of three months or less and bank overdrafts.

For the purposes of the Statement of Cash Flows, cash comprises bank balances held with Barclays Bank plc and cash held with Societe Generale S.A., the custodian.

Income

Bank interest and custodian interest are recognised on an accruals basis. Dividend income is recognised on the applicable ex-dividend date.

Expenses

Expenses are accounted for on an accruals basis. Expenses are charged to the Statement of Comprehensive Income. Expenses arising on the disposal of financial assets at fair value through profit or loss are deducted from disposal proceeds. Investment related expenses presented as “Other expenses” on the Statement of Comprehensive Income are borne and settled by the Partnership.

Receivables

Receivables arise when the Partnership either provides services to a related party, receives income or disposes of its securities but cash proceeds are not received until after the Statement of Financial Position date and the Partnership does not have any intention of trading the receivable. Receivables are recognised at fair value plus transaction costs, if any, which are directly attributable to their acquisition or origination. These are subsequently measured at amortised cost using the effective interest method, less provision for impairment. Given the nature of receivables, however, and the short time involved between their origination and settlement, their amortised cost is considered to be the same as their fair value at the date of origination.

Partnership interests

Partnership interests are subject to repayment at the end of the Partnership’s finite life of ten years (plus a maximum of two additional one-year periods at the General Partner and Advisory Board’s discretion) and are classified as debt under IFRS, but have been presented as equity due to the satisfaction of the criteria in paragraph 16 of IAS 32.

3. Critical Accounting Estimates and Judgements in applying Accounting Policies

The preparation of the Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Manager and the General Partner to exercise their judgement in the process of applying the Partnership’s accounting policies and making any estimates. Changes in assumptions may have a significant impact on the Financial Statements in the period the assumptions changed. The General Partner believes that the underlying assumptions are appropriate and that the Financial Statements are fairly presented. One of the areas requiring a higher degree of judgement and which involves significant assumptions is the valuation of financial assets at fair value through profit or loss which are classified within Level 3 of the fair value hierarchy, as detailed in the “Fair value estimation” accounting policy in Note 2.

4. Material Agreements

Management Agreement

The Partnership has entered into a Management Agreement with the Manager whereby the Partnership has agreed to pay a fee equal to a Percentage per annum of the Aggregate Commitments of the Partnership (the “Management Fee”) as follows:

- (i) Following the Initial Close (not including MVI LP and Marwyn Long Term Incentive LP, the “Affiliated Partners”), during the Investment Period (as defined in the LPA) of the Partnership, and payable quarterly in advance, the Partnership shall pay the Manager an amount equal to 2 per cent. of the Aggregate Commitments of the Partnership.
- (ii) Following the end of the Investment Period, the Management Fee will be reduced to an amount equal to 2 per cent. of the total Contributions.

Service Agreement

Under the Service Agreement dated 10 February 2016, effective from 23 December 2015, IPES (Jersey) Limited (the “Administrator”) provides secretarial and administration services to the Partnership and is entitled to receive administration fees and reimbursement of expenses as may be determined from time to time by the parties.

Revolving Credit Facility

On 31 May 2017, the Partnership agreed on a revolving credit facility of £44,553,000 with Barclays Bank Plc. The facility is critical to allow the Partnership to execute quick acquisitions of portfolio company shares in the market which need to be settled on a T+2 basis, as well as allowing the Partnership to manage its working capital effectively. Interest on each loan is 1.70 per cent. per annum plus LIBOR. As per the LPA, loans may be outstanding for a maximum of 180 days. The security for the loan is the Partnership's undrawn Commitments of all Partners. The loan facility has a term of two years. There have been no draw downs on the loan facility in the year ended 31 December 2018. The loan facility payable as at 31 December 2018 is £Nil (2017: £Nil).

5. Organisational Expenses

Subsequent to an Initial Close, in accordance with Section 5.3 of the LPA, the Partnership shall pay or reimburse the Manager and/or (as applicable) the General Partner for the Partnership's *Pro rata* Share of all Organisational Expenses. The Partnership's *Pro rata* Share of Organisational Expenses in excess of the Partnership's *Pro rata* Share of £2,000,000 ("Excess Organisational Expenses") shall reduce the Management Fee as outlined in Section 5.2(c) of the LPA.

6. Dividend Income

	1 Jan 18 to 31 Dec 18 Total GBP	1 Jan 17 to 31 Dec 17 Total GBP
BCA Marketplace plc	2,782,630	2,197,310
Zegona Communications plc	1,950,042	2,153,648
Total	4,732,672	4,350,958

7. Other expenses

	1 Jan 18 to 31 Dec 18 Total GBP	1 Jan 17 to 31 Dec 17 Total GBP
Group expenses	27,951	55,212
Loan facility expenses	112,529	509,591
Sundry expenses	111,395	217,610
Total	251,875	782,413

8. Financial assets at fair value through profit or loss

	31 Dec 18 Total GBP	31 Dec 17 Total GBP
Cost	116,524,343	126,664,234
At valuation	125,195,186	136,155,084

The quoted investments are included in the Financial Statements at a valuation that has been calculated in accordance with Section 10.1(a) of the LPA.

The Partnership's investments in BCA Marketplace plc and Zegona Communications plc fall within Level 1 as detailed in Note 2 under "Fair value estimation"; the investments in Wilmcote Holdings plc, Safe Harbour Holdings plc and Gloo Networks plc are classified as Level 3. The fair value of the Level 1 investments of £103,034,912 as at 31 December 2018 (31 December 2017: £111,654,679) was determined from the London Stock Exchange closing trade prices. There was one transfer between the levels of investments during the year. The table below represents the transfer between the levels of the investment in Gloo Networks plc during the year ended 31 December 2018 (31 December 2017: none) as detailed in Note 2:

Transfers between Level 1 and Level 3

	Level 1 GBP	Level 2 GBP	Level 1 GBP
Gloo Networks plc	(250,111)		250,111

The following table summarises the fair value hierarchy of the Partnership's financial assets measured at fair value for the year ended 31 December 2018:

Recurring fair value measurement of assets and liabilities

	Level 1 GBP	Level 2 GBP	Level 1 GBP	Total GBP
Fair value at the beginning of the year	111,654,679		24,500,405	136,155,084
Additions				
Disposals	(3,755,664)			(3,755,664)
Realised loss on financial assets at fair value through profit or loss	(5,384,227)			(5,384,227)
Net change in fair value of financial assets at fair value through profit or loss	770,235		(2,590,242)	(1,820,007)
Transfer between Level 1 and Level 3	(250,111)		(250,111)	
Fair value at the end of the year	103,034,912		22,160,274	125,195,186

The following table summarises the fair value hierarchy of the Partnership's financial assets measured at fair value for the year ended 31 December 2017:

Recurring fair value measurement of assets and liabilities

	Level 1 GBP	Level 2 GBP	Level 1 GBP	Total GBP
Fair value at the beginning of the year	98,779,288		8,944,901	107,724,189
Additions	24,407,099		14,088,004	38,495,103
Disposals	(32,327,474)			(32,327,474)
Realised gain on financial assets at fair value through profit or loss	11,305,074			11,305,074
Net change in fair value of financial assets at fair value through profit or loss	9,490,692		1,467,500	10,958,192
Fair value at the end of the year	111,654,679		24,500,405	136,155,084

Net change in fair value of financial assets at fair value through profit or loss as disclosed in the tables on page 236 is recognised in the Statement of Comprehensive Income.

In determining the valuation of the Partnership's investments the General Partner has valued the quoted investments in the Financial Statements in accordance with Section 10.I(a) of the LPA, and all other investments in accordance with the IPEV Guidelines ('Valuation Guidelines'). IPEV provides recommendations, intended to represent current best practice, on the valuation of private equity investments. The Valuation Guidelines have been prepared with the intention that Fair Value measurements derived when using the Valuation Guidelines are compliant with IFRS. Fair Value is the price that would be received to sell an asset in an orderly transaction between market participants at the Measurement Date. For unquoted investments, the measurement of Fair Value requires the valuer to assume the underlying business or instrument is realised or sold at the Measurement Date.

The fair value of investments classified as Level 3 at year end was determined using a range of IPEV-compliant techniques, detailed individually below.

Wilmcote Holdings plc and Safe Harbour Holdings plc are listed on the AIM market of the London Stock Exchange and had closing quoted prices as at 31 December 2018 of £1.025 and £1.325 per share respectively. IFRS 13 defines an active market as “a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis”. In consideration of the limited trading activity in Wilmcote Holdings plc and Safe Harbour Holdings plc since IPO, in advance of completing their platform acquisitions, the General Partner has analysed a number of additional unobservable valuation inputs to support the fair value of the Partnership’s investment in Wilmcote Holdings plc and Safe Harbour Holdings plc, determining that there is sufficient support for the carrying value of £1.025 and £1.325, consistent with the quoted prices. On 3 May 2018, the Board of Directors of Gloo Networks plc (“Gloo”) announced that the remaining capital of Gloo will be returned to Gloo shareholders by means of a members’ voluntary liquidation. The cancellation of Gloo’s listing on AIM was approved by shareholders and the last day for dealing in Gloo’s ordinary shares on AIM was 1 June 2018. The cancellation became effective on 5 June 2018. As no active market activity existed following the cancellation of AIM listing, the investment was transferred from Level 1 to Level 3. At 31 December 2018 the Gloo fair value has been derived from the liquidation price of the shares.

9. Cash and cash equivalents

	31 Dec 18 Total GBP	31 Dec 17 Total GBP
GBP account	1,837,990	1,547,844
Total	1,837,990	1,547,844

10. Receivables

	31 Dec 18 Total GBP	31 Dec 17 Total GBP
Dividends receivable – SCA Marketplace plc	932,725	799,022
Insurance prepaid	4,157	4,157
Professional fees prepaid	90,996	66,062
Due from Marwyn Long Term Incentive LP	1	1
Receivable from Marwyn Asset Management Limited	6,679	36,033
Receivable from MVI II Co-Invest LP		19,618
Total	1,034,558	924,893

11. Other payables and accrued expenses

	31 Dec 18 Total GBP	31 Dec 17 Total GBP
Administration fees payable	22,000	28,874
Audit fees payable	11,700	11,250
Barclays Loan Facility Non-utilisation Fee	27,923	27,728
Legal and professional fees payable	15,759	19,151
Organisational fees payable	1,782	1,782
Payable to MVI LP		20
Total	79,164	88,805

12. Financial risk management

Risk is inherent in the Partnership's activities, but is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls.

On 23 June 2016, a referendum proposing the withdrawal of the UK from the European Union was approved ("Brexit"). There continues to be uncertainty for the UK economy and markets, with increased volatility expected in financial markets. The Manager and the General Partner will continue to monitor the impact of Brexit on regulation and growth, and other areas that may affect the Partnership and its investments. The Partnership is exposed to a number of risks arising from the various financial instruments it holds. The main risks to which the Partnership is exposed are: market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk. The risk management policies employed by the Partnership to manage these risks are discussed below:

Market risk

(i) Price risk

The Partnership's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Manager advises the Partnership on the equity securities that have prospects to appreciate in value over the medium to long term period.

The performance of investments held by the Partnership is monitored by the Manager on an ongoing basis and reviewed on a quarterly basis by both the Manager and the General Partner.

The table below illustrates the impact of price risk in the range of -10 per cent. to +10 per cent. on the Net assets attributable to the Partners.

As at 31 December 2018

(Decrease)/increase in fair value of financial assets %	Financial assets at fair value through profit or loss GBP	Net change in fair value of financial assets at fair value through profit or loss GBP	Net assets attributable to the Partners to form operations GBP	Net assets attributable to the Partners GBP
(10%)	(12,519,519)	(12,519,519)	(12,519,519)	(12,519,519)
10%	12,519,519	12,519,519	12,519,519	12,519,519

As at 31 December 2017

(Decrease)/increase in fair value of financial assets %	Financial assets at fair value through profit or loss GBP	Net change in fair value of financial assets at fair value through profit or loss GBP	Net assets attributable to the Partners to form operations GBP	Net assets attributable to the Partners GBP
(10%)	(13,615,508)	(13,615,508)	(13,615,508)	(13,615,508)
10%	13,615,508	13,615,508	13,615,508	13,615,508

(ii) Foreign Exchange risk

Foreign exchange risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Partnership does not hold assets denominated in currencies other than Pound Sterling, the functional currency of the Partnership. The Partnership is not exposed to currency risk since the value of the securities is held in Pound Sterling, the functional currency of the Partnership.

(iii) Interest rate risk

The majority of the Partnership's financial assets are non-interest bearing. As a result, the Partnership is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

The following table analyses the interest rate composition of the Partnership's net assets.

As at 31 December 2018

	Floating rate GBP	Non-interest bearing GBP	Total GBP
Financial assets at fair value through profit or loss		125,195,186	125,195,186
Receivables		1,034,558	1,034,558
Cash and cash equivalents	1,837,990		1,837,990
Other payables and accrued expenses		(79,164)	(79,164)
Total	<u>1,837,990</u>	<u>126,150,580</u>	<u>127,988,570</u>

As at 31 December 2017

	Floating rate GBP	Non-interest bearing GBP	Total GBP
Financial assets at fair value through profit or loss		136,155,084	136,155,084
Receivables		924,893	924,893
Cash and cash equivalents	1,547,844		1,547,844
Other payables and accrued expenses		(88,805)	(88,805)
Total	<u>1,547,844</u>	<u>136,991,172</u>	<u>138,539,016</u>

Cash and cash equivalents have floating interest rates which are not significant. Had the interest rate increased or decreased, there would be no significant impact in net assets attributable to the Partners.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Partnership by failing to pay amounts in full when due. The Partnership is exposed to the risk of credit-related losses that can occur as a result of a counterparty or issuer being unable or unwilling to honour its contractual obligations. These credit exposures exist within financing relationships, derivatives and other transactions. The Partnership's credit risk primarily rests with Barclays Bank plc and Societe Generale S.A., whose credit risk rating is periodically reviewed and BCA Marketplace plc on dividends receivable at the end of the reporting period. The table below analyses the Partnership's maximum exposure to credit risk from the assets made up of:

	31 Dec 18 Total GBP	31 Dec 17 Total GBP
Cash and cash equivalents	1,837,990	1,547,844
Receivables	932,725	799,022
Total	<u>2,770,715</u>	<u>2,346,866</u>

Liquidity risk

Liquidity risk is defined as the risk that the Partnership may not be able to meet its financial obligations as they fall due or can only do so on terms that are materially disadvantageous. When funds are required capital Contributions are called from the Partners.

As at 31 December 2018 amounts remaining to be called from the Partners amounted to £56,125,420 (2017: £52,369,756). Liquidity risk is therefore immaterial for the Partnership in the foreseeable future.

The Partnership manages its liquidity risk by ensuring continuity of funding through the contractual undrawn Commitments of the Partners.

In addition, a significant portion of the Partnership's assets are quoted investments which trade on an active market, any risk of liquidity concerns is therefore mitigated.

Capital risk management

The capital of the Partnership is represented by the net assets attributable to the Partners. The Partnership's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for the Partners and to maintain a strong capital base to support the development of the investment activities of the Partnership. The Manager and the General Partner therefore monitor capital on the basis of the value of net assets attributable to the Partners.

13. Taxation

Any tax liability arising on the activity of the Partnership will be borne by the individual Partners.

14. Related party transactions

Parties are considered to be related if one party has the ability to control the other party, is controlled by or is under common control with or exercises significant influence over the other party in making financial or operational decisions.

Under the terms of the Management Agreement, the Partnership pays the Manager a Management Fee as agreed and detailed in Note 4. Management Fees of £3,630,007 were incurred during the year (for the year ended 31 December 2017: £2,349,707). The amount receivable from the Manager at year end was £6,679 (2017: £36,033).

Administration fees for the year ended 31 December 2018 totalled £118,966 (for the year ended 31 December 2017: £206,917), with £22,000 payable at the year end (31 December 2017: £28,874).

Up to 9 February 2018, Jonathon Buesnel was a director of the General Partner and a director, employee and ultimate beneficial owner of IPES (Jersey) Limited. IPES (Jersey) Limited provides administrative services to the General Partner and Partnership.

On 9 February 2018, Gary Ayres was appointed as a director of the General Partner and is a director, and employee of IPES (Jersey) Limited which provides administrative services to the General Partner and Partnership.

Louisa Bonney is a director of the General Partner, an Executive Director of the Manager and a director of Axio Nominees Limited, a company that administers assets on behalf of the Partnership (the "Partnership's Nominee") and a director of Marwyn Capital Management Limited, the General Partner's parent.

15. Controlling party

In the opinion of the Manager and the General Partner the Partnership has no single ultimate controlling party.

16. Events after the reporting period

An amount of £8,944,899 was drawn from the Barclays Bank plc loan facility on 6 February 2019 to fund a follow-on investment in Zegona Communications plc.

The Partnership has evaluated all other subsequent transactions and events after 31 December 2018 up until the date of sign off and there are none that require disclosure in this note.

**CUMULATIVE CHANGES IN PARTNERS' CAPITAL ACCOUNTS (UNAUDITED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

		Inception to 31-Dec-18 GBP
Total Commitments	A	<u>185,241,101</u>
Contributions		
Contributions at the beginning of the year		<u>154,675,914</u>
Contributions at the end of the year	B	<u>154,675,914</u>
Distributions		
Distributions at the beginning of the year		38,833,576
Recallable – 19 Oct 2018		<u>3,755,664</u>
Distributions at the end of the year	C	<u>42,589,240</u>
Distributions available for recall		
Distributions at the beginning of the year		21,804,569
Recallable – 19 Oct 2018		<u>3,755,664</u>
Distributions available for recall at the end of the year	D	<u>25,560,233</u>
Operating results		
Operating profit at the beginning of the year		22,696,678
Net change in fair value of financial assets through profit or loss		(1,820,007)
Realised loss on financial assets through profit or loss		(5,384,227)
Dividend income		4,732,672
Net operating expenses		(693,213)
Management fees		<u>(3,630,007)</u>
Operating profit at the end of the year	E	<u>15,901,896</u>
Net asset value at the end of the year	B-C+E	<u>127,988,570</u>
Undrawn Commitments*	A-B+D	<u>56,125,420</u>

* Undrawn Commitments consist of total Commitments (including recallable distributions) less Contributions at year end.

SCHEDULE OF INVESTMENTS (UNAUDITED)
AS AT 31 DECEMBER 2018

	Percentage Ownership	Country of incorporation	Ordinary Shares	Cost GBP	Unrealised gain/(loss) GBP	Fair Value GBP	Fair Value as a % of NAV
Quoted investments – London Stock Exchange							
		United					
BCA Marketplace plc	3.90%	Kingdom	31,090,832	55,108,666	13,291,164	68,399,830	53.44%
Safe Harbour Holdings plc	27.35%	Jersey	7,454,084	8,944,901	931,760	9,876,661	7.72%
		United					
Zegona Communications plc	23.06%	Kingdom	29,105,111	37,853,826	(3,218,744)	34,635,082	27.06%
Wilmcote Holdings plc	56.35%	Jersey	11,740,003	14,088,003	(2,054,501)	12,033,502	9.40%
Total quoted investments			<u>79,390,030</u>	<u>115,995,396</u>	<u>8,949,679</u>	<u>124,945,075</u>	<u>97.62%</u>
Unquoted investments							
		United					
Gloo Networks plc	31.21%	Kingdom	7,990,775	528,947	(278,836)	250,111	0.20%
Total unquoted investments			<u>7,990,775</u>	<u>528,947</u>	<u>(278,836)</u>	<u>250,111</u>	<u>0.20%</u>
Total Investments			<u>87,380,805</u>	<u>116,524,343</u>	<u>8,670,843</u>	<u>125,195,186</u>	<u>97.82%</u>

PART IX

TAXATION

The following information is based on the Company's understanding of, and on advice received on, the relevant laws and practices currently in force in the Cayman Islands, the UK, the US and Jersey as at the date of this Prospectus.

Any person who is in any doubt as to his or her tax position, and in particular any person who is subject to taxation in any jurisdiction other than that of the UK, the US or Jersey should consult his or her own professional advisers on the potential tax consequences of subscribing for, purchasing, holding or disposing of 2021 Realisation Shares. The tax legislation of an investor's home country and of the Cayman Islands may have an impact on the income received from the Company's Shares (if any).

1. Taxation of the Company

Cayman Islands taxation

The Government of the Cayman Islands will not, under existing legislation impose any income, corporate or capital gains tax, estate duty, inheritance tax, gift tax or withholding tax upon the Company or the shareholders.

The Company has received an undertaking from the Governor-in-Cabinet of the Cayman Islands that, in accordance with section 6 of the Tax Concessions Act (As Revised) of the Cayman Islands, for a period of 20 years from 21 July 2009, no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations and in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable (i) on or in respect of the shares, debentures or other obligations of the Company or (ii) by way of the withholding in whole or in part of a payment of dividend or other distribution of income or capital by the Company to its members or a payment of principal or interest or other sums due under a debenture or other obligation of the Company.

United Kingdom taxation

It is the intention of the Directors that the central management and control of the business of the Company will be exercised outside of the UK so that the Company should not be regarded as resident in the UK for the purposes of UK taxation. It is also intended that the activities of the Company and, in particular, its participation in MVI I, will be carried out such that the Company should not be regarded as carrying on a trade in the UK for the purposes of UK taxation. Accordingly, other than in respect of certain UK source income, the Company ought not to be subject to UK income tax or corporation tax on its profits. Certain interest and other income received by the Company which has a UK source may be subject to withholding taxes in the UK.

However, Shareholders should note that although it is intended that the affairs of MVI I will be conducted so that they do not constitute a trade for UK tax purposes, there can be no guarantee that this will be satisfied. In the event that the activities of MVI I or the Company amount to a UK trade, it is possible that the activities of the Manager could be viewed as constituting a UK permanent establishment, branch or agency of MVI I or of its investors including the Company. This would result in the profits of MVI I being subject to UK taxation unless the UK's Investment Manager Exemption applies to exempt the profits of MVI I or the Company from UK taxation.

2. Taxation of UK shareholders

General

The following statements are based upon current UK tax law and current published practice of HMRC as at the date of this Prospectus, both of which are subject to change, possibly with retrospective effect and do not take account of any future changes in law or HMRC practice. The statements are intended only as a general guide and are not intended to be comprehensive. The statements may not apply to certain Shareholders, such as traders, brokers, banks, tax exempt organisations, dealers in securities, insurance companies, persons connected with the Company, trustees, pension schemes, collective investment schemes, Shareholders who have (or are deemed to have) acquired their 2021 Realisation

Shares by virtue of an office or employment or Shareholders who have acquired their 2021 Realisation Shares other than for *bona fide* commercial purposes, who may be subject to special rules. They apply only to Shareholders resident and, in the case of individuals, domiciled for UK tax purposes in (and only in) the UK (except in so far as express reference is made to the treatment of non-UK residents), who hold 2021 Realisation Shares as an investment rather than trading stock and who are the absolute beneficial owners of 2021 Realisation Shares and any dividends paid in respect of them. Any statements made in respect of tax rates for individual UK Shareholders assume that the Shareholder is a UK resident and domiciled individual who is neither a Scottish taxpayer nor a Welsh taxpayer. Different tax rates may apply to UK resident individuals who are Scottish taxpayers or Welsh taxpayers.

There may be other tax consequences of an investment in the Company and all prospective investors, in particular those who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult their own professional advisers on the potential tax consequences of subscribing for, purchasing, holding or disposing of 2021 Realisation Shares.

Offshore funds

The Directors have been advised that the 2021 Realisation Shares should constitute an “offshore fund” for the purposes of the UK’s Offshore Fund rules (see Part 8 Taxation (International and Other Provisions) Act 2010 (“**TIOPA**”). Broadly, the legislation provides that any gain arising on the sale, redemption or other disposal of shares in an offshore fund (which may include an in specie redemption by the fund) will be taxed at the time of such sale, redemption or disposal as income and not as a capital gain. However, these provisions do not apply where the offshore fund is accepted by HMRC as a “reporting fund” throughout the period during which the shares in the fund have been held.

Accordingly, the Directors intend to apply for reporting fund status with respect to the 2021 Realisation Shares within three months after the Redesignation in accordance with the Offshore Funds (Tax) Regulations 2009 (the “**Offshore Funds Regulations**”). The Company already has reporting fund status in respect of the Ordinary Shares and the 2016 Realisation Shares. Although the Directors will endeavour to ensure that approval of the 2021 Realisation Shares as a reporting fund is obtained and maintained, this cannot be guaranteed.

In accordance with the Offshore Funds Regulations, assuming the Company receives approval of the 2021 Realisation Shares as a reporting fund, the Company will provide an annual report of its net income attributable to the 2021 Realisation Shares within six months after the end of the reporting period. Income for these purposes is computed by reference to income for accounting purposes as adjusted for capital and other items. Subject to their personal circumstances, Shareholders resident in the UK will then be liable to UK income tax or corporation tax in respect of dividends or other distributions of income by the Company, whether or not such distributions are reinvested, and also on amounts of “reported income” to the extent this income exceeds any dividends or other distribution received by Shareholders. Accordingly, UK resident Shareholders should note that they will be subject to tax on income reported to them but may not receive a corresponding distribution from the Company.

Individual Shareholders

Dividends

For individual Shareholders resident and domiciled in the UK, the first £2,000 of dividends and dividend distributions (including, where applicable, any reported income) received or accumulated in each tax year from the Company are free of income tax (the “**dividend allowance**”).

Where an individual’s dividend income (including, where applicable, any reported income) from all sources exceeds the annual dividend allowance, the excess will be liable to income tax at the dividend tax rates reflecting the Shareholder’s highest rate of tax. These rates are 7.5 per cent. for basic rate taxpayers, 32.5 per cent. for higher rate taxpayers and 38.1 per cent. for additional rate taxpayers (but the UK Government has announced that from April 2022 each of these rates will rise by an additional 1.25 percentage points). Dividends received within a Shareholder’s dividend allowance count towards total taxable income and affect the rate of tax due on any dividends received exceeding it.

Bond Funds – Individual Shareholders

Shareholders should note that if a dividend is paid in respect of the 2021 Realisation Shares and at any time during a relevant accounting period the Company fails to satisfy the “qualifying investments test” (see “Corporate Investors – Other UK tax issues” below for a fuller explanation of this test), the dividend (including, where applicable, any reported income) will be treated as the payment of interest for income tax purposes. The relevant tax rates will be those applying to interest income. Depending on whether the Shareholder is a basic, higher or additional rate taxpayer, such a Shareholder would be subject to UK income tax at the current rates of 20 per cent., 40 per cent. or 45 per cent. respectively.

For Shareholders who are basic rate taxpayers, the first £1,000 of savings income (which would include any dividends or reported income treated as the payment of interest) received in each tax year is charged at the special savings rate of 0 per cent. (instead of the normal basic rate) and for shareholders who are higher rate taxpayers, the first £500 of savings income received in each tax year is charged at the special savings rate of 0 per cent. Shareholders who are additional rate taxpayers are not eligible for any of their savings income received in the tax year to be charged at the special savings rate of 0 per cent.

Capital gains

The Directors have been advised that the Realisation Shares and the Ordinary Shares of the Company each constitute an “offshore fund” for the purposes of the UK’s offshore fund rules. Where the offshore funds legislation applies, and the fund in question is not a “reporting fund”, any gain realised on the disposal or deemed disposal and redemptions of an interest in an offshore fund will generally be taxed as if they were income rather than capital gains (referred to as an “offshore income gain”). This is the case even in circumstances where the Shareholder does not receive all or any of the proceeds of the disposal. However, UK resident Shareholders will not be subject to tax on income retained, and not distributed, by a non-reporting fund.

However, the offshore funds legislation does not apply to a disposal of an interest in an offshore fund if the fund applies to be a “reporting fund” and maintains its reporting fund status at all relevant times (that is the fund needs to be a reporting fund for all periods in which the UK Shareholder holds its interest). As noted above, the Directors intend to apply for “reporting fund” status with respect to the 2021 Realisation Shares and have already received such approval in respect of the Ordinary Shares and the 2016 Realisation Shares. Provided that the 2021 Realisation Shares are approved as a reporting fund, and the Company maintains reporting fund status in respect of the 2021 Realisation Shares at all relevant times, any gains realised on a disposal of the 2021 Realisation Shares by individual Shareholders resident in the UK should generally be subject to taxation as a capital gain and not income.

Any gains will be taxable at the capital gains tax rate applicable to the individual. For an individual who is subject to income tax at a rate or rates not exceeding the basic rate, the applicable capital gains tax rate is currently 10 per cent. provided the relevant gain does not exceed the unused part of the individual shareholder’s basic rate income tax band. Where an individual is subject to income tax at a rate above the basic rate, or to the extent that the individual is chargeable to capital gains tax for the tax year on an amount that exceeds the unused part of their basic rate income tax band, the applicable capital gains tax rate is currently 20 per cent. Gains may be reduced by capital losses brought forward from previous tax years or losses in the year, and by annual exemptions (the annual exemption from capital gains tax for UK resident individuals is £12,300 for 2021/22).

Subject to the paragraph below (dealing with temporary non-residents), Shareholders who are not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains, unless they carry on a trade, profession or vocation in the UK through a branch or agency and the 2021 Realisation Shares disposed of are used, held or acquired for the purposes of that branch, agency or permanent establishment. However, Shareholders who are not resident in the UK may be subject to charges to foreign taxation depending on their personal circumstances.

A Shareholder who is an individual, who has ceased to have sole UK residence for tax purposes in the UK for a period of less than five years and who disposes of 2021 Realisation Shares during that period may be liable to UK taxation on capital gains (subject to any available exemption or relief). If applicable, the tax charge will arise in the tax year that the individual returns to the UK.

Other UK tax issues

Investors should note the provisions of section 3 of the Taxation of Chargeable Gains Act 1992 (“**Section 3**”). This subsection applies where the Company is controlled by a sufficiently small number of persons so that, were it to have been resident in the UK for tax purposes, the Company would be regarded as a “close company”. If the Company would be a close company if it were resident in the UK, a proportion of any chargeable gains (and/or “offshore income gains”) accruing to it or entities through which it has made investments may be apportioned to certain UK resident shareholders and be chargeable to capital gains tax or to income tax as an “offshore income gain” in their hands. The proportion which may be apportioned to and charged in the hands of such a UK shareholder will correspond to that shareholder’s interest in the Company as a “participator” but these provisions will not apply where a shareholder’s interest in the gain (when aggregated together with interests held by that shareholder’s connected persons) does not exceed one quarter of the gain or “offshore income gain”. There are, however, certain exceptions which, if they are applicable, would mean that Section 3 would not apply.

Individual Shareholders who are resident in the UK should also note the provisions of sections 714 to 751 of the Income Tax Act 2007 which may, in certain circumstances, render them liable to UK income tax in respect of the undistributed income of either the Company or other entities in which the Company, directly or indirectly, holds an interest. Certain defences to these provisions are available and (if applicable) must be claimed on the individual’s tax return; details of the transaction should be included with an explanation as to why the exemption should apply.

Corporate investors

Dividends

UK resident Shareholders within the charge to corporation tax will be subject to UK corporation tax on receipt of dividends, unless such dividends can be treated as an exempt distribution. This is dependent upon the satisfaction of certain conditions set out in Part 9A of the Corporation Tax Act 2009. There is no guarantee that such conditions will be satisfied and it will be necessary for Shareholders to consider their application in respect of every dividend received. Reported (but undistributed) income will be treated in the same way as a dividend distribution for these purposes.

Bond Fund – Corporate Shareholders

If at any time in an accounting period a person within the charge to UK corporation tax holds an interest in an offshore fund within the meaning of the relevant UK legislation and there is a time in that period when that fund fails to satisfy the “qualifying investments test” (see “Corporate Investors – Other UK tax issues” below for a fuller explanation of this test), the holding of shares in the fund will be treated as a loan relationship for UK corporation tax purposes. Were the 2021 Realisation Shares to be treated as falling within the loan relationships regime, all returns on such shares in respect of a relevant Shareholder’s accounting period will be taxed or relieved as an income receipt or expense on a “fair value” basis.

Chargeable gains

As noted above, provided that the 2021 Realisation Shares are approved as a reporting fund and are certified as such throughout the whole of the period for which the shares are held, any gains realised on a disposal of the 2021 Realisation Shares by corporate Shareholders resident in the UK will generally be subject to taxation as a chargeable gain and not income, unless the Company fails the “qualifying investment test” (see “Corporate Investors – Other UK tax issues” below for a fuller explanation of this test).

Shareholders within the charge to corporation tax who are resident in the UK will be subject to corporation tax (currently 19 per cent. but the main rate of corporation tax is set to rise to 25 per cent. from Financial Year commencing 1 April 2023) on chargeable gains arising on a disposal of 2021 Realisation Shares.

Corporate shareholders who are not resident in the UK for UK tax purposes will not generally be subject to UK tax on chargeable gains, unless they carry on a trade, profession or vocation in the UK through a branch or agency or permanent establishment and the 2021 Realisation Shares disposed of are used, held or acquired for the purposes of that branch, agency or permanent establishment.

Other UK tax issues

Investors subject to UK corporation tax should note that if the Company is an offshore fund which fails the “non-qualifying investments” test in section 493 of the Corporation Tax Act 2009, holdings of 2021 Realisation Shares by such investors will be treated as rights arising under a creditor relationship of the investor for the purposes of the loan relationship rules contained in Part 5 of the Corporation Tax Act 2009. In summary, those rules, if applicable, would result in all returns on the 2021 Realisation Shares in respect of such a person’s accounting period (including gains, profits and losses) to be taxed or relieved as an income receipt or expense on a “fair value accounting” basis. Accordingly, a person who acquires 2021 Realisation Shares may, depending on its own circumstances, incur a charge to corporation tax on an unrealised increase in the value of its holding of 2021 Realisation Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value of its holding of 2021 Realisation Shares).

So far as the Company is concerned, it will fail to satisfy the “non-qualifying investments” test if the market value of the “qualifying investments” held by it exceeds 60 per cent. of the market value of all its investments. A qualifying investment is any money placed at interest, shares in a building society, any security (including government and debt securities but other than a share in a company), derivative contracts relating to interest or securities and contracts for differences relating to interest rates, credit worthiness and/or currency or certain holdings in unit trusts, open-ended investment companies or other offshore funds which themselves fail the non-qualifying investments test. The currently intended composition of the investment portfolio of MVI I and MVI II is such that it is likely that the Company will satisfy the non-qualifying investments test but investors should note that it is not guaranteed that this test will be met at all times.

If the Company would be a close company if it were resident in the UK, a proportion of any chargeable gains and “offshore income gains” accruing to it or to entities through which it has invested may be apportioned to certain UK resident shareholders and be chargeable to corporation tax in their hands. The proportion which may be apportioned to and charged in the hands of such a UK shareholder will correspond to that shareholder’s interest in the Company as a “participator” but these provisions will not apply where a shareholder’s interest in the gain or “offshore income gain” does not exceed one quarter of the gain or “offshore income gain”.

The UK “controlled foreign company” provisions subject UK resident companies to tax on the profits of companies not so resident in which they have a controlling interest, subject to certain “gateway” provisions and exemptions. UK corporate Shareholders are advised to consult their own professional tax advisers as to the implications of these provisions.

Stamp duty and stamp duty reserve tax (“SDRT”)

The following comments are intended as a general guide to the current UK stamp duty and SDRT position. Certain categories of person, including market makers, brokers and dealers, may not be liable to UK stamp duty or SDRT and others (including persons connected with depository arrangements and clearance services), may be liable at a higher rate of 1.5 per cent. or may, although not primarily liable for tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.

Neither UK stamp duty nor SDRT should arise on the issue of 2021 Realisation Shares (or an interest in such 2021 Realisation Shares).

Shares held within depository interests in CREST will be “chargeable securities” for the purposes of UK SDRT and, accordingly, SDRT will generally be chargeable on agreements for their transfer at 0.5 per cent. of the amount or value of the consideration payable (subject to the market value rule outlined below). Such SDRT will generally be collected through the CREST system.

No UK stamp duty should generally be payable on the transfer of 2021 Realisation Shares (or an interest in such 2021 Realisation Shares) outside of CREST provided that all instruments effecting or evidencing the transfer (or all matters or things done in relation to the transfer) are executed and retained outside the UK, and no matters or actions relating to the transfer are performed in the UK.

An instrument of transfer effecting or evidencing a transfer executed in the UK or relating to matters or actions performed in the UK will generally be chargeable to UK stamp duty at the rate of 0.5 per cent. of the consideration for the transfer, rounded up to the nearest £5. The purchaser normally pays the stamp duty. Where UK stamp duty is chargeable, any SDRT paid in relation to that transfer should, in

most circumstances, be repaid so that the aggregate liability is limited to 0.5 per cent. of the consideration. Where the consideration for the transfer is £1,000 or less (and the instrument of transfer is certified that the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000) no stamp duty should be payable.

A market value rule applies where listed securities (which would include the 2021 Realisation Shares) are transferred to a company or a company's nominee (whether or not for consideration), and the person transferring the securities is connected with the company (or, is a nominee of a person connected to the company). In these circumstances, the transfer will be chargeable to stamp duty and/or SDRT (as applicable) based on the higher of the amount or value of the consideration (if any) for the transfer or the market value of the securities.

Individual Savings Accounts

UK resident Shareholders who are considering acquiring 2021 Realisation Shares are recommended to consult their own tax and/or investment advisers in relation to the eligibility of the 2021 Realisation Shares for Individual Savings Accounts.

FATCA

The UK is party to a number of international agreements with other jurisdictions which provide for the exchange of information in order to combat tax evasion and improve tax compliance. These agreements include, but are not limited to: an intergovernmental agreement between the UK and the US in relation to FATCA and the Common Reporting Standard developed by the OECD. In order to enable the Company to comply with its obligations in relation to such agreements and arrangements or where the Company believes that it is in the interests of the Company, Shareholders may be required to provide certain personal information about themselves (and persons connected or associated with them), and such information may be reported to HMRC. HMRC may pass this information on to tax authorities in other jurisdictions.

3. Taxation of Jersey Shareholders

The following is a general summary of certain Jersey tax issues only. Consequently, it is not a description of all the tax considerations that may be relevant to a decision to redesignate into Realisation Shares. It does not constitute legal or tax advice and does not address all aspects of Jersey tax law and practice (including such tax law and practice as it applies to any land or building situate in Jersey). The summary of certain Jersey tax issues is based on Jersey taxation law and practice as it is understood to apply as of the date of this Prospectus and may be subject to any changes in Jersey law and practice occurring after that date.

Shareholders should consult their professional advisers on the implications of acquiring, buying, selling or otherwise disposing of Shares in the Company under the laws of any jurisdiction in which they may be liable to taxation.

Jersey taxation

Under Article 123 of the Income Tax (Jersey) Law 1961 (the “**Jersey Income Tax Law**”), a company incorporated outside Jersey shall be regarded as resident in Jersey if its business is managed and controlled in Jersey. On the basis that the Company's central management and control function is exercised in Jersey, the Company is therefore considered tax resident in Jersey. The Company (being neither a financial services company nor a specified utility company under the Article 123C Jersey Income Tax Law at the date hereof) will (except as noted below) be regarded as subject to Jersey income tax at a rate of 0 per cent.

If the Company derives any income from the ownership or disposal of land in Jersey or the importation or supply of hydrocarbon oil in Jersey, such income will be subject to tax at a rate of 20 per cent. It is not expected that the Company will derive any such income.

Dividends on Shares may be paid by the Company without withholding or deduction for or on account of Jersey income tax and shareholders of the Company (other than residents of Jersey) will not be subject to any tax in Jersey in respect of the holding, sale or other disposal of such Shares.

The attention of any holder of Shares who is resident in Jersey is drawn to the provisions of Article 134A of the Jersey Income Tax Law, as amended, which may in certain circumstances render such a resident liable to Jersey income tax on undistributed income or profits of the Company.

It should be noted that the Jersey Income Tax Law contains provisions for the taxation of Jersey resident individual shareholders of Jersey tax resident companies. Advice should be obtained from a professional adviser in these circumstances.

Jersey has a goods and services tax ("**GST**") on goods and services supplied in the Island. On the basis that the Company has successfully applied to be an International Services Entity, the Company is not:

- a taxable person pursuant to the Goods and Services (Jersey) Law 2007;
- required to charge GST in Jersey in respect of any supply made by it; and
- required to pay GST in Jersey in respect of any supply made to it.

Jersey does not otherwise levy taxes upon wealth, inheritance, capital gains or gifts nor are there otherwise estate duties.

If you are in any doubt as to your tax position, you should consult your professional tax adviser.

Stamp duty

There is no stamp duty in Jersey on the creation, transfer, redemption or cancellation of Shares. Stamp duties may, however, be payable in Jersey where a Share forms part of the Jersey estate of a deceased individual or the worldwide estate of a deceased Jersey resident individual. In the case of a grant of probate or letters of administration, stamp duty is levied according to the size of the estate (wherever situated in respect of a holder of Shares domiciled in Jersey, or situated in Jersey in respect of a holder of Shares domiciled outside Jersey) and is payable on a sliding scale at a rate of up to 0.75 per cent. on the value of an estate with a maximum value of £13,360,000.

4. Taxation of US Shareholders

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders (as defined below) under present law of a redesignation of Ordinary Shares to Realisation Shares (the "**Redesignation**"). This discussion applies only to U.S. Holders that hold the Ordinary Shares as capital assets (generally, assets held for investment) and that use the U.S. dollar as their functional currency.

This discussion is based on the tax laws of the United States as in effect on the date of this Prospectus and on U.S. Treasury regulations as in effect or, in some cases, as proposed, on the date of this Prospectus, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below. No ruling will be sought from the U.S. Internal Revenue Service (the "**IRS**") with respect to any statement in this discussion and there can be no assurance that the IRS will not challenge such statements in the following discussion, or, if challenged, that a court will uphold such statement. This discussion does not address any U.S. federal estate or gift tax consequences, the alternative minimum tax, the Medicare tax on net investment income or any state, local, or non-U.S. tax consequences.

The following discussion neither deals with the tax consequences to any particular investor nor describes all of the tax consequences applicable to persons in special tax situations such as:

- banks;
- certain financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- broker-dealers;

- traders that elect to mark to market;
- U.S. expatriates;
- tax-exempt entities;
- persons holding the Ordinary Shares as part of a straddle, hedging, constructive sale;
- conversion or integrated transaction;
- persons that actually or constructively own 10 per cent. or more of the total combined voting power or value of all classes of the Company's stock;
- persons that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the United States;
- persons who acquired the Ordinary Shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- partnerships or other pass-through entities, or persons holding the Ordinary Shares through such partnerships or other pass-through entities.

INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISERS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, NON-U.S. AND OTHER TAX CONSEQUENCES TO THEM OF THE REDESIGNATION.

The discussion below of the U.S. federal income tax consequences to "U.S. Holders" will apply to you if you are the beneficial owner of Ordinary Shares and you are, for U.S. federal income tax purposes,

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organised in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions.

If an entity or other arrangement treated as a partnership for U.S. federal income tax purposes holds the Ordinary Shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Entities or other arrangements treated as partnerships for U.S. federal income tax purposes should consult their tax advisers as to the particular U.S. federal income tax consequences to their partners of the Redesignation.

Recapitalisation

The Redesignation should qualify as a tax-deferred "recapitalisation" for U.S. federal income tax purposes. As a recapitalisation, subject to the passive foreign investment company rules described below, a U.S. Holder would (i) not recognise gain or loss as a result of the Redesignation, (ii) have an adjusted tax basis in the Realisation Shares equal to the adjusted tax basis in the redesignated Ordinary Shares and (iii) have a holding period in the Realisation Shares that includes its holding period in the redesignated Ordinary Shares.

Passive foreign investment company rules

A non-U.S. corporation is a passive foreign investment company ("PFIC") for any taxable year if either:

- (i) at least 75 per cent. of its gross income for such year is passive income, which for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions and gains from assets that produce passive income; or

- (ii) at least 50 per cent. of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income.

For this purpose, the non-U.S. corporation will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25 per cent. or more (by value) of the stock. Conversely, stock of any other corporation in which the non-U.S. corporation owns, directly or indirectly, less than 25 per cent. (by value) of the stock will be treated as an asset that produces passive income or is held for the production of passive income.

If a non-U.S. corporation is a PFIC for any taxable year during a U.S. investor's holding period, the corporation generally will continue to be treated as a PFIC with respect to such investor for all succeeding years of the investor's holding period, unless the non-U.S. corporation ceased to meet the test to be a PFIC for a subsequent year and the investor made a "deemed sale" election with respect to its shares in the non-U.S. corporation.

The Company has not undertaken an analysis to determine its classification under the PFIC rules for any taxable year and does not intend to conduct a PFIC analysis for the current taxable year or notify U.S. Holders regarding its PFIC status. Because the assets of the Company held, directly and indirectly through Marwyn Funds, consist primarily of cash and cash equivalents and stock in other corporations in which the Company may own, directly or indirectly, less than 25 per cent. (by value), there is a risk that the Company was a PFIC in prior taxable years and may be a PFIC in the current taxable year. ***U.S. Holders should consult their tax advisers regarding the applicability of the PFIC rules to their investment in the Company.***

If (i) the Company was a PFIC for any taxable year during which a U.S. Holder held Ordinary Shares, (ii) the Company is no longer treated as a PFIC and (iii) the U.S. Holder did not make a "deemed sale" election with respect to its Ordinary Shares, there is a risk that, as a result of the Redesignation, the U.S. Holder would be required to recognise gain or loss under the PFIC rules equal to the difference between the fair market value of the Realisation Shares received and the U.S. Holder's adjusted basis in the redesignated Ordinary Shares. The U.S. Holder's holding period in the Realisation Shares would begin the day after the Redesignation and such U.S. Holder's basis in the Realisation Shares would equal the fair market value thereof.

The gain recognised by the U.S. Holder will be subject to the following special rules: (i) the gain will be allocated ratably over the U.S. Holder's holding period in the redesignated Ordinary Shares, (ii) the amount allocated to the current taxable year, and any taxable years in the U.S. Holder's holding period prior to the first taxable year in which the Company was a PFIC, will be treated as ordinary income and (iii) the amount allocated to each other taxable year will be subject to the highest tax rate in effect for individuals or corporations, as applicable, for each such year and an additional tax equal to the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year. The tax liability for amounts allocated to taxable years prior to the year of the Redesignation cannot be offset by any net operating losses, and gains (but not losses) realised on the Redesignation cannot be treated as capital gains, even if the U.S. Holder holds the Ordinary Shares as capital assets.

If (i) the Company was a PFIC for any taxable year during which a U.S. Holder held Ordinary Shares, (ii) the Company is no longer treated as a PFIC, (iii) the U.S. Holder did not and does not make a "deemed sale" election with respect to its Ordinary Shares or the Realisation Shares and (iv) the U.S. Holder does not recognise gain or loss under the PFIC rules as a result of the Redesignation, the Realisation Shares will be treated as shares in a PFIC.

THE SUMMARY OF U.S. FEDERAL INCOME TAX CONSEQUENCES SET OUT ABOVE IS FOR GENERAL INFORMATIONAL PURPOSES ONLY. SHAREHOLDERS ARE URGED TO CONSULT THEIR TAX ADVISERS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, NON-U.S. AND OTHER TAX CONSEQUENCES TO THEM OF THE REDESIGNATION.

PART X

ADDITIONAL INFORMATION ON THE COMPANY, MVI I AND MVI II

A. The Company

1. General Information

- (a) The Company was created on 18 April 2008 by the amalgamation of Marwyn Value Investors Limited (an entity which ceased to exist following the amalgamation) with Marwyn Value Investors II Limited. The surviving company changed its name on 25 April 2008 to Marwyn Value Investors Limited. The Company is registered in the Cayman Islands by way of a continuation under registered number MC-228005. The registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company's telephone number is +44 (0)1534 833 000. The Legal Entity Identifier (LEI) of the Company is 213800L5751QTTVEA774.
- (b) The Company operates under the Companies Act and regulations made thereunder and has no subsidiaries or employees.
- (c) Baker Tilly Channel Islands Limited was originally approved as the Company's auditors at the annual general meeting held on 17 November 2020. Baker Tilly Channel Islands Limited is a member of the Institute of Chartered Accountants of England and Wales. Prior to the appointment of Baker Tilly Channel Islands Limited, PricewaterhouseCoopers LLP ("PwC") was the Company's auditors and had been the Company's auditors since 2013. PwC is a member of the Institute of Chartered Accountants in England and Wales. The Company's annual report and accounts are prepared according to International Financial Reporting Standards.
- (d) The Company does not have, nor is it required to have, any specific regulatory approvals in the Cayman Islands to carry on its role as a feeder fund to MVI I, nor is it regulated by the FCA or an equivalent regulator in any other jurisdiction.
- (e) Neither the Ordinary Shares nor the 2016 Realisation Shares are listed or traded on, and no application has been or is being made for the admission of the 2021 Realisation Shares to be listed or traded on, any stock exchange or securities market other than the Specialist Fund Segment.
- (f) The Ordinary Shares and Realisation Shares (including the 2021 Realisation Shares) have a nominal value of 0.0001 pence each.
- (g) There are no applicable provisions of the Companies Act that provide rights of pre-emption for Shareholders in respect of any class of Share.
- (h) The total costs (including fees and commissions) (exclusive of recoverable VAT) payable by the Company in connection with the 2021 Realisation Share Offer and Admission are expected to be approximately £400,000. Such expenses will be divided between the Ordinary Shares and the 2021 Realisation Shares *pro rata* according to the Realisation Proportion. These expenses will be immediately payable and will include registration and admission fees, printing, advertising and distribution costs, legal fees and any other applicable expenses.
- (i) There have been no public takeover bids by third parties in respect of the Company's shares which have occurred since it was incorporated,
- (j) There are no arrangements in force for the waiver of future dividends. There are no specified dates on which entitlement to dividends or interest thereon on shares of the Company arises.
- (k) The Company expects that a typical investor in the Company, MVI I or MVI II will be a sophisticated institutional investor or high net worth individual with a large portfolio of investments, and in the case of MVI II specifically, an expert investor as described in the Jersey Expert Fund Guide published by the Jersey Financial Services Commission from time to time and available at <http://www.jerseyfsc.org>.

- (l) Any material change to the investment strategy of the Company set out in Part I of this Prospectus may only be made with the prior approval of Shareholders at a general meeting by ordinary resolution.

2. Share capital

- (a) The amount of authorised and issued share capital as at the Company's most recent balance sheet published in the Company's unaudited interim accounts for the period dated 30 June 2021 is:

Shares	Nominal value per share	Number of authorised shares	Authorised nominal value	Number of shares issued and fully paid	Aggregate nominal value
Ordinary Shares	0.0001p	10,893,258,506,473*	£10,893,258.51*	55,850,842	£55.85
2016 Realisation Shares	0.0001p	10,893,258,506,473*	£10,893,258.51*	3,684,055	£3.69
Exchange Shares	0.0001p	10,892,176,350,000	£10,892,176.35	30,970,984	£30.97
Deferred Shares	9.9999p	82,156,473	£8,215,565	0	£0

* includes Ordinary Shares which have been designated as 2016 Realisation Shares or which may be designated as 2021 Realisation Shares

- (b) The Company's authorised and issued share capital at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, is:

Shares	Nominal value per share	Number of authorised shares	Authorised nominal value	Number of shares issued and fully paid	Aggregate nominal value
Ordinary Shares	0.0001p	10,893,258,506,473*	£10,893,258.51*	55,850,842	£55.85
2016 Realisation Shares	0.0001p	10,893,258,506,473*	£10,893,258.51*	3,684,055	£3.69
Exchange Shares	0.0001p	10,892,176,350,000	£10,892,176.35	30,970,984	£30.97
Deferred Shares	9.9999p	82,156,473	£8,215,565	0	£0

* includes Ordinary Shares which have been designated as 2016 Realisation Shares or which may be designated as 2021 Realisation Shares

The precise number of Ordinary Shares and 2021 Realisation Shares which will be in issue following Admission depends on the level of elections for 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer.

- (c) Immediately following Admission, the Company's issued share capital is expected to be identical to the table set out in paragraph (b) above, save that pursuant to the Redesignation a certain number of Ordinary Shares will have been redesignated as 2021 Realisation Shares.
- (d) Following the 2021 Realisation Share Offer, Ordinary Shareholders will have the option to continue with all or some of their existing investment in Ordinary Shares or to re-designate all or some of such Ordinary Shares into Realisation Shares at five-yearly intervals. The terms of the Realisation Shares are contained in the Articles. The Realisation Shares rank equally and otherwise carry the same rights as the Ordinary Shares, save that (i) the investment policy differs as detailed in Part I of this Prospectus, (ii) the Ordinary Share Distribution Policy does not apply to Realisation Shares and (iii) the Realisation Shares entitle their holders to returns only in respect of realisations made on investments attributable to the relevant realisation pool as described in the Articles.
- (e) Since the date of its incorporation, no share or loan capital of the Company has been issued or agreed to be issued, or is now proposed to be issued, either for cash or any other consideration and no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any such capital and no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option.
- (f) No Shareholder of the Company has any different voting rights from the other Shareholders in the same class of Share.

- (g) During the financial years ended 31 December 2018, 2019 and 2020 respectively and the six months ended 30 June 2021, the following changes occurred relating to the Company's share capital. References below to "Ordinary Shares" include both Ordinary Shares and 2016 Realisation Shares, which constitute a single class of share for the purposes of the Articles. No new shares were issued by the Company during such period (other than Exchange Shares created upon the exchange of Ordinary Shares for Exchange Shares in accordance with the Articles. On 1 January 2018, the Company's issued share capital comprised 77,703,619 Ordinary Shares and 16,050,000 Exchange Shares.
- During 2018, 211,062 Ordinary Shares were redeemed and 1,186,468 Ordinary Shares were converted to Exchange Shares.
 - On 31 December 2018 and 1 January 2019, the Company's issued share capital comprised 76,306,089 Ordinary Shares and 17,236,468 Exchange Shares.
 - During 2019, 2,533,505 Ordinary Shares were redeemed and 8,681,671 Ordinary Shares were converted to Exchange Shares.
 - On 31 December 2019 and 1 January 2020, the Company's issued share capital comprised 65,090,913 Ordinary Shares and 25,918,139 Exchange Shares.
 - During 2020, 503,171 Ordinary Shares were redeemed and 5,052,845 Ordinary Shares were converted to Exchange Shares.
 - On 31 December 2020 and 1 January 2021, the Company's issued share capital comprised 59,534,897 Ordinary Shares and 30,970,984 Exchange Shares.
 - Between 1 January 2021 and 30 June 2021 zero Ordinary Shares were redeemed and zero Ordinary Shares were converted to Exchange Shares.
 - As at 30 June 2021, the Company's issued share capital comprised 59,534,897 Ordinary Shares and 30,970,984 Exchange Shares

3. Memorandum and Articles of Association

For the avoidance of doubt, the 2021 Realisation Shares constitute a series of Ordinary Shares designated as Realisation Shares for the purposes of the Articles and the Companies Act. In this description of the Memorandum and Articles, "Ordinary Shares" refers to ordinary shares of any series (including the Realisation Shares). "Exchange Shares" refers to exchange shares of any series.

- (a) The memorandum of association of the Company provides that the objects of the Company are unrestricted and the Company shall have full power and authority to carry out any object not restricted by the Companies Act or any other law of the Cayman Islands.
- (b) The Articles contain provisions, *inter alia*, to the following effect:

The Articles give the Directors the power to re-designate Ordinary Shares as Realisation Shares and provide that the Directors must, at least 25 business days (being for these purposes any day on which the London Stock Exchange and banks in London and the Cayman Islands are open for business) prior to a Redesignation Date, provide Ordinary Shareholders with the option to have part or all of their Ordinary Shares redesignated as Realisation Shares.

Voting rights

On a show of hands every holder of Ordinary Shares who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorised representative, will have one vote and on a poll every such shareholder who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorised representative, will have one vote for every Ordinary Share of which he is the holder. One or more Ordinary Shareholders who collectively present in person or by proxy represent not less than one-tenth of the entire issued share capital may demand a poll be taken.

Dividends

Subject to the Companies Act, and this paragraph the Directors may declare dividends (including interim dividends) and distributions on shares in issue and authorise payment of the dividends or distributions out of the funds of the Company lawfully available therefor. No dividend or distribution will be paid except out of the realised or unrealised profits of the Company, or as otherwise permitted by the Companies Act.

There are no fixed dates on which the entitlement to dividends arises. All dividend payments will be non-cumulative.

Except as otherwise provided by the rights attached to shares with special rights as to dividends or distributions, if dividends or distributions are to be declared on a class of shares they will be declared and paid according to the amounts paid or credited as paid on the shares of such class outstanding on the record date for such dividend or distribution as determined in accordance with the Articles but no amount paid or credited as paid on a share in advance of calls will be treated for the purpose of the Articles as paid on the share.

The Directors may deduct from any dividend or distribution payable to any shareholder all sums of money (if any) then payable by him to the Company on account of calls or otherwise.

The Directors may declare that any dividend or distribution be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional shares and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments will be made to any shareholders upon the basis of the value so fixed in order to adjust the rights of all shareholders and may vest any such specific assets in trustees as may seem expedient to the Directors.

Any dividend, distribution, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder or by cheque or warrant sent through by post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the register of members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant will be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the share held by them as joint holders.

No dividend or distribution will bear interest against the Company.

The Directors may, before declaring any dividends or distributions, set aside such sums as they think proper as a reserve or reserves which will at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business of the Company.

Any dividend which cannot be paid to a shareholder and/or which remains unclaimed after six months from the date of declaration of such dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company will not be constituted as a trustee in respect of that account and the dividend will remain as a debt due to the shareholder. Any dividend which remains unclaimed after a period of six years from the date of declaration of such dividend will be forfeited and will revert to the Company for the benefit of all shareholders of the Company on that date.

Winding-up

If the Company is wound up, the liquidator will apply the assets of the Company in satisfaction of creditors' claims in such manner and order as such liquidator thinks fit and apply the balance to holders of Ordinary Shares *pro rata* to their holding of such Ordinary Shares.

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the holders of Ordinary Shares, divide among the shareholders (or any class thereof) in kind the whole or any part of the assets of the Company (whether they will consist of property of the same kind or not) and may for that purpose value any assets and determine how the division will be carried out as between the

shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the shareholders as the liquidator, with the like sanction, will think fit, but so that no shareholder will be compelled to accept any asset upon which there is a liability.

Transfers

Although there are no restrictions on the free transferability of shares, the following provisions apply to such transfers.

The instrument of transfer of any share will be in writing and will be executed by or on behalf of the transferor and the transferor will be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

For the purposes of this summary a “Relevant System” means, in relation to a share, a computer based system, and procedures, which enable title to units of a security to be evidenced and transferred without written instrument, and which facilitate supplementary and incidental matters.

Transfers of shares (or any interest in such shares) in uncertificated form will be effected by means of the Relevant System in accordance with the rules of the Relevant System and the Articles.

The Directors may, in their absolute discretion and without giving any reason therefor, refuse to register any transfer of shares unless:

- (i) it is in respect of a fully paid share;
- (ii) it is duly stamped (if required);
- (iii) save in the case of a transfer by a Recognised Person to whom no share certificate was issued, it is deposited at the office or such other place as the Directors may appoint and is accompanied by the certificate, for the shares to which it relates and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (iv) it is in respect of only one class of share;
- (v) it is in favour of not more than four transferees except in the case of executors or trustees of a deceased shareholder; and
- (vi) it is in respect of a share on which the Company does not have a lien in respect of which the Company has served a notice pursuant to the Articles.

If the Directors refuse to register a transfer of any shares, they must, within two months after the date on which the transfer was lodged with the Company or the instruction was received by the operator of the Relevant System (as the case may be), send to the transferor and the transferee notice of the refusal.

The registration of transfers of shares may be suspended at such times and for such periods as the Directors may, in their absolute discretion, from time to time determine, provided always that (i) such registration will not be suspended for more than 30 days in any year, and (ii) the Directors may not suspend the registration of transfers of any participating security without the consent of the operator of the Relevant System.

All instruments of transfer which are registered will be retained by the Company, but any instrument of transfer which the Directors decline to register will (except in any case of fraud) be returned to the person depositing the same.

Nothing in the Articles precludes the Directors from recognising a renunciation of the allotment of any share by an allottee in favour of some other person.

Compulsory transfer

Where, in the opinion of the Directors, shares are being held, directly or indirectly, by any shareholder (a “**Non-Qualifying Person**”): (i) whose ownership of shares may cause the Company’s assets to be deemed ‘plan assets’ for the purposes of ERISA or the US Tax Code, (ii) whose ownership of shares

may cause the Company to be required to register as an 'investment company' under the US Investment Company Act (including because the purchaser of the shares is not a "qualified purchaser" as defined in the US Investment Company Act), (iii) whose ownership of shares may cause the Company to be a 'controlled foreign corporation' for the purposes of the US Tax Code or may cause the Company to suffer any pecuniary disadvantage (including any excise tax, penalties or liabilities under ERISA or the US Tax Code) or (iv) whose ownership of shares may cause the Company to be required to comply with any registration or filing requirements in any jurisdiction with which the Company would not otherwise be required to comply, the Company may at its option direct the Non-Qualifying Person to transfer his shares to a person who is qualified to hold them and would not by reason of a transfer become a Non-Qualifying Person. Notwithstanding any provisions to the contrary in the Articles or in any resolution setting forth the rights of any shares, until such transfer is effected, the holder of such shares will not be entitled to any rights or privileges attaching to such shares. If the required transfer is not effected within 20 days after service of a notice to do so and the said shareholder directed to transfer his shares has not established to the reasonable satisfaction of the Board (whose judgement will be final and binding) that he is not a Non-Qualifying Person, the Company may (in accordance with Regulation 32(2) of Regulation 3 of the Regulations) deliver a written notification to CREST requiring conversion of the relevant Depository Interests into certificated share form to enable the Company to deal with such shares in accordance with the Articles. At any time following the recertification of the relevant shares having taken place, any or all of such shares may be sold by the Company on behalf of said shareholder. The said shareholder will be entitled to receive the sale proceeds in respect of his shares so sold and such sale proceeds to be paid to such shareholder for the sale of his shares by the Company is not required. To give effect to any such sale the Board may authorise any person to transfer the shares to be sold.

Redemption/repurchase of shares

Subject to the provisions of the Companies Act and the Memorandum of Association, shares may be issued on terms that they are to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by special resolution determine.

Subject to provisions of the Companies Act and the Memorandum of Association, the Company may purchase its own shares, including any redeemable shares and may make payment therefore in any manner authorised by the Companies Act, including out of capital save that the Company may:

- (i) only purchase any shares of a particular class provided that the payment in respect of such purchase is derived from the realisation of limited partnership interests in MVI I to which such shares correspond and (save in the case of a compulsory purchase pursuant to the provisions described above and in (ii) below) provided the holders of such class so authorise the Company by resolution;
- (ii) purchase such number of Ordinary Shares as the Directors may determine from time to time from all holders of such Ordinary Shares *pro rata* to the proportion in nominal value held by such holders (subject to the Directors' discretion to exclude making an offer to holders where to do so is impracticable or would, in their opinion, be unduly burdensome on the Company) at a price no less than the Net Asset Value per Share (calculated in accordance with the Company's valuation policy as adopted by the Board from time to time) as most recently published by the Company through a Regulatory Information Services Provider less the costs per share of such purchase and instruct the Depository to deliver a written notification to CREST to enable the required conversion of the relevant Depository Interests into certificated share form to enable the Company to purchase such Ordinary Shares. The holders of Ordinary Shares whose shares are so purchased by the Company will be entitled to receive the sale proceeds in respect of the Ordinary Shares so purchased and such sale proceeds will be paid to such holders as set out in the Articles. The consent of the holder of the Ordinary Shares to such purchase is not required.

Subject to the provisions of the Companies Act, MVI I may purchase shares in the Company.

Variation of share capital and amendment of the memorandum and / or articles of association

Subject to and insofar as permitted by the provisions of the Companies Act, the Company may from time to time by special resolution alter or amend its memorandum and / or articles of association or change its name.

The Company may by ordinary resolution:

- (i) increase the share capital by such sum to be divided into shares of such classes and amounts, as the Company may prescribe;
- (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (iii) convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares of any denomination;
- (iv) subdivide its existing shares, or any of them, divide the whole or any part of its share capital into shares of a smaller amount than is fixed by the memorandum of association; and
- (v) cancel any shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

All new shares created will be subject to the same provisions with reference to the payment of calls, liens, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

Subject to certain provisions of the Memorandum and Articles and the Companies Act, the Company may by special resolution reduce its share capital and any capital redemption reserve.

Subject to the provisions of the Companies Act, the Company may by resolution of the Directors change the location of its registered office.

Variation of rights of shares

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of at least three-quarters of the issued shares of that class, or with the sanction of a resolution passed by at least a three-quarters majority of the holders of the shares of that class at a separate general meeting of the holders of the shares of that class. The provisions of the Articles relating to general meetings will apply to every such general meeting of the holders of one class of shares except that the necessary quorum will be one person holding or representing by proxy at least one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights will not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

General meetings

The Company will, in each year of its existence hold a general meeting as its annual general meeting in addition to any other meetings in that year and will specify the meeting as such in the notices calling it. Not more than 15 months will elapse between the date of one annual general meeting of the Company and the date of the next such meeting. The annual general meeting will be held at such time and place as the Directors will appoint. At these meetings, the report of the Directors (if any) will be presented.

The Directors may whenever they think fit, and they will on the requisition of shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, proceed to convene a general meeting of the Company.

The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

If the Directors do not within 21 days from the date of the deposit of the requisition duly proceed to convene a general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened will not be held after the expiration of three months after the expiration of the said 21 days.

A general meeting convened as aforesaid by requisitionists will be convened in the same manner as nearly as possible as that in which general meetings are convened by Directors.

At least 14 days' notice will be given of any general meeting. Every notice will be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and will specify the place, the day and the hour of the meeting and the general nature of the business and will be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company, provided that a general meeting of the Company will, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:

- (i) in the case of an annual general meeting, by all the shareholders (or their proxies) entitled to attend and vote thereat; and
- (ii) in the case of any other general meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 75.0 per cent. in par value of the shares giving that right, or their proxies.

All business carried out at a general meeting will be deemed special with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and any report of the Directors or of the Company's auditors, the appointment and removal of Directors and the fixing of the remuneration of the Company's auditors. No special business will be transacted at any general meeting without the consent of all members entitled to receive notice of that meeting unless notice of such special business has been given in the notice convening that meeting.

No business will be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; two shareholders entitled to vote at the meeting being individuals present in person or by proxy will be a quorum unless the Company has only one shareholder entitled to vote at such general meeting in which case the quorum will be that one shareholder present in person or by proxy.

A resolution (including a special resolution) in writing (in one or more counterparts) signed by all shareholders for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) will be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.

If a quorum is not present within half an hour from the time appointed for the meeting or if during such a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of shareholders, will be dissolved, in any other case it will stand adjourned to the same day in the next week at the same time and place or to such other day, time or such other place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the shareholders present and entitled to vote will be a quorum.

The chairman may, with the consent of a meeting at which a quorum is present, (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a general meeting is adjourned for 14 days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Otherwise it will not be necessary to give any such notice.

A resolution put to the vote of the meeting will be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, any shareholder or shareholders collectively present in person or by proxy and representing not less than one-tenth of the total sum paid-up of all shares conferring that right demand a poll.

In the case of an equality of votes, the chairman will be entitled to a second or casting vote.

Directors

Subject to the provisions of the Companies Act, the Memorandum, the Articles and to any directions given by special resolution, the business of the Company will be managed by the Directors who may exercise all the powers of the Company.

The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed will be two.

A majority of the Directors will not be resident in the United Kingdom or the United States. Meetings of the Directors will only be held in a jurisdiction such that their meeting will not constitute a place of business in that jurisdiction.

Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Questions arising at any meeting will be decided by a majority of votes. In the case of an equality of votes, the chairman will have a second or casting vote. A Director who is also an alternate Director will be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision will constitute presence in person at such meeting. A resolution in writing (in one or more counterparts) signed by all the Directors or all the members of a committee of Directors will be as valid and effectual as if it had been passed at a meeting of the Directors, or committee of Directors as the case may be, duly convened and held.

A Director who is present at a meeting of the Board of Directors at which action on any Company matter is taken will be presumed to have assented to the action taken unless his dissent will be entered in the minutes of the meeting or unless he will file his written dissent from such action with the person acting as the chairman or secretary of the meeting before the adjournment thereof or will forward such dissent by registered post to such person immediately after the adjournment of the meeting. Such right to dissent will not apply to a Director who voted in favour of such action.

A Director or alternate Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.

The remuneration of the Directors may be determined by the Board of Directors provided that the aggregate remuneration of all Directors does not exceed £200,000 per annum as approved by ordinary resolution on 19 November 2013 or such higher amount as may be approved by the Company by ordinary resolution.

There will be no shareholding qualification for Directors unless determined otherwise by the Company by ordinary resolution.

At the annual general meeting of the Company in every year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, will retire from office and each Director will retire from office at least once every three years. A Director retiring at a meeting will retain office until the close or adjournment of the meeting.

A Director may act by himself or his firm in a professional capacity for the Company and he or his firm will be entitled to remuneration for professional services as if he were not a Director or alternate Director,

A Director or alternate Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director or alternate Director will be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.

No person will be disqualified from the office of Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor will any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director will be in any way interested be or be liable to be avoided, nor will any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or transaction by reason of such Director holding office or of the fiduciary relation thereby established. If a Director is so

interested, the Director will not vote in respect of any contract or transaction nor will he be counted in the quorum present at that meeting of Directors.

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company will declare the nature of his interest at a meeting of the Directors. A general notice that a Director or alternate Director is a shareholder, director, officer or employee of any specified firm or company and is to be regarded as interested in any transaction with such firm or company will be sufficient disclosure in respect of a contract or transaction in which he has an interest, and after such general notice a Director will not vote in respect of any contract or proposed contract or arrangement nor should he be counted in the quorum at that meeting.

Borrowing powers

The Directors may exercise all the powers of the Company to borrow money of an amount up to £40 million and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, and other such securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

Issue of Shares

Subject to any direction that may be given by the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing shares, the Directors may allot, issue, grant options over or otherwise dispose of shares of any class or series that they may by Board resolution so designate (including fractions of a share) with or without preferred, deferred or other rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper provided always that, notwithstanding any provision to the contrary contained in the Articles, the Company will be precluded from issuing bearer shares, bearer warrants, bearer coupons or bearer certificates.

The Company will maintain a register of members and every person (except a Recognised Person whose name is entered as a shareholder in the register of members will be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue will provide) one certificate for all his shares. If shares are held jointly by several persons, the Company will not be bound to issue more than one certificate unless payment of fifty pence (£0.50) is received for every certificate after the first or such less sum as the Directors will from time to time determine and delivery of a certificate for a share to one of the several joint holders will be sufficient delivery to all such holders.

The Directors will have the power to establish and maintain, with respect to shares of any class or series, a separate account to record (purely as an internal accounting matter) the allocation on a differentiated basis, of the assets and liabilities of the Company to the holders of shares of any such class or series in the manner consistent with the methodology set out in this Prospectus and the rights otherwise attaching to the shares.

Pre-emption rights

There are no provisions of Cayman Islands law which confer pre-emption rights on existing shareholders in connection with the allotment of equity securities for cash. Under the Articles, there are no pre-emption rights applicable to the issue of any ordinary shares of the same class unless the issue of new ordinary shares is at a price less than the Net Asset Value per Share (calculated in accordance with the Company's valuation policy as adopted by the Board from time to time) as most recently published by the Company through a regulatory information service.

Depository interests

The Directors will, subject to the law of the Cayman Islands and any other applicable laws and regulations and the facilities and requirements of any Relevant System concerned and the Articles, have power to implement and/or approve any arrangements they may, think fit in relation to the evidencing of title to and transfer of interests in shares in the form of depository interests and to the extent such arrangements are implemented, no provision of the Articles applies or has effect to the extent it is inconsistent with the holding or transfer of depository interests.

Subject to the law of the Cayman Islands, the Board may permit shares (or interests in shares) to be held in uncertificated form and to be transferred by means of a Relevant System of holding and transferring shares (or interests in shares) in uncertificated form and may determine that any class of shares will cease to be a participating security (as defined in Regulation 3 of the Regulations). Where the Board permits shares (or interests in such shares) to be held in uncertificated form, the provisions described in the two asterisked paragraphs below will have effect immediately prior to the time at which the operator of the Relevant System concerned permits the class of shares (or interests in such shares) to be a participating security.

Conversion of shares held in certificated form into shares (or any interest in such shares) held in uncertificated form, and vice versa, may be made in such manner as the Board may in its absolute discretion think fit (subject to the facilities and requirements of the Relevant System).

Shares that fall within a certain class will not form a separate class of shares from other shares in that class because any share in that class is held in uncertificated form or is permitted in accordance with the regulations of the Relevant System to become a participating security.

In relation to any class of shares (or any interest in such shares) which is, for the time being, a participating security, and for so long as such class remains a participating security, no provision of the Articles applies or has effect to the extent that it is in any respect inconsistent with:

- (i) the holding of shares (or any interest in such shares) of a class in uncertificated form;
- (ii) the transfer of title to shares (or any interest in such shares) of that class by means of a Relevant System; or
- (iii) the requirements of the Relevant System and no provision of the Articles applies or has effect to the extent that it is inconsistent with the maintenance, keeping or entering up by the operator of the Relevant System.

Without prejudice to the generality of the provisions of the Articles described above and notwithstanding anything contained in the Articles, where any class of shares is, for the time being, a participating security (a “**Relevant Class**”):

- (i) the register relating to the Relevant Class will be maintained at all times in such place as may be determined by a resolution of Directors; and
- (ii) unless the Directors otherwise determine, shares of the Relevant Class held by the same holder or joint holder in certificated form and uncertificated form will be treated as separate holdings.

Company's rights in uncertificated shares

Where any class of shares is a participating security and the Company is entitled under the law of the Cayman Islands or the Articles to sell, transfer, dispose of, forfeit, reallocate, accept the surrender of or otherwise enforce a lien over a share (or interest in such share) held in uncertificated form, the Company will be entitled, subject to the law of the Cayman Islands, the Articles and the facilities and requirements of the Relevant System;

- (i) to require the holder of that uncertificated share (or interest in such share) by notice to change that share (or interest in such shares) into certificated form within the period specified in the notice and to hold that share in certificated form so long as required by the Company;
- (ii) to require the holder of that uncertificated share (or interest in such share) by notice to give any instructions necessary to transfer title to that share by means of the Relevant System within the period specified in the notice;
- (iii) to require the holder of that uncertificated share (or interest in such share) by notice to appoint any person to take any steps, including without limitation the giving of any instructions by means of the Relevant System, necessary to transfer that share within the period specified in the notice;
- (iv) to take any action that the Board considers appropriate to achieve the sale, transfer, disposal of, forfeiture, re-allotment or surrender of that share (or interest in such share) or otherwise to enforce a lien in respect of it; and

- (v) to assume that the entries on any record of securities maintained by it in accordance with the regulations governing the Relevant System and regularly reconciled with the relevant operator register of securities are a complete and accurate reproduction of the particulars entered in the operator register of securities and will accordingly not be liable in respect of any act or thing done or omitted to be done by or on behalf of the Company in reliance upon such assumption; in particular, any provision contained in the Articles which requires or envisages that action will be taken in reliance on information contained in the register will be construed to permit that action to be taken in reliance on information contained in any relevant record of securities (as so maintained and reconciled).

Disclosure of interests in shares

Where a person acquires an interest in ordinary shares of any class or becomes aware of acquiring such an interest or where a shareholder ceases to have such an interest in any of the ordinary shares previously held by him, then, subject to the provisions of the Articles described below, such change in interest must be disclosed to the Company.

An interest needs to be disclosed when one of the following conditions has been met:

- (i) where a person or shareholder's interest equals or is more than three per cent. of the total number of ordinary shares of that class currently in issue of the Company; or
- (ii) where a person or shareholder's interest is already three per cent. or more of the total number of ordinary shares of that class currently in issue of the Company and such interest is either raised or lowered by one per cent. of the total number of ordinary shares of that class currently in issue.

An obligation for disclosure arises where any of the conditions described above occur. When an obligation occurs the person or shareholder affected must notify the Company in writing within two days of such an obligation having occurred.

The Company has the right to request any shareholder to disclose details of their interests in the Company for up to the previous three years from the date of such notice (a "**Disclosure Notice**").

The Company may issue a Disclosure Notice where it has reasonable cause to believe that the relevant shareholder has had an interest in the Company's shares at any time over the previous three years.

Where a Disclosure Notice is served by the Company on a shareholder, or another person whom the Company knows or believes to be interested in shares held by that shareholder, and the shareholder or other person has failed in relation to any shares (the "**Default Shares**", which expression includes any shares issued to such shareholder after the date of the Disclosure Notice in respect of those shares) to give the Company the information required within 28 days or 14 days where the Default Shares represent at least 0.25 per cent. in nominal value of the issued shares of the relevant class following the date of service of the Disclosure Notice, the Board may serve on the holder of such Default Shares a notice (a "**disenfranchisement notice**") whereupon the following sanctions apply, unless the Board otherwise decides:

- (i) the shareholder will not be entitled in respect of the Default Shares to be present or to vote (either in person or by proxy) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll or to exercise other rights conferred by membership in relation to the meeting or poll; and
- (ii) where the Default Shares represent at least 0.25 per cent. in nominal value of the issued shares of the relevant class:
 - (a) a dividend (or any part of a dividend) or other amount payable in respect of the Default Shares will be withheld by the Company, which has no obligation to pay interest on it; and
 - (b) no transfer of any of the Default Shares will be registered unless:
 - (A) the transfer is an excepted transfer; or
 - (B) the shareholder is not himself in default in supplying the information required and the shareholder proves to the satisfaction of the Board that no person in default in

supplying the information required is interested in any of the shares the subject of the transfer; or

- (C) registration of the transfer is required by any Relevant System.

Capitalisation of reserves

Subject to the Companies Act, the Directors may capitalise an amount standing to the credit of reserves, appropriate the sum required to be capitalised to the shareholders in proportion to the nominal amount of the shares held by them respectively and allot the shares credited to the shareholders of the Company from time to time.

Indemnity

Every Director, secretary, assistant secretary, or other officer for the time being and from time to time of the Company and their personal representatives are indemnified out of the assets of the Company.

No Director is liable for the acts of any other Director or officer or agent of the Company or (i) for any loss of defect of title to any property of the Company, (ii) for the insufficiency of any security upon which any money of the Company is invested, (iii) for any loss incurred through any bank, broker or other similar person, (iv) for any loss due to negligence, or (v) for any loss, damage or misfortune whatsoever which may happen in the execution or discharge of the duties of office.

4. Information on the Directors

- (a) Details of the names of companies and partnerships (excluding directorships of the Company) of which the Directors are or have been members of the administrative, management or supervisory bodies or partners at any time in the five years preceding the date of this Prospectus are as follows:

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Robert Ware	3 October 2006	Beverston Mews Management Company Limited Conygar Developments Limited Conygar Holdings Limited Conygar Haverfordwest Limited Conygar Holyhead Limited Conygar Nottingham Limited Conygar Wales Plc Martello Quays Limited Marwyn Capital Limited Marwyn Investment Management Limited Marwyn Investments Group Limited Marwyn Partners Limited The Conygar Investment Company PLC The Nottingham Island Site Management Company Limited Tofta Loch Ness Limited	Le Chateau Group plc The Aerobic Bin Company Limited Chalkstream Investment Company plc Conygar Bedford Square Limited Conygar Dundee Limited Conygar Hanover Street Limited Conygar Holyhead Limited Conygar Properties Limited Conygar Stafford Limited Conygar St Helens Limited Conygar Strand Limited Conygar Sunley Limited Conygar Ynys Mon Limited Conygar ZDP PLC Oxiona Property LLP Tarsus Group Plc Terra Catalyst Fund

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Martin Adams	8 May 2015	Armadillo Investments Limited BRX Research and Development Company Limited Dolphin Capital Investors Limited Eastern European Property Fund Limited Metage Funds Limited National Investment and Infrastructure Fund Limited VFMC Service Company Limited Vietnam Fund Management Company Limited Vietnam Phoenix Fund Limited The Paulson-Ellis Charitable Trust	Aberdeen Latin American Income Fund Limited Isocrates Limited Kubera Cross-Border Fund Limited Kubera Cross-Border Fund (GP) Limited Kubera Cross-Border Fund (Mauritius) Limited Terra Catalyst Fund Trading Emissions plc TEP (IOM) Limited Trinity Capital Plc Trinity Capital Mauritius Limited VFMC Limited Vietnam Investment Advisers Limited VinaCapital Vietnam Opportunity Fund Limited
Peter Rioda	9 July 2020	Arkenstone GP I Limited CE Insurance Consolidator Limited Centricus Alpha Limited Centricus Alternative 1 GP Limited Centricus Capital Partners I GP Limited Centricus Capital Partners II GP Limited Centricus Fashion I GP Limited Centricus Financial Investments 2 GP Limited Centricus Financial Investments GP Limited Centricus Holdings Malta Limited Centricus Launch I GP Limited Centricus Luxury Fashion GP Limited Centricus Media I GP Limited Centricus Partners Company GP Limited Centricus Partners HoldCo Limited Centricus Principals Company GP Limited Centricus Select Equity GP Limited Centricus Services Limited Centricus Tech 1 GP Limited Centricus Tech II GP Limited CG E101 Limited CityPay Limited	Absolute Investment Opportunity IV Ltd Absolute Investment Opportunity Ltd Absolute Investment Opportunity V Ltd Actera Partners (G.P.) Limited Actera Partners II (G.P.) Limited Actera Partners III (G.P.) Limited Agilitas 2013 Co-Investment I GP Limited Agilitas 2013 Private Equity GP Limited Agilitas 2014 Co-Investment I GP Limited Agilitas 2015 Private Equity GP Limited Agilitas Exemplar 2016 GP Limited Agilitas MH Gruppen 2015 GP Limited Amenity Global Limited Argentum Capital Limited Arrow Vehicle Leasing Limited Boston Value Partners Limited CAP Holdings Limited Centricus Energy Venture Investments GP Limited Centricus Financial Investments 3 GP Limited Centricus Financial Investments 4 GP Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Peter Rioda (Continued)		CVC Credit Partners General Partner Limited CVC Credit Partners Group Limited CVC Credit Partners Investment Holdings Limited Diamir Investments Limited Erebor GP Limited Fenris Limited Hekla Limited iVisum Holdings Limited Kleronomia Limited Mackay Shields European Credit Opportunity Fund Limited Marwyn General Partner II Limited Montauk Limited Murano Limited Nanga Investments Ltd Nordic Capital CF1 Limited Nordic Capital CV1 Limited Nordic Capital X Limited Parbat Investments Limited Parrot Limited Pelecanus Limited Pharo Africa Fund Limited Pharo Allocation Fund Limited Pharo Gaia Fund Limited Pharo Global Advisers Ltd Pharo Macro Fund Limited Pharo Trading Fund Limited Scarsdale Capital GP Limited Scarsdale Principals Company GP Limited Smedvig and Co Limited Smedvig Feeder Limited Smedvig G.P. Limited Soteira Limited Themelios Limited Vertex Limited VIP Green Mobility GP Limited Vitol Investment Partnership II Limited	Centricus Hospitality Investments GP Limited Centricus Infrastructure Investments GP Limited CFV II Limited CFV Limited Conwise Capital Limited DI Limited DST Managers V Limited Dynamic Capital Link Limited Flowstream Investment Management Limited Global Portfolio Opportunity Ltd Golden Apple Holding (Cayman) Limited MVI II Holdings Limited PA Bloom Opportunity IX Limited PA Bloom Opportunity Limited PA Bloom Opportunity VIII Limited PA Bloom Opportunity X Limited PA Economic Opportunity VIII Ltd PA Glory Opportunity IV Ltd PA Glory Opportunity IX Ltd PA Glory Opportunity V Ltd PA Glory Opportunity VI Ltd PA Glory Opportunity VIII Ltd PA International Opportunity Ltd PA International Opportunity V Ltd PA Mega Opportunity II Ltd PA Mega Opportunity III Ltd PA Mega Opportunity Ltd PA Worldwide Opportunity Ltd Pacific Alliance Special Situations Feeder Fund Management Limited Pacific Alliance Special Situations Management Limited PAG Alternators Holding I Limited PAG Asia Capital Feeder GP I Limited PAG Asia Capital GP I Limited PAG Asia Capital GP II Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Peter Rioda (Continued)			PAG Asia Capital Lexmark Holding Limited PAG Asia Loan Feeder II Management Limited PAG Asia Loan Feeder Management Limited PAG Asia Loan II Feeder Management Limited PAG Asia Loan II Feeder II Management Limited PAG Asia Loan Management II Limited PAG Asia Loan Management Limited PAG Asia Special Situations Limited PAG Asset Portfolio VII Ltd PAG Enhance Credit Feeder Management Limited PAG Enhance Credit Management Limited PAG Portfolio Limited PAG Special Situations II Feeder Fund Management Limited PAG Special Situations Management II Limited PAGAC Dashboard Holding I (Cayman) Limited PAGAC Dashboard Holding I Limited PAGAC DRONE HOLDING GP I Ltd PAGAC Farm Holding I Limited PAGAC Fortress Holding I Limited PAGAC GP I LIMITED PAGAC GP II Limited PAGAC Hercules Holding I Limited PAGAC Horseshoe Holding I Limited PAGAC I Allocation Limited PAGAC II GP I Limited PAGAC II GP II Limited PAGAC II-2 Limited PAGAC III Limited PAGAC IX Limited PAGAC K12 Holding I Limited PAGAC Music Holding GP II Limited PAGAC Music Holding I Limited PAGAC Plum Holding I Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Peter Rioda (Continued)			2PAGAC Relay Holding I Limited PAGAC SPARROW HOLDING GP II Limited PAGAC SPARROW HOLDING I (CAYMAN) LIMITED PAGAC SPARROW HOLDING I LIMITED PAGAC Sparrow Holding II Limited PAGAC TCS Holding I Limited (fka: PAGAC II-1 Limited) PAGAC YI Holding I Limited PAGAC Yogurt Holding I Limited PAGAC Yutnori Holding I Limited PAIM GP I Limited PAIM GP II Limited PAIM II GP I Limited PAIM II GP II Limited PAL GP I Limited PAL GP II Limited PAL II GP I Limited PECF GP I Limited Pharo Prospero Fund Limited Rift Valley Corporation Limited Secured Global Opportunity Ltd Secured Properties Portfolio Limited Straits Biological GP Ltd Summit Equity Investments Ltd Summit Lending Co Limited TAMG Limited TCS Retail International Holdings VI Limited VDS Limited
Victoria Webster	9 July 2020	Barclays Insurance Guernsey PCC Limited (Guernsey) Cleland & Co Limited (Guernsey) Marshall Secretarial Services Limited (Guernsey)	–

- (b) Save as set out in paragraph 4(a) of this Part X, none of the Directors has any business interests or activities outside the Company, MVI I or MVI II which are significant with respect to the Company, MVI I or MVI II.

Robert Ware was a director of Le Chateau Group plc which appointed a voluntary liquidator on 30 June 2020. The company remains in members' voluntary liquidation. Robert Ware was a director of The Aerobic Bin Company Limited, Chalkstream Investment Company plc, Conygar Bedford Square Limited, Conygar Properties Limited, Conygar Sunley Limited, Conygar Ynes Mon Limited, all of which have been dissolved on a solvent basis.

Martin Adams is a director of Armadillo Investments Limited which appointed a voluntary liquidator on 26 July 2007. The company remains in members' voluntary liquidation. Martin Adams is also a director of BRX Research and Development Company Limited which appointed a voluntary liquidator on 9 November 2006. The company remains in members' voluntary liquidation.

Peter Rioda was a director of MVI II Holdings Limited which has been dissolved on a solvent basis

(c) Save as disclosed in paragraph 4(b) of this Part X, none of the Directors:

- (i) has any convictions in relation to fraudulent offences;
- (ii) has been made bankrupt or has made an individual voluntary arrangement with creditors or suffered the appointment of a receiver over any of his or her assets;
- (iii) has been a director of any company which, whilst he or she was such a director or within 12 months after his ceasing to be such a director, was put into receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with the company's creditors generally or with any class of creditors of any company or had an administrator or an administrative or other receiver appointed;
- (iv) has been a partner in any partnership which, whilst he or she was a partner, or within 12 months after his or her ceasing to be a partner, was put into compulsory liquidation or had an administrator or an administrative or other receiver appointed or entered into any partnership voluntary arrangement;
- (v) has had an administrative or other receiver appointed in respect of any asset belonging either to him or to a partnership of which he or she was a partner at the time of such appointment or within the 12 months preceding such appointment; or
- (vi) has received any public criticisms by statutory or regulatory authorities (including recognised professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

5. Directors' and others' interests

(a) The interests (all of which are beneficial ownerships of Ordinary Shares unless otherwise stated) of the Directors in the share capital of the Company as at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, are as follows:

Director	Number of Ordinary Shares currently held	Percentage of Ordinary Share capital	Percentage of total voting rights
Robert Ware	700,174	1.25	1.18
Martin Adams	40,000	0.07	0.07
Peter Rioda	10,000	0.02	0.02
Victoria Webster	Nil	Nil	Nil

No Director holds any interests in 2016 Realisation Shares.

(b) Save as disclosed in paragraph 5(a) of this Part X, immediately following Admission, no Director will have any interest, whether beneficial or non-beneficial, in the share or loan capital of the Company or any of its subsidiary undertakings.

- (c) As at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, the Company is aware of the following persons who will be interested, directly or indirectly, in three per cent. or more of the total voting rights in the Company immediately following the Redesignation:

Shareholder	Number of Ordinary Shares	Percentage of Ordinary Share capital	Percentage of total voting rights
Marwyn Long Term Incentive LP	9,238,481	16.54	15.52
Armstrong Investments Limited	7,540,000	13.50	12.66
1607 Capital Partners, LLC	4,683,000	8.38	7.87
Pula Investments Limited	4,500,000	8.06	7.56
Barclays Funds Investments Limited	3,409,090	6.10	5.73
Cenkos CI Limited	2,703,237	4.84	4.54
Octopus Investments Limited	2,640,000	4.73	4.43
Premier Fund Managers Limited	2,636,740	4.72	4.43
Charles Stanley & Co	2,574,720	4.61	4.32
	Number of 2016 Realisation Shares	Percentage of 2016 Realisation Share capital	Percentage of total voting rights
Fidelity International Limited (FIL)	2,645,200	71.80	4.44

- (d) Save as disclosed in paragraph 5(c) of this Part X, the Company is not aware of any person who will, immediately following Admission, hold three per cent. or more of the voting rights in the Company, whether as a shareholder or through a direct or indirect holding of financial instruments (in each case, for the purposes of Chapter 5 of the Disclosure Guidance and Transparency Rules).
- (e) The Company is not aware of any person who, directly or indirectly could own or control the Company.
- (f) Details of the potential conflicts of interest between the duties owed by the Directors to the Company and their private interests and/or other duties are set out in paragraph 3 of Part III of this Prospectus.

6. Directors' service contracts and letters of appointment

(a) *Robert Ware service contract*

On 3 October 2006, the Company entered into a service contract with Robert Ware, the terms of which are summarised below:

Robert Ware will serve as an executive director of the Company until the contract is either terminated by either party giving the other not less than 12 months' notice. The Company may terminate the contract without prior written notice or payment in lieu if Robert Ware: (i) is guilty of gross misconduct during the course of his employment or if he misconducts himself outside the scope of his employment in a manner that in the reasonable opinion of the Board prejudices the interests of the Company, its holding company from time to time or any of their respective subsidiaries; (ii) commits any serious, persistent, material breach or non-observance of the terms, conditions or provisions of the contract; (iii) neglects his duties; (iv) becomes bankrupt; (v) becomes of unsound mind; (vi) is prohibited by law from being a director; (vii) is guilty of dishonesty, fraud or misrepresentation; (viii) is convicted of any criminal offence; or (ix) is incapacitated through illness or injury. The contract is governed by Guernsey law.

Effective 1 January 2021, following a review by the Company's Remuneration Committee Robert Ware's annual fee was increased to £50,000.

(b) *Letters of appointment*

The Company has entered into non-executive director letters with Martin Adams, Peter Rioda and Victoria Webster dated 8 May 2015, 9 July 2020 and 9 July 2020 respectively.

The letters of appointment may be terminated by either party giving the other not less than 12 months' notice. The Company may terminate each letter of appointment immediately if the director: (i) is not reappointed as a director at an annual general meeting of the Company; (ii) is removed as a director by resolution passed at a general meeting of the Company; (iii) ceases to be a director by vacating his or her office under any provision of the Articles, except by reason of retirement by rotation (where the director is reappointed at the same general meeting) or the provisions related to deemed reappointment; (iv) becomes incapable, in the opinion of the Company acting reasonably, of properly performing his or her duties under the letter of appointment; (v) has a bankruptcy order made against him or her or enters into a voluntary arrangement with his or her creditors; (vi) becomes prohibited from being a company director; (vii) is guilty of serious misconduct or wilful and persistent neglect of his or her obligations under the letter of appointment; (viii) is convicted of any arrestable criminal offence (other than an offence under the road traffic legislation in the United Kingdom or elsewhere); (ix) is in breach of any share dealing code of the Company from time to time in force at any time when the shares of the Company are listed or traded on the Specialist Fund Segment; or (x) acts in a manner which may bring the Company into disrepute.

Effective 1 January 2021, following a review by the Company's Remuneration Committee Martin Adams' annual fee was increased to £45,000.

The letters of appointment provide that the remuneration payable to each of Peter Rioda and Victoria Webster is £35,000 per annum, subject to the review of the Board.

The letters of appointment are governed by English law.

Save as set out in this paragraph 6 of this Part X, on Admission there are no existing or proposed service agreements or letters of appointment between the Directors and the Company.

7. Summary of remuneration and benefits

A summary of the amount of remuneration paid to the Directors (as well as Ronald Hobbs and Louisa Bonney, who resigned as directors in 2020) in their capacity as directors of the Company (including any contingent or deferred compensation) and benefits in kind for the financial year ended 31 December 2020 is set out in the table below.

Director	Fees
Robert Ware	£45,000
Martin Adams	£40,000
Peter Rioda	£16,789
Victoria Webster	£16,789
Ronald Hobbs*	£60,986
Louisa Bonney**	£20,436

* includes £40,000 payment in lieu of notice

** payable to Axio Capital Solutions Limited

The Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their appointment as Directors. There is no amount set aside or accrued by the Company in respect of contingent or deferred compensation payments or any benefits in kind payable to the Directors.

8. Material Contracts of the Company

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company within the two years immediately preceding the publication of this Prospectus and which are or may be material to the Company or have been entered into by the Company at any time and contain a provision under which the Company has any obligation or entitlement which is material to the Company at the date of this Prospectus:

(a) **Management agreement**

Pursuant to an agreement dated 1 April 2021 between the Company and the Manager, the Manager has been appointed to provide various management services to the Company and also

to provide information, advice, assistance and various facilities. The Manager has the authority for and in the name of the Company to, amongst other things, invest and reinvest assets of the Company in various financial instruments, purchase securities or investments, borrow or raise monies, lend securities, funds or other property and engage any consultants, attorneys or other professionals as deemed necessary and to enter into any other contracts or agreements in connection with any of the activities it provides to the Company.

Provided that the Company invests its assets only in MVI I, no fee is payable to the Manager by the Company for the provision of the management services under the Management Agreement. The Company is required to pay the Manager aggregate performance and management fees in respect of any assets it invests outside of MVI I on the same basis as those fees would be payable by MVI I to the Manager if the investment were through MVI I. The agreement contains an indemnity from the Company to the Manager and its affiliates for all losses relating to such person's role except those resulting from the indemnified person's wilful default, fraud or gross negligence. The Manager or the Company is entitled to terminate the Management Agreement on providing three months' notice in writing or at any other time by providing notice in writing, if amongst other things, either party committed a material breach, was unable to pay its debts as they fall due, or was the subject of a court order for its winding up or liquidation.

(b) ***Administration Agreement***

Pursuant to an administration and secretarial agreement dated 12 November 2020, and made between, *inter alios*, the Administrator, the Company and the MVI LPs, the Administrator has been appointed to perform administrative and secretarial services for the Company, including calculating the Company's Net Asset Value, maintaining accounting records, preparing financial statements for audit purposes and liaising with auditors.

The Administration Agreement provides for the indemnification of the Administrator, its directors, officers and employees against all actions, proceedings, claims, demands, costs, expenses and liabilities which may arise against the Administrator and its employees in connection with the Company or the services carried out by or on behalf of the Administrator under the Administration Agreement (other than those resulting from bad faith, fraud, wilful misconduct or gross negligence of the Administrator or any of its directors, officers or employees). The Administration Agreement may be terminated as between the Company or the Administrator upon not less than three months' written notice. The Administration Agreement may be terminated as between the Administrator or the Company immediately by written notice in certain circumstances, including on an unremedied material breach of the Administration Agreement by the other party.

The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to the Company of £148,000 per annum, together with other minor fixed costs and variable time costs.

(c) ***Agreements in connection with the 2020 Accelerated Bookbuild***

The Company entered into several agreements in connection with the 2020 Accelerated Bookbuild and related transactions (including the "reset" of incentive allocations referred to in paragraph 6 of Part III). The material agreements relating to those arrangements were as follows:

(i) ***Investment Agreement***

The Company entered into an investment agreement dated 22 May 2020 with, *inter alios*, MVI I, the MVI I General Partner, the MVI I Carried Interest Partner and MAML (the "**Investment Agreement**") The Investment Agreement set out the framework for all of the steps which are required to take place to facilitate the 2020 Accelerated Bookbuild (the "**Transactions**").

The effect of the Transactions, amongst other things, was to crystallise the incentive allocations of the Class F Interests the ("**Class F Carried Interest Entitlement**") and Class G Interests (the "**Class F Carried Interest Entitlement**" and together with the Class F Carried Interest Entitlement the "**Carried Interest Entitlements**") as at close of business the day prior to signing and accelerate payment of such incentive allocations.

The steps the Investment Agreement set out were as follows:

- (A) MAML (in its capacity as manager of MVI I at the time) procured that MVI I redeemed such number of Class F Interests as was equal to the amount required to put the Company in funds to pay the consideration for the Carried Interest Entitlements other than the costs MLTI was paying for its acquisition of Ordinary Shares pursuant to the 2020 Accelerated Bookbuild (the “**Redemption**”);
- (B) the Company bought the Class F Carried Interest Entitlement from Marwyn Management Partners LP (the “**Class F Carried Interest Acquisition**”) for £19,111,102 (the “**Class F Carried Interest Consideration**”);
- (C) the Company bought the Class G Carried Interest Entitlement from MLTI (the “**Class G Carried Interest Acquisition**”, and together with the Class F Carried Interest Acquisition, the “**Acquisition**”) for £Nil, (the “**Class G Carried Interest Consideration**” and together with the Class F Carried Interest Consideration, the “**Acquisition Consideration**”);
- (D) MLTI undertook to acquire in the 2020 Accelerated Bookbuild such number of Ordinary Shares in the secondary market as is equal to (in respect of the Class F Acquisition Consideration), the amount, after deduction of the “**Net Cash Amount**”, being (i) the Retired Partners Interest Value and (ii) save to the extent deducted pursuant to the foregoing, the accrued liabilities of the MVI I Carried Interest Partner and taxation and other contractual liabilities payable by the limited partners of the MVI I Carried Interest Partner, as agreed between the parties and more particularly set out in the Company announcement dated 22 May 2020 (the “**Launch Announcement**”) (the “**Marwyn On-Market Transaction**”);
- (E) MVI I undertook to acquire such number of Ordinary Shares in the secondary market as is equal to approximately £11 million (the “**Buyback Amount**”) (the “**MVI Buyback**” and together with the Marwyn On-Market Transaction, the “**On-Market Transactions**”);
- (F) the Company agreed to contribute and assign to MVI I the Carried Interest Entitlements in consideration for the issue of such number of Class F Interests as is equal to the value of the Acquisition Consideration (thus extinguishing the Carried Interest Entitlements) (the “**Contribution in Specie**”);
- (G) MVI I amended the numbers of Class F and Class G Interests such that the 1:1 ratio of an interest to an Ordinary Share was maintained. MAML procured that MVI LP (i) consolidated and sub-divided the Class G Interests in issue at completion of the transactions contemplated in the Investment Agreement (“**Completion**”) such that the NAV per Class G Interest equalled the NAV per Class F Interest immediately following the Redemption and Contribution in Specie, (ii) re-designated the resulting Class G Interests as Class F Interests and (iii) consolidated and sub-divided the resulting Class F Interests into such number of Class F Interests as was equal to the number of Ordinary Shares in issue at Completion (the “**Consolidation, Sub-Division and Re-Designation**”); and
- (H) the incentive allocation of the Class F Interests was reset at 20 per cent. of all returns to Ordinary Shareholders in excess of the aggregate net asset value of the Class F Interests and Class G Interests as at close of business on the day prior to signing of the Investment Agreement (the “**Reference Amount**”), subject to Ordinary Shareholders first receiving a preferred return of 7.5 per cent. per annum (the “**Reset Carry Arrangements**”).

Completion of all of the above steps occurred on 22 May 2020.

(ii) *Second amended and restated Class FGR agreement*

The Company entered into second amended and restated agreement relating to Ordinary Share Interests and Realisation Share Interests in MVI I agreement dated 22 May 2020

pursuant to which, amongst other matters, the Reset Carry Arrangements were effected (the “**Second amended and restated Class FGR Agreement**”). The principal terms of the Second amended and restated Class FGR Agreement were as follows:

- (A) with effect from immediately following Completion, the incentive allocation attributable to the Class F Interests was be reset such that returns in respect of Class F Interests are:
 - (1) firstly, no incentive allocation are payable unless returns from the Class F Interests have been made to the Company in an amount equal to the Reference Amount;
 - (2) secondly, returns from the Class F Interests will be made to the Company until MVIL has received a ‘preferred return’ equal to 7.5 per cent. per annum on the daily amount of the Reference Amount outstanding from time to time (the “**Preferred Return**”);
 - (3) thirdly, returns from the Class F Interests will be made to the Company until Marwyn has received an amount equal to 20 per cent. of the Preferred Return and amounts distributed pursuant to this paragraph; and
 - (4) thereafter returns from the Class F Interests will be made 20 per cent. to Marwyn and 80 per cent. to the Company.

(iii) *Liberum engagement letter*

The Company, MVI I and MLTI entered into an engagement letter with Liberum pursuant to which Liberum was appointed as adviser and bookrunner to complete the 2020 Accelerated Bookbuild. Pursuant to the engagement letter:

- (A) Liberum was appointed as sole financial adviser to the Company and sole broker to MVI I and MLTI in connection with the 2020 Accelerated Bookbuild, and to provide corporate finance advice to the Company in relation to the Transactions;
- (B) Liberum used reasonable endeavours to procure that eligible Shareholders tendered Ordinary Shares for purchase by MLTI and MVIL (the On-Market Transaction Counterparties) at the offer price for an aggregate consideration equal to the aggregate of the Net Cash Amount and the Buyback Amount (the “**Aggregate On-Market Consideration**”);
- (C) the Company paid to Liberum a customary corporate finance fee and the On-Market Transaction Counterparties paid Liberum a customary commission; and
- (D) each of the Company, the On-Market Transaction Counterparties and each of their respective affiliates give a market standard uncapped indemnity in favour of Liberum and certain other indemnified persons.

(iv) *Lock-up agreement*

Under a lock-up agreement between the Company, MLTI and the general partner of MLTI, MLTI undertook to MVIL not to sell or otherwise dispose of the Ordinary Shares it acquired pursuant to the 2020 Accelerated Bookbuild until 18 October 2021, being the business day prior to launch of the 2021 Realisation Share Offer.

The Lock-up Agreement is on standard terms and conditions and is subject to typical carve outs, including on an offer for all of the issued share capital of the Company or the death or incapacity of a Carried Interest Recipient.

(d) ***Depository agreement***

Pursuant to the Depository Agreement the Company appointed the Depository to constitute and issue Depository Interests under the terms of the Deed Poll.

The obligations of the Depository include arranging for the issue, transfer and cancellation of Depository Interests, arranging for Depository Interests to be admitted to CREST and maintaining records of the Depository Interests. The Company has agreed to provide such assistance, information and documentation to the Depository as may reasonably be required for the Depository to perform its duties under the agreement. The Depository has agreed to indemnify the Company against any claim by a holder of Depository Interests against the Company where loss arises out of any breach of the terms of the Deed Poll save where such loss arises as a result of fraud, negligence or wilful default of the Company. The liability of the Depository is limited to the lesser of £1,000,000 and an amount equal to 10 times the annual fee payable to the Depository. The Company has agreed to indemnify the Depository against any loss, liability, cost or expense resulting from the performance by the Depository of its obligations under the agreement save where these arise as a result of negligence, wilful default or fraud of the Depository.

The Depository Agreement is terminable immediately by either party on the occurrence of certain insolvency events to the other party or where one party commits a material breach which remains unremedied for a period of 30 days following notification of the breach by the other party. The Depository Agreement has an initial term of 12 months and automatically renews for successive 12 month periods thereafter. The Company may terminate on 45 days' written notice which must not expire earlier than the relevant 12 month period. The Depository may terminate the agreement at any time by giving not less than 45 days' written notice. The Depository Agreement is governed by English law.

Shareholders who elect to hold their Shares in uncertificated form through the Depository will be bound by the terms of the Deed Poll, the provisions of which are expressed to bind all holders of Depository Interests, future and present. Further details relating to the Deed Poll are set out below.

Shares held in uncertificated form will be transferred to the Depository or to its nominated custodian. Accordingly, in respect of those Shares held by shareholders in uncertificated form, the Company's register will show the Depository (or the custodian, as appropriate) as the legal holder of such shares. The beneficial interest in the Shares will, however, remain with the holders of the Depository Interests who will be entitled to receive and exercise (or procure the exercise of) all of the rights attaching to such shares.

If CREST members wish to avail themselves of the depository arrangements, they can do so by inputting a stock deposit in the usual way. The Company has informed Euroclear UK & Ireland that (A) a CREST transfer form or dematerialisation form lodged as a stock deposit will be deemed to constitute a transfer of the Shares to the Depository who will issue corresponding Depository Interests in CREST to the depositing members/transferee and (B) in a similar way, a stock withdrawal will be deemed to constitute an instruction to the Depository to cancel the Depository Interest and effect a transfer of the Shares to the person specified in the instruction. Shareholders who wish to do so may withdraw their shares into certificated form at any time using standard CREST messages.

(e) ***Deed Poll***

The Deed Poll contains, *inter alia*, provisions to the following effect, which are binding upon holders of Depository Interests representing Ordinary Shares and Realisation Shares. The Deed Poll was amended in 13 October 2016 to make provision for the issue of Realisation Share Depository Interests.

Holders of Depository Interests warrant, *inter alia*, that Shares transferred or issued to the Depository or the custodian (on behalf of the Depository) are free and clear of all liens, charges, encumbrances, or third party interests and that such transfers or issues are not in contravention of the Company's constitutional documents or any contractual obligation, law or regulation. Holders of Depository Interests agree to indemnify the Depository in respect of any costs or liabilities which it may suffer by reason of any breach of any such warranty.

It should be noted that holders of Depository Interests may not have the opportunity to exercise all of the rights and entitlements available to Shareholders including, for example, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depository

Interests to give prompt instructions to the Depository or its nominated custodian, in accordance with any voting arrangements made available to them, to vote the underlying Shares on their behalf or, to the extent possible, to take advantage of any arrangements enabling holders of Depository Interests to vote such shares as a proxy of the Depository or its nominated custodian.

The Depository is entitled to cancel Depository Interests and withdraw the underlying Ordinary Shares in certain circumstances including where a holder of Depository Interests has failed to perform any obligation under the Deed Poll or any other agreement or instrument with respect to the Depository Interests.

The Deed Poll contains provisions excluding and limiting the Depository's liability. For example, the Depository shall not be liable to any holder of Depository Interests or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or the fraud of any custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. Furthermore, except in the case of personal injury or death, the Depository's liability to a holder of Depository Interests will be limited to the lesser of: (A) the value of Shares and other deposited property properly attributable to the Depository Interests to which the liability relates; and (B) that proportion of £10 million which corresponds to the portion which the amount the Depository would otherwise be liable to pay to the holder of the Depository Interests bears to the aggregate of the amounts the Depository would otherwise be liable to pay all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £10 million.

The Depository is entitled to charge fees and expenses for the provision of its services under the Deed Poll without passing any profit from such fees to holders of Depository Interests. Each holder of Depository Interests is liable to indemnify the Depository and any custodian (and their agents, officers and employees) against all costs and liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of Depository Interests held by that holder, other than those resulting from the wilful default, negligence or fraud of the Depository, or the custodian or any agent, if such custodian or agent is a member of the Depository's group, or, if not being a member of the same group, the Depository shall have failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. The Deed Poll is governed by English law.

The Depository may terminate the Deed Poll by giving not less than 30 days' prior notice. During such notice period holders may cancel their Depository Interests and withdraw their deposited property and, if any Depository Interests remain outstanding after the Deed Poll has terminated, the Depository must, among other things, deliver the deposited property in respect of the Depository Interests to the relevant holders of Depository Interests or, at its discretion, sell all or part of such deposited property. It shall, as soon as reasonably practicable, deliver the net proceeds of any such sale, after deducting any sums due to the Depository, together with any other cash held by it under the Deed Poll *pro rata* to holders of Depository Interests in respect of their Depository Interests.

The Depository may require from any holder or former holder of Depository Interests, information as to the capacity in which such Depository Interests are, were, or are to be owned or held and the identity of any other person with any interest of any kind in such Depository Interests or the underlying Shares and holders are bound to provide such information requested. Furthermore, to the extent that, amongst other requirements, the Company's constitutional documents require disclosure to the Company of, or limitations in relation to, beneficial or other ownership of, or interest of any kind whatsoever, in the Shares, the holders of Depository Interests are to comply with such provisions and with the Company's instructions with respect thereto.

(f) **MVI I Loan**

The Company and MVI I entered into a loan agreement dated 7 July 2009 under which MVI I agreed to lend to the Company the sum of £250,000. The interest payable to MVI I on the loan is an amount equal to the amount of interest that the Company receives on the borrowed monies

in its bank account less any bank charges. The loan agreement does not contain any financial covenants but contains event of default provisions including non-payment of any amounts due, certain insolvency events or the winding up of the Company. On the occurrence of an event of default MVI I may declare the loan due and repayable. The loan agreement is governed by the laws of England and Wales. The loan agreement was amended by a letter between the Company and MVI I dated 16 November 2009. This amendment letter provides that the maximum amount of the loan attributable to each class of interests in MVI I shall be an amount equal to the maximum amount of the loan divided by the number of different classes of interests held by the Company in MVI I. The portion of the loan attributable to each class of interest in MVI I shall be repaid by set-off on the date on which all of the relevant class interests are redeemed. Pursuant to the terms of a further amendment letter dated 1 November 2013, the debt constituted by the loan would be split between separate classes of Ordinary Share in the Company from time to time, *pro rata* in proportion to each class of Ordinary Share according to their respective net asset values.

£125,000 was repaid to MVI I on redemption of the B Ordinary Share class in November 2014. Pursuant to a further amendment letter dated 23 November 2015, it was agreed that any new Realisation Shares would be treated as if they represented a new class of share for the purposes of dividing the Loan.

(g) ***Broker agreement***

The Company has appointed Liberum as its broker pursuant to an engagement letter dated 13 November 2015. Under the terms of the letter, Liberum agreed to act as the corporate broker to the Company for a fee of £50,000 per annum. This appointment continues until terminated by either the Company or Liberum giving the other thirty days' notice and on various other grounds. The agreement contains an indemnity from the Company to Liberum for all losses relating to its engagement save to the extent the same arise from the judicially determined fraud, regulatory breach, negligence or wilful default of Liberum.

(h) ***Registrar agreement***

Pursuant to an agreement between the Registrar and the Company dated 20 February 2006, as supplemented by an addendum dated 21 July 2009, the Registrar is retained by the Company to keep the offshore register and, where applicable, register of loan stock, debentures and warrant holders and provide related services. The agreement may be terminated by the Company on service of three months' notice on the Registrar. The agreement may be terminated by the Registrar on serving three months' notice on the Company. It may also be terminated immediately by either party in certain specified circumstances. The basic fee payable by the Company to the Registrar is £2.41 per shareholder account per annum, subject to an annual minimum charge of £14,247.17. Various transfer fees are also payable, together with a maintenance fee of £2,000 per annum. The agreement is governed by the laws of Jersey.

(i) ***Receiving Agent agreements***

Pursuant to two individual receiving agent agreements, each dated 18 October 2021, the Company has appointed Link Market Services Trustees Limited and Link Market Services Limited as the receiving agent in respect of the 2021 Realisation Share Offer relating to each of the Ordinary Share Depository Interests and the certificated Ordinary Shares respectively. In respect of the receiving agent agreement relating to Depository Interests, the Depository will receive of £14,000 relating to their professional advisory and receiving agency services, and in respect of the receiving agent agreement relating to certificated Ordinary Shares, they will receive a receiving agency processing fees of £7.50 per holder document received subject to a minimum aggregate charge of £4,000.

(j) ***MJL Services Agreement***

Pursuant to an agreement between MJL and the Company dated 17 November 2020, with effect from 1 December 2020 MJL has provided the Company with the services of Louisa Bonney and Scott Danks in order to assist the Board with such work as the Board requests from time to time. This agreement is subject to annual review.

The basic fee payable by the Company to MJL is £110,000 per annum.

Related Party Transactions

- (a) The MVI I Limited Partnership Agreement described at paragraph B7(a) of this Part X.
- (b) The second amended and restated Class FGR agreement referred to in paragraphs A8(c)(ii) of this Part X.

Other than the related party transactions referred to above, as at the date of this Prospectus, the Company is not a party to any related party transactions.

9. Mandatory bids and compulsory acquisition rules relating to the Shares

The Company is not subject to the UK City Code on Takeovers and Mergers, notwithstanding that the Company is admitted to trading on the Specialist Fund Segment. There are no equivalent rules or regulations applicable under the Companies Act or any other applicable laws of the Cayman Islands. The Shares are subject to the compulsory acquisition provisions set out in section 88 of the Companies Act. Under these provisions where an offeror makes a takeover offer and within four months of making the offer it has been approved by the holders of not less than 90 per cent. in value of the shares to which the offer relates, that offeror is entitled to acquire compulsorily from dissenting shareholders those shares that have not been acquired or contracted to be acquired on the same terms as under the offer.

10. Litigation

There are not, and have not been, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened as far as the Company is aware) during the 12 months preceding the date of this Prospectus, which may have, or have had in the recent past, significant effects on the Company's financial position or profitability.

11. Investors who have undertaken to elect for 2021 Realisation Shares

The Company is not aware of any Director or any other Ordinary Shareholder who intends to elect for 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer.

B. MVI I

1. General Information

- (a) Marwyn Value Investors L.P. ("**MVI I**") was first created pursuant to a limited partnership agreement dated 22 November 2005, is a Cayman Islands exempted limited partnership registered as a regulated mutual fund with the Cayman Islands Monetary Authority (reference number 660096). MVI I's registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands. MVI I's telephone number is +44 (0)1534 833 000. The Legal Entity Identifier (LEI) of MVI I is 213800VFLSXVKMSRH20.
- (b) MVI I is not part of a group and has no employees. It is funded by subscriptions from the Company and one other investor.
- (c) There are no different voting rights attaching to major limited partners in MVI I.
- (d) The MVI I General Partner, a Cayman Islands exempted company, acts as general partner of MVI I. The directors of the MVI I General Partner are Michael Price, Louisa Bonney and Scott Danks, whose annual fees are paid by MVI I. The aggregate remuneration of the directors of the MVI I General Partner in the financial year ended 31 December 2020 was £20,000. The board of directors of the MVI I General Partner supervises the conduct and affairs of MVI I and meets at least quarterly, *inter alia*, to review and assess the investment policies and performance of MVI I. None of the directors of the MVI I General Partner, Michael Price, Louisa Bonney or Scott Danks directly owns any limited partnership interests in MVI I or, save as set out in paragraph B4 of this Part X, any securities in the Company.
- (e) MHA MacIntyre Hudson Cayman ("**MHA**") of 10 Market Street, Suite 6 Camana Bay, Grand Cayman KY1-1204, Cayman Islands acts as auditors to MVI I. Prior to the appointment of MHA in 2020, PricewaterhouseCoopers of P.O. Box 258, Camana Bay, Grand Cayman KY1-1104, Cayman Islands were MVI I's auditors.

- (f) Any change to the investment strategy of MVI I set out in Part I of this Prospectus may only be made by the MVI I General Partner.
- (g) References in this Prospectus to the Net Asset Value of MVI I are, save to the extent they are as at 31 December in any year, unaudited numbers calculated by the Administrator on behalf of MVI I.
- (h) MVI I is an exempted limited partnership in which interests are held by MVI I Limited Partners, the MVI I General Partner and the Carry Partnership. Under Cayman Islands law, only a general partner may take part in the conduct of an exempted limited partnership's business and it is under a statutory duty to act in good faith and, subject to any express provisions of the Limited Partnership Agreement to the contrary, in the interests of the partnership at all times. Under the terms of the Limited Partnership Agreement, the MVI I General Partner is exclusively responsible for the management of MVI I and the MVI I Limited Partners have no authority to act on behalf of MVI I. The control exercised by the MVI I General Partner is subject to the terms of the MVI I Limited Partnership Agreement summarised at paragraph B7(a) of this Part X.
- (i) Subject to a limited number of exceptions under statute, a limited partner who takes part in the conduct of the business of the partnership runs the risk of being treated as a general partner and therefore losing its limited liability status. The directors of the MVI I General Partner are subject to fiduciary duties and duties of due care and skill applicable to directors generally.
- (j) MVI I is in full compliance with all applicable Cayman Islands corporate governance requirements, statutory or otherwise.
- (k) There is no person who, directly or indirectly, has an interest in MVI I which is notifiable under Cayman Islands law.
- (l) MVI I is not aware of any arrangement, the operation of which may at a subsequent date result in a change of control of MVI I.

2. MVI I capital

- (a) The Company holds:
 - (i) £101.8 million of MVI I's Class F Interests, representing 100 per cent. of MVI I's Class F Interests' net assets and 90.0 per cent. of the net assets of MVI I;
 - (ii) £6.5 million of MVI I's Class R(F)1 Interests, representing 100 per cent. of MVI I's Class R(F)1 Interests' net assets and 5.8 per cent. of the net assets of MVI I; and
 - (iii) £1.9 million of MVI I's Class R(G)1 Interests, representing 100 per cent. of MVI I's Class R(G)1 Interests' net assets and 1.7 per cent. of the net assets of MVI I;

together representing, in aggregate, 97.5 per cent. of all of the MVI I Limited Partners' capital as at 30 September 2021, based on the most recently published net asset value of MVI I.

- (b) The unaudited net asset value per share for each Class of interest in MVI I as at 30 September 2021, being the latest practicable date prior to the publication of this Prospectus, is as follows:

Class	Net Asset Value (£)
Class A GBP	2,194,535
Class A USD	707,676
Class X GBP	6,836
Class F GBP	101,823,337
Class R(F)1 GBP	6,517,008
Class R(G)1 GBP	1,935,284

- (c) The exchange procedure facility for investors in the Ordinary Shares of the Company was cancelled during 2013. Accordingly, the Exchange Procedure is now only exercisable at the option of MVI I and is used to effectively cancel Ordinary Shares acquired by MVI I.

3. Information on MVI I General Partner directors

- (a) Details of the names of companies and partnerships (excluding directorships of the Company) of which the directors of the MVI I General Partner are or have been members of the administrative, management or supervisory bodies or partners at any time in the five years preceding the date of this Prospectus are as follows:

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Michael Price	3 April 2009	Axio Nominees Limited Axio Capital Solutions Limited Axio Trustees Limited Marwyn Asset Management Limited Marwyn General Partner Limited Marwyn Jersey Limited	Axio Directors Limited Marwyn Long Term Performance Limited Marwyn RP Limited Silvercloud Investments Limited Marwyn Management Partners Subsidiary Limited Universal Investment Holdings Limited
Louisa Bonney	30 October 2013	Axio Capital Solutions Limited Axio Capital Solutions (UK) Limited Axio Nominees Limited Axio Trustees Limited Marwyn Asset Management Limited Marwyn Jersey Limited Marwyn Capital Management Limited Marwyn Long Term Incentive GP Limited Marwyn Management General Partner Limited Marwyn General Partner Limited Marwyn General Partner II Limited	Axio Directors Limited Conygar Advantage Limited Conygar Ashby Limited Conygar Cross Hands Limited Conygar Haverfordwest Retail Limited Gloo US Holdings Inc Lamont Property Holdings Limited Lamont Property Acquisition (Jersey) I Limited Lamont Property Acquisition (Jersey) II Limited Lamont Property Acquisition (Jersey) IV Limited Lamont Property Acquisition (Jersey) V Limited Lamont Property Acquisition (Jersey) VII Limited Marwyn Asset Management SPC Marwyn Capital Limited Marwyn Investment Management Limited Marwyn LTIP GP Limited Marwyn RP Limited Marwyn Value Investors Limited MVI II Holdings Limited TAPP Maidenhead Limited TAPP Property Limited The Advantage Property Income Trust Limited TOPP Bletchley Limited TOPP Holdings Limited TOPP Property Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Scott Danks	20 June 2017	Axio Capital Solutions Limited Axio Nominees Limited Axio Trustees Limited Marwyn Asset Management Limited Marwyn Jersey Limited Marwyn Capital Limited Marwyn Capital Growth GP Limited Marwyn Capital Management Limited Marwyn General Partner Limited Marwyn Investments Group Limited Marwyn Investment Management Limited Marwyn Management General Partner Limited Marwyn Partners Limited	Axio Directors Limited Conygar Ashby Limited Conygar Cross Hands Limited Lamont Property Holdings Limited Lamont Property Acquisition (Jersey) V Limited Lamont Property Acquisition (Jersey) VII Limited Conygar Haverfordwest Retail Limited Gloo US Holdings Inc Marwyn RP Limited

- (b) Michael Price was a director of Axio Directors Limited, Marwyn Long Term Performance Limited, Marwyn RP Limited, Silvercloud Investments Limited and Marwyn Management Partners Subsidiary Limited, all of which have been dissolved on a solvent basis.

Louisa Bonney was a director of Luxup Holdings Limited which, whilst remaining solvent, was summarily wound up at the end of March 2013 and dissolved by the Jersey Registrar of Companies in July 2013. Louisa Bonney was also a director of Marwyn Value Investors (Unlisted Feeder) Limited and Marwyn Value Investors (Pte) Limited which have been dissolved and struck off, respectively.

Louisa Bonney was a director of Axio Directors Limited, Conygar Advantage Limited, Conygar Haverfordwest Retail Limited, Lamont Property Acquisition (Jersey) V Limited, Lamont Property Acquisition (Jersey) VII Limited, Gloo US Holdings Inc, Marwyn Asset Management SPC, Marwyn RP Limited, Marwyn LTIP GP Limited, MVI II Holdings Limited, TAPP Maidenhead Limited, TOPP Holdings Limited and The Advantage Property Income Trust Limited, all of which have been dissolved on a solvent basis.

Scott Danks was a director of Axio Directors Limited, Conygar Haverfordwest Retail Limited, Lamont Property Acquisition (Jersey) V Limited, Lamont Property Acquisition (Jersey) VII Limited, Gloo Us Holdings Inc and Marwyn RP Limited, all of which have been dissolved on a solvent basis.

- (c) Save as disclosed in paragraph B3(b) of this Part X, none of the directors of the MVI I General Partner:
- (i) has any convictions in relation to fraudulent offences;
 - (ii) has been made bankrupt or has made an individual voluntary arrangement with creditors or suffered the appointment of a receiver over any of his or her assets;
 - (iii) has been a director of any company which, whilst he or she was such a director or within 12 months after his ceasing to be such a director, was put into receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with the company's creditors generally or with any class of creditors of any company or had an administrator or an administrative or other receiver appointed;

- (iv) has been a partner in any partnership which, whilst he or she was a partner, or within 12 months after his ceasing to be a partner, was put into compulsory liquidation or had an administrator or an administrative or other receiver appointed or entered into any partnership voluntary arrangement;
 - (v) has had an administrative or other receiver appointed in respect of any asset belonging either to him or her or to a partnership of which he or she was a partner at the time of such appointment or within the 12 months preceding such appointment; or
 - (vi) has received any public criticisms by statutory or regulatory authorities (including recognised professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.
- (d) Biographies of the directors of the MVI I General Partner are set out below:

Michael Price

Michael Price has been on the board of the MVI I General Partner since 2009. He is also on the board of other Marwyn related entities as described above. Until April 2013, he also acted as a non-executive director for Vivat Trust and Corporate Services Limited, prior to which he was the Chief Executive Officer of that company.

Michael has spent more than 30 years as a senior executive in the financial services industry and is a member of the Society of Trust and Estate Practitioners. He was Group Managing Director of Trust Services for Close Wealth Management for four years until his retirement in 2007 and was responsible for the redevelopment of the trust business in Jersey, Guernsey and the Isle of Man. On his retirement from Close Wealth Management, Michael became non-executive chairman of their Jersey trust company. Before that, Michael was Group Head of Trust for SG Hambros Trust business internationally and was also a Director of SG Hambros Private Bank. He was instrumental in securing and developing new fund administration business from continental Europe.

Michael was amongst the first wave of people appointed as a 'Principal Person' when the position was first introduced by the Jersey Financial Services Commission and has maintained that role ever since. He has written a number of articles on fiduciary services and wealth management and has lectured extensively in the UK, North America and continental Europe.

Louisa Bonney

Louisa has extensive experience supporting company boards across all areas of corporate governance and compliance requirements. Louisa has supported private, AIM and Main Market listed businesses with their day to day finance and operational requirements and has worked on numerous U.K. and cross border M&A transactions.

Louisa is a ICAEW qualified Chartered Accountant and ICSA qualified Chartered Secretary.

Scott Danks

Scott heads Marwyn's funds team and is responsible for investor relations activities alongside co-ordinating and overseeing the activities of the funds' service providers and leading the group finance functions. Scott is a CFA® charterholder, ICAS qualified Chartered Accountant, ICSA qualified Chartered Secretary and holds a Masters in Natural Sciences from the University of Cambridge. Scott has previously worked in middle office roles at Bank of America Merrill Lynch and Barclays Capital.

4. MVI I General Partner Directors' interests

The interests (all of which are beneficial ownerships of Ordinary Shares unless otherwise stated) of the directors of the MVI I General Partner in the share capital of the Company as at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, are as follows:

General Partner MVI Director	Number of Ordinary Shares currently held	Percentage of Ordinary Share Capital	Percentage of total voting rights
Michael Price	3,407	0.01%	0.01%
Louisa Bonney	Nil	Nil	Nil
Scott Danks	Nil	Nil	Nil

No director of the MVI I General Partner holds any interests in 2016 Realisation Shares.

5. MVI I General Partner directors' service contracts

- (a) ***On 28 August 2015, the MVI I General Partner entered into a service contract with Michael Price, the terms of which are summarised below.***

Michael Price will serve as a director of the MVI I General Partner until the contract is either terminated by either party giving the other notice. The service contract provides that Michael Price will not be deemed to be an employee of, or in partnership with, the MVI I General Partner. The fee for Michael Price's services is £10,000 per annum, subject to any increases agreed between Michael Price and the MVI I General Partner. The service contract is governed in accordance with the laws of the Island of Jersey.

- (b) ***On 1 December 2020, the MVI I General Partner entered into a service contract with Louisa Bonney and MJL, the terms of which are summarised below.***

Louisa Bonney will serve as a director of the MVI I General Partner until the contract is either terminated by either party immediately upon giving the other 90 days' notice. The service contract provides that Louisa Bonney is an employee of MJL and shall not be deemed to be an employee of, or in partnership with, the MVI I General Partner. The fee for Louisa Bonney's services is £5,000 per annum, payable to MJL. The service contract is governed in accordance with the laws of Jersey.

- (c) ***On 1 December 2020, the MVI I General Partner entered into a service contract with Scott Danks and MJL, the terms of which are summarised below.***

Scott Danks will serve as a director of the MVI I General Partner until the contract is either terminated by either party immediately upon giving the other 90 days' notice. The service contract provides that Scott Danks is an employee of MJL and shall not be deemed to be an employee of, or in partnership with, the MVI I General Partner. The fee for Scott Danks' services is £5,000 per annum, payable to MJL. The service contract is governed in accordance with the laws of Jersey.

6. Summary of remuneration and benefits

A summary of the amount of remuneration paid to the directors of the MVI I General Partner (including any contingent or deferred compensation) and benefits in kind for the financial year ended 31 December 2020 is set out in the table below.

Director	Fees
Michael Price	£10,000
Louisa Bonney*	£5,000
Scott Danks*	£5,000

* payable to MJL (from December 2020). Prior to such date such sums were payable to Axio Capital Solutions Limited (being the MVI I General Partner's previous administrator).

The directors of the MVI I General Partner are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their appointment as directors of the MVI I General Partner. There is no amount set aside or accrued by the MVI I General Partner in respect of contingent or deferred compensation payments or any benefits in kind payable to the directors of the MVI I General Partner.

As employees of Marwyn, Louisa Bonney and Scott Danks are beneficially interested in the incentive arrangements of the Marwyn Funds and is therefore also beneficially interested in any long-term incentive arrangements operated by Portfolio Companies from time to time.

7. Material contracts and related party transactions of MVI I

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by MVI I within the two years immediately preceding the publication of this Prospectus and which are or may be material to MVI I or have been entered into by MVI I at any time and contain a provision under which MVI I has any obligation or entitlement which is material to MVI I at the date of this Prospectus.

(a) MVI I Limited Partnership Agreement

Pursuant to a limited partnership agreement dated 22 November 2005, as amended and restated pursuant to the terms of an amended and restated limited partnership agreement dated 16 November 2009 and pursuant to the agreement described in paragraph B7(b) of this Part X, MVI I registered as an exempted Limited Partnership with the Registrar of Exempted Limited Partnerships in the Cayman Islands on 23 November 2005. MVI I was established for the purpose of purchasing holding, disposing of or otherwise dealing with investments for its own account. MVI I does not have nor is it required to have, any specific regulatory approvals in the Cayman Islands to carry out its role as MVI I.

The summary below is only relevant to investors in the Company in so far as it applies to Class F Interests (the classes of interest currently held by the Company) and Realisation Share Interests, being Classes issued and to be issued to hold the realisation pools (namely R(F)1 Interests (being the 2016 Realisation Share Interests) and R(F)2 Interests (being the 2021 Realisation Share Interests)). Class F Interests were created after the initial formation of MVI I and so their terms differ from the classes of interest which existed prior to the reorganisation of the fund in 2013.

Unless otherwise stated, the following summary also relates to the terms applicable to the Class A GBP, Class A USD, Class X and Special Situation R Interests ("**Class R Interests**") (each a "**Pre-Reorganisation Class**" and together the "**Pre-Reorganisation Classes**"). For the avoidance of doubt, Class R Interests are not the same as Realisation Share Interests and this summary should be read accordingly. There are no longer any Class R Interests in issue, but, in future, holders of Class A Interests could switch into Class R Interests. Other Classes of interest have been in issue but have since been redeemed and are no longer relevant.

Management

The MVI I General Partner was appointed as general partner of MVI I and is exclusively responsible for the management of MVI I. Except as authorised by the MVI I General Partner, the MVI I Limited Partners have no part in the management of MVI I and have no authority or right to act on behalf of MVI I in connection with any matter. The MVI I General Partner and the MVI II Limited Partners and the officers and employees (including, without limitation, James Corsellis and Mark Brangstrup Watts), may engage in any other business venture, and neither MVI I nor any MVI I Limited Partner will have any rights in or to such ventures or the income or profits derived therefrom. The MVI General Partner has delegated the management of MVI I to the Manager, details of the MVI I Management Agreement can be found at B7(c) of this Part IV.

Purposes of the Partnership

MVI I is organised for the purpose of purchasing, holding, disposing of or otherwise dealing with investments for its own account and to engage in any other lawful activities in which limited partnerships formed in the Cayman Islands may engage or participate and in so doing, will invest

in securities and engage in all activities and transactions as the MVI I General Partner may deem necessary or advisable in connection therewith.

Authority of the MVI I General Partner

The MVI I General Partner has the power on behalf of and in the name of MVI I to carry out any and all of the objects and purposes of MVI I and to perform all acts and enter into and perform all contracts and other undertakings that it deems necessary, advisable or incidental thereto.

Limited Liability

An MVI I Limited Partner (or former MVI I Limited Partner) is liable for the debts and obligations of MVI I to the extent of such MVI I Limited Partner's interest in MVI I in the fiscal year (or a portion thereof) to which such debts and obligations are attributable. In order to meet a particular debt or obligation, an MVI I Limited Partner or former MVI I Limited Partner may, in the sole and absolute discretion of the MVI I General Partner, be required to make additional contributions or payments up to, but in no event in excess of, the aggregate amount of capital and other amounts actually received by such MVI I Limited Partner from MVI I during or alter the fiscal year to which such debt or obligation is attributable.

Term

Unless the MVI I General Partner and the MVI I Limited Partners shall unanimously agree otherwise, MVI I will terminate on the earlier of (i) a determination by the MVI I General Partner that MVI I should be dissolved (ii) the insolvency, bankruptcy, dissolution or termination of the MVI I General Partner or (iii) the completion of the winding up (by way of repurchase of Class interests) of the final Class to be wound up. Upon a determination by the MVI I General Partner to dissolve MVI I, withdrawal requests and distributions in respect thereof will not be made.

A Class shall be wound up by repurchase of Class interests upon the earlier to occur of (i) the date on which all or substantially all of the investments and other assets attributable to such Class have been realised, as determined by the MVI I General Partner and (ii) such time as the MVI I General Partner, in its sole discretion, chooses to dissolve MVI I.

Interests

MVI I has issued limited partnership interests in MVI I (the "**Interests**") to persons that were residents or citizens of the United States or entities organised under the laws of the United States or any state therein and the Carry Partnership. MVI I has issued the Pre-Reorganisation Classes as well as the Ordinary Share Interests and 2016 Realisation Share Interests to the Company. Subject to the Redesignation occurring, MVI I will issue 2021 Realisation Share Interests to the Company.

Class A Interests relate to certain liquid investments to be made by the Partnership; Class X Interests are only available to the Carry Partnership; and Class R Interests relate to specific classes of interest which may be created for investors who seek to redeem their interests in Class A GBP or Class A USD at a certain time. Ordinary Share Interests are as further described under the heading "Ordinary Share Interests" below. The MVI I General Partner may place such eligibility criteria on Class R and future Classes as it determines in its absolute discretion and is obliged to specify the terms of such restrictions on the issue of such Classes. The MVI I General Partner has the right to reject any subscription for an Interest for any reason or no reason in its sole and absolute discretion and may accept subscriptions on different terms from those described herein.

The various classes of interest in MVI I (including the Ordinary Share Interests and Realisation Share Interests) are not segregated classes, but, instead, each class is entitled to a pro-rata proportion of the assets of MVI I. Certain liabilities, such as MVI I's management fees, incentive allocation or the costs of the Company are specific to the Ordinary Share Interests, but others are shared proportionately between all classes. Upon the disposal of any asset, the net consideration received on the disposal is attributed on a pro-rata basis between the various MVI I interests.

Investors may be admitted to MVI I in respect of one or more Classes and an MVI I Limited Partner's rights and obligations in respect of each Class in which it invests will be separate and distinct.

Upon the issue of a new Class, the MVI I General Partner will specify the base currency, management fee or allocation, incentive allocation, investment period, and other terms of such Class and will, on or before the date on which an MVI I Limited Partner is admitted to such Class (the "**Admission Date**"), notify the MVI I Limited Partner in such Class of these terms.

More than one Class may participate in an investment at the discretion of the MVI I General Partner. Where there are multiple Classes whose investment periods remain open and/or which have surplus cash, some or all of such Classes may participate in such investment in such amounts as the MVI I General Partner will specify. Investors in a Class will participate in each investment made by such Class *pro rata* to the amount of their MVI I Percentage (as defined below) relating to such Class, subject as otherwise provided in the MVI I Limited Partnership Agreement. An MVI I Limited Partner in a Class which has not participated in an investment will have no interest in such investment or to any amounts received by MVI I in respect of such investment.

If the MVI I General Partner determines to redeem compulsorily Class R Interests held by any MVI I Limited Partner, the redemption price payable therefor is based on the fair market value of the relevant investments held at that time on behalf of that MVI I Limited Partner in Class R Interests. The fair value is determined by the MVI I General Partner in its sole discretion, after reduction on account of accrued fees and expenses attributable thereto and such amount, if any, as would have been payable to the Carry Partnership as an incentive allocation (which amount shall be so paid) if the relevant investment had been realised as described above, after consultation with the Manager and such independent appraisers, if any, as the MVI I General Partner may select and taking into account any appropriate discount. Interests held by the remaining MVI I Limited Partners holding Class R Interests of the relevant Class and series having an aggregate net asset value equal to the redemption price of the Class R Interests being compulsorily redeemed, are exchanged on a *pro rata* basis for additional Class R Interests of the relevant Class and series.

Allocation of Gains and Losses

At the end of each accounting period of MVI I, any net capital appreciation or net capital depreciation is allocated to all Partners (including the MVI I General Partner) holding (one or more) Pre-Reorganisation Classes in proportion to each such Partner's opening capital account balance for such period. Appreciation or depreciation with respect to realised or deemed realised investments held on behalf of Class R Interests is only allocated to the relevant capital accounts of partners participating therein.

The allocation of net gains and losses between any Classes other than the Pre-Reorganisation Classes is as determined and specified by the MVI I General Partner (in accordance with the relevant schedules) on the issue of such Class(es).

Every partner holding a particular Class has an interest in every asset of MVI I relating to such Class.

Class A GBP, Class A USD and Class R Interest Incentive Allocation

The Class A GBP, Class A USD and Class R interest incentive allocation is calculated as follows based on Returns from the relevant Class:

For the purposes of the below, "**Returns**" means any repurchase, distribution or withdrawal of capital payable by MVI I to holders of the relevant interests.

The incentive allocation is payable on Returns being made to holders of the relevant Class interests. No incentive allocation is payable until aggregate Returns have firstly been made to holders of the relevant Class of interest of an amount equal to a specified high water mark of those interests (being their value at the date the incentive allocation was amended).

Thereafter, an incentive allocation is payable by MVI I to the MVI I General Partner (or its affiliates) out of cash which could otherwise be used for Returns of an amount equal to 20 per cent. of any other Returns.

Unless otherwise agreed by the MVI I General Partner, the incentive allocation is satisfied by an amount equal to the *pro rata* proportion of the incentive allocation being debited to the capital account of the Company and such amounts being reallocated to the capital account of the MVI I General Partner.

The MVI I General Partner has sole and absolute discretion to elect to reduce, waive or calculate differently the incentive allocation with respect to any limited partner of MVI I.

Incentive allocations

At the end of each accounting period of MVI I, any net capital appreciation or net capital depreciation will be allocated to all partners in proportion to each partner's opening capital account balance (excluding the incentive allocation to the MVI I General Partner and as described below for such period).

Pursuant to the completion of the 2020 Accelerated Bookbuild, the accrued incentive allocation payable in respect of Class F Interests and Class G Interests of £13,247,532⁵ was crystallised, distributed, and the net-of-tax proceeds used by the recipients of the incentive allocation to purchase Ordinary Shares. Following the 2020 Accelerated Bookbuild the Class G Interests were redesignated as Class F Interests and a new performance incentive allocation commenced for Class F Interests, with (i) a new reference amount equal to the new Class F Interests' net asset value at the time; and (ii) a new preferred return to Shareholders of 7.5 per cent, being set.

A "return" for the purposes of the following paragraphs includes any dividend or other distribution or return of capital by MVI I or the Company to holders of the Ordinary Share interests, including purchases of Ordinary Shares or Realisation Shares by MVI I or the Company which are subsequently cancelled.

For Class F Interests, no incentive allocation is payable until aggregate returns have been made to holders of the Ordinary Share Interests of £90,289,249 (the "**Class F Interest Reference Amount**"), being the Company's estimated Ordinary Share net asset value as at close of business on 21 May 2020. Once returns equal to the Class F Interest Reference Amount have been made to holders of the Ordinary Share Interests, an incentive allocation equal to 7.5 per cent. of the Class F Interest Reference Amount (the "**Class F Initial Incentive Allocation**") is payable by MVI I to the MVI I General Partner (or one of its affiliates).

For Class R(F)1 Interests, no incentive allocation is payable until aggregate returns have been made to holders of the Realisation Share Interests of £5,924,573 (the "**Class R(F)1 Interest Reference Amount**"), being the element of the Class F Interest Reference Amount which was attributed to Clause R(F)1 upon its creation in November 2016. Once returns equal to the R(F)1 Interest Reference Amount have been made to holders of the Realisation Share interests, an incentive allocation equal to 5 per cent. of the Class R(F)1 Interest Reference Amount (the "**Class R(F)1 Initial Incentive Allocation**") is payable by MVI I to the MVI I General Partner, or one of its affiliates).

Once returns equal to the Class F Interest Reference Amount, the Class R(F)1 Interest Reference Amount and, where applicable, the Class F Initial Incentive Allocation and the Class R(F)1 Initial Incentive Allocation, have been made to holders of the Ordinary Share and Realisation Share interests, returns are then made to holders of the Ordinary Share and Realisation Share interests until they have received a "preferred return" equal to 7.5 per cent. per annum on the daily amount of the reference amount outstanding (the "**Preferred Return**").

Once the Preferred Return has been made to Classes F and R(F)1, an incentive allocation is payable by MVI I out of cash which could otherwise be used for returns, of an amount equal to 20 per cent of such cash and the Preferred Return.

5 Net of the amount crystallised and paid (in advance) to retired partners of MVI I.

Thereafter, all returns are split 80:20 between holders of the Interests and the MVI General Partner (in respect of the incentive allocation).

Unless otherwise agreed by the MVI I General Partner, the incentive allocation is satisfied by an amount equal to the *pro rata* proportion of the incentive allocation being debited to the capital account of the Company in respect of the relevant interest and such amounts being reallocated to the capital account of the MVI I General Partner.

The MVI I General Partner has sole and absolute discretion to elect to reduce, waive or calculate differently the Ordinary Share Interest Incentive Allocation with respect to any limited partner of MVI I.

The MVI I General Partner may elect to receive additional Ordinary Share Interests in satisfaction of all or part of its entitlement to payment of an incentive allocation in respect of the Ordinary Share Interests.

No amounts distributed to the Company will be counted more than once for the purposes of calculating the amount of returns and determining the incentive allocation in respect of the Ordinary Share Interests.

As at, and with effect from, the date of the Redesignation, the incentive allocation accrued in relation to the Class F Incentive Allocation will be allocated between the Class R(F)2 Incentive Allocation and the Class F Incentive Allocation in accordance with the Realisation Proportion.

Management Fee, priority profit share

In respect of Class A GBP and Class A USD Interests, MVI I pays the Manager a management fee, equal to one twelfth of two per cent. of each Limited Partner's capital account (before deduction of that month's management fee and any accrued Class A incentive allocation) as of the last day of each month. The capital account of the MVI I General Partner is not debited for the management fee. For the avoidance of doubt, Class X, and Class R Interests are not subject to the Management Fee described above. The management fee or allocation for any other Class will be as determined and specified by the MVI I General Partner on issue of such Class.

Unless otherwise agreed (as is the case for the Ordinary Share Interests and the Realisation Share Interests), new Classes of MVI I are charged a management allocation, rather than management fees.

MVI I pays the Manager a monthly management fee, payable in arrear, equal to one twelfth of two per cent. of the NAV of each realisation pool of assets attributable to a series of Realisation Share Interests (before deduction of such fees, or any other fees or Incentive Allocation payable in respect of such class for that month) as at the last day of each month, for the first two years from the creation of a realisation pool. MVI I, thereafter, pays to the Manager, a monthly management fee, payable in arrear, equal to one twelfth of two per cent. of the NAV (excluding cash and cash equivalents) of each realisation pool of assets attributable to a series of Realisation Share Interests (before deduction of such fees, or any other fees or Incentive Allocation payable in respect of such class for that month) as at the last day of each month.

The "management allocation" for any new Class ("**Management Allocation**") for each month will be an amount equal to the percentage (which may be 0 per cent.) specified by the MVI I General Partner upon the issue of such Class, of the net asset value of the relevant Class (before any accrual for management fees or incentive allocation) as of the last Business Day of such month (unless otherwise determined by the MVI I General Partner). The MVI I General Partner will be allocated an amount equal to the Management Allocation relating to the relevant Class, in arrears in respect of each month from the closing date of the relevant Class until the expiry of the Mandatory Liquidation Period of the relevant Class (as extended, if applicable). The Management Allocation will be a priority share of all income and capital proceeds relating to the relevant Class.

Where a suspension of determination of net asset value has been declared the MVI I General Partner will calculate the Management Allocation in its reasonable discretion during the period of suspension. If, on calculation of the Management Allocation following the reinstatement of the determination of net asset value, the payments made to the MVI I General Partner during the

period of suspension are determined to be less or more than the MVI I General Partner was entitled to receive, then additional allocations will be made to make good the shortfall or the excess will promptly be repaid to MVI I, as the case may be.

The MVI I General Partner may agree with an investor that its investment in a new Class will bear a reduced or no Management Allocation. The MVI I General Partner may also agree with an investor to pay a portion of the Management Allocation to a third party.

Expenses relating or allocated to the relevant new Class which are not taken into account in determining net income of such new Class will generally be charged to the relevant portion of the capital accounts relating to the new Class *pro rata* to the relevant Partners' respective capital contributions to such new Class.

The MVI I General Partner may, in its sole and absolute discretion, elect to reduce, waive or calculate differently the management fee or priority profit share with respect to any Limited Partner, including, without limitation, Limited Partners that are affiliates or employees of the MVI I General Partner, or the Manager, members of the immediate families of such persons, other funds managed or advised by the Manager, trusts or other entities for their benefit, or pay a portion of the management fee to a third party,

The management fees payable in relation to Ordinary Share Interests and Realisation Share Interests are as agreed pursuant to the MVI I Management Agreement described in paragraph B7(b) below.

Performance-linked carried interest

Certain of the companies invested in by MVI I may pay a carried interest to MVI I and incentive vehicles affiliated to the Manager in respect of the investment performance of equity invested in by external investors and MVI I. This carried interest is normally paid directly by the investee companies in the form of equity instruments subject to specific investment performance criteria agreed on a case by case basis. The carried interest is first paid (or issued where it is settled in equity) to the incentive vehicle which allocates back to MVI I, that proportion of the carried interest which relates to investment provided by MVI I. Performance-linked carried interest is not taken into account when determining, or otherwise offset, against any other fee or allocations.

Capital accounts

Unless otherwise determined by the MVI I General Partner on the creation of a new Class, the following provisions shall apply. Each Partner has a capital account established on the books of MVI I that is credited with its capital contributions. Class A GBP and Class A USD Interests are available for subscription by US taxable investors. Class X Interests are subscribed by the Carry Partnership and have the features described above. Class R Interests have the features described above. The minimum initial capital contribution by an investor is US\$500,000 subject to the sole and absolute discretion of the MVI I General Partner to accept lesser amounts. In no event shall the MVI I General Partner authorise an initial subscription of less than US\$100,000.

Except as otherwise specified in respect of specific provisions of the MVI I Limited Partnership Agreement (such as "**Amendments to Limited Partnership Agreement**" below) a partnership percentage shall be determined for each Class for each accounting period, by dividing the amount of each capital account of a partner relating to that Class by the aggregate capital accounts of all partners relating to such Class as of the beginning of such accounting period after taking into account capital contributions, withdrawals exchanges and distributions (such partner's "**MVI I Percentage**"). Separate MVI I Percentages are determined in respect of investments held in relation to Class R interests.

Withdrawals of capital

A Limited Partner has the right to withdraw all or a portion of its Class A USD or Class A GBP on the first Withdrawal Date (as defined below) that falls 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis (the first Business Day in each period of six months being a "**Withdrawal Date**"). Written notice of withdrawal must be received six months prior to the Withdrawal Date.

Pursuant to an agreement dated 7 July 2009, the Company agreed to waive withdrawal rights relating to its Class F Interests. No future Class of interests in MVI I will have voluntary withdrawal rights.

Withdrawal requests are irrevocable unless the MVI I General Partner determines otherwise. The MVI I General Partner may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions as it deems appropriate.

If, in future Class R interests are issued, notwithstanding the foregoing, no withdrawals will be permitted with respect to Class R interests until the realisation of the relevant investment held on behalf of Class R interests.

Withdrawals are deemed effective as of the applicable Withdrawal Date. Payment of withdrawal proceeds generally are made as soon as practicable, but in any event not later than 14 business days after the Withdrawal Date, typically shortly after the calculation and publication of the relevant net asset value; provided, however, that the MVI I General Partner reserves the right to retain up to five per cent. of the withdrawal proceeds which are paid to the withdrawing Limited Partner (subject to audit adjustment), together with interest thereon at the rate available to MVI I, as soon as practicable following the completion of the audit of MVI I for the year in which such Withdrawal Date falls. The retained amount will not otherwise participate in the profits and losses of MVI I.

Partial withdrawals may be refused if, as a result of such withdrawal, the balance of a Limited Partner's capital account is less than US\$500,000, unless otherwise determined by the MVI I General Partner.

Notwithstanding the generality of the foregoing, in the event that the Manager ceases to be authorised to carry on its activities, the MVI I General Partner will suspend all dealings in interests in MVI I and will use reasonable endeavours to arrange the liquidation of the assets of MVI I with a view to returning the assets to Limited Partners as quickly as possible and following which MVI I will be wound-up.

Required Withdrawals

The MVI I General Partner may terminate the Interest of any Limited Partner in MVI I at any time, for any reason or no reason, in the MVI I General Partner's sole and absolute discretion, upon at least five Business Days' prior written notice, including if the MVI I General Partner determines that such Partner's continued participation in MVI I may cause MVI I to be treated as a publicly traded partnership taxable as a corporation for federal tax purposes. Any Limited Partner receiving such a notice will be treated as a partner who has given notice of withdrawal.

If, in future Class R interests are issued, it is anticipated that the Class R interests will be compulsorily repurchased as assets attributable to such Class R interests are realised.

Payment of Withdrawal Proceeds

A distribution in respect of a withdrawal may be made in cash or in kind, or in a combination thereof, as determined by the MVI I General Partner in its sole and absolute discretion.

Meetings

The MVI I General Partner is required to convene annual meetings of MVI I and may, whenever it thinks fit, convene other meetings of MVI I on not less than 14 days' written notice in advance. In addition, partners whose capital contributions together total at least 10 per cent. of total MVI I capital contributions may requisition a meeting of MVI I by giving not less than 14 days' written notice of such meeting to each of the partners and to the MVI I General Partner. The MVI I General Partner will co-operate fully with any request by Partners to requisition such a meeting of MVI I.

Two partners (other than the Carry Partnership) present in person or by proxy or delegee will be a quorum. If a matter would, under the terms of the MVI I Limited Partnership Agreement, require approval by consent of all or any partners or in any other manner, a resolution of partners at a meeting will only be validly adopted if also approved pursuant to such terms. In all other

circumstances, a resolution put to the vote of the meeting will be validly adopted if approved by Partners (present in person or by proxy or delegatee) whose aggregate capital contributions represent more than 50 per cent. of the aggregate capital contributions represented at such meeting.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Partner will not invalidate the proceedings at the meeting. A partner may waive the right to notice in writing either before or after the meeting. Attendance may be in person, by proxy or delegatee.

The directors of the MVI I General Partner will elect one of their number to be chairman of the meeting. In the case of an equality vote, that chairman will have a casting vote.

Class R interests do not carry a right to vote at meetings of MVI I.

Withdrawal, death, disability etc. of a Limited Partner

The withdrawal, death, disability, incapacity, adjudication of incompetency, termination, bankruptcy, insolvency or dissolution of a Limited Partner does not dissolve MVI I. The legal representatives of a Limited Partner will succeed as assignee to such Limited Partner's interest in MVI I upon the death, disability, incapacity, adjudication of incompetency, termination, bankruptcy, insolvency or dissolution of such Limited Partner, but will not be admitted as a substitute partner without the consent of the MVI I General Partner, which consent may be given or withheld in its sole and absolute discretion.

Unless otherwise stated for a particular Class in the MVI I Limited Partnership Agreement or an issue of a Class, in the event of the death, disability, incapacity, adjudication of incompetency, termination, bankruptcy, insolvency or dissolution of a Limited Partner, the interest of such Limited Partner will continue at the risk of MVI I's business until the next Withdrawal Date provided the MVI I General Partner has received six months' notice of such event.

The interests in MVI I of a Limited Partner that has given a notice of withdrawal will not be included in calculating the MVI I Percentages of the Limited Partners required to take any action under the Limited Partnership Agreement. Withdrawal proceeds will be paid to such Limited Partner (or its legal representative) in the manner described above.

Withdrawal rights under the MVI I LPA do not apply to Ordinary Share Interests or Realisation Share Interests.

Assignability of Interests

Without the prior written consent of the MVI I General Partner which may be given or withheld in its sole and absolute discretion, (i) a Partner may not pledge, assign, hypothecate, sell, exchange or transfer its Interest in MVI I or in any Class(es), in whole or in part, to any person except by operation of law, and (ii) no pledgee, assignee, purchaser or transferee may be admitted as a substitute Limited Partner.

Borrowings

MVI I may borrow when deemed appropriate by the Manager, including to enhance MVI I's return and meet redemptions that would otherwise result in the premature liquidation of investments. MVI I's ability to borrow is not limited to a maximum amount.

Investment structures

Although MVI I generally invests directly in securities, subject to any applicable regulatory requirements, MVI I may invest indirectly through one or more subsidiaries or other vehicles where the MVI I General Partner considers that this would be commercially expedient and/or tax efficient or provide the only practicable means of access to the relevant security.

Admission of new partners

In the sole and absolute discretion of the MVI I General Partner, Limited Partners may be admitted to MVI I in relation to any Class as of the first calendar day of each month, or at such

other times as determined by the MVI I General Partner, in its sole and absolute discretion (the “**Closing Date**”). Each new Limited Partner will be required to execute an agreement pursuant to which it becomes bound by the terms of the Limited Partnership Agreement.

Amendments to MVI I Limited Partnership Agreement

For the purposes of the amendments provisions under the MVI I Limited Partnership Agreement, as summarised below, an “**MVI I Percentage**” will be determined for each accounting period of MVI I by dividing the total amount of all capital accounts in respect of a partner by the aggregate capital accounts of all partners (including for these purposes holders of Class R interests) as of the beginning of such accounting period after taking into account capital contributions, assignment, pursuant to the Exchange Procedure withdrawals and distributions.

The MVI I Limited Partnership Agreement may be modified or amended at any time by the consent of the Limited Partners having in excess of 50 per cent. of the MVI I Percentages of the Limited Partners, subject to the written consent of the MVI I General Partner. Without the consent of the other partners, however, the MVI I General Partner may amend the Limited Partnership Agreement to (i) reflect changes validly made in the membership of MVI I and the capital contributions and MVI I Percentages of the partners; (ii) change the incentive allocation provisions to the extent required to comply with any applicable regulatory requirements; (iii) reflect a change in the name of MVI I; (iv) make a change that is necessary or, in the opinion of the MVI I General Partner, advisable to qualify MVI I as limited partnership or partnership in which the Limited Partners have limited liability in all jurisdictions in which MVI I conducts or plans to conduct business, or to ensure that MVI I will not be classified as an association taxable as a corporation or treated as a publicly traded partnership taxable as a corporation for federal tax purposes; (v) make a change that does not adversely affect the Limited Partners in any material respect; (vi) make a change that is necessary or desirable to cure any ambiguity, or to correct or supplement any provision in the MVI I Limited Partnership Agreement that would otherwise be inconsistent with any other provision in the MVI I Limited Partnership Agreement, or to otherwise provide for matters or questions arising under the MVI I Limited Partnership Agreement so long as such change will not be inconsistent with the provisions of the MVI I Limited Partnership Agreement, in each case subject to clause (v) above; (vii) make a change that is necessary or desirable to satisfy any requirements, conditions or guidelines contained in any opinion, directive, order, statute, ruling or regulation of any federal, state or non-United States governmental entity, so long as such change is made in a manner which minimises any adverse effect on the Limited Partners; or that is required or contemplated by the MVI I Limited Partnership Agreement; (viii) make a change in any provision of the Limited Partnership Agreement that requires any action to be taken by or on behalf of the MVI I General Partner or MVI I pursuant to applicable Cayman Islands law, if the provisions of applicable Cayman Islands law are amended, modified or revoked so that the taking of such action is no longer required; (ix) prevent MVI I from being deemed in any manner an “investment company” subject to the provisions of the US Investment Company Act; or (x) make any other amendments similar to the foregoing. Each partner, however, must approve of any amendment that would (a) reduce its capital account or rights of contribution or withdrawal or (b) amend the provisions of the MVI I Limited Partnership Agreement relating to amendments.

Exculpation

The MVI I Limited Partnership Agreement provides that neither the MVI I General Partner nor any of its affiliates (including, without limitation, the Manager) and their respective shareholders, members, partners, directors, officers and employees (collectively, excluding the MVI I General Partner, “**Affiliates**”), will be liable to any partner or MVI I (in respect of any Class) for mistakes of judgment or for action or inaction that did not constitute gross negligence, wilful misconduct, fraud or bad faith, or for losses due to such mistakes, action or inaction or to the gross negligence, dishonesty, fraud, or bad faith of any broker or agent of MVI I, provided that such broker or agent was selected, engaged or retained by the MVI I General Partner or any Affiliate with reasonable care. Each of the MVI I General Partner and Affiliates may consult with counsel and accountants in respect of MVI I's affairs and will be fully protected and justified in any action or inaction that is taken in accordance with the advice or opinion of such counsel or accountants, provided that they were selected with reasonable care. The foregoing provisions (as well as the indemnification provisions described below), however, do not relieve the MVI I General Partner

and the Affiliates of any liability to the extent that such liability may not be waived, modified or limited under applicable law (including liability under federal securities laws which, under certain circumstances, impose liability even on persons that act in good faith), but are construed so as to effectuate the above mentioned provisions to the fullest extent permitted by law.

Indemnification

The MVI Limited Partnership Agreement provides that MVI I will, to the fullest extent permitted by law, indemnify and hold harmless the MVI I General Partner, each Affiliate and the legal representatives of any of them (each, an “**Indemnified Party**”), from and against any and all liability, damage, loss, cost or expense suffered, incurred or sustained by it, him or her by reason of any acts, omissions or errors of judgment arising out of or in connection with MVI I or any Class including, without limitation, any judgment, settlement, reasonable attorneys’ fees and other costs or expenses incurred in connection with the defence of any actual or threatened action, suit or proceeding, provided that such acts, omissions or errors of judgment were not made in bad faith or did not constitute fraud, wilful misconduct or gross negligence, any acts, omissions or errors of judgment of a broker or other agent of MVI I, provided that such broker or agent was selected, engaged or retained by the Indemnified Party with reasonable care. The MVI I Limited Partnership Agreement also provides that MVI I may, in the sole and absolute discretion of the MVI I General Partner, advance to any Indemnified Party reasonable attorneys’ fees and other costs and expenses incurred in connection with the defence of any action, suit or proceeding which arises out of such conduct. In the event that such an advance is made by MVI I, the Indemnified Party will agree to reimburse MVI I to the extent that it is finally determined that it was not entitled to indemnification.

Indemnification obligations which relate to a particular Class or Classes will be met out of the Class assets of that or those Classes to the extent of such Class assets and otherwise as provided in the MVI I Limited Partnership Agreement.

Expenses

MVI I bears its own organisational and operating costs and expenses including, but not limited to, (i) all transactions carried out by it or on its behalf (including costs and expenses incurred by the Manager in respect of sourcing and researching investment opportunities), and (ii) the administration of MVI I. In respect of partners holding interests in the Pre-Reorganisation Classes, unless otherwise stated by the MVI I General Partner for a particular Class, such expenses will be shared on a *pro rata* basis by all such partners. The apportionment of expenses between Classes other than the Pre-Reorganisation Classes will be as determined by the MVI I General Partner on the issue of such Classes.

Class F Interests currently bear the expenses relating specifically to Class F as well as their *pro rata* share of all of the expenses of MVI I and the Company.

For future Classes, expenses which relate to a particular new Class will be met out of the Class assets of such new Class to the extent of such assets and otherwise as provided for in accordance with the provisions summarised under “Distributions of Cash” below. Where, in the MVI I General Partner’s opinion, costs, liabilities or expenses on any Class other than a Pre-Reorganisation Class (including those relating to a specific class in the Company) relate to one particular Limited Partner or group of Limited Partners in an Additional Class (as defined below) such costs may be allocated to that Limited Partner or group and charged to them and/or deducted from future distributions to them and not to the Limited Partners in such Additional Class generally.

Apportionment of assets and liabilities

Assets, liabilities, profits, losses and expenses relating to or arising from a specific Class other than a Pre-Reorganisation Class (including its Management Allocation and incentive allocation) are allocated to such Class.

Assets, liabilities, profits, losses and expenses relating to an investment in which more than one such Class has participated are allocated between such Classes *pro rata* to the amount each

such Class has invested in such investment or on such other basis as the MVI I General Partner considers equitable or appropriate.

Other assets, liabilities, profits, losses and expenses (including those that relate generally to MVI I) are allocated between all the Classes other than Pre-Reorganisation Classes that are then issued and have not been (or are not in the process of being) wound up *pro rata* to the latest net asset value of each such Class or on such other basis as the MVI I General Partner determines in its discretion having regard to what it considers equitable or appropriate.

Where a liability relates to such a Class and cannot be met out of the Class assets of such Class then it will be required to be met out of the Class assets of other Classes notwithstanding that such liability does not relate to those other Classes.

Notwithstanding that MVI I's assets are allocated between the Classes for the internal accounting purposes of MVI I each Partner is a partner in a single limited partnership and, except as otherwise required in the Limited Partnership Agreement, all partners will be treated equally in all respects.

Exchange Procedure

In respect of the Ordinary Share Interests, in the event that, pursuant to the Exchange Procedure, MVI I acquires an Ordinary Share Interest then the MVI I General Partner has the power on behalf and in the name of MVI I to ensure that such an Ordinary Share Interest is cancelled and the amount of capital contributions and MVI I Percentages, including allocations of assets and liabilities, distributions, voting at meetings and consents of Limited Partners, are determined without regard to such cancelled capital contributions or MVI I Percentages. The Exchange Procedure facility for Ordinary Share Interest Investors was cancelled in 2013. Accordingly, the Exchange Procedure is now only exercisable at the option of MVI I and is used to effectively cancel Ordinary Shares acquired by MVI I.

Additional Classes

The following additional provisions apply to any Classes in MVI I which are created in the future, the Ordinary Share Interests and, pursuant to the agreement described in this paragraph B7(a) above, the Realisation Share Interests (together, the “**Additional Classes**”).

Commencement and duration of Additional Classes

Each Additional Class will be issued on its Closing Date and will extend for its Investment Period, Mandatory Liquidation Period and thereafter until it is wound up by way of repurchase of Class Interests in accordance with the provisions of the Limited Partnership Agreement. For the Ordinary Share Interests, the Investment Period is unlimited and there is no Mandatory Liquidation Period.

For these purposes, “**Investment Period**” means, in relation to an Additional Class, the period commencing on the Closing Date of such Class and ending on such date as specified by the MVI I General Partner upon the issue of such Additional Class or such earlier date as may be determined by the MVI I General Partner in its discretion. “**Mandatory Liquidation Period**” means, in relation to an Additional Class, (a) the twelve month period commencing from the period or date specified by the MVI I General Partner on the issue of such Additional Class; or (b) such other period as may be specified by the MVI I General Partner upon the issue of such Additional Class and, unless otherwise specified upon the Issue of such Additional Class, being subject to extension at the discretion of the MVI I General Partner on terms determined on the issue of such Class.

Authority of the MVI I General Partner

In respect of the Additional Classes, in addition to the provisions of the Limited Partnership summarised under “Purposes of the Partnership” above, the MVI I General Partner has power to: (i) cause each Additional Class to pay out of its Class assets all MVI I and organisational expenses and other debts and liabilities of or allocated to such Additional Class; (ii) to temporarily suspend the calculation and reporting of the Net Asset Value of MVI I.

When there exists a state of affairs where the calculation of the Net Asset Value of MVI I is not reasonably practicable or would be prejudicial to MVI I or Limited Partners; (iii) to accept applications by, and require MVI I to admit. Limited Partners on any Closing Date (or at any other time in order to effect the Exchange Procedure and/or to give effect to any other permitted exchanges) and to issue drawdown notices and to receive, where applicable, tranches of Capital Contributions advanced by the partners; (iv) to carry out, or cause the administrator of the Exchange Procedure to carry out, the Exchange Procedure and to acquire by transfer out of the Class assets, applicable shares in the Company and (v) to transfer or cause to be transferred, a Realisation Proportion of investments relating to an Additional Class denominated in one currency to the corresponding Additional Class denominated in another currency, where required to give effect to any permitted exchanges, either in accordance with the Exchange Procedure or as permitted by the MVI I General Partner in its discretion.

Transfers

The provisions of the MVI I Limited Partnership Agreement, summarised under “Assignability of Interests” above include the following additional provisions in respect of the Additional Classes (including (for the purposes of this description headed “**Transfers**”), where indicated, Ordinary Share Interests):

A partner may, with the consent of the MVI I General Partner, transfer the whole or part of its interest in any one or more Additional Classes (including the Ordinary Share Interest Classes) in which it participates.

The MVI I General Partner may transfer part of a partner’s interest in any one or more Additional Classes (including the Ordinary Share Interest Classes) to satisfy the applicable Additional Class Incentive Allocation (as defined below) (or the Ordinary Share Interest incentive allocation, as the context requires).

In the event that, pursuant to the Exchange Procedure, MVI I acquires an Additional Class interest then such Additional Class interest will be cancelled and the amount of capital contributions and MVI I Percentages, including allocations of assets and liabilities, distributions, voting at meetings and consents of Limited Partners, will be determined without regard to such cancelled capital contributions or MVI I Percentages. Any partner transferring any Additional Class Interest (including the Ordinary Share Interest Classes) (in whole or part) other than to satisfy the Additional Class (or the Ordinary Share Interest Classes) Incentive Allocation will bear all costs and expenses arising in connection with any transfers, including reasonable legal fees, the costs of the MVI I General Partner and in the case of a transfer that is expected to result in future expenses, the MVI I General Partner may estimate the amount of such expenses in good faith and such amount will be final and binding. Costs and expenses relating to a transfer of Additional Class Interests (including the Ordinary Share Interest Class) in satisfaction of the applicable incentive allocation will be dealt with in a manner determined by the MVI I General Partner in its absolute discretion.

The transfer of any Additional Class interest (including the Ordinary Share Interests) in whole or part will not cause the dissolution of MVI I.

Distributions of cash

In respect of the Additional Classes, after payment of all costs, expenses (including any management fees), losses and liabilities allocated to the relevant Additional Class, the net income and capital of the relevant Additional Class, available for distribution, are distributed in the following order of priority:

- (a) first, in payment to the MVI I General Partner of the Management Allocation relating to that Additional Class;
- (b) second, in repaying the amount of unrepaid capital contributions contributed by investors in such Additional Class;
- (c) third, in paying to the investor an annual percentage preferred return on the daily amount of the unrepaid capital contributions contributed to the relevant Additional Class;

- (d) fourth, to the MVI I Carried Interest Partner until it receives a “catch-up” equal to 20 per cent. of the total amounts distributed under paragraph I above and this paragraph (d); and
- (e) thereafter 80 per cent. to investors and 20 per cent. to the MVI I Carried Interest Partner.

The percentage preferred return under paragraph I above may vary between Additional Classes and is specified by the MVI I General Partner on issue of each Additional Class. For the Ordinary Share Interests and the Realisation Share Interests, the amount has been agreed pursuant to the agreement described in this paragraph B7(a) of this Part X. For the Ordinary Share Interests and the Realisation Share Interests it has also been agreed that the sums payable under paragraph (d) and (e) above will be payable to the MVI I General Partner or its affiliates.

Amounts distributed to the MVI Carried Interest Partner in its capacity as such (or to the MVI I General Partner or its affiliates) are referred to as its “Additional Class Incentive Allocation”.

The Carried Interest Partner may elect to receive additional interests in an Additional Class in satisfaction of all or part of its entitlement to Additional Class Incentive Allocation as determined by the MVI I General Partner in its sole discretion.

The MVI I General Partner is not obliged to cause an Additional Class or MVI I to make any distributions in whole or in part if (i) there is insufficient cash available; (ii) MVI I would be rendered insolvent; or (iii) in the reasonable opinion of the MVI I General Partner, that Class or MVI I might be left with insufficient funds to meet any present or future expenses, obligations or contingencies including the Management Allocation relating to the relevant Additional Class.

The MVI I General Partner may agree with an investor that its investment in an Additional Class will bear a reduced or no Additional Class Incentive Allocation.

Required withdrawals

The relevant provisions of the MVI I Limited Partnership Agreement, as summarised under “Required Withdrawals” above, also provide in respect of the Additional Classes, that the MVI I General Partner has the right, in its discretion, to require a Limited Partner to withdraw from any Additional Class so as to, (i) effect the Exchange Procedure; and/or (ii) effect any other exchanges permitted by the MVI I General Partner in its discretion.

Meetings of a Class

The MVI I General Partner is required to convene annual meetings of each Additional Class (including, for the purposes of this description headed “Meetings of a Class” the Ordinary Share Interest Class) and may, whenever it thinks fit, convene other meetings of each Additional Class, in any case on not less than 14 days’ written notice in advance. In addition, investors whose subscriptions together total at least 10 per cent. of the relevant Additional Class subscriptions may requisition a meeting of the relevant Additional Class, by giving not less than 14 days’ written notice of such meeting to each of the Partners of that Class and to the MVI I General Partner. The MVI I General Partner is required to co-operate fully with any request by investors to requisition such a meeting of the Additional Class(es).

Except as otherwise provided under the terms of the Limited Partnership Agreement, a resolution put to the vote of the meeting will be validly adopted if approved by investors representing in person or by proxy or delegee more than 50 per cent. of the total amount subscribed to the particular Additional Class as represented at such meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Partner will not invalidate the proceedings at the meeting. The directors of the MVI I General Partner are required to elect one of their number to be chairman of the meeting. In the case of an equality of votes, that chairman will have a casting vote.

Temporary investments

Pending the application of subscription monies for the purpose of making investments or meeting expenses or the Management Allocation and pending distribution of monies arising from realised investments, MVI I may make temporary investments by holding monies in deposit accounts or

investing in money market deposits or other similar liquid investments or securities as the MVI I General Partner may determine.

Reinvestment

At any time prior to the end of the Investment Period of an Additional Class, or such other period as the MVI I General Partner may specify on issue of an Additional Class, the MVI I General Partner may elect not to distribute and instead to reinvest (in respect of the Additional Class), in whole or in part, any net income, capital proceeds or other amount relating to the Additional Class, provided that, in exercising its powers the MVI I General Partner is required to have regard to the applicable tax status of MVI I or relevant Additional Class.

Follow-on Investments

Investments may not be made in relation to an Additional Class at any time after the end of the Investment Period of such Additional Class, other than (a) to carry out and complete an Investment, where the investment process had commenced before the end of the Investment Period and (b) any Investment in an entity in which the applicable Additional Class has already directly or indirectly invested (a **“Follow-on Investment”**).

Generally, Follow-on Investments will be apportioned between the applicable Additional Classes which have participated in the existing Investment *pro rata* to the amounts they have invested, provided that MVI I General Partner, where it considers it appropriate, may apportion such Follow-on Investment in different proportions or to other Additional Classes (including to an Additional Class which did not participate in the existing Investment).

(b) **MVI I Management Agreement**

Pursuant to a management agreement dated 1 April 2021 between the Manager, the MVI I General Partner and MVI I, the Manager was appointed as manager to MVI I.

Under the MVI I Management Agreement, the Manager is entitled to receive a management fee as detailed in paragraph 6 of Part III of this Prospectus. The MVI I Management Agreement may be terminated by the Manager or the MVI I General Partner upon three months' written notice. Neither the Manager, nor its partners, officers, servants, professional advisers, agents and delegates (each a **“Manager Indemnified Party”**) shall be liable to MVI I for any loss suffered by them in connection with the performance by the Manager of its obligations except those resulting from the wilful default, fraud or gross negligence of such Manager Indemnified Parties. MVI I has agreed to indemnify each Manager Indemnified Party from and against any and all losses, liabilities, damages, expenses or costs suffered, incurred or sustained by such Manager Indemnified Party, except those resulting from such Manager Indemnified Party's wilful default, fraud or gross negligence.

The agreement is governed by English law.

(c) **Administration Agreement**

MVI I is a party to the Administration Agreement. Under the terms of this agreement the Administrator has agreed to undertake certain duties including maintaining the register of partners of MVI I, receiving and processing subscription and redemption agreements or applications, submitting a statement to investors of their holdings in MVI I upon request, calculation of MVI I's Net Asset Value based on valuations of the securities and other assets of MVI I, maintenance of accounting reports, preparation of financial statements for audit purposes, liaison with auditors and assisting with the completion of the Exchange Procedure.

The Administration Agreement provides for the indemnification of the Administrator, its directors, officers and employees against all actions, proceedings, claims, demands, costs, expenses and liabilities which may arise against the Administrator and its employees in connection with MVI I or the services carried out by or on behalf of the Administrator under the Administration Agreement (other than those resulting from bad faith, fraud, wilful misconduct or gross negligence of the Administrator or any of its directors, officers or employees). The Administration Agreement may be terminated as between MVI I or the Administrator upon not less than three months' written notice. The Administration Agreement may be terminated as between the

Administrator or MVI I immediately by written notice in certain circumstances, including on an unremedied material breach of the Administration Agreement by the other party.

The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to MVI I of £36,875 per annum (plus £16,000 per annum in respect of the MVI I General Partner), together with other minor fixed costs and variable time costs.

The agreement is governed by Jersey law.

(d) ***MVI LP Custody Agreement***

Pursuant to the MVI LP Custody Agreement between MVI I, MVI II and the MVI LP Custodian, the MVI LP Custodian has been appointed as MVI I's custodian with responsibility for custody of MVI I's assets. It may also provide MVI I with execution only services, brokerage services, custodial services, advisory services and any other services which may be agreed between the parties from time to time.

The MVI LP Custodian may appoint sub-custodians of MVI I's investments. MVI I's investments may be registered in the MVI LP Custodian's own name if it is in MVI I's best interests or if the interests cannot otherwise be registered in MVI I's own name as a matter of law or practice.

The MVI LP Custodian is not liable for any loss of MVI I resulting from any act or omission relating to the services provided under the terms of the MVI LP Custody Agreement (unless the loss results directly from the negligence, wilful default or fraud of the MVI LP Custodian). In the case of any sub-contract or delegation under the MVI LP Custody Agreement, the MVI LP Custodian will remain liable for the performance of the actions of any sub-contractor or delegate as if such actions were the MVI LP Custodian's own.

Each of MVI I and the MVI LP Custodian may terminate the effect of the MVI LP Custody Agreement (as between itself and the MVI LP Custodian) (i) by giving thirty business day's written notice to the other; or (ii) immediately by giving written notice to the other in the event of material breach, insolvency or ceasing to hold necessary permissions.

- (e) The agreements related to the 2020 Accelerated Bookbuild and "reset" of incentive allocations referred to in paragraphs A8(c)(i), (ii) and (iii) of this Part X.
- (f) The second amended and restated Class FGR agreement referred to in paragraphs A8(c)(ii) of this Part X provides that MVI I shall use the assets attributable to the Ordinary Share Interests and the Realisation Share Interests to indemnify the Company against any costs, liabilities or expenses including ongoing and annual expenses of the Company. The MVI I Limited Partnership Agreement should be interpreted so as to give effect to the Incentive Allocations provisions of the agreement. It also requires MVI I to consider its Ordinary Share Distribution Policy prior to making any investment.
- (g) The loan agreement referred to in paragraph A8(f) of this Part X.
- (h) The MVI II Limited Partnership Agreement referred to in paragraph C7(a) of this Part X.
- (i) The subscription agreement relating to subscriptions for partnership interests MVI II referred to in paragraph C7(e) of this Part X.
- (j) The MVI II Contribution Agreement referred to in paragraph C7(f) of this Part X.
- (k) The MVI II Side Letter referred to in paragraph C7(d) of this Part X.
- (l) The Partial Withdrawal and Co-Investment Agreement referred to in paragraph C7(g) of this Part X.

Other than the related party transactions referred to above, as at the date of this Prospectus, MVI I is not a party to any related party transactions.

8. Litigation

So far as the Company is aware, there are not, and have not been, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened as far as the Company is aware) during the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on MVI I's financial position or profitability.

9. No Significant Change

As at the date of this Prospectus, there has been no significant change in the financial position or financial performance of MVI I since 30 June 2021, being the latest date at which financial information (as disclosed in Part VII of this Prospectus) has been prepared by MVI I.

C. MVI II

1. General Information

- (a) MVI II was established in Jersey as a limited partnership with registered number 2169 on 23 December 2015 pursuant to an initial limited partnership agreement entered into between the MVI II General Partner, as general partner and the MVI II Carried Interest Partner and MVI I as limited partners (the "**Initial Limited Partnership Agreement**"). The Initial Limited Partnership Agreement was subsequently amended and restated on 3 May 2016 pursuant to an amendment and restatement agreement entered into by the same parties (the "**MVI II Limited Partnership Agreement**"). Further details of the MVI II Limited Partnership Agreement are set out in paragraph C7(a) below.
- (b) As a limited partnership, MVI II is governed by the Limited Partnership (Jersey) Law 1994 and the terms of the MVI II Limited Partnership Agreement. In addition, MVI II has been authorised by the JFSC as an expert fund pursuant to the Jersey Funds Law and the Expert Fund Guide. Accordingly, the MVI II General Partner, which is regulated by the JFSC to conduct fund services business pursuant to the FSJ law and is required to operate MVI II in accordance with the Jersey Funds Law, the Expert Fund Guide and the Jersey Funds Codes. The JFSC is protected by the FSJ Law against liability arising from the discharge of its functions under the FSJ Law.
- (c) MVI II's registered office is at 11-15 Seaton Place, St Helier, Jersey JE4 0QH. MVI II's telephone number is +44 1534 833 000. The Legal Entity Identifier (LEI) of MVI II is 894500DYPKYVHUCX9V51.
- (d) MVI II is not part of a group and has no employees. It is currently funded through commitments from MVI I and other investors.
- (e) There are no different voting rights attaching to major limited partners in MVI II.
- (f) MVI II is wholly-owned by the MVI II Limited Partners and the MVI II General Partner. Pursuant to the terms of the MVI II Limited Partnership Agreement (which is described in more detail below), the MVI II General Partner is responsible for the management and operation of MVI II including the holding of investment assets of MVI II. Therefore, MVI II is controlled by the MVI II General Partner which, in its capacity as general partner of MVI II, is subject to the terms of the Limited Partnership (Jersey) Law 1994 and to the supervision of the MVI II Advisory Board pursuant to the terms of the MVI II Limited Partnership Agreement.
- (g) Subject to a limited number of exceptions under statute, a limited partner who takes part in the conduct of the business of the partnership runs the risk of being treated as a general partner and therefore losing its limited liability status. The directors of the MVI II General Partner II are subject to fiduciary duties and duties of due care and skill applicable to directors generally.
- (h) MVI II is in full compliance with all applicable Jersey corporate governance requirements, statutory or otherwise.
- (i) There is no person who, directly or indirectly, has an interest in MVI II which is notifiable under Jersey law.
- (j) Baker Tilly Channel Islands Limited act as auditors to MVI II. Prior to the appointment of Baker Tilly Channel Islands Limited in 2020, Ernst & Young LLP were MVI II's auditors.

- (k) Any change to the investment strategy of MVI II set out in Part I of this Prospectus can only be made by the MVI II General Partner.
- (l) The MVI II General Partner, a limited company incorporated in Jersey with registered number 120233 on 11 December 2015, acts as general partner of MVI II.
- (m) References in this Prospectus to the Net Asset Value of MVI II are unaudited numbers calculated by the Administrator on behalf of MVI II, based on information provided by the MVI II General Partner.
- (n) MVI II is a limited partnership in which interests are held by MVI II Limited Partners and the MVI II General Partner. Under Jersey law, only a general partner may take part in the conduct of a limited partnership's business and it is under a fiduciary duty to act in the best interests of the partnership at all times. Under the terms of the MVI II Limited Partnership Agreement the MVI II General Partner is exclusively responsible for the management of MVI II and the MVI II Limited Partners have no authority to act on behalf of MVI II. The control exercised by the MVI II General Partner is subject to the terms of the MVI II Limited Partnership Agreement summarised at paragraph C7(a) of this Part X of this Prospectus.

2. MVI II capital

- (a) As at 30 June 2021, the unaudited Net Asset Value of MVI II £111.3 million, of which £92.8 million is attributable to MVI I, representing 83.3 per cent. of the MVI II Interests' net assets.
- (b) The unaudited Net Asset Value of MVI II as at 30 September 2021, being the latest practicable date prior to the publication of this Prospectus, was £112.0 million, of which £93.3 million is attributable to MVI I, representing 83.3 per cent. of the MVI II Interests' net assets.

3. Information on the MVI II General Partner directors

- (a) The directors of the MVI II General Partner are Peter Rioda, Louisa Bonney and Michelle McNaney. Peter Rioda's biography and current and past directorships are set in paragraph 1 of Part III and paragraph A4(a) of this Part X of this Prospectus respectively. Louisa Bonney's biography and current and past directorships are set in paragraph B3(d) of Part X of this Prospectus respectively. The current and past directorships and biography of Michelle McNaney are as set out below.

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Peter Rioda	22 December 2015	See paragraph A4(a) of Part X of this Prospectus	
Louisa Bonney	11 December 2015	See paragraph B3(a) of Part X of this Prospectus	
Michelle McNaney	22 January 2021	AES Barbarians Limited AESF IV Picasso II Limited AESF IV Star Island Limited AESF VI GP Limited AESF VI GP Sub Limited AES III Allen Limited AES III Rex Limited Front Row Asset Management Limited Altor Services Limited Altor Investments Limited Altor Holdings Limited Altor Asset Management Limited Altor Fund IV (No. 3) Limited Altor Fund IV (No. 4) Limited Altor Holdings IV Limited ANAF II GP Limited APF Desjardins Jersey GP Limited	Accession Mezzanine Capital III (Jersey) Limited ADCURAM Investors Limited AIMCo LH (Jersey) Trustee Limited ASF III Green Holdings (No 2) Limited (Dissolved 28/12/2017) ASF II General Holdings Limited ASF II Global Holdings Limited ASF III Green Holdings Limited ASF III Bluenote Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Michelle McNaney (Continued)		ARDIAN Secondary Partnership GP Ltd ASF VIII Infrastructure GP Limited ASF Charles B GP Limited ASF Charles Co-Invest GP Limited ASF Click Co-Invest GP Limited ASF Galaxy Co-Invest GP Limited ASF Garden Co-Invest GP Limited ASF IV Central Limited ASF IV Chuck Limited ASF IV Williams Limited ASF Longfellow GP Limited ASF Montparnasse Limited ASF Munich GP Limited ASF Peak Feeder Co-Invest GP Limited ASF Prince Co-Invest GP Limited ASF Robertson GP Limited ASF VI GP Limited ASF VI GP Sub Limited ASF VII GP Sub Limited ASF VIII GP Limited ASF VII Infrastructure GP Limited ASF VII Infrastructure GP Sub Limited ASF VII GP Limited ASF Sidney GP Limited AXA Early Secondary III Global, Limited AXA Private Equity Funds of Funds Manager II, Limited AXA Private Equity Secondary Funds Sub Limited AXA Private Equity Early Limited AXA Private Equity Early Sub Limited AXA Private Equity Secondaries Limited AXA Private Equity Secondary Funds Limited Aztec Nominees Limited Aztec (Trustees No. 1) Limited Aztec (Trustees No. 2) Limited Cetza Nominees Limited DPE III General Partner Limited	ASF III Caledonian Limited ASF III Fox Limited ASF III Hoche Limited ASF III Mick Limited ASF III Newport Limited ASF III Penta Limited ASF III Picasso Limited ASF III Serfin Limited ASF III LUPO Holdings Limited ASF III Serfin 2 Limited ASF II UK Holdings Limited AXA IM Secondaries Associates Management Limited Aztec Directors Limited BaltCap Private Equity Management II Limited Dolinvest Limited DPE III General Partner Limited Herkules Private Equity (GP-I) Limited Herkules Private Equity (GP-II) Limited Herkules Private Equity II (GP-I) Limited Herkules Private Equity II (GP-II) Limited Herkules Private Equity III (GP-I) Limited Herkules Private Equity III (GP-II) Limited Herkules Private Equity IV (GP-I) Limited Herkules Private Equity IV (GP-II) Limited HV Holtzbrinck Ventures Fund IV GP Limited HV Holtzbrinck Ventures Fund V Feeder Limited Kolinvest Limited Lolinvest Limited

Director	Appointed	Current Directorships, Partnerships and Affiliations	Past Directorships, Partnerships and Affiliations
Michelle McNaney (Continued)		DPE IV General Partner Limited HE Family GP Ltd Highland Europe GPGP II Limited Highland Europe GPGP III Limited Highland Europe GPGP IV Limited Highland Europe Investment Management Limited Highland Europe GPGP Limited Jellicoe Limited Ligustica GP Limited Aztec Financial Services (Jersey) Limited AES Barbarians Limited AESF IV Picasso II Limited AESF IV Star Island Limited ASF Peak Feeder Co-Invest A S.L.P. ASF Peak Feeder Co-Invest B S.L.P. SVF GP (Jersey) Limited (alternate to Simon King) SB Delta Fund GP (Jersey) Ltd (alternate to Simon King) Marwyn General Partner II Limited SVF Holdings GP (Jersey) Limited (alternate to Simon King) Euro Choice III GP Limited Unigestion (Jersey) GP Limited WCTPT Choice Limited	Mezzanine Capital Partners GP Limited Mezzanine Capital Partners Limited MML Capital Partners Fund V GP Limited MML Capital Partners Fund VI GP Limited Nessie Limited Nolinvest Limited PEIF II Co-Investment I GP (Jersey) Limited PEIF II General Partner (Jersey) Limited Plemont SPV I Limited Plemont SPV II Limited Plemont SPV III Limited Plemont SPV IV Limited Resource Partners GP II Limited Resource Partners FP II Limited SSSO Investment Adviser Limited Tolinvest Limited Vendome UK Limited

- (b) Michelle McNaney was a director of ASF III Green Holdings (No 2) Limited, ASF II General Holdings Limited, ASF II Global Holdings Limited, ASF III Green Holdings Limited, ASF III Bluenote Limited, ASF III Caledonian Limited, ASF III Fox Limited, ASF III Hoche Limited, ASF III Mick Limited, ASF III Newport Limited, ASF III Penta Limited, ASF III Picasso Limited, ASF III Serfin Limited, ASF III LUPO Limited, ASF III Serfin 2 Limited, ASF III UK Holdings Limited, AXA IM Secondaries Associates Management Limited, Aztec Directors Limited, Nessie Limited and Vendome UK Limited, all of which have been dissolved on a solvent basis.

(c) **Michelle McNaney**

Michelle McNaney is the Joint Head of Private Equity for the Aztec Group's Jersey office, leading several client teams specialising in the administration of private equity and venture capital funds. Michelle is a member of the Aztec Group's private equity leadership team, playing a key role in guiding the Group's multi-jurisdictional client teams. She also sits on the Aztec Group Product Committee, which has Group-wide oversight of the commercial customer proposition, brand and client experience. A qualified member of the Society of Trust and Estate Practitioners (STEP), Michelle has over 25 years' experience in Jersey's financial services industry. She began her career as a Trainee Administrator for Ernst & Young, before moving to

Equity Trust (Jersey) Limited in 1997. After 10 years, Michelle accepted her role with the Aztec Group in 2007.

Save as disclosed in paragraph B3 of this Part X, none of the directors of the MVI II General Partner:

- (i) has any convictions in relation to fraudulent offences;
- (ii) has been made bankrupt or has made an individual voluntary arrangement with creditors or suffered the appointment of a receiver over any of his or her assets;
- (iii) has been a director of any company which, whilst he or she was such a director or within 12 months after his ceasing to be such a director, was put into receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with the company's creditors generally or with any class of creditors of any company or had an administrator or an administrative or other receiver appointed;
- (iv) has been a partner in any partnership which, whilst he or she was a partner, or within 12 months after his or her ceasing to be a partner, was put into compulsory liquidation or had an administrator or an administrative or other receiver appointed or entered into any partnership voluntary arrangement;
- (v) has had an administrative or other receiver appointed in respect of any asset belonging either to him or her or to a partnership of which he or she was a partner at the time of such appointment or within the 12 months preceding such appointment; or
- (vi) has received any public criticisms by statutory or regulatory authorities (including recognised professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

4. MVI II General Partner Directors' interests

- (a) The interests (all of which are beneficial ownerships of Ordinary Shares unless otherwise stated) of the directors of the MVI II General Partner in the share capital of the Company as at 18 October 2021, being the latest practicable date prior to the publication of this Prospectus, are as follows:

Director	Number of Ordinary Shares currently held	Percentage of Ordinary Share capital	Percentage of total voting rights
Peter Rioda	10,000	0.02	0.02
Louisa Bonney	Nil	Nil	Nil
Michelle McNaney	Nil	Nil	Nil

No directors of the MVI II General Partner holds any interests in 2016 Realisation Shares.

The directors of the MVI II General Partner are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their appointment as directors of the MVI II General Partner. There is no amount set aside or accrued by the MVI II General Partner in respect of contingent or deferred compensation payments or any benefits in kind payable to the directors of the MVI II General Partner.

As an employee of Marwyn, Louisa Bonney is beneficially interested in the incentive arrangements of the Marwyn Funds and is therefore also beneficially interested in any long-term incentive arrangements operated by Portfolio Companies from time to time.

5. MVI II General Partner directors' service contracts

- (a) On 21 July 2016 the MVI II General Partner entered into a service contract with Peter Rioda. The terms of Peter Rioda's service contract are summarised below.

Peter Rioda will serve as a director of the MVI II General Partner until the contract is either terminated by either party giving the other not less than 90 days' written notice. The service contract provides that Peter Rioda will not be deemed to be an employee of, or in partnership with, the MVI II General Partner. The fee for Peter Rioda's services is £15,000 per annum. The service contract is governed in accordance with the laws of the Jersey.

- (b) On 1 December 2020 the MVI II General Partner entered into an agreement with Louisa Bonney and Marwyn Jersey Limited ("**MJL**"), pursuant to which Louisa Bonney will serve as a director of the MVI II General Partner until the contract is either terminated by either party upon giving the other 90 days' written notice. The fee for Louisa Bonney's services is £15,000 per annum, payable to MJL. The agreement is governed in accordance with the laws of Jersey.
- (c) Michelle McNaney provides director services to the MVI II General Partner as part of the services provided by the Administrator under the general terms of the Administration Agreement. The Administration Agreement is governed in accordance with the laws of Jersey.

6. Summary of remuneration and benefits

A summary of the amount of remuneration paid to the directors of the MVI II General Partner (including any contingent or deferred compensation) and benefits in kind for the financial year ended 31 December 2020 is set out in the table below.

Director	Fees
Peter Rioda	£15,000
Louisa Bonney*	£15,000
Gary Ayres** and Antoinette Kyriacou***	£2,203****

* Payable to MJL (from December 2020). Prior to such date such sums were payable to Axio Capital Solutions Limited (being the employing entity of Louisa Bonney).

** resigned 24 September 2020

*** appointed 24 September 2020, resigned 22 January 2021

**** paid to Apex Fund and Corporate Services (Jersey) Limited, the previous administrator of the MVI II General Partner.

The directors of the MVI II General Partner are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their appointment as directors of the MVI II General Partner. There is no amount set aside or accrued by the MVI II General Partner in respect of contingent or deferred compensation payments or any benefits in kind payable to the directors of the MVI II General Partner.

7. Material Contracts and related party transactions of MVI II

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by MVI II within the two years immediately preceding the publication of this Prospectus and which are or may be material to MVI II or have been entered into by MVI II at any time and contain a provision under which MVI II has any obligation or entitlement which is material to MVI II at the date of this Prospectus.

(a) **MVI II Limited Partnership Agreement**

Overview

MVI II was established as a limited partnership in Jersey pursuant to an initial partnership agreement dated 23 December 2015 and entered into between the MVI II General Partner, the MVI II Carried Interest Partner and MVI I. This was amended and restated by a second MVI II limited partnership agreement dated 3 May 2016 and was further amended and restated by the MVI II Limited Partnership Agreement dated 14 October 2016.

General Partner

The MVI II Limited Partnership Agreement appoints the MVI II General Partner as general partner of MVI II. As general partner, the MVI II General Partner is responsible for ensuring that MVI II is always managed and operated and for ensuring that its investment portfolio is always managed on a discretionary basis by a person permitted to do so. The MVI II General Partner is also responsible for supervising such manager's performance.

The MVI II Limited Partnership Agreement requires the MVI II General Partner to confirm that the Manager has been appointed as MVI II's alternative investment fund manager for the purposes of the AIFM Directive. In addition, the MVI II Limited Partnership Agreement authorises the MVI II General Partner to:

- (i) take such actions as it determines in its sole discretion to be necessary or advisable to comply with anti-money laundering or anti-terrorist laws, rules or special measures; and
- (ii) adopt, revise or rescind investment-related policies for MVI II for the purpose of ensuring regulatory compliance.

Purpose of the partnership

The MVI II Limited Partnership Agreement specifies that MVI II is organised for the principal purpose of:

- (i) making investments in line with MVI II's investment strategy of seeking, typically as a cornerstone investor, to take minority control, equity investments in mid-market businesses with high growth potential;
- (ii) managing, supervising and disposing of such investments; and
- (iii) engaging in such other activities as are incidental or ancillary thereto as MVI II General Partner or the Manager deems necessary or advisable.

Manager

As noted above, the MVI II General Partner is responsible for ensuring that MVI II is always operated and managed, and that its portfolio is always managed on a discretionary basis, by a person authorised to do so. Accordingly, the MVI II General Partner has appointed the Manager to fulfil this role. Subject to the overall supervision and direction of the MVI II General Partner, the Manager is therefore required to undertake portfolio and asset management, valuation, administrative and risk and compliance management activities.

If at any time no manager is appointed in respect of MVI II, the MVI II General Partner is required to fulfil this role.

The terms of the Manager's appointment are set out in the MVI II Investment Management Agreement which is described in further detail below.

Management fee

With effect from the MVI II Effective Date, MVI II is required to pay the Manager an annual fee quarterly in advance of an amount equal to two per cent. of the Non-MVI II Affiliated Partners' Percentage of the aggregate MVI II Commitments (the "**MVI II Management Fee**").

The MVI II Management Fee will be reduced on the earlier of:

- (i) the expiry of MVI II's investment period; and
- (ii) the date on which any Marwyn Person first receives, or begins to accrue, management fees in connection with a new private equity fund which has substantially similar objectives, strategy and scope to those of MVI II.

The MVI II Management Fee will also be reduced to the extent that any Marwyn Person receives certain transaction fees from any MVI II Portfolio Company (or any prospective MVI II Portfolio Company).

Organisational expenses and MVI II expenses

As well as the MVI II Management Fee described above, the MVI II Limited Partnership Agreement requires MVI II to pay or reimburse the Manager or the MVI II General Partner (as applicable) for MVI II's *pro rata* share of all organisational expenses incurred in connection with the organisation, set up and funding of MVI II, the MVI II General Partner, the Parallel Fund and the Parallel Fund GP and any affiliated management company. To the extent that MVI II's *pro rata* share of such organisational expenses exceed £2 million, however, this shall cause the MVI II Management Fee to be reduced.

In addition to organisational expenses, MVI II is also required to reimburse the MVI II General Partner or the Manager (or such other person, if applicable) for all expenses of MVI II to the extent that the same are not reimbursed by an MVI II Portfolio Company. Such MVI II expenses include all fees, costs, liabilities and obligations relating to MVI II's (and/or its subsidiaries') activities, investments and business.

Limited liability

The MVI II Limited Partnership Agreement states that the MVI II Limited Partners shall not be personally liable for any obligations of MVI II, and shall have no obligation to make any contribution in excess of their respective MVI II Commitments, except to the extent required by the MVI II Limited Partnership Agreement or applicable law and provided that each limited partner shall be required to return any distribution made to them in error.

The MVI II Limited Partnership Agreement also states that no limited partner shall participate in the control, management, direction or operation of the affairs of MVI II and shall have no power to bind MVI II.

In accordance with the Jersey LP Law, each MVI II Limited Partner is liable to MVI II only for the difference – if any – between the capital contribution actually made by that MVI II Limited Partner and the record of such capital contribution maintained by MVI II. In addition, no MVI II Limited Partner shall be liable to any creditor of MVI II unless it participates in the management of MVI II and that creditor has transacted with MVI II with actual knowledge of the participation of that MVI II Limited Partner in the management of MVI II and who then reasonably believed that limited partner to be a general partner.

Term and investment period

Except as described below, MVI II shall be dissolved on the tenth anniversary of the MVI II Final Closing Date, or on such earlier date as the MVI II General Partner may determine in its sole discretion. Notwithstanding the foregoing, the term of MVI II may be extended beyond the tenth anniversary of the MVI II Final Closing Date by the MVI II General Partner with the approval of the MVI II Advisory Board for two additional one-year periods to allow for the orderly dissolution of MVI II.

MVI II may also be dissolved prior to the tenth anniversary of the MVI II Final Closing Date if:

- (i) the MVI II General Partner determines that there has been an "assignment" of the MVI II Limited Partnership Agreement for the purposes of the US Investment Advisers Act and the requisite consent of MVI II has not been obtained; or
- (ii) MVI II Limited Partners and Parallel Fund Limited Partners holding at least 50 per cent. of the aggregate commitments of MVI II and the Parallel Fund elect to dissolve MVI II by notice in writing to the MVI II General Partner within 30 days of the occurrence of:
 - 1. the MVI II General Partner or any of the Principals being convicted of fraud, embezzlement or a similar offence involving misappropriation of funds in connection with the business of MVI II or any MVI II Portfolio Company and, in the case of any Principal, such Principal's involvement in the affairs of MVI II has not been terminated within 30 days of such conviction;
 - 2. the bankruptcy, winding-up or appointment of a liquidator, receiver or trustee in respect of the MVI II General Partner;

3. the wilful and material breach by the MVI II General Partner of its obligations under the MVI II Limited Partnership Agreement in a manner that both materially and adversely affects the MVI II Limited Partners, and such breach is not substantially cured within 60 days of receipt of written notice of the same from the MVI II Limited Partners and Parallel Fund Limited Partners holding at least 50 per cent. of the aggregate commitments of MVI II and the Parallel Fund; or
4. at any time after the second anniversary of the MVI II Final Closing Date for any reason by MVI II Limited Partners and MVI II Parallel Fund Limited Partners holding at least 75 per cent. of the aggregate commitments of MVI II and the Parallel Fund delivering a written notice to the MVI II General Partner.

In addition, the MVI II General Partner may dissolve MVI II at any time upon the dissolution of the Parallel Fund or if there are no MVI II Limited Partners.

The MVI II Investment Period commenced on 11 May 2017 and expires on the earlier of:

- (i) the date on which all the MVI II Commitments of MVI II Limited Partners (other than the MVI II Carried Interest Partner and MVI I) have been invested or used to pay expenses of MVI II; and
- (ii) 31 March 2024.

Limitations on Investments

The MVI II Limited Partnership Agreement prohibits MVI II from making new MVI II Investments (other than short term investments such as cash and cash equivalents) after the end of the MVI II Investment Period other than where it is necessary to:

- (i) fund an existing commitment to make an MVI II Investment;
- (ii) complete an MV III Investment in a transaction that was already in process or under active consideration at the end of the Investment Period; or
- (iii) fund a follow on investment in a Portfolio Company and any of its subsidiaries.

In addition, MVI II is not permitted to:

- (i) invest, without MVI II Advisory Board approval, more than 30 per cent. of the aggregate MVI II Commitments (at the date of investment) in the securities of any one Portfolio Company. However, for the purpose of calculating this investment restriction, the aggregate amount received by MVI II from that Portfolio Company shall be deducted in calculating the aggregate amount invested by MVI II;
- (ii) reinvest the net cash proceeds from the sale of any Portfolio Company in other Portfolio Company securities;
- (iii) invest, without MVI II Advisory Board approval, in any blind-pool investment fund in which MVI II is required to pay a management fee or carried interest (other than on a short term basis); or
- (iv) invest directly, without MVI II Advisory Board approval, in any futures, options or other derivative securities other than to hedge non-Sterling currency exposure or interest rate exposure.

Minimum commitment and capital contributions

Subject to the discretion of the MVI II General Partner, the minimum MVI II Commitment of each MVI II Limited Partner is £5 million.

Save in certain limited circumstances, each MVI II Limited Partner is required to make capital contributions up to the value of its total MVI II Commitment in instalments when called by the MVI II General Partner on ten business days' notice.

Except as set out below, each instalment shall be made in cash by the MVI II Limited Partners:

- (i) *pro rata* based upon their MVI II Management Fee Percentages where the capital contribution is called for the purpose of paying management fees, placement fees or excess organisational expenses;
- (ii) *pro rata* based upon their respective undrawn MVI II Commitments where the capital contribution is called for the purpose of making an Investment or providing bridge financing to an MVI II Portfolio Company; or
- (iii) *pro rata* based on their MVI II Commitments where they are to be used to pay any other expense of MVI II.

Notwithstanding the foregoing, if participation by a Benefit Plan Investor is “significant” under the Plan Asset Regulation, or is otherwise determined by the MVI II General Partner to be significant, no capital contribution may be made by that Limited Partner until MVI II qualifies as a VCOC. Until that time, any capital contributions called from that MVI II Limited Partner shall either be deferred or held in an escrow fund established by the MVI II General Partner.

MVI I Commitments

MVI I contributed all securities which it held in Zegona, Gloo and BCA in return for an interest in MVI II pursuant to the terms of a contribution agreement dated 11 December 2015.

On the date of such contribution, MVI I’s MVI II Commitment was deemed to be drawn down by an amount equal to the Market Value of the contributed securities on that date.

Final Closing Date

MVI II’s Final Closing Date occurred on 31 March 2019. MVI II is therefore closed to increased MVI II Commitments and new MVI II Limited Partners.

Capital accounts and allocation

MVI II maintains a separate capital account for each MVI II Partner to which all items of MVI II income, gain, loss, expense or deduction for each MVI II accounting period are credited or debited (as the case may be). The amount credited (or debited) at the end of each such period is an amount equal to (but not necessarily of the same type as) the respective net amount distributed to the relevant MVI II Partner (or for which the MVI II Partner is liable).

Withdrawals of capital

Save as set out below, no MVI II Limited Partner may (nor shall be required to) withdraw any portion of its capital account from MVI II.

Notwithstanding the foregoing:

- (i) the MVI II General Partner may (without the consent of any other Limited Partner) enter into a side letter arrangement with any MVI II Limited Partner which permits that MVI II Limited Partner to withdraw a portion of its capital account in circumstances equivalent to those set out in (ii) below;
- (ii) if the status of an MVI II Limited Partner as a partner of MVI II creates a regulatory risk, or a risk of significant adverse delay in the activities of MVI II, or if a professional opinion is given either to the MVI II Limited Partner or the MVI II General Partner that the MVI II Limited Partner has an MVI II Regulatory Problem, then the MVI II Limited Partner may elect, and the MVI II General Partner may demand, to withdraw from MVI II following a remedy period of not less than 90 days; and
- (iii) if an MVI II Limited Partner fails to pay any portion of its MVI II Commitment (or any other amounts which may be due under or in connection with the MVI II Limited Partnership Agreement) and fails to remedy such failure within five business days of receiving notice from the MVI II General Partner then, unless the MVI II Limited Partner is prohibited by law from fulfilling its commitment, the MVI II General Partner shall be entitled to, *inter alia*,

cause the defaulting MVI II Limited Partner to forfeit up to 100 per cent. of its interest in MVI II without payment or other consideration.

Distributions

The MVI II General Partner is required to distribute current interest, dividend and similar income from MVI II Investments as well as income earned from short term investments (such as cash equivalents) and bridge financing arrangements at least annually, so long as the aggregate amount of such distribution at such time would equal or exceed £5 million. The MVI II General Partner is also required to distribute the full net proceeds from the disposal of MVI II Investments promptly, but in event no later than 90 days after receipt thereof. The MVI II General Partner will only make such distributions, however, if there is sufficient cash after settlement of fees and expenses and after setting aside appropriate reserves for anticipated liabilities, obligations and commitments of MVI II (including MVI II Management Fees).

In addition, the MVI II General Partner may make such other distributions of cash, securities and other property from MVI II as the MVI II General Partner, in its sole discretion, thinks fit. Notwithstanding the foregoing (and save in certain limited circumstances), in-kind distributions will only be made where the MVI II Investments to be distributed are:

- (i) listed or quoted on a national or international stock exchange; or
- (ii) the MVI II General Partner reasonably believes that the MVI II Investments are eligible for immediate resale.

The MVI II Carried Interest Partner is entitled to elect to defer the payment of all or any portion of any cash distribution which would otherwise be made in respect of its MVI II Carried Interest with respect to any MVI II Partner. In such circumstances, the amount deferred will either be retained by MVI II on the MVI II Carried Interest Partner's behalf, or distributed to the applicable MVI II Partner.

In addition, the MVI II Carried Interest Partner is permitted to elect to receive any portion or all of a distribution of the net proceeds of a sale of investments in a MVI II Portfolio Company in the form of an in-kind distribution. In such circumstances, the in-kind distribution shall be valued by using a per-share amount which is equal to the average per share amount of the net proceeds received by MVI II from the sale of the MVI II Portfolio Company securities.

Distributions of short term investment income

Short term investment income is distributed among MVI II Partners (other than Defaulting MVI II Partners), ratably in proportion to their respective interests generating such income (as determined by the MVI II General Partner).

Distributions of Investment proceeds

Investment proceeds are apportioned, in the first instance, among MVI II Partners in proportion to their MVI II Sharing Percentages with respect to the applicable MVI II Investment. Once apportioned, MVI II Affiliated Partners will receive that amount and the amounts to be distributed to other MVI II Limited Partners shall be distributed as follows:

- (i) first, 100 per cent. to each MVI II Limited Partner until such MVI II Limited Partner has received cumulative distributions of an amount equal to its aggregate investment contributions and cost contributions made with respect to realised investments;
- (ii) second, 100 per cent. until the unpaid MVI II Preferred Return of such MVI II Limited Partner is reduced to zero;
- (iii) third, 100 per cent. to the MVI II Carried Interest Partner until the MVI II Carried Interest Partner has received cumulative distributions with respect to such MVI II Limited Partner equal to 20 per cent. of the cumulative amount of distributions of investment proceeds made to that MVI II Partner; and
- (iv) fourth, thereafter, 20 per cent. to the MVI II Carried Interest Partner and 80 per cent. to the MVI II Limited Partners.

Return of distributions

If MVI II (or any subsidiary entity) incurs any liability, the MVI II General Partner may, subject to certain limited exceptions and in its discretion, recall distributions *pro rata* according to the amount that such liability would have reduced the distributions received by MVI II Partners had the liability been incurred prior to the time such distributions were made. Such recalled amounts must be paid within ten days of the date of the notice of recall and no MVI II Partner (other than the MVI II Carried Interest Partner) shall be required to contribute amounts that, in aggregate, exceed 25 per cent. of that MVI II Partner's commitment.

Any amounts which are recalled by the MVI II General Partner shall be credited to the relevant MVI II Partner's capital account, but shall not amount to a capital contribution for the purposes of the MVI II Limited Partnership Agreement.

Meetings

The MVI II General Partner is required to hold a meeting of the MVI II Limited Partners for general information purposes each year following MVI II's first full calendar year of operation until MVI II no longer holds Investments exceeding 20 per cent. of the aggregate MVI II Commitments. The quorum for such meetings will be a majority of the aggregate MVI II Commitments present in person or by proxy.

Withdrawal, death, disability, etc. of a limited partner

MVI II will not be dissolved as a result of the substitution, death, incompetency, dissolution or bankruptcy of an MVI II Limited Partner and, save as provided by applicable law, in connection with the dissolution of MVI II, each MVI II Limited Partner has waived any rights it may have to maintain an action for partition of MVI II's property.

MVI II Limited Partners' trading restrictions

Each MVI II Limited Partner is prohibited from trading and other dealing activities in relation to all Portfolio Companies unless they have installed sufficient information barrier arrangements to prevent any breach of the Criminal Justice Act and/or FSMA (or any equivalent legislation).

Transfer of interests

MVI II Limited Partners are not permitted to sell, transfer, assign, pledge, encumber, grant security over or otherwise dispose all or any of their interests in MVI II (including any transfer or assignment of all or any of their beneficial interests in MVI II without transferring the legal interest) (each a "**Transfer**"), unless the MVI II General Partner has consented to the Transfer in writing.

The MVI II General Partner may withhold consent to the Transfer in its sole discretion, except that:

- (i) the MVI II General Partner shall not unreasonably withhold its consent where an MVI II Limited Partner wishes to Transfer its entire beneficial interest to an MVI II Affiliate, provided that certain conditions as regards the status of the proposed MVI II Affiliate transferee have been satisfied; and
- (ii) where an MVI II Limited Partner is a trust under an employee benefit plan it may, upon prior written notice to the MVI II General Partner, Transfer its beneficial interest in the entirety of its interest in MVI II to another trust under that employee benefit plan.

Where such Transfers are made, unless the transferee is designated as a Substitute Limited Partner (see further below) or the MVI II General Partner, in its sole discretion otherwise consents, the transferee shall be the assignee of only a beneficial interest in MVI II profits, losses and distributions and the transferring MVI II Limited Partner shall remain liable for all liabilities and obligations in respect of the transferred interest.

In addition, the voting rights attaching to an interest in MVI II which is transferred to a trust, heir, beneficiary, guardian or conservator (or upon any other Transfer where the transferor does not retain control over the voting rights) will be terminated (unless the transferee is designated as a

substitute MVI II Limited Partner (see further below) or the MVI II General Partner, in its sole discretion otherwise consents).

The transferor and the transferee may be required to provide such legal opinions, documentation and other information in connection with any Transfer as the MVI II General Partner may reasonably request.

Substitute MVI II Limited Partners

No transferee of any interest in MVI II will be a substitute MVI II Limited Partner unless and until:

- (i) the MVI II General Partner, in its sole discretion, has consented to the Transfer;
- (ii) the proposed substitute MVI II Limited Partner has executed a copy of the MVI II Limited Partnership Agreement, or an amendment or joinder thereto in a form and substance satisfactory to the MVI II General Partner; and
- (iii) the proposed substitute MVI II Limited Partner has provided the MVI II General Partner with such information as it may request to ensure MVI II's compliance with FATCA and CRS.

Borrowings

The MVI II Limited Partnership Agreement permits MVI II to incur borrowings and to effect "longer-term" hedging of non-Sterling investments for any purpose if:

- (i) the MVI II General Partner determines that (as at the date the indebtedness is initially incurred) that it will not result in the recognition of UBTI by any MVI II Limited Partner that is exempt from US income tax; or
- (ii) such indebtedness is to be used to fund an MVI II Investment or expenses pending receipt of capital contributions which are called not later than 180 days after the date of incurrence of such indebtedness, or is used by the Parallel Fund or an alternative investment structure of MVI II for a corresponding purpose.

The aggregate of any monies borrowed by MVI II at any time is not permitted to exceed the lesser of:

- (i) 30 per cent. of the aggregate MVI II Commitments; and
- (ii) the aggregate uncalled MVI II Commitments.

Such indebtedness may be secured against any or all of the assets of MVI II.

Alternative investment structures

The MVI II Limited Partnership Agreement permits the MVI II General Partner to structure all or any portion of an investment outside or beneath MVI II by requiring MVI II Limited Partners to restructure or otherwise hold such investment either directly or indirectly, or become a partner, stockholder or member on a parallel basis or in lieu of MVI II if the MVI II General Partner determines in good faith that it is desirable to do so for legal, tax, regulatory or other reasons that the relevant investment is made using an alternative investment structure.

Excuse and exclusion

The MVI II General Partner and any MVI II Limited Partner may agree in writing that a particular MVI II investment should not be made by that MVI II Limited Partner as a result of the particular legal considerations applicable to the MVI II Limited Partner in question. In such circumstances, the MVI II Limited Partnership Agreement provides that the relevant MVI II Limited Partner will be excused from the requirement to make a capital contribution in respect of the MVI II Investment. In addition, the MVI II General Partner is permitted to exclude any MVI II Limited Partner from a particular MVI II Investment if the MVI II General Partner, in its reasonable discretion, determines that such MVI II Limited Partner's participation could reasonably be expected to have an adverse effect on MVI II.

MVI I Redemption Event

In the event that an MVI I Redemption Event occurs the MVI II General Partner will, on such date as may be agreed with MVI I, permit MVI I to withdraw such part of its commitment as corresponds to the proportion of the total issued interests in MVI I subject to such MVI I

Redemption Event and on such date distribute to MVI I the same proportion of its sharing percentage of all investments as at such date in full payment and satisfaction of the portion of its interest in MVI II that is being withdrawn equal to MVI I's fair value capital account balance as of the effective date of withdrawal and, effective on such date, the commitment of MVI I, the aggregate commitments of MVI II and the aggregate commitments shall be commensurately reduced.

To the extent reasonably practical, MVI I shall dispose of any such interest on substantially the same terms and in the same relative proportions (based upon the aggregate amount invested in such interests by each of MVI I and MVI II) as MVI II, in each case except to the extent reasonably necessary or advisable to address tax, regulatory, accounting, legal or other considerations.

Amendments to MVI II Limited Partnership Agreement

The MVI II Limited Partnership Agreement can only be amended, waived or otherwise modified with the written consent of the MVI II General Partner and:

- (i) the MVI II Limited Partners representing a majority of the total MVI II Commitments held by MVI II Limited Partners; or
- (ii) the MVI II Limited Partners and Parallel Fund Limited Partners (voting as a single group) representing a majority of the aggregate total MVI II Commitments held by MVI II Limited Partners and Parallel Fund Limited Partners.

Notwithstanding the foregoing (and subject to any prohibition on the participation of certain MVI II Limited Partners, such as Defaulting MVI II Partners, BHCA Limited Partners and Marwyn Persons that are also MVI II Limited Partners) no amendment may be made to the MVI II Limited Partnership Agreement:

- (i) as regards any MVI II Limited Partner to the extent that it modifies the provisions relating to that MVI II Limited Partner's: limited liability; power of attorney granted in favour of the MVI II General Partner; alters that MVI II Limited Partner's Commitment other than on a *pro rata* basis without that MVI II Limited Partner's consent; or the means by which the MVI II Limited Partnership Agreement may be amended;
- (ii) if such amendment would: alter the provisions relating to MVI II's qualification as a VCOC or otherwise being deemed not to hold Plan Assets for the purposes of the Plan Assets Regulations; or alter the capital contributions required to be made where an MVI II Limited Partner is an MVI II Benefit Plan Investor and its participation would be deemed to be significant if the capital contribution is required to be made by it; or would materially and adversely affect any ERISA Partner's interest in MVI II, without first obtaining the consent of the ERISA Partners representing a majority of the MVI II Commitments held by ERISA Partners;
- (iii) if such amendment would alter the provisions of the MVI II Limited Partnership Agreement as regards the treatment of MVI II Limited Partners with an MVI II Regulatory Problem, or which otherwise are deemed by the MVI II General Partner to pose a regulatory risk, without first obtaining the consent of the ERISA Partners and Government Plan Partners representing a majority of the MVI II Commitments held by ERISA Partners and Government Plan Partners; and
- (iv) if such amendment would alter the provisions of the MVI II Limited Partnership Agreement as regards BHCA Limited Partners and would materially and adversely affect the other MVI II Limited Partners more generally, without first obtaining the consent of the BHCA Limited Partners holding a majority of the MVI II Commitments held by BHCA Limited Partners.

In addition, the MVI II General Partner is permitted to amend the MVI II Limited Partnership Agreement without the consent of any MVI II Limited Partner to, *inter alia*:

- (i) cure any ambiguity or error or make any inconsequential amendment;
- (ii) effect the holding of an investment through an alternative investment structure or the excuse or exclusion of a particular MVI II Limited Partner from an investment;
- (iii) add any obligation, representation or warranty of the MVI II General Partner;
- (iv) surrender any right or power granted to the MVI II General Partner; or
- (v) satisfy any requirement of applicable law or regulation.

In addition, on or prior to the MVI II Final Closing Date, any provision of the MVI II Limited Partnership Agreement may be amended by written consent of the MVI II General Partner and the MVI II Advisory Board.

Formation of new fund

The MVI II Limited Partnership Agreement restricts the MVI II General Partner, the Manager and (for so long as they are a “Key Person” for the purposes of the MVI II Limited Partnership Agreement) each Principal from commencing the operation of a new equity investment fund which has an objective, strategy or scope which is substantially similar to that of MVI II, the Parallel Fund, the CCI LP or any alternative investment structure of any of them unless such new equity investment fund has been approved by the MVI II Advisory Board or the MVI II Limited Partners and Parallel Fund Limited Partners representing a majority of aggregate MVI II Commitments or Parallel Fund Commitments until the earliest of:

- (i) the time at which at least 75 per cent. of such commitments have been invested, allocated, used for expenses or reserved for follow-on expenses;
- (ii) the date of expiry of the MVI II Investment Period;
- (iii) the date which is six months after the receipt of notice by the MVI II Limited Partners and the Parallel Fund Limited Partners from the MVI II General Partner that either of the Principals have ceased to devote substantially all of their business time and attention to the affairs of MVI II, the Parallel Fund and any alternative investment structure or Portfolio Company in connection therewith; or
- (iv) the date on which the MVI II General Partner, the MVI II Limited Partners or the Parallel Fund Limited Partners deliver a notice of dissolution of MVI II or removal of the MVI II General Partner.

Parallel Fund

In order to facilitate investment by certain investors, the MVI II General Partner is permitted by the MVI II Limited Partnership Agreement to establish and serve as general partner, manager, or equivalent for one or more partnerships or other entities and alternative investment structures established in connection therewith (each a “**Parallel Fund**”).

Any such Parallel Fund will invest in Portfolio Companies and will bear expenses relating to such Portfolio Companies in the same proportion as its aggregate commitment. To the extent reasonably practicable, a Parallel Fund will dispose of its Portfolio Company interests at substantially the same time and on substantially the same terms as MVI II.

The MVI II Limited Partnership Agreement permits the MVI II General Partner at any time and in its good faith discretion to enter into any agreement which permits an MVI II Limited Partner to withdraw from MVI II and instead participate as a limited partner in a Parallel Fund with a commitment which is equivalent to its existing MVI II Commitment. Similarly, the MVI II General Partner may at any time and in its good faith discretion permit a Parallel Fund Limited Partner to instead participate as an MVI II Limited Partner.

Committed co-investments

The MVI II Limited Partnership Agreement permits each MVI II Limited Partner and each Parallel Fund Limited Partner to make a commitment to CCI LP in an amount that is not greater than 20 per cent. of the relevant limited partner's commitment to MVI II or the Parallel Fund (as the case may be). The MVI II Limited Partnership Agreement grants CCI LP the right to co-invest alongside MVI II, directly or indirectly, in any of the Portfolio Companies in priority to any discretionary third party investment described below. Subject only to the provisions in the MVI II Limited Partnership Agreement relating to the Parallel Fund, the MVI II General Partner may allocate any available investment among MVI II and CCI LP in its sole discretion, in each case on substantially the same terms and conditions as the MVI II Investment in a Portfolio Company.

To the extent reasonably practicable, CCI LP will dispose of its Portfolio Company interests at substantially the same time and on substantially the same terms as MVI II.

Discretionary third party investments

The MVI II General Partner may, pursuant to the terms of the MVI II Limited Partnership Agreement and in its sole discretion, permit one or more MVI II Limited Partners or Parallel Fund Limited Partners and other persons (including affiliates of the MVI II General Partner) to co-invest alongside MVI II, directly or indirectly, in any of the Portfolio Companies. Subject to any allocations made to the Parallel Fund or CCI LP, the MVI II General Partner has sole discretion under the MVI II Limited Partnership Agreement to allocate the relevant investment among MVI II and the relevant MVI II Limited Partner, Parallel Fund Limited Partner or other person who is co-investing.

To the extent that the MVI II General Partner permits such co-investment, the MVI II General Partner may structure the co-investment into the relevant Portfolio Company through one or more partnerships, companies or other collective investment vehicles managed or advised by any Marwyn Person and a Conflict Party will be permitted to charge a management fee or obtain "carried interest" in respect of such co-investment.

MVI II Advisory Board

The MVI II Limited Partnership Agreement requires the MVI II General Partner to appoint an MVI II Advisory Board, the members of which are selected from the MVI II Limited Partners and Parallel Fund Limited Partners (or their representatives). The MVI II General Partner may also appoint further members from time to time to fill any vacancies on the MVI II Advisory Board and shall have the right to remove members in certain limited circumstances which include:

- (i) where the MVI II Limited Partner or Parallel Fund Limited Partner represented by the member of the MVI II Advisory Board ceases to have an MVI II Commitment of at least 50 per cent. of its original commitment to MVI II or the Parallel Fund;
- (ii) for cause;
- (iii) where the member of the MVI II Advisory Board ceases to be an employee of the MVI II Limited Partner or Parallel Fund Limited Partner that it was appointed to represent;
- (iv) for any reason (subject to the approval of the majority of the members of the MVI II Advisory Board); or
- (v) where the MVI II Limited Partner or Parallel Fund Limited Partner represented by the member of the MVI II Advisory Board is in default of the MVI II Limited Partnership Agreement.

Where the MVI II Limited Partnership Agreement requires any consent, approval, vote or determination of the Advisory Board, this must be made by a majority of the members of the Advisory Board either in writing or in meeting and such meetings may be conducted in person, telephonically or by other means of communication. The MVI II General Partner is permitted to have representatives attend any meeting of the Advisory Board and to participate in such meetings, but such MVI II General Partner representatives will not be entitled to vote.

The MVI II Limited Partnership Agreement specifies that MVI II shall reimburse members of the MVI II Advisory Board and representatives of the MVI II General Partner for reasonable out of pocket expenses incurred in connection with proceedings of the MVI II Advisory Board (except where such proceedings occur in connection with a general meeting of the MVI II Limited Partners).

Any approval which is required to be granted by the MVI II Advisory Board pursuant to the terms of the MVI II Limited Partnership Agreement may also be granted by the MVI II Limited Partners and each MVI II Advisory Board approval shall be binding on MVI II Limited Partners. Further, where any conflict of interest or MVI II General Partner action is waived or approved by the MVI II Advisory Board, the MVI II General Partner (or its Affiliates) will not have any liability to MVI II or the MVI II Limited Partners for such actions taken by them in good faith.

Exculpation

The MVI II Limited Partnership Agreement provides that, to the maximum extent permitted by applicable law, none of the MVI II General Partner, the Manager, or any owner, member, manager, shareholder, partner, director, officer, employee, agent, advisor, representative or affiliate of the MVI II General Partner or the Manager will be liable to MVI II or to any MVI II Limited Partner for:

- (i) any action or failure to act unless such action or failure amounts to fraud, wilful violation of the material provisions of the MVI II Limited Partnership Agreement, gross negligence or wilful malfeasance, or was taken (or failed to be taken) in bad faith;
- (ii) any action or inaction arising from reliance in good faith upon the advice or opinion of MVI II's accounting or legal advisors where such advisors have been selected with reasonable care; or
- (iii) the action or inaction of any agent, contractor or consultant which has been engaged with reasonable care.

Indemnification

The MVI II Limited Partnership Agreement provides that, to the maximum extent permitted by applicable law, MVI II will indemnify the MVI II General Partner and the Manager and, unless otherwise determined by the MVI II General Partner, each of their respective owners, members, managers, shareholders, partners, directors, officers, employees, agents, advisors, representatives or affiliates. MVI II is also required to indemnify (to the maximum extent permitted by applicable law) each member of the MVI II Advisory Board (but only with respect to any act or omission in his or her capacity as a member of the MVI II Advisory Board) and the MVI II Limited Partners represented by each MVI II Advisory Board member (but only to the extent that the relevant MVI II Advisory Board member is entitled to indemnification).

The indemnity provided by the MVI II Limited Partnership Agreement indemnifies each indemnitee against any claims, losses, liabilities, damages, costs or expenses (including legal fees, judgements and expenses in connection therewith and amounts paid in defence or settlement thereof) (each a "Claim") which each such indemnitee may directly or indirectly be subject in connection with MVI II, the Parallel Fund, any alternative investment structure implemented in connection therewith, or any investment in any Portfolio Company save to the extent that such Claim is directly and proximately caused by the indemnitee failing to act in good faith or (other than in respect of an MVI II Advisory Board indemnitee) acting, or failing to act, in a manner which amounts to fraud, gross negligence or wilful malfeasance

(b) ***MVI II Management Agreement***

Pursuant to a management agreement dated 1 April 2021 between the Manager, the MVI II General Partner and MVI II, the Manager was appointed as manager to MVI II.

Under the MVI II Management Agreement, the Manager is entitled to receive a management fee as detailed in paragraph 7 of Part III of this Prospectus. The MVI I Management Agreement may be terminated by the Manager or the MVI II General Partner upon three months' written notice. Neither the Manager, nor its partners, officers, servants, professional advisers, agents and

delegates (each a “**Manager Indemnified Party**”) shall be liable to MVI II for any loss suffered by them in connection with the performance by the Manager of its obligations except those resulting from the wilful default, fraud or gross negligence of such Manager Indemnified Parties. MVI II has agreed to indemnify each Manager Indemnified Party from and against any and all losses, liabilities, damages, expenses or costs suffered, incurred or sustained by such Manager Indemnified Party, except those resulting from such Manager Indemnified Party’s wilful default, fraud or gross negligence.

The agreement is governed by English law.

(c) **Administration Agreement**

MVI II is a party to the Administration Agreement. Under the terms of this agreement the Administrator has agreed to undertake certain duties including maintaining the register of partners of MVI II, receiving and processing subscription and redemption agreements or applications, submitting a statement to investors of their holdings in MVI II upon request, calculation of MVI II’s Net Asset Value based on valuations of the securities and other assets of MVI II, maintenance of accounting reports, preparation of financial statements for audit purposes and liaison with auditors.

The Administration Agreement provides for the indemnification of the Administrator, its directors, officers and employees against all actions, proceedings, claims, demands, costs, expenses and liabilities which may arise against the Administrator and its employees in connection with MVI I or the services carried out by or on behalf of the Administrator under the Administration Agreement (other than those resulting from bad faith, fraud, wilful misconduct or gross negligence of the Administrator or any of its directors, officers or employees). The Administration Agreement may be terminated as between MVI II or the Administrator upon not less than three months’ written notice. The Administration Agreement may be terminated as between the Administrator or MVI II immediately by written notice in certain circumstances, including on an unremedied material breach of the Administration Agreement by the other party.

The Administrator is entitled to a basic fixed fee in respect of the provision of administration, accounting and company secretarial services to MVI II of £52,000 per annum (plus £16,000 per annum in respect of the MVI II General Partner), together with other minor fixed costs and variable time costs.

The agreement is governed by Jersey law.

(d) **MVI II Side Letter**

Pursuant to the side letter entered into between MAML (being the previous manager of MVI I) and the MVI II General partner amended and restated on 14 October 2016, MVI I subscribed for partnership interests in MVI II subject to the conditions within the MVI II Limited Partnership Agreement and the MVI II Subscription Agreement.

As part of its investment in MVI II, MVI I made a cash commitment and contributed its securities in Zegona, BCA and Gloo to MVI II in return for limited partnership interests in MVI II under the terms of the MVI II Contribution Agreement as detailed in paragraph C7(f) of this Part X below. MVI I’s commitment under the MVI II Side Letter is the aggregate of (i) the market value of the asset securities as at the contribution date, and (ii) a capped cash commitment which is represented by the aggregate of (1) the market value of the asset securities as at the contribution date and (2) a cash commitment of £49.3 million, as adjusted, in each case, to take into account of (A)(i) any investments made by MVI II since the date on which MVI I contributed assets to MVI II and (ii) any fluctuations in the market value of the MVI I asset securities since the MVI contribution date, and (B) any MVI I Redemption Event pursuant to the MVI II Limited Partnership Agreement (as described above).

Pursuant to an amendment agreement dated 1 April 2021, the Manager (as the new manager of MVI II) assumed all the rights and obligations of MAML under the MVI II Side Letter. Under the terms of the MVI II Side Letter, the Manager has agreed to pay a rebate to MVI I as described in paragraph 6 of Part III of this Prospectus.

(e) **MVI II Subscription Agreement**

The MVI II subscription booklet sets out the terms under which MVI I subscribed for limited partnership interests in MVI II. The MVI II Limited Partnership Agreement became binding on MVI I once the MVI II Subscription Agreement and incorporate ancillary documents were filled out in full and returned.

(f) **MVI II Contribution Agreement**

Pursuant to the MVI II Contribution Agreement dated 11 December 2015 between MVI I, the MVI I General Partner and the MVI II General Partner, MVI I agreed to contribute and assign their rights, title and interest in its investments in the Zegona, BCA and Gloo to MVI II.

MVI and the MVI I General Partner provided a number of representations and warranties to the MVI II General Partner under the agreement and the MVI I General Partner provided separate representations and warranties in response

(g) **Partial Withdrawal and Co-Investment Agreement**

Pursuant to the Partial Withdrawal and Co-Investment Agreement dated 18 October 2021 between the Manager, MAML, MVI II Holdings I LP, the MVI LPs, the MVI I General Partner and the MVI II General Partner, MVI II and MVI II Holdings I LP have agreed to undertake a distribution *in specie* to MVI I on 30 November 2021 of shares and (where applicable) warrants, in Zegona and each MAC Company and a cash payment representing the remaining net assets comprising cash and all other assets and liabilities calculated by reference to the Realisation Proportion.

Pursuant to the same agreement, for a period of three years from the date of the MVI I Redemption Event (expected to be 30 November 2021), and any other similar redemption event in future, MVI I and MVI II have agreed to make follow-on investments in Zegona and each MAC Company *pro rata* to the holdings of MVI and MVI II in securities issues by such companies on the date of such a follow-on investment, provided that (i) MVI I shall not be required to make a follow-on investment to the extent it does not have cash available to fund such investment having regard to its working capital requirements as agreed with the MVI II General Partner (with the prior written agreement of the Board); and (ii) such follow-on investment is consistent with the investment objective and policy applicable to the applicable class of interests in MVI I attributable to the relevant class of Realisation Shares (as determined by the MVI I General Partner).

Under the Partial Withdrawal and Co-Investment Agreement, each of MVI I, MVI II and the MVI II General Partner (on behalf of any other entities managed by the MVI II General Partner and invested in the same entities as MVI II) (“**Co-Investors**”) has agreed to dispose of the whole or the same proportionate part of its interest in any shared investment at substantially the same time and on substantially the same terms and conditions as the other Co-Investors. The agreement shall terminate upon the earlier of the dissolution of any Co-Investor, or each of the Co-Investors ceasing to have the same manager.

(h) **MVI LP Custody Agreement**

Pursuant to the MVI LP Custody Agreement between MVI I, MVI II and the MVI LP Custodian, the MVI LP Custodian has been appointed as MVI II's custodian with responsibility for custody of MVI II's assets. It may also provide MVI II with execution only services, brokerage services, custodial services, advisory services and any other services which may be agreed between the parties from time to time.

The MVI LP Custodian may appoint sub-custodians of MVI II's investments. MVI II's investments may be registered in the MVI LP Custodian's own name if it is in MVI II's best interests or if the interests cannot otherwise be registered in MVI II's own name as a matter of law or practice.

The MVI LP Custodian is not liable for any loss of MVI II resulting from any act or omission relating to the services provided under the terms of the MVI LP Custody Agreement (unless the loss results directly from the negligence, wilful default or fraud of the MVI LP Custodian). In the case of any sub-contract or delegation under the MVI LP Custody Agreement, the MVI LP

Custodian will remain liable for the performance of the actions of any sub-contractor or delegate as if such actions were the MVI LP Custodian's own.

Each of MVI II and the MVI LP Custodian may terminate the effect of the MVI LP Custody Agreement (as between itself and the MVI LP Custodian) (i) by giving thirty business day's written notice to the other; or (ii) immediately by giving written notice to the other in the event of material breach, insolvency or ceasing to hold necessary permissions.

Other than the related party transactions referred to above, as at the date of this Prospectus, MVI II is not a party to any related party transactions.

8. No Significant Change

As at the date of this Prospectus, there has been no significant change in the financial position or financial performance of MVI II since 30 June 2021, being the latest date at which financial information (as disclosed in Part VIII of this Prospectus) has been published by MVI II.

9. Litigation

So far as the Company is aware, there are not, and have not been, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened as far as the Company is aware) during the 12 months preceding the date of this Prospectus which may have, or have had in the recent past, significant effects on MVI II's financial position or profitability.

D. Other information

- (a) The Manager is or may be a promoter of the Company, MVI I and/or MVI II. Save as disclosed in this Prospectus, no amount or benefit has been paid, or given, to the promoters or any of their subsidiaries since the incorporation of the Company, MVI I or MVI II or are intended to be paid, or given.
- (b) There are no existing planned acquisitions of, or investments in, tangible fixed assets which are material to the business of the Company, MVI I or MVI II.
- (c) The Company is not part of a group, and none of the Company, MVI I or MVI II owns any premises or leases any premises or has any subsidiaries.
- (d) There are no patents, intellectual property rights, licences or any industrial, commercial or financial contracts or new manufacturing processes which are or may be material to the business or profitability of the Company, MVI I or MVI II.
- (e) The financial information for the financial years ended 31 December 2018, 2019 and 2020 relating to the Company, MVI I and MVI II set out or incorporated by reference respectively in Parts VI, VII and VIII of this Prospectus is extracted from financial information which has been audited by the auditors of the Company, MVI I and MVI II (as applicable).
- (f) The financial information for the six months ended 30 June 2019, 2020 and 2021 relating to the Company, MVI I and MVI II set out or incorporated by reference respectively in Parts VI, VII and VIII of this Prospectus is unaudited.
- (g) Where information contained in this Prospectus has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

E. Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL up to and including the date of Admission:

- (a) the memorandum and articles of association of the Company;

- (b) the Deed Poll;
- (c) the audited annual accounts of the Company, MVI I and MVI II for the three financial years ended 31 December 2020 referred to in Parts VI, VII and VIII of this Prospectus;
- (d) the Company 2021 Interims referred to in Part VI of this Prospectus; and
- (e) this Prospectus.

Copies of this Prospectus and the documents incorporated by reference in this Prospectus may be viewed on the website of the Company at www.marwynvalue.com. This Prospectus may also be viewed at the National Storage Mechanism of the FCA at <https://data.fca.org.uk/a/nsm/nationalstoragemechanism>.

Dated: 19 October 2021

DEFINITIONS

The following definitions apply throughout this Prospectus, unless the context requires otherwise:

2016 Realisation Share Depository Interests	the dematerialised depository interests issued by the Depository representing 2016 Realisation Shares which may be held and transferred through the CREST system
2016 Realisation Share Interests	Class R(F)1 and Class R(G)(1)
2016 Realisation Share Offer	the offer made to Ordinary Shareholders in October 2016 to redesignate Ordinary Shares as 2016 Realisation Shares, which completed on 30 November 2016
2016 Realisation Shares	Ordinary Shares which were redesignated as Realisation Shares on 30 November 2016 in connection with the 2016 Realisation Share Offer
2020 Accelerated Bookbuild	the accelerated bookbuild which completed on 27 May 2020 whereby Liberum, on behalf of MLTI, invited eligible shareholders to tender Ordinary Shares for purchase by MLTI on the terms and subject to the conditions set out in the Company announcement dated 22 May 2020
2021 Realisation Pool	the pool of assets in MVI I to be allocated to the 2021 Realisation Share Interests upon their creation
2021 Realisation Share Depository Interests	the dematerialised depository interests to be issued by the Depository representing 2021 Realisation Shares which may be held and transferred through the CREST system
2021 Realisation Share Interests	Class R(F)2 interests in MVI I
2021 Realisation Share Offer	the offer being made to Ordinary Shareholders to redesignate Ordinary Shares as 2021 Realisation Shares as further described in Part V of this Prospectus
2021 Realisation Shareholders	holders of 2021 Realisation Shares
2021 Realisation Shares	Ordinary Shares that are re-designated as Realisation Shares pursuant to the 2021 Realisation Share Offer in accordance with the Articles
Administration Agreement	the administration and secretarial agreement dated 12 November 2020 between, <i>inter alios</i> , the Company, the MVI LPs and the Administrator, under which the Administrator is given responsibility for providing administrative and secretarial services to the Company and the MVI LPs
Administrator	Aztec Financial Services (Jersey) Limited
Admission	the admission of the 2021 Realisation Shares to trading on the Specialist Fund Segment
AdvancedAdvT	AdvancedAdvT Limited
AIC	the Association of Investment Companies
AIC Code	The AIC Code of Corporate Governance, as amended from time to time
AIFM	an Alternative Investment Fund Manager, as defined in the UK AIFM Directive

AIM	the market having that name operated by the London Stock Exchange
Articles	the articles of association of the Company as amended from time to time
Auditors	Baker Tilly Channel Islands Limited
BCA	BCA Marketplace Limited
Benefit Plan Investor	an “employee benefit plan” subject to Title 1 of ERISA, a plan subject to s.4975 of the US Tax Code, or any entity whose assets are deemed to include “plan assets” of any such “employee benefit plan” or other “plan”
BHCA Limited Partner	each MVI II Limited Partner that is subject to the US Bank Holding Company Act of 1956, as amended (or other similar banking legislation and the rules and regulations promulgated thereunder) and has notified the MVI II General Partner of that fact and any transferee of such MVI II Limited Partner
Board or Directors	the directors of the Company whose names are set out on page 37 of this Prospectus
Business Day	any day (other than a public holiday, Saturday or Sunday) on which clearing banks in London are open for normal business
Carried Interest Recipients	the ultimate beneficial owners of the Class F Incentive Allocation who work for Marwyn, including but not limited to, James Corsellis, Mark Brangstrup Watts, Antoinette Vanderpuije and Robert Ware
Carry Partnership or MVI I Carried Interest Partner	Marwyn Management Partners LP, a Cayman Islands exempted limited partnership for the purposes of receiving incentive allocations and not as a substantial investor in MVI I
CCI LP	MVI II Co-Invest LP
certificated or in certificated form	a share or other security which is not in uncertificated form (that is, not in CREST)
Class	a class of limited partnership interests in either of the MVI LPs
Class F Incentive Allocation	the amounts payable to Marwyn (or its affiliates) under to the agreement between the Company and MVI I relating to Ordinary Share Interests and Realisation Share Interests in MVI I described in paragraph A8(c)(ii) of Part X of this Prospectus.
Class F Interests	class F limited partnership interests in MVI I
Class G Interests	class G limited partnership interests in MVI I
Class R(F)1 Interests	Class F Interests which were converted to Class R(F)1 Interests on creation of the 2016 Realisation Share class
Class R(G)1 Interests	Class G Interests which were converted to Class R(G)1 Interests on creation of the 2016 Realisation Share class
Companies Act	the Companies Act (As Revised) of the Cayman Islands
Company	Marwyn Value Investors Limited
Company Management Agreement	the management agreement dated 1 April 2021 between the Company and the Manager

Company 2021 Interims	the unaudited financial results of the Company for the six months ended 30 June 2021
CREST	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland is the operator (as defined in the Regulations)
CREST member	a person who has been admitted by Euroclear UK & Ireland as a system-member (as defined in the Regulations)
Criminal Justice Act	the Criminal Justice Act 1993, as amended
CRS	the Common Reporting Standard published by the Organisation for Economic Co-operation and Development
Deed Poll	the deed poll originally dated 30 June 2009, and as amended on 14 October 2016, executed by the Depository pursuant to which the Depository issues the Depository Interests
Defaulting MVI II Partner	an MVI II Limited Partner that has failed to make a payment when due of any portion of its MVI II Commitment or any other payment required under the terms of the MVI II Limited Partnership Agreement or such MVI II Limited Partner's subscription agreement for interests in MVI II
Depository	Link Market Services Trustees Limited
Depository Agreement	the depository agreement dated 30 June 2009, as amended on 13 October 2016, between the Company and the Depository
Depository Interests	the Ordinary Share Depository Interests and the Realisation Share Depository Interests
Disclosure Guidance and Transparency Rules	the Disclosure Guidance and Transparency Rules issued by the FCA and made under Part VI of FSMA
EBITDA	earnings before interest, tax, depreciation and amortisation
ELP Act	the Exempted Limited Partnership Act (As Revised) of the Cayman Islands
ERISA	the United States Employee Retirement Income Security Act of 1974 (as amended)
ERISA Partner	any MVI II Limited Partner that is a Benefit Plan Investor and has notified the MVI II General Partner of such status, or such MVI II Limited Partner that has otherwise been designated as such by the MVI II General Partner with such MVI II Limited Partner's consent
Euroclear UK & International	Euroclear UK & International Limited, the operator of CREST Exchange an exchange permitted in accordance with the Exchange Procedure
Exchange Procedure	the now cancelled mechanism permitting holders of Ordinary Shares to convert their Ordinary Shares into ordinary exchange shares and, at their election, to receive either Ordinary Share Interests in MVI I, or ordinary shares in Marwyn Value Investors (pte) Limited (now only exercisable at the option of MVI I and used to effectively cancel Ordinary Shares acquired by MVI I)
Exchange Shares	exchange shares of 0.0001p in the capital of the Company

Excluded Shareholder	registered holders of (i) all Exchange Shares; (ii) all 2016 Realisation Shares and all 2016 Realisation Share Depository Interests and (iii) Ordinary Shares and Ordinary Share Depository Interests who are resident in, or citizens, residents or nationals of jurisdictions outside the United Kingdom and United States of America
Expert Fund Guide	the Expert Fund Guide published by the JFSC from time to time
FATCA	the U.S. Foreign Account Tax Compliance Act of 2010
FCA	the Financial Conduct Authority of the United Kingdom
FSJ Law	Financial Services (Jersey) Law 1998, as amended
FSMA	the Financial Services and Markets Act 2000, as amended from time to time
Gloo	Gloo Networks plc
Government Plan Partner	any MVI II Partner that is, or is more than 95 per cent. owned by, a “government plan” as defined in s.3(32) of ERISA and has notified the MVI II General Partner in writing of such status
IFRS	International Financial Reporting Standards
JFSC	Jersey Financial Services Commission
Jersey Funds Codes	the Codes of Practice for Certified Funds, the Codes of Practice for Fund Services Business and the Codes of Practice for Alternative Investment Funds and AIF Services Business, each as published by the JFSC from time to time
Jersey Funds Law	Collective Investment Funds (Jersey) Law 1988, as amended
Jersey LP Law	Limited Partnerships (Jersey) law 1994
Le Chateau	Le Chateau Holdings Limited and its subsidiaries
Liberum	Liberum Capital Limited
LIBOR	the London Inter-bank Offered Rate
London Stock Exchange or LSE	London Stock Exchange plc
MAC Companies	AdvancedAdvT, MAC II, MAC III and MAC plc
MAC II	Marwyn Acquisition Company II Limited
MAC III	Marwyn Acquisition Company III Limited
MAC plc	Marwyn Acquisition Company plc
MAML	Marwyn Asset Management Limited
Manager	Marwyn Investment Management LLP, an entity regulated by the FCA
Mandatory Liquidation Period	in respect of a Class, the 12 month period commencing in the case of the class attributable to the ordinary shares on the third anniversary of the relevant closing date (though not applicable to the Ordinary Share Interests)
Market Value	in respect of any investment as at any date, the aggregate value of the shares held in respect of such Investment based on the closing “bid” price as at the close of business on such date

Marwyn	the Manager and entities owned or controlled by it, or under common ownership or control with it, from time to time, but excluding Marwyn 11 Buckingham Street LLP
Marwyn Capital	Marwyn Capital LLP
Marwyn Funds	the Company, MVI I, MVI II, MVI II Co-Invest LP, MVI II DCI I LP, MVI II Holdings I LP and MVI II Holdings II LP
Marwyn Person	for the purposes of the description of the MVI II Limited Partnership Agreement set out in paragraph C7(a) of Part X of this Prospectus only, the MVI II General Partner, the Parallel Fund GP, the MVI II Carried Interest Partner, the Manager and each of their respective partners, managers, members, shareholders, officer and employees in their respective capacities as such, but excluding MVI I
MJL	Marwyn Jersey Limited
MJL Services Agreement	the services agreement between the Company and MJL dated 17 November 2020
MLTI	Marwyn Long Term Incentive LP
MVI I	Marwyn Value Investors LP
MVI I General Partner	Marwyn General Partner Limited
MVI I Limited Partner	a limited partner of MVI I
MVI I Limited Partnership Agreement	the amended and restated limited partnership agreement dated 22 November 2005 relating to MVI I as amended from time to time, summary details of which are set out in paragraph B(7)(a) of Part X of this Prospectus
MVI I Loan	the loan made by MVI I to the Company under the terms of a loan agreement dated 7 July 2009, as further amended on 16 November 2009 and 1 November 2013, under which MVI I agreed to lend to the Company the sum of up to £250,000
MVI I Management Agreement	the management agreement dated 1 April 2021 between the Manager, the MVI I General Partner and MVI I
MVI I Partner	a partner in MVI I, including the MVI I General Partner and the MVI I Limited Partners
MVI I Redemption Event	the receipt by MVI I, the MVI I General Partner, the manager or the MVI I administrator of a request from any MVI Limited Partner to elect to redesignate a portion of its interests in MVI I as Realisation Interests
MVI II	Marwyn Value Investors II LP
MVI II Advisory Board	the advisory board appointed by the MVI II General Partner in respect of MVI II, as more particularly described in paragraph C7(a) of Part X of this Prospectus
MVI II Affiliate	in relation to any person, any other person (excluding, with respect to the MVI II General Partner, the Manager and its affiliates, (i) MVI II or the Parallel Fund, Portfolio Companies (and their subsidiaries) and (ii) portfolio companies (and their subsidiaries) of any fund existing as of the MVI II Initial Closing Date or of any fund the formation of which is not prohibited by

	the MVI II Limited Partnership Agreement) controlling, controlled by or under common control with such person
MVI II Affiliated Partners	the MVI II General Partner, the MVI II Carried Interest Partner and any other MVI II Limited Partner designated as such by the MVI II General Partner
MVI II Carried Interest Partner	Marwyn Long Term Incentive LP, a Jersey limited partnership, being a limited partner in MVI II for the purposes of receiving incentive allocations and not as a substantial investor in MVI II
MVI II Commitment	with respect to each MVI II Partner, the aggregate amount of cash agreed to be contributed as capital to MVI II by such MVI II Partner
MVI II Contribution Agreement	the agreement between MVI I, the MVI General partner and the MVI II General Partner dated 11 December 2015 pursuant to which MVI I contributed its investments in certain Portfolio Companies (as at that time) to MVI II
MVI II Distribution in Specie	the distribution of a proportion of MVI II's Interests in Zegona, and the MAC Companies, equal to the Realisation Proportion, to MVI I to be held directly by MVI I and attributed exclusively to the 2021 Realisation Share Interests
MVI II Effective Date	the later of (i) the date on which the MVI II General Partner in its sole discretion determines that it has commenced identifying and investigating new investment opportunities for MVI II and (ii) the MVI II Initial Closing Date
MVI II Final Closing Date	31 March 2019
MVI II Initial Closing Date	the earlier of (i) the date on which the first MVI II Limited Partner other than the Carried Interest Partner or MVI I is admitted to MVI II and (ii) the initial closing date of the Parallel Fund
MVI II Investment	any investment made by MVI II in a Portfolio Company (including follow-on investments and bridge financing arrangements)
MVI II Investment Period	the period commencing on the MVI II Initial Closing Date and expiring on the earlier of (i) the date on which all of the MVI II Commitments of MVI II Limited Partners (other than MVI II Affiliated Partners) have been invested (other than in bridge financing arrangements) in MVI II Portfolio Companies or used to pay partnership expenses or organisational expenses (after taking into account such amounts that are recallable) and (ii) the fifth anniversary of the MVI II Final Closing Date
MVI II General Partner	Marwyn General Partner II Limited
MVI II Limited Partner	a limited partner in MVI II
MVI II Limited Partnership Agreement	the second amended and restated limited partnership agreement dated 14 October 2016 relating to MVI II as amended from time to time, summary details of which are set out in paragraph C7(a) of Part X of this Prospectus
MVI II Management Agreement	the management agreement dated 1 April 2021 between the Manager, the MVI II General Partner and MVI II
MVI II Management Fee	the fee payable to the Manager in respect of the services it performs to MVI II as more particularly described in paragraph C7(a) of Part X of this Prospectus

MVI II Management Fee Percentage	as at any date of determination in respect of each MVI II Partner other than an MVI II Affiliated Partner: (i) a fraction expressed as a percentage where (1) the numerator is such MVI II Partner's MVI II Commitment and (2) the denominator is the aggregate of all MVI II Commitments from MVI II Partners other than MVI II Affiliated Partners; and (ii) if the MVI II Management Fee is to be reduced following either the end of the MVI II Investment Period, or because a Marwyn Person has begun to accrue management fees with respect to a new private equity investment fund which has a substantially similar strategy, objective or scope to that of MVI II, a fraction expressed as a percentage where (1) the numerator is the sum of the products for each Investment not disposed of or written off of: (A) such MVI II Partner's Sharing Percentage for each Investment multiplied by (B) the aggregate amount of investment contributions and bridge finance contributions with respect to such Investment, and (2) the denominator is the aggregate amount described in (ii) (1) for all MVI II Partners other than MVI II Affiliated Partners. In respect of MVI II Affiliated Partners, the MVI II Management Fee Percentage is zero
MVI II Partner	a partner in MVI II (including both MVI II Limited Partners and the MVI II General Partner
MVI II Preferred Return	with respect to each MVI II Partner other than an MVI II Affiliated Partner as of the date of determination, the excess (if any) of (i) the aggregate amount of MVI II distributions required to cause the annually compounded internal rate of return from the MVI II Initial Closing Date through to the date of determination on the aggregate investment contributions (other than bridge financing contributions) and cost contributions made by such MVI II Partner on or prior to such date to equal eight per cent. per annum over (ii) the aggregate investment contributions (other than bridge financing contributions) and cost contributions made by such MVI II Partner on or prior to such date
MVI II Regulatory Problem	with respect to: (i) any MVI II Limited Partner, where that MVI II Limited Partner would be in material violation of applicable law if such MVI II Limited Partner were to continue as an MVI II Limited Partner; (ii) any Benefit Plan Investor, MVI II's assets are deemed to include "plan assets" of such Benefit Plan Investor; or (iii) any MVI II Limited Partner, the MVI General Partner II otherwise agrees in writing, in its sole discretion and at request of the relevant MVI II Limited Partner that the MVI II Limited Partner will be treated in certain specified circumstances, as if such MVI II Limited Partner had an MVI II Regulatory Problem of the kind described in (i) or (ii) above
MVI II Sharing Percentage	with respect to any MVI II Investment and any MVI II Partner, a fraction (expressed as a percentage, and without duplication of amounts paid by such MVI II Partner) where (i) the numerator is the aggregate of investment contributions made by such MVI II Partner with respect to an MVI II Investment and (ii) the denominator is the aggregate of all MVI II Partners' investment contributions with respect to such MVI II Investment
MVI II Side Letter	The side letter entered into between the Manager and the MVI II General Partner dated 14 October 2016 relating to: <i>inter alia</i> , capital contributions made and to be made by MVI I to MVI II under the MVI II Limited Partnership Agreement

MVI II Subscription Agreement	the subscription agreement for subscribing for limited partnership interests in MVI II
MVI LP Custodian	Liberum Wealth Limited
MVI LP Custody Agreement	the agreement between MVI I, MVI II and the MVI LP Custodian dated 9 September 2021
MVI LPs Memorandum or Memorandum of Association	either or both of MVI I and MVI II as the context may require the memorandum of association of the Company
Net Asset Value or NAV	the net asset value calculated in accordance with the valuation policies of the Company, MVI and/or MVI II from time to time, as appropriate
Net Asset Value per Share	the net asset value per Ordinary Share, the net asset value per 2016 Realisation Share and/or the net assets value per 2021 Realisation Share of the Company, as the context requires
Net Capital Gains	the net sale proceeds received by MVI I on a Profitable Realisation less the Weighted Average Investment Cost of such investment
Non-MVI II Affiliated Partners' Percentage	means, as of the date of determination, a fraction (expressed as a percentage) (i) the numerator of which is the aggregate MVI II Commitments of all MVI II Partners other than MVI II Affiliated Partners and (ii) the denominator of which is the aggregate MVI II Commitments of all MVI II Partners.
Official List	the Official List of the FCA
Ordinary Share Depository Interests	the dematerialised depository interests issued by the Depository representing Ordinary Shares which may be held and transferred through CREST
Ordinary Share Distribution Policy	the Company's distribution policy applicable to the Ordinary Shares described in the paragraph headed "Ordinary Share Distribution Policy" in paragraph 5 of Part I of this Prospectus
Ordinary Share Interests	Class F Interests and (where the context requires, prior to their conversion to Class F Interests) Class G Interests. References to Ordinary Share Interests are to be construed as references to Ordinary Share Interests held by the Company and attributable to the Ordinary Shares, unless the context requires otherwise
Ordinary Shareholders	the holders of Ordinary Shares or Depository Interests representing Ordinary Shares (as the case may be)
Ordinary Shares	ordinary shares of 0.0001p each in the capital of the Company not designated with a class demarcation
Overseas Shareholders	a Shareholder in any jurisdiction other than the UK
Parallel Fund	any partnerships or other entities and alternative investment structures established in connection therewith established by MVI II General Partner in order to facilitate investment by certain investors, as more particularly described in paragraph C7(a) of Part X of this Prospectus
Parallel Fund GP	the general partner, manager, managing member, controlling shareholder or equivalent of the Parallel Fund
Parallel Fund Limited Partner	any limited partner, non-managing member, non-controlling shareholder or equivalent in the Parallel Fund

Partial Withdrawal and Co-Investment Agreement	the partial withdrawal and co-investment agreement dated 18 October 2021 between, <i>inter alios</i> , the Manager, the MVI LPs, the MVI I General Partner and the MVI II General Partner, summary details of which are set out in paragraph C7(g) of Part X of this Prospectus
participating security	has the meaning set out in Regulation 3 of the Regulations
Plan Asset Regulation	the US Department of Labor Regulation codified at 29 CFR s.2510.3-101, as amended by s. 3(42) of ERISA
Portfolio Companies	companies which have issued the securities comprising the portfolio of investment assets held directly or indirectly by the Company and/or MVI I and/or MVI II (as applicable)
Principals	James Corsellis and Mark Brangstrup Watts
Profitable Realisation	the disposal of a security for a net consideration with a value higher than the Weighted Average Investment Cost of that security
Prospectus	this document
Prospectus Regulation Rules	the prospectus regulation rules made by the FCA under Part VI of the FSMA
QIB	a qualified institutional buyer as defined in Rule 144A
QP	a qualified purchaser as defined in as defined in Section 2(a)(51) of the US Investment Company Act
Pre-Reorganisation Class	has the meaning given in the paragraph headed “MVI I Limited Partnership Agreement” in paragraph B7(a) of Part X of this Prospectus
Realisation Proportion	the proportion of Ordinary Shares which have been redesignated as 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer
Realisation Share Depositary Interests	2021 Realisation Share Depositary Interests and/or 2016 Realisation Share Depositary Interests (as the context may require)
Realisation Share Interests	2021 Realisation Share Interests and 2016 Realisation Share Interests
Realisation Shareholders	the holders of Realisation Shares or Realisation Share Depositary Interests (as the case may be)
Realisation Shares	2021 Realisation Shares and/or 2016 Realisation Shares (as the context may require)
Recognised Person	a recognised clearing house acting in relation to a Recognised Investment Exchange (as defined in FSMA) or a nominee of a recognised clearing house or of a Recognised Investment Exchange (as defined in FSMA)
Redesignation	the redesignation of the Realisation Proportion of Ordinary Shares as 2021 Realisation Shares pursuant to the 2021 Realisation Share Offer)
Redesignation Date	the date on which a redesignation of Ordinary Shares as Realisation Shares occurs in accordance with the Articles
Registrar	Link Market Services (Guernsey) Limited

Regulation S	Regulation S under the US Securities Act
Regulations	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
Relevant System	has the meaning set out in the section headed “Transfers” in paragraph 3 of Part X of this Prospectus
Retired Partners Interest Value	the amount accruing to Marwyn RP Limited in the accounts of the MVI I Carried Interest Partner as its share of the Class F Carried Interest Consideration as at 22 May 2020, being £6,027,458
RIS	a regulatory information service
Rule 144A	Rule 144A Under the US Securities Act
SEC	US Securities and Exchange Commission
Specialist Fund Segment	the Specialist Fund Segment of the Main Market of the London Stock Exchange
Shareholder	a holder of Shares
Shares	Ordinary Shares, Realisation Shares, Exchange Shares and Deferred Shares in the capital of the Company, issued now or in future, as the context requires
SHL	Silvercloud Holdings Limited
Special Situation Investments	investments which may be made from time to time by MVI I which either lack liquidity or a readily ascertainable value or should be held until the resolution of a special event or circumstance
Sterling or £	the lawful currency of the United Kingdom
subsidiary	as defined in section 1159 of the Act
Takeover Code	the City Code on Takeovers and Mergers
UBTI	income of MVI II that is treated as unrelated business taxable income as defined in s.512 and 514 of the US Inland Revenue Code as in effect on the MVI II Initial Closing Date, other than any such income that arises as a result of or with respect to: (i) any activities of an MVI II Limited Partner which are unrelated to the activities of MVI II; (ii) transaction fees or similar received by MVI II; or (iii) guarantee fees received or deemed to be received by MVI II
UK AIFM Directive	the requirements of the FCA Rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018)
UK Market Abuse Regulation	the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (UK market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended

UK Prospectus Regulation	the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018
UK PRIIPs Regulation	the UK version of Regulation (EU) No. 1286/2014 on key information documents for packaged retail and insurance-based investment products, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended
uncertificated or in uncertificated form	a share or security which is for the time being recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the Regulations, may be transferred by means of CREST
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
Unpaid MVI II Preferred Return	in respect of each MVI II Partner (other than an MVI II Affiliated Partner) as of any date of determination, the excess, if any, of (i) such MVI II Partner's MVI II Preferred Return over (ii) the aggregate amount of all distributions of investment proceeds made to such MVI II Partner after return of its aggregate investment contributions and cost contributions made with respect to realised Investments
US Dollar or \$	the lawful currency of the United States
US GAAP	generally accepted accounting principles in the US
US Investment Advisers Act	the United States Investment Advisers Act of 1940, as amended
US Investment Company Act	the US Investment Company Act 1940, as amended
US Person	a US person as defined in Regulation S
US Securities Act	the United States Securities Act of 1933, as amended
US Tax Code	the United States Internal Revenue Code of 1986, as amended
VCOC	"venture capital operating company" as defined in the Plan Asset Regulation
Weighted Average Investment Cost	the total capital cost of the particular investment, divided by the number of shares held in such investment
Zegona	Zegona Communications plc

All references to time in this Prospectus are to London time.

Words importing the singular shall include the plural and vice versa, and words importing the masculine shall include the feminine or neutral gender.

APPENDIX A

OFFSHORE TRANSACTION LETTER

Marwyn Value Investors Limited
PO Box 309
Ugland House
Grand Cayman KY1 – 1104 Cayman Islands

Attn: **Name of contact** Date: **Insert Date**

Dear Sirs,

This letter (an “**Offshore Transaction Letter**”) relates to the sale or other transfer by us of shares (the “**Securities**”) of Marwyn Value Investors Limited (the “Company”) in an offshore transaction pursuant to Regulation S (“**Regulation S**”) under the US Securities Act of 1933, as amended (the “**Securities Act**”). Terms used in this Offshore Transaction Letter are used as defined in Regulation S, except as otherwise stated herein.

The undersigned acknowledges (or if the undersigned is acting for the account of another person, such person has confirmed that it acknowledges) that the Securities have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and that the Company has not registered and will not register as an investment company under the US Investment Company Act of 1940, as amended (the “**Investment Company Act**”).

The undersigned hereby represents, warrants, acknowledges and agrees, on its own behalf and on behalf of each account for which it holds Securities, that:

1. The offer and sale of the Securities was not and will not be made to a person in the United States or to a person known by us to be a US Person.
2. The undersigned has no reason to believe that any portion of the assets used by the person to whom the undersigned is transferring the Securities to purchase, and no portion of the assets used by such purchaser to hold, the Securities or any beneficial interest therein constitutes or will constitute the assets of (i) an “employee benefit plan” that is subject to Title I of the US Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), n(ii) a plan, individual retirement account or other arrangement that is subject to Section 4975 of the US Internal Revenue Code of 1986, as amended (the “**Code**”), (iii) entities whose underlying assets are considered to include “plan assets” of any plan, account or arrangement described in preceding clause (i) or (ii), or (iv) any governmental plan, church plan, non-US plan or other investor whose purchase or holding of Securities would be subject to any state, local, non-US or other laws or regulations similar to Title I of ERISA or Section 4975 of the Code or that would have the effect of the regulations issued by the US Department of Labor set forth at 29 CFR Section 2510.3-101, as modified by Section 3(42) of ERISA.
3. Either (i) at the time the by order for the Securities was originated, the buyer was outside the United States or the undersigned and any person acting on the undersigned’s behalf reasonably believed that the buyer was outside the United States, or (ii) the transaction in the Securities was executed in, on or through the facilities of a designated offshore securities market as defined in Regulation S, and neither the undersigned nor any person acting on the undersigned’s behalf knows that the transaction was pre-arranged with a buyer in the United States.
4. Neither the undersigned, nor any of the undersigned’s affiliates, nor any person acting on the undersigned’s or their behalf has made any directed selling efforts in the United States with respect to the Securities.
5. The proposed transfer of the Securities is not part of a plan or scheme to evade the registration requirements of the Securities Act or the Investment Company Act.

6. The undersigned acknowledges that each of the Company, its affiliates (as such term is defined in Rule 405 under the Securities Act) and their respective directors, officers, agents, employees and advisers, and others will rely on the representations, warranties, acknowledgments and agreements contained in this Offshore Transaction Letter as a basis for exemption of the sale or other transfer of the Securities under the Securities Act, the Investment Company Act, under the securities laws of all applicable states, for compliance with ERISA and the Code and for other purposes. If any of the representations, warranties, acknowledgments or agreements made by the undersigned are no longer accurate or have not been complied with, the party signing this Offshore Transaction Letter has sole investment discretion with respect to each such account and it has full power to make, and does make, such foregoing representations, warranties, acknowledgments and agreements on behalf of each such account.
7. Neither the Company nor any of its agents or affiliates (as such term is defined in Rule 405 under the Securities Act) participated in the sale of the Securities.
8. The undersigned confirms that, prior to the sale of the Securities, the undersigned notified the purchaser of such Securities or the executing broker, as applicable, of any transfer restrictions that are applicable to the Securities being sold.

This letter is governed by and shall be construed in accordance with the laws of England and Wales.

Where there are joint transferors, each must sign this Offshore Transaction Letter. An Offshore Transaction Letter of a corporation must be signed by an authorised officer or be completed otherwise in accordance with such corporation's constitution (evidence of such authority may be required).

The undersigned agrees that the Company and its agents and their respective affiliates (as such term is defined in Rule 405 under the Securities Act) may rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Very truly yours,

NAME OF TRANSFEROR:

By:

Name:

Title:

Address:

Date:

APPENDIX B

UK AIFMD DISCLOSURE SCHEDULE FOR MARWYN VALUE INVESTORS LIMITED

for Offerings in or to Persons Domiciled or Registered in the United Kingdom
19 October 2021

*This supplement (the “**Supplement**”) for offerings in or to persons domiciled or registered in the United Kingdom hereby supplements the prospectus attached hereto, as may be amended or supplemented from time to time (the “**Prospectus**”) for Marwyn Value Investors Limited (the “**Company**”) for the purposes described below. This Supplement is not a complete summary of, should be read in conjunction with and is qualified in its entirety by, the Prospectus, the Articles of Association and the Management Agreement between the Company and Marwyn Investment Management LLP (the “**Manager**”) dated 1 April 2021 related thereto and related documentation.*

*This Supplement is being provided to certain prospective investors as an information-only document for the purpose of providing certain summary information about an investment in the Company as required pursuant to the requirements of the Financial Conduct Authority (the “**FCA**”) Rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the “**AIFMD**”) in the United Kingdom and related UK laws (including Commission Delegated Regulation (EU) No 231/2013, as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) (together, “**UK AIFMD**”), which continue to apply notwithstanding the United Kingdom’s withdrawal from the EU. This Supplement does not update any information except as specifically described herein. Capitalised terms, unless otherwise defined herein, are used as defined in the Prospectus.*

UK AIFMD DISCLOSURE

In accordance with the UK AIFMD, the AIFM must disclose certain prescribed information to prospective investors because it is intended that the Prospectus is to be used to market 2021 Realisation Shares in the capital of the Company to Ordinary Shareholders in the United Kingdom in accordance with the UK AIFMD. The following table indicates where the required information is located within the Prospectus or sets out the required information, to the extent applicable.

UK AIFMD	Disclosure Requirement	Disclosure
FUND 3.2.2	INVESTMENT STRATEGY	
(1)(a)	Description of the investment strategy and objectives of the Company	Please refer to the subparagraphs titled “ <i>Investment Objective</i> ” and “ <i>Investment Policy</i> ” respectively in paragraph 2 of Part I of the Prospectus. The Company’s investment strategy is identical to that of the MVI LPs.
(1)(d)	Description of the types of assets in which the Company may invest	Please refer to the subparagraph titled “ <i>Investment Policy</i> ” in paragraph 2 of Part I of the Prospectus.
(1)(e)	Techniques the Company may employ	Please refer to the subparagraph titled “ <i>Investment Policy</i> ” in paragraph 2 of Part I of the Prospectus.
(1)(e)	Risks associated with those types of assets and those techniques	Please refer to the “ <i>Risk Factors</i> ” section of the Prospectus, in particular the sub-section titled “ <i>Risks Applicable to Investments in the Company and the MVI LPs</i> ”.

UK AIFMD	Disclosure Requirement	Disclosure
(1)(f)	Applicable investment restrictions	There are no restrictions on the type or level of investments that the Company is permitted to incur.
	Use of leverage	
(1)(g)	Circumstances in which the Company may employ leverage	Please refer to paragraph 6 titled “ <i>Borrowing Powers</i> ” in Part I of the Prospectus.
(1)(h)	Types and sources of leverage permitted	There are no restrictions on the type or source of leverage that the Company is permitted to incur.
(1)(h)	All risks associated with the use of leverage	Please refer to the “ <i>Risk Factors</i> ” Section of the Prospectus for a description of the risks associated with the Company’s use of leverage, and in particular, the paragraphs titled “ <i>An investment in the Company involves a high degree of risk, including the risk that the entire amount invested may be lost</i> ”.
(1)(i)	Any restrictions on the use of leverage and any collateral and asset reuse arrangements	Please refer to paragraph 6 titled “<i>Borrowing Powers</i>” in Part I of the Prospectus. The Company’s assets may be applied as collateral for loan obligations of the Company.
(1)(j)	Maximum level of leverage which the Investment Manager is entitled to employ on behalf of the Company	Please refer to paragraph 6 titled “ <i>Borrowing Powers</i> ” in Part I of the Prospectus. The Company may borrow up to a maximum of £40 million.
(2)	CHANGE OF INVESTMENT STRATEGIES OR INVESTMENT POLICY	
	Description of the procedures by which the Company may change its investment strategies or investment policy, or both	Any material change to the investment policy of the Company may be made with the approval of the board of directors of the Company. Any material change to the investment policy of MVI I will be made only with the approval of the MVI I General Partner. Any material change to the investment policy of MVI II will be made only with the approval of the MVI II General Partner.

UK AIFMD	Disclosure Requirement	Disclosure
(3)	CONTRACTUAL RELATIONSHIPS	
	Description of the main legal implications of the contractual relationship entered into for the purpose of investment, including information on jurisdiction, on the applicable law and on the existence or not of any legal instruments providing for the recognition and enforcement of judgments in the territory where the Company is established	The Company was established under the laws of the Cayman Islands with its registered office at is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. For investors electing to receive 2021 Realisation Shares in the Company, any disputes between an investor and the Company will be resolved by the courts of the Cayman Islands in accordance with Cayman law and having regard to the Company's Articles of Association which constitute an agreement between the Company and its Shareholders. The Cayman Islands is party to the following instruments which provide for the recognition and enforcement of foreign judgements in the Cayman Islands: (i) the Foreign Judgements Reciprocal Enforcements Law (1996) Revision) (Reciprocal Enforcement Law); (ii) the UN Convention on the Recognition and Enforcement of Foreign Arbitral Awards 1958 (New York Convention); and (iii) the Convention on the Settlement of Investment Disputes between States and Nationals of Other States. Accordingly, if an investor were to seek to have an order of a foreign court recognised or enforced in the courts of the Cayman Islands, it is likely that the Cayman Islands will have arrangements in place under one of the instruments noted above. Investors should note, however, that there is no instrument in place for the recognition and enforcement of judgements between the Cayman Islands and the United Kingdom and accordingly, if an investor were to seek to have an order of a UK court recognised or enforced in the courts of the Cayman Islands, the investor would need to rely on the laws of the Cayman Islands and may therefore find it difficult in practice to enforce a judgement obtained in the UK in the Cayman Islands.

UK AIFMD	Disclosure Requirement	Disclosure
(4)	SERVICE PROVIDERS	
	Identity of the Investment Manager, the Company's depository, auditor and other service providers	The identity of the Manager, the Auditor and other service providers of the Company and the MVI LPs are set out in Part III of the Prospectus titled " <i>Directors, Managers, Corporate Governance and other Service Providers</i> ".
	Description of the duties of each of those service providers	The duties of the Manager, the Registrar, the Administrator, the Depository, and the agreements entered into with each of these and other service providers are described in more detail in the paragraph A8 titled " <i>Material Contracts of the Company</i> ", B7 titled " <i>Material Contracts and Related Party Transactions of MVI I</i> " and C7 titled " <i>Material Contracts and Related Party Transactions of MVI II</i> " in Part X of the Prospectus.
	Description of the investors' rights in respect of those service providers	Without prejudice to any potential right of action in common law that a Shareholder may have to bring a claim against a service provider to the Company, each Shareholder's contractual relationship in respect of its investment in Shares in the Company is with the Company only. Therefore, no Shareholder will have any contractual claim against any service provider with respect of such service provider's default pursuant to the terms of the agreement that it has entered into with the Company or the MVI LPs. The above is without prejudice to any right a Shareholder may have to bring a claim against an FCA authorised service provider under section 138D of the Financial Services and Markets Act 2000 (which provides that breach of an FCA rule by such service provider is actionable by a private person who suffers loss as a result), or any tortious cause of action. Shareholders who believe they may have a claim under section 138D of the Financial Services and Markets Act 2000, or in tort, against any service provider in connection with their investment in the Company should consult their legal adviser.

UK AIFMD	Disclosure Requirement	Disclosure
(5)	PROFESSIONAL INDEMNITY LIABILITY	
	Description of how the Investment Manager covers professional liability risks	The Manager has taken out professional indemnity insurance to ensure that it complies with its obligations under PRU-INV 11.3.11G FUND 3.2.2(2) to maintain professional indemnity insurance to cover liability arising from professional negligence.
(6)	DELEGATIONS	
6(a) – (d)	Description of any delegated management functions by the Investment Manager and of any safekeeping function delegated by the Depositary, the identification of the delegate and any conflicts of interest that may arise from such delegations	The Company and the MVI LPs have each appointed the Manager as manager. The Manager has not in turn, delegated the provision of any management functions in respect of the Company and the MVI LPs. Notwithstanding the foregoing, all activities engaged in under the provisions of the Management Agreement by the Manager or any of its delegates on behalf of the Company shall at all times be subject to the overall policies, supervision and review of the Board (in respect of the Company), the MVI I General Partner (in respect of MVI I) and the MVI II General Partner (in respect of MVI II). The Manager's conflicts of interest policy is describe in paragraph 3 titled "<i>Potential Conflicts of Interest</i>" in Part III of the Prospectus.
3.2.3	A description of any arrangement made by the depositary to contractually discharge itself of liability	N/A – the Company has no depositary.
(7)	VALUATIONS	
	Description of the Company's valuation procedure and of the pricing methodology for valuing assets, including methods used to value hard-to-value assets	Please refer to paragraph 8 titled "<i>Reports and Financial Statements</i>" in Part I of the Prospectus. All assets of the Company and the MVI LPs will be valued in accordance with the methods set out in the Prospectus. The annual report and accounts of the Company will be drawn up in Sterling and in accordance with IFRS. The annual report and accounts of MVI I will be drawn up in Sterling and in accordance with US GAAP. The annual report and accounts of MVI II will be drawn up in Sterling and in accordance with IFRS.

UK AIFMD	Disclosure Requirement	Disclosure
(8)	LIQUIDITY RISK MANAGEMENT	
	Description of the Company's liquidity risk management, including redemption rights both in normal and exceptional circumstances and the existing redemption arrangements with investors	There are no redemption rights for Shareholders since the Company is closed-ended. With the exception of Ordinary Share Interests and Realisation Share Interests, in relation to interests in the MVI LPs a Limited Partner has the right to withdraw all or a portion of its capital account after a minimum of 24 months after the date on which the relevant interests were subscribed, provided the required notice has been given and thereafter on a six monthly basis. Written notice of withdrawal must be received by either the MVI I Administrator or the MVI II Administrator (as relevant) 6 months prior to the withdrawal date. Withdrawal requests are irrevocable unless the relevant general partner determines otherwise. The relevant general partner may waive the relevant withdrawal fee with respect to any limited partner and may waive notice requirements or permit withdrawals at such other times and under such other circumstances and on such conditions, as it deems appropriate. The Company has no right of redemption in relation to the Ordinary Share Interests. The right of Shareholders to elect to move into Realisation Shares does not result in the resulting Realisation Share Interests (which will be held on behalf of Realisation Shareholders) being redeemable. They will only be redeemed when the underlying investments are sold in the ordinary course of business. The Company ability to withdraw Realisation Share Interests of MVI I will not be at the option of the Company but will be compulsorily withdrawn by as assets are realised and cash becomes available for distribution subject to MVI I's continuing obligations, reserves and holdbacks established by MVI I. Notwithstanding the foregoing, MVI I may redeem Realisation Share Interests at any time from available cash reserves.

UK AIFMD	Disclosure Requirement	Disclosure
(9)	FEES AND EXPENSES	
	Description of all fees, charges and expenses and of the maximum amounts thereof which are directly or indirectly borne by investors	Please refer to paragraphs 5, 6 and 7 titled “ <i>Company Fees and Expenses</i> ”, “ <i>MVI I Fees and Expenses</i> ” and “ <i>MVI II Fees and expenses</i> ” respectively in Part III of the Prospectus.
(10), (11)	FAIR TREATMENT OF INVESTORS	
	Description of how the Investment Manager ensures a fair treatment of investors and a description of any preferential treatment, the type of investors who obtain such preferential treatment and, where relevant, their legal or economic links with the Investment Manager	The Manager: – will treat investors fairly; – will not allow any investor to obtain preferential – treatment; and – has not entered into any agreement to allow any investor to be treated preferentially.
(12)	TERMS AND CONDITIONS	
	The procedure and conditions for the issue and sale of interests in the Company	The Realisation Shares will be offered by way of a 2021 Realisation Share Offer. The procedure for the 2021 Realisation Share Offer is set out in Parts I and V of the Prospectus. Certain restrictions on the sale and transfer of the Shares are described in paragraph A3 titled “<i>Memorandum and Articles of Association</i>” in Part X of the Prospectus. Realisation Share Interests may be transferred only with the prior written consent of the MVI I General Partner, which consent may be given or withheld at the sole discretion of the General Partner. The MVI I General Partner reserves the right to accept or reject any subscription for a Realisation Share Interest for any reason or no reason in its sole and absolute discretion.
(13)	NET ASSET VALUE	
	The latest net asset value of the Company, or the latest market price of the interests of the Company	Please refer to the subparagraph titled “ <i>MVI I Assets</i> ” and “ <i>MVI II Assets</i> ” in paragraph 2 of Part I of the Prospectus.

UK AIFMD	Disclosure Requirement	Disclosure
(14)	ANNUAL REPORTS	
	The latest annual report of the Company	Please refer to Part VI of the Prospectus, titled “ <i>Financial Information on the Company</i> ”.
(15)	HISTORICAL PERFORMANCE	
	Where available, the historical performance of the Company	Please refer to Parts VI, VII and VIII of the Prospectus, titled “ <i>Financial Information on the Company</i> ”, “ <i>Financial Information on MVI I</i> ” and “ <i>Financial Information on MVI II</i> ”, respectively.
(16)	PRIME BROKERS	
	The identity of the prime broker and a description of any material arrangements of the Company with its prime brokers	Not applicable, the Company has not appointed any prime broker.
	The way conflicts of interest in relation to any prime brokers are managed	Not applicable, the Company has not appointed any prime broker.
	The provision in the contract with the depositary on the possibility of transfer and reuse of Company assets	Not applicable, the Company has not appointed any depositary.
	Information relating to any transfer of liability to the prime broker that may exist	Not applicable, the Company has not appointed any prime broker.
3.2.5, 3.2.6	PERIODIC DISCLOSURES	
	Description of how and when the information required to be disclosed periodically to investors under FUND 3.2.5 and 3.2.6 and articles 23(4) and 23(5) of the AIFMD (so far as relevant, leverage and risk profile) will be disclosed	The Manager is required to disclose periodically to investors: 1. the percentage of the Company’s assets that are subject to special arrangements arising from their illiquid nature; 2. any new arrangements for managing the liquidity of the Company; and 3. the current risk profile of the Company and the risk management systems employed by the Investment Manager to manage those risks. The information shall be disclosed as part of the Company’s periodic reporting to investors, as required as an issuer of listed securities on the Specialist Fund Segment of the Main Market of London Stock Exchange plc, or at the same time as the Prospectus and, at a minimum, at the same time as the Company’s annual report is made available.

UK AIFMD	Disclosure Requirement	Disclosure
		The Investment Manager must disclose on a regular basis: 1. any changes to: a. the maximum level of leverage that the Investment Manager may employ on behalf of the Company; b. any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and 2. the total amount of leverage employed by the Company. Information on changes to the maximum level of leverage and any right of reuse of collateral or any guarantee under the leveraging arrangements shall be provided without undue delay. Information on the total amount of leverage employed by the Company shall be disclosed as part of the Company's periodic reporting to investors, as required as an issuer of listed securities on the Specialist Fund Segment of the Main Market of the London Stock Exchange plc, or at the same time as the Prospectus and at least at the same time as the annual report is made available to investors. Without limitation to the generality of the foregoing, any of the information specified above may be disclosed: 1. in the Company's annual report; 2. in the Company's unaudited interim report; 3. by the issue of an announcement via a regulatory information service (or equivalent); or 4. by the publication of the relevant information on the Company website.

