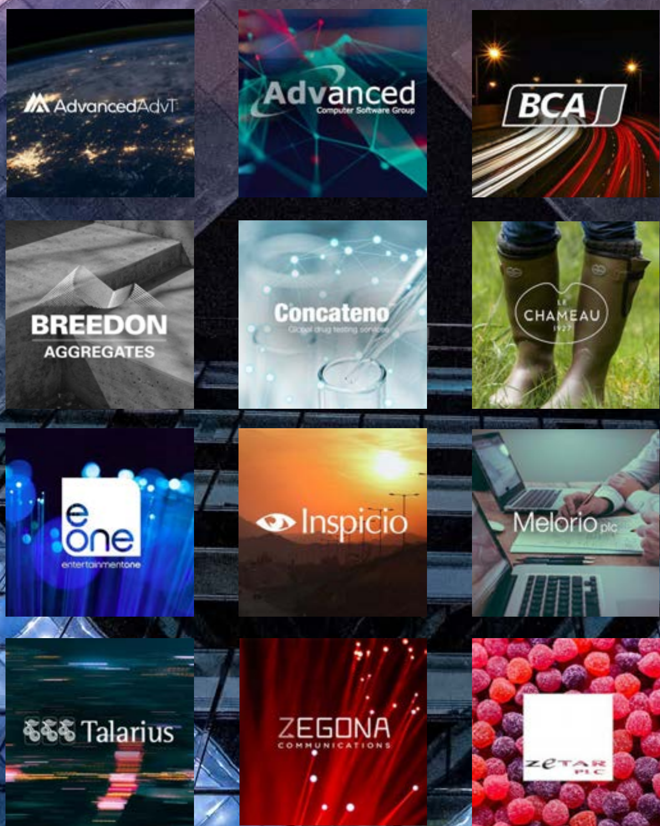
Annual Report and Financial Statements

MARWYN VALUE INVESTORS LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2021

2021



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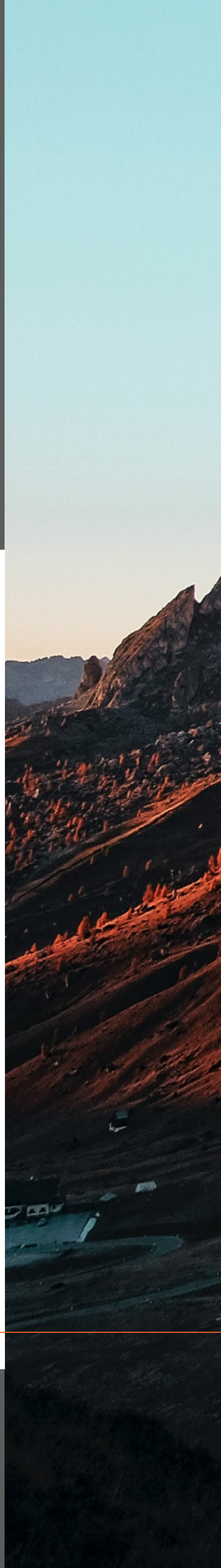
Defined terms used throughout the Annual Report and Financial Statements are as described on page 82



2021

MARWYN VALUE INVESTORS LIMITED
AUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

Financial and Performance Summary

PERFORMANCE TO 31 DECEMBER 2021

Ordinary Shares

NAV Total Return [1] **+18.6%**	Share Price Performance [2] **+19.8%**
NAV Per Share **183.7p**	Net Assets **£101.9m**
Share Price **119.0p**	Market Capitalisation **£66.0m**
Dividends **9.06p**	Implied Dividend Yield **7.6%** assuming full year dividend of 9.06p and 31 December 2021 share price of 119.0p

Inception to date NAV Total Return
+179.0%

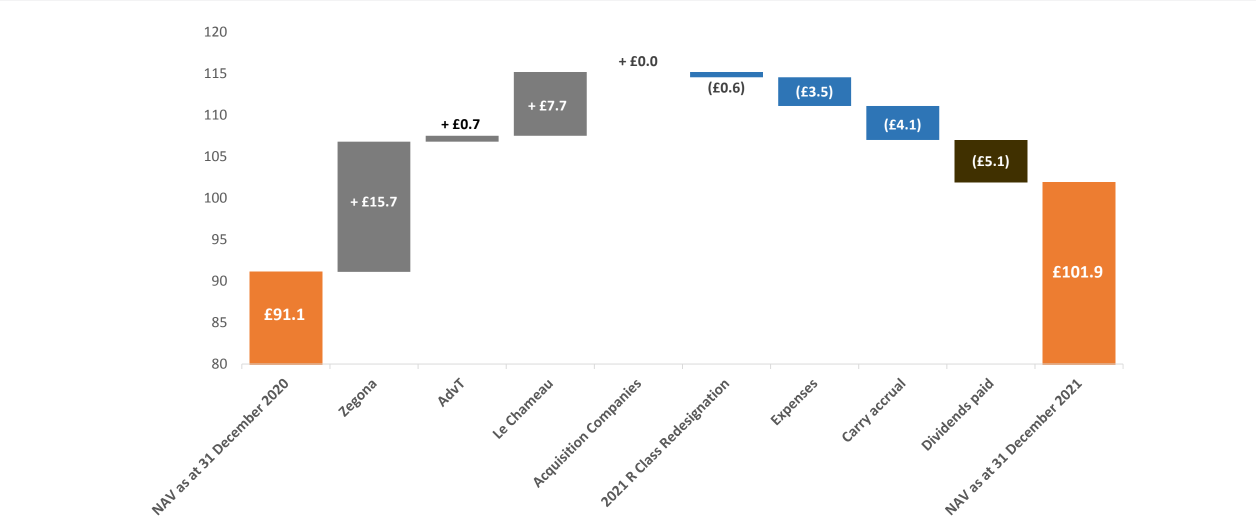
Look-through NAV Breakdown as at 31 December 2021

Company	% of NAV	NAV/share Contribution (£)
Le Chameau	18.5%	0.34
AdvancedAdvT Limited	16.0%	0.29
Marwyn Acquisition Company II Limited	9.3%	0.17
Marwyn Acquisition Company III Limited	9.3%	0.17
Marwyn Acquisition Company plc	4.8%	0.09
Zegona Communications plc	0.5%	0.01
MAC Alpha Limited	0.5%	0.01
Cash	47.0%	0.86
Other assets / liabilities	(5.9)%	(0.11)
Net assets	100.0%	1.83

Assets are held indirectly, as described in the 'Fund structure and investment policy' section of this Annual Report

[1] For the ordinary shares, inception to date movement is based on the combined weighted average NAV of Marwyn Value Investors I, II and B shares prior to their amalgamation, using the conversion ratio published on 17 April 2008.
NAV total return assumes the reinvestment of dividends paid to shareholders into the Company at NAV and is calculated on a cum-income basis.
[2] Share price total return assume the reinvestment of dividends paid to shareholders into the Company at the ex-div share price on the ex-div date.

2021 Ordinary Share Total NAV Movement (£m)



Capital Returns & Distributions

The Company distributes capital back to shareholders through a range of methods, which are discussed further in the section 'Capital Distributions, NAV and Discount Management'.

Realisation Shares

Realisation Class	Ticker	Shareholder Total Return[3]	Nav Per share	Net Assets	NAV Distributed SINCE INCEPTION[4]
2016	MVIR	+38.8%	286.0p	£2.7m	84.6%
2021[5]	MVR2	+3.3%	183.7p	£0.7m	0.0%

Total Capital Returns & Distributions

Since Inception

Ordinary Shares			Realisation Classes	Combined		
Dividends and Buybacks[6]	Capital Returns	Total Distributions	Total Capital Returns	Dividends and Buybacks	Capital Returns	Total since inception
£53.2m	£25.9m	£79.1m	£15.6m	£53.2m	£41.5m	£94.7m

[3] For the 2016 realisation shares and 2021 realisation shares, shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period.
[4] Calculated as total distributions as a percentage of Net Assets on creation of each class.
[5] 2021 Realisation Class shareholder total return is calculated for the period from creation of the class on 30 November 2021.
[6] Includes the dividend paid to ordinary shareholders in February 2022.

Report of the Chairman

I am pleased to present the audited Annual Report and financial statements of Marwyn Value Investors Limited (LSE: MVI, MVIR, MVR2) for the year ended 31 December 2021.

Investment Performance:

The Board are pleased to note the strong investment performance of the Company during 2021, driven by positive returns from the existing operating companies in the portfolio. The cash generated from realised investments over the last couple of years provides the Manager with a strong balance sheet to support the exciting next generation of recently launched acquisition companies combined with what the Board believes is an attractive dividend.

Listed acquisition companies have been at the core of the Manager's strategy for more than 15 years. The recent rise in the use of such vehicles through the consequential increased investor and executive interest will benefit this strategy. However, the Board notes the inherent misalignment between the interests of promotors and investors that exists in the conventional, and now much-criticised, US SPAC model. Notwithstanding this, the growth in the overall market has substantially broadened the appeal of the Manager's model, which addresses and solves this misalignment by creating acquisition companies which are designed to be attractive to institutional investors, business owners and management teams alike.

Governance & Oversight of the Manager

The Board have an ongoing active relationship and continuous dialogue with the Manager which ensures we understand its perspectives on the portfolio and the wider market. My fellow non-executives and I bring a combination of listed fund and corporate experience at both operational and board level that allows us to actively oversee and challenge the Manager's activities on behalf of shareholders. My role is complemented by my Non-Executive Chairmanship of the Marwyn Group and the oversight that that role gives me of the broader Marwyn operations.

Shareholder Composition and Communication

Over the course of 2021, we welcomed a significant number of high-calibre institutional shareholders as investors in the Company, significantly diversifying our register to enhance the liquidity of the Company's shares and increase the number of Marwyn investors who invest in the Company and the underlying listed acquisition companies. The Board and the Manager are proactively conversing with our shareholders to understand their viewpoints and develop their understanding of the Company, the underlying portfolio and the forward-looking strategy and I would encourage any shareholders to contact me directly at any time.

Shareholder Returns and Distributions

The Company aims to deliver long-term growth in its NAV, alongside a consistent and predictable quarterly dividend programme and a policy to distribute capital gains on portfolio investments as and when they are realised.

The success of the Manager's previous acquisition vehicles, including Advanced Computer Software, BCA Marketplace, Breedon Aggregates and Entertainment One, amongst others, is a testament to its ability to drive value. These successes also demonstrate the time it takes to build such high-quality companies, with an expected hold-period for Portfolio Companies of 5 to 7 years post platform acquisition. This approach allows the Manager to support the medium- to long-term ambitions of the Management Partners. This is demonstrated by Le Chameau's success in growing sales and profits through 2021. We believe that the investment strategy and current income profile of the Company is very attractive to shareholders.

As part of our shareholder engagement, at the start of 2021, the independent directors met, or offered to meet, with the Company's larger shareholders to review the effectiveness of the Company's capital returns and discount management strategy. As a result of the feedback received, we suspended the share buy-back programme that had been in place since 2018, reverting to the payment of quarterly dividends. Under our policy, distributions are maintained or grown on a per-share basis and currently represent an annual dividend of 9.06 pence per share, paid in equal quarterly instalments. Based on the closing share price of £1.17 as at 31 March 2022, this represents a yield of over 7.7%.

Wider Impact

The Board and the Manager have always been conscious of the impact we can have beyond the fund's aims to generate shareholder returns. I am pleased and proud of the efforts of both the wider Marwyn group and of our underlying Portfolio Companies to promote equality and diversity and improve the world we live in.

Through the Marwyn Trust, Marwyn has supported charitable projects including: Cash & Rocket, a united community of like-minded, powerful women whose goal is to strive for equality through education; Sumbandila, an organisation which provides merit-based scholarships to exceptional children in rural areas in South Africa; and the Helen Bamber Foundation, a pioneering human rights charity supporting refugees and asylum seekers who are the survivors of extreme human cruelty.

At the portfolio level, over 40% of the enterprises backed by Marwyn have been led by women, as either CEO or Chair, and we have had continuous female representation on the Company's Board since 2014.

Outlook

Against a backdrop of the current macro-economic and geo-political environment, I believe that, given the Manager's investment strategy of backing experienced executives, employing low financial leverage together with innovative acquisition structures, as well as our cash resources, the Company is well positioned to take advantage of opportunities which may arise in 2022 and provide the foundations for strong portfolio performance in the years to come.

Robert Ware
Chairman
28 April 2022

Report of the Manager

Who we are

Founded in 2005, we are a specialist institutional sponsor of European listed acquisition companies. We partner 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 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.

MARWYN

17 year track record of **successful acquisition** companies across a range of sectors

Proven origination model based on accessing proprietary deal flow

Management partnership model delivering deep sector experience and operational expertise

Long track record of raising **institutional equity** from and **delivering returns** to UK institutional investors

Proprietary acquisition vehicle structure, we believe is highly attractive to management and investors alike and which provides significant executional advantages and long-term alignment between stakeholders

Report of the Manager

A track record of success

As Europe’s leading sponsor of acquisition vehicles, our 11 companies which have followed our current strategy and completed a platform acquisition have delivered £4.7 billion of profits to equity investors.

The following table details the equity profits generated by our acquisition companies which had a similar overall strategy to our new acquisition vehicles and which completed a platform acquisition, based upon all equity raised (from all investors throughout their lifetime, including the period after we exited our cornerstone position) and with returns calculated based upon (a) the offer price on sale of the entire company, or (b) the prevailing share price if still listed.

COMPANY	TICKER	ACQUISITION DATE	MANAGEMENT PARTNER(S)	SECTOR	TOTAL EQUITY INVESTED	TOTAL EQUITY VALUE	% EQUITY RETURNS
BCA	BCA	Apr-15	**Avril Palmer -Baunack**	Automotive	£1,163m	£2,137m	84%
eOne entertainmentone	ETO	Feb-07	**Darren Throop**	Media	£747m	£2,824m	278%
BREEDON AGGREGATES	BREE	Sep-10	**Peter Tom** Simon Vivian	Construction Materials	£702m	£1,387m	97%
ZEGONA COMMUNICATIONS	ZEG	Aug-15	**Eamonn O'Hare** Robert Samuelson	Telecoms	£388m	£525m	35%
Advanced Computer Software Group	ACS	Aug-08	**Vin Murria**	Computer software	£126m	£725m	477%
Concateno Global drug testing services	COT	Nov-06	**Keith Tozzi** Fiona Begley	Healthcare	£117m	£130m	11%
Inspicio	INP	Oct-05	**Mark Silver** Keith Tozzi	Testing & Inspection	£116m	£229m	97%
	SID	Jul-06	**Sean Nutley**	Remediation	£58m	£1m	(99%)
Talarius	TLS	Jun-05	**Nick Harding**	Leisure	£48m	£128m	170%
Melorio plc	MLO	Oct-07	**Adrian Carey** Hugh Aldous	Training	£44m	£98m	121%
	ZTR	Apr-05	**Ian Blackburn**	Confectionery	£35m	£41m	15%
TOTAL					£3.5bn	£8.2bn	132%

Report of the Manager

James Corsellis

James brings extensive public company experience as well as management and corporate finance expertise across a range of sectors and an extensive network of relationships with co-investors, advisers and other business leaders.

Previously he has served as non-executive director of BCA Marketplace, Advanced Computer Software, non-executive chairman of Entertainment One, non-executive director of Breedon Aggregates and as CEO of icollector Plc. James was educated at Oxford Brookes University, the Sorbonne and the University of London.

James is currently a Managing Partner of Marwyn Capital LLP and Marwyn Investment Management LLP, an executive director of Silvercloud Holdings Limited, and a director of Marwyn Acquisition Company plc, AdvancedAdvT Limited, MAC Alpha Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited.

Mark Brangstrup Watts

Mark has many years of experience deploying long-term investment strategies in the public markets. Mark brings his background in strategic consultancy to the management team, having been responsible for strategic development projects at a range of international companies including Ford Motors Company (US), Cummins (Japan) and 3M (Europe).

Previously Mark has served as non-executive director of Zegona Communications, BCA Marketplace, Advanced Computer Software, Entertainment One, Silverdell, Inspicio and Talarius amongst others. Mark has a BA in Theology and Philosophy from King's College, London.

Mark is currently a Managing Partner of Marwyn Capital LLP and Marwyn Investment Management LLP, an executive director of Silvercloud Holdings Limited, and a director of Marwyn Acquisition Company plc, MAC Alpha Limited, Marwyn Acquisition Company II Limited and Marwyn Acquisition Company III Limited.

Marwyn Group

Mark and James are supported by a highly experienced team of 16, based in London and Jersey who provide investment management, corporate finance and operational support to our investee companies.

How we invest

Over the last 17 years, we have gained extensive experience in executing successful investment strategies in the public markets. Throughout this time, we have invested across a broad range of sectors in conjunction with leading executives or management teams (our "Management Partners").

Our 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. The success of our previous vehicles has been based on a number of factors including our ability to identify and partner with these industry-leading Management Partners whilst drawing on our transactional and corporate finance expertise in developing and structuring a range of acquisition vehicles that aim to meet the needs of all stakeholders.

Market opportunity

Over the last 20 years, the London Stock Exchange has been the venue for numerous highly successful acquisition companies. We believe there remains significant interest from both companies and industry executives in using well-structured acquisition companies on the public markets to execute growth strategies across a range of sectors.

Building on our long experience of investing through listed acquisition companies to execute buy and build growth strategies alongside experienced Management Partners, and reflecting on the much-criticised US SPAC model, we believe the Marwyn Acquisition Company structure (the 'MAC' structure) is uniquely designed to be attractive to institutional investors, business owners and management teams. The principal enhancements being:

- **Ensuring long term alignment:** management and sponsor incentives aligned to long term equity performance and no discounted shares/warrants or upfront promoter fees
- **Increasing flexibility in raising capital:** the addition of innovative mechanisms to raise equity capital from institutional investors
- **Improving transactional efficiency:** a new transaction process allowing the execution of a reverse acquisition on a timetable that is comparable with investment from private equity providers

Portfolio activity

Operating companies

In 2021, we exited the majority of our position in Zegona through a tender offer following the €428 million sale of Euskaltel which realised £52.1 million for the Company and a return of 1.4x over the life of our investment.

Le Chameau's performance over 2021 has been materially ahead of our expectations. The company has delivered yet another profitable year under the leadership of Corry Cavell-Taylor and we have continued to see the accelerated development of Le Chameau's direct to consumer e-commerce channel, as well as continued strong demand from retailers. We are confident that these developments will continue to improve the company's growth trajectory and sustained profitability leading to further positive uplifts in value and are actively considering opportunities to materially increase the company's long-term in-house production capacity.

Acquisition companies

AdvancedAdvT which was launched with Vin Murria OBE in late 2020 and raised £130m of equity capital, continues to review a range of opportunities. In January 2022, AdvancedAdvT announced the acquisition of a c.9.82% stake in M&C Saatchi and subsequently has announced that it is interested in exploring a share exchange merger with M&C, with discussions continuing.

In light of the market opportunity and strong pipeline of opportunities we see, we launched four new Marwyn acquisition vehicles over 2020 and 2021, with a variety of structures and flexible approaches available to suit the specific characteristics of the sectors or platform opportunities under consideration. Details of each of the acquisition companies are included later in the Report of the Manager.

Report of the Manager

Investment outlook

We continue to work with several potential Management Partners and consider numerous investment opportunities, mindful of volatility of the current macro-economic environment and remaining loyal to our core investment thesis of backing experienced managers, in sectors and companies with strong fundamentals, employing a risk adjusted approach to leverage and returns and focus on building long term sustainable returns for all stakeholders.

Environmental, Social and Governance

The importance of ESG considerations

As we continue to adapt to living with the global impact of COVID-19 and, at the time of writing, are yet to fully understand the impact of the conflict in Ukraine, the pace of change continues to have a sustained and widespread affect across many aspects of our day-to-day lives. The importance of sustainable and responsible investing remains very much front of mind.

As an investment company, the Company delegates the day-to-day management of its business to the Manager (the authority of the Manager is detailed in the Report of the Directors). 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.

As the Manager, we believe it is important to invest in companies that act responsibly in relation to social, governance, ethical and environmental issues. Whilst our strategy considers multiple sectors, our 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.

Our Firm

As a firm, Marwyn remains committed to:

1. Environmental awareness and action

We are mindful of our place in the communities in which we work and live. The way we work has continued to evolve as we consider and adapt to the changing ways in which our team works and interacts and as we spend more time in the office together, we continue to ensure that the little things still count, such as recycling and avoiding single use plastics.

Beyond the day-to-day, environmental awareness and understanding is inbuilt to our investment strategy. We are committed to continually expanding our understanding and knowledge and looking at new and innovative ways of working and engaging with the opportunities that may arise.

2. People, diversity, and charity

Our people are fundamental to our business. We are committed to providing an inclusive and collaborative place to work that encourages diversity, where people are recognised and rewarded for delivering on our strategic ambitions and values (including sound and effective risk management) and incorporating measures to avoid conflicts of interest and excessive risk taking. Our incentive scheme ensures that the team are aligned with the Company's shareholders, whilst providing an incentive that allows us to hire and retain the best talent.

Our dynamic team includes people from a wide range of countries, with various qualifications, backgrounds, and expertise, with half of our team being women. We have a highly qualified team and foster a culture of continued learning and development to keep our team at the forefront of market practices.

The health and wellbeing of our team is imperative. Alongside encouraging a work-life balance, we have an on-site gym and can arrange virtual training sessions.

We also operate the Marwyn Trust which provides financial support to charities both in the UK and further afield.

3. Corporate Governance

As a regulated business, our Corporate Governance manual includes requirements to ensure compliance with all applicable laws and regulations, including the bribery act and MAR, with careful monitoring of gifts and hospitality. We also have a whistleblowing procedure, should employees wish to raise concerns, and an employee handbook which addresses dignity at work, equal opportunities, disability and harassment. Marwyn does not make any political donations, nor is it involved in political lobbying.

Investing responsibly is in our nature. We do not make short-term investments, we carefully conduct due diligence on investment opportunities and consider many requirements for our investments, of which ESG is a factor.

We believe that ESG is holistic, covering a great range of topics including the protection of data, tax compliance and ethics. The global ESG reporting landscape is evolving and we are considering how best to monitor and report our ESG credentials. We endeavour to integrate processes, policies and procedures into our day-to-day operations to both mitigate risk and create opportunity from the developing themes around ESG.

Report of the Manager

Examples of what we do

The Marwyn Trust

The Marwyn Trust was formed in 2009 by Marwyn's partners and was established to make donations from Marwyn and associated companies and individuals to charitable institutions working with the underprivileged and in the fields of education, healthcare, economic development and supporting individuals in the arts profession. Over the last five years, grants in excess of £900,000 have been made to a range of charitable institutions, most notably the Sumbandila Scholarship Trust ("Sumbandila") and the Helen Bamber Foundation ("HBF"), and more recently to support humanitarian aid efforts in Ukraine.

Sumbandila provides full scholarships to private schools, as well as an educational outreach program to children living in rural areas in South Africa. This aims to transform the lives of underprivileged children, creating entrepreneurs and leaders who will make significant contributions to the future of South Africa. Marwyn management have built strong relationships with Sumbandila, having seen first-hand the work that they do.

The HBF is a human rights charity that gives survivors of trafficking and torture the strength to move on. Each of their clients has a complex, unique and painful history. Most survivors have either been trafficked to the UK or have fled their country of origin after experiencing some of the most abhorrent crimes. The HBF ensures survivors are free, healthy, safe and are protected from re-victimisation, detention and poverty.

Diversity in our team

Marwyn has a team built on ability and performance, promoting from within and encouraging a wide range of skills and expertise. Half of our team are female, with one of the four partners also being female. Over the years we have had people join us from many different countries, all bringing with them different expertise and experiences.

Management Partners

Of the enterprises backed by Marwyn, over 40% have been led by female executives as either CEO or Chair.

ESG Integrations within the investment lifecycle

Establish an acquisition vehicle

- Perform in depth due diligence on the Management Partners to build an exceptional and diverse team
- Understand the sector, perform detailed due diligence on potential targets, the industry, opportunities, regulations, trends and risks
- Consider deal structuring and ability to exit
- Establish an incentive scheme that completely aligns the management team with shareholders

Development of the acquisition vehicle

- Perform full due diligence on the board, including that conducted by the broker
- Investment thesis presented to cornerstone investors
- Board composition revisited – focus on corporate governance best practice, diversity and required skills and expertise
- Preparation of key company policies, MAR compliance manual, anti-bribery and corruption and whistleblowing policies to ensure compliance with relevant legislation
- Preparation of the FPPP to provide the framework within which the company will operate, including prescribed matters reserved for the board
- Full disclosure of the board, strategy, key agreements included in the prospectus

Identify and complete the platform acquisition

- Extensive due diligence performed on target business
- Consideration of ESG risks specific to the target business along with red flags from due diligence reports prepared by third party providers
- Due diligence to cover financial, pension & HR, tax, IT, legal, commercial, environmental, insurance and asset integrity as needed
- Creation of the 100-day plan in conjunction with the FPPP to ensure risks minimised and key operational considerations made
- Revisit board composition, executive management and their incentivisation to ensure correct mix of skills and experience to lead the enlarged group

Operations control and bolt-on acquisitions

- Monitor resolution of items on the 100-day plan
- Regular board meetings to review progress, issues identified and further investment opportunities
- Oversight by the board of ESG issues and opportunities, reporting to shareholders through their annual reports on relevant topics
- Ongoing monitoring of compliance with listing rules and all internal policies and procedures

Report of the Manager

Current Portfolio — Operating Companies

Le Chameau Luxury Goods www.lechameau.com

Valuation at 31 December 2021	£21.2m	Valuation at 31 December 2020	£12.0m

Value as at 31 December 2021 and 31 December 2020 is the aggregated value attributable to all of the Company's share classes

Management Partner

Corry Cavell-Taylor

Corry Cavell-Taylor is CEO of Le Chameau Holdings Limited, MD of Bradshaw Taylor Limited and creator of Schöffel Countrywear. Corry has over two decades of experience in the country sports market worldwide and is a 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 distributes leading 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.

Value creation opportunity

- To build a leading luxury goods business, capable of scaling sales across the UK, Europe and North America
- Further expand the direct-to-consumer e-commerce channel

History

Le Chameau is an iconic technical footwear brand with over 90 years of heritage, a leader in the premium rubber boot market with a passionately loyal consumer base, brand ambassadors and a growing addressable market.

Originally acquired in 2012 with an investment hypothesis to scale in both core and new markets, the business initially struggled to succeed as a standalone entity, having previously been part of French conglomerate Lafuma. The business has required huge transformation over the last 10 years in almost every aspect of its operations to re-position it for growth from a sustainable and scalable platform.

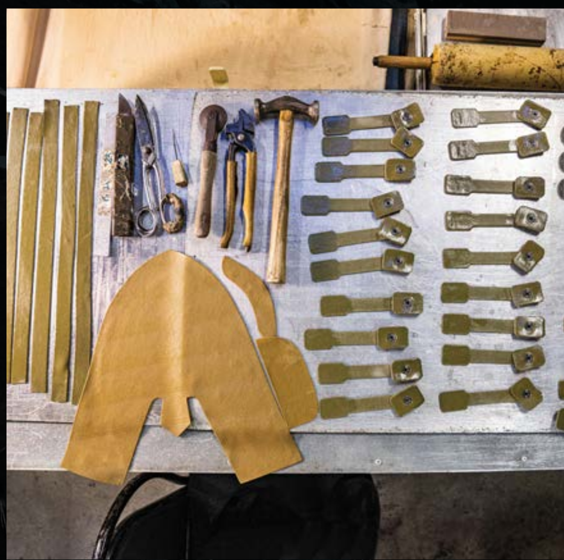
In 2019, we entered into a joint venture with Bradshaw Taylor, one of the UK leading distributors of outdoor brands including Schoffel, bringing a wealth of operational experience as well as operational infrastructure and resources to help scale the business. As co-owners of the business we have been delighted with the subsequent performance. Under Corry's leadership, the business has successfully implemented the extensive cost-out and integration changes included within the transaction business plan. These changes have transformed the cost base of the business and enabled Le Chameau to strengthen key partnerships with retailers whilst driving its online segments. 2020 was a pivotal year that demonstrated Le Chameau could negotiate a particularly difficult trading environment, deliver sales growth across both segments, and successfully execute the opening of a new warehouse in Europe. The positive momentum in the business continued through 2021 with the business delivering 17% revenue growth in its B2B channel and 23% revenue growth in its direct e-commerce channel from the prior year, along with increases in gross margin and underlying profitability.

The business has continued to make operational improvements to expand production capacity to meet growing demand, with 167,000 pairs of rubber boots produced in 2021, and plans to scale further in the coming years.

Recent progress

We believe if the positive growth trajectory and improving scale and margins of the business can be continued, there is potential for the valuation of Le Chameau to move closer in line with that of more established luxury apparel companies, offering significant potential upside. In the meantime, with the business positioning itself to capitalise on growing customer demand for its products and an accomplished management team, we believe the future looks promising.

Reflecting the continued positive performance of Le Chameau, the Master Fund's investment was written-up from £12.3 million in December 2020 to £21.8 million as at 31 December 2021 (£18.9 million of which is attributable to the Company's shareholders).



Report of the Manager

Current Portfolio — Operating Companies

AdvancedAdvT Limited   Digital, Software & Services   www.advancedadvt.com

AdvancedAdvT acquired a minority stake in M&C Saatchi in January 2022		% voting rights held by the Marwyn Funds	15.4%

Details on voting rights attributable to each of the Company's share classes on a look-through basis are included in the section entitled 'Look-through portfolio information'

Management Partner

Vin Murria

Vin was the founder and CEO of Advanced Computer Software Group plc (2008 to 2015), one of Marwyn's previous vehicles which generated equity returns of 477% and was acquired by Vista Equity Partners in 2015, and 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 set up to support the education of women and children in poverty in India and the UK.

Value creation opportunity

- Recently established vehicle with an experienced and highly credible management team
- Equity raise completed in March 2021 of £130 million to acquire asset(s) of scale
- Focused on opportunities in the digital, software and services sector likely to benefit from structural changes brought about by the current macro environment, driving digitalisation effecting the way people live, work and consume and the way that businesses operate, engage and sell to customers

Overview

AdvancedAdvT acquired a minority stake in M&C Saatchi plc in January 2022 and is in continuing discussions regarding a possible merger or offer.

Current Portfolio — Acquisition Companies

Marwyn Acquisition Company plc
Marwyn Acquisition Company II Limited
Marwyn Acquisition Company III Limited
MAC Alpha Limited

	MAC plc	MAC II	MAC III	MAC ALPHA
Capital raised	£5.0m [13]	£12.7m	£12.7m	£0.7m
Acquisition target size	Up to £500m	Greater than £100m	Greater than £100m	Greater than £100m
Target sectors	Industrials Manufacturing Engineering Construction Building Products Support Services	Various	Various	Various
Listing	LSE AIM	LSE Main Market	LSE Main Market	LSE Main Market

As at 31 December 2021.
[13] For MAC plc, capital raised is represented by the cash balance held by the company as at 31 December 2021

Overview

The Manager launched MAC II and MAC III in December 2020 as LSE Main Market listed acquisition companies. £12.5 million has been invested by the Marwyn Funds in each of MAC II and MAC III.

MAC II has published a prospectus in relation to a 12 month placing programme for a C redeemable share class. MAC III has announced an intention to launch a similar placing programme. It is expected that the ability to issue redeemable shares where appropriate, alongside the existing flexibility of the MAC structure to utilise the issuance of either listed Ordinary shares or unlisted B shares provides MAC II and MAC III with a competitive advantage in securing attractive acquisition opportunities and bringing the best executive management back to the UK public markets.

MAC plc is an AIM quoted vehicle with a focus on smaller opportunities where the company's AIM listing and seed capital provide a compelling opportunity to secure an industry-leading executive team to pursue a buy and build strategy in the current market, particularly for those opportunities considered most suited to an AIM quotation.

MAC Alpha, launched in December 2021, is an LSE Main Market listed acquisition company which is expected to focus on investment opportunities where a combination of management expertise, improving operating performance, freeing up cashflow for investment and implementation of a focused buy and build strategy can unlock growth in core markets and often into new territories and adjacent sectors. MAC Alpha is currently not proposing to issue redeemable shares and is seeking Management Partners and transactions which can utilise its Main Market listing on the London Stock Exchange.

Report of the Manager

Realised Investments

Zegona Communications plc TMT www.zegona.com

Value at 31 December 2020	£36.5m		
Realised Value	£52.1m		
Residual Value (31 December 2021)	£0.6m	MM Return (Life of investment)	1.4x

Value as at 31 December 2020, Realised Value and Residual Value as at 31 December 2021 are aggregate values on a look-through basis attributable to all of the Company's shares in aggregate

Management team
Zegona was listed in March 2015 as an acquisition vehicle led by Eamonn O'Hare and Robert Samuelson, previously part of the Virgin Media team responsible for the $24bn sale of that business to Liberty Global. Zegona was established to pursue a 'buy-fix-sell' strategy in the European telecommunication sector.

Investment history
Zegona acquired its platform asset, Telecable, for €640 million later in 2015, subsequently selling this business to Euskaltel in 2017, receiving €186.5 million cash consideration and a 15% stake in the resulting enlarged Euskaltel group. Surplus cash of £140 million was returned to shareholders in October 2017.

In 2019, Zegona increased its shareholding in Euskaltel and combined with Eamonn O'Hare's and Robert Samuelson's Euskaltel board positions, Zegona's increased influence resulted in the introduction of a new CEO and implementation of Zegona's plan to drive significant change in the underlying business including realising synergies from creating a single operating platform for Euskaltel's three regional brands, returning the combined business to growth and expanding nationally by launching new products under the Virgin telco brand.

In March 2021, MasMovil launched a tender offer to acquire Euskatel, following which Zegona announced its intention to return £335 million of the sale proceeds to its shareholders in cash.

The Marwyn Funds received proceeds of £45.4 million attributable to the Company's ordinary shares and £6.7 million attributable to the Company's 2016 realisation shares.

The sale of the Euskaltel investment represents completion of Zegona's initial 'buy-fix-sell' strategy in Spain. By returning 98% of the Zegona business to its shareholders, Zegona has retained sufficient capital to continue to pursue its original 'Buy-fix-sell' strategy in the broader European TMT sector, with further capital raises likely at the time their next acquisition is identified.

Performance
The sale of shares in the tender offer generated a 1.4x return for the Marwyn Funds over the life of our investment.

Capital Distributions, NAV and Discount Management

As is common to many investment companies, the Company's shares trade at a discount to the underlying NAV. The average discount to NAV of the Company's ordinary shares during the year was 34.4%, compared to the equivalent 36.5% average in the prior year. The discount range was 29.8% to 38.6%. Alongside marketing the Company's shares to new investors and seeking to enhance the trading of the Company's shares with a view to narrowing the discount, the Company has a range of features and policies that we believe act as a mitigant to the discount:

Dividend Policy: the Company currently pays an annual 9.06p per ordinary share dividend in equal quarterly installments, which equates to a dividend yield of over 7.7% based on the Company's ordinary share price as at 31 March 2022.

Profit Distribution Policy: the Company currently distributes 50% of investment profits as and when realised to ordinary shareholders, to the extent this has not been returned already through dividends or buy-backs.

Realisation Classes: every 5 years the Company allows ordinary shareholders to convert their shares into a new series of realisation shares. On disposal of an investment, save for reasonable working capital requirements, all proceeds are returned directly to shareholders allowing them to ultimately receive 100% of the underlying NAV.

These policies are explained in more details below.

The Board believe that the combination of these measures provides a substantial mitigant to a persistent discount to NAV and ultimately provides shareholders with potentially substantial returns of capital as demonstrated by the data below.

Realisation Shares

For the year ended 31 December 2021

Realisation Class	Ticker	Shareholder Total Return[7]	Nav Per share	Net Assets	NAV Distributed SINCE INCEPTION[8]
2016	MVIR	+38.8%	286.0p	£2.7m	84.6%
2021[9]	MVR2	+3.3%	183.7p	£0.7m	0.0%

Capital Returns & Distributions Since Inception

Ordinary Shares			Realisation Classes	Combined		
Dividends and Buybacks[10]	Capital Returns	Total Distributions	Total Capital Returns	Dividends and Buybacks	Capital Returns	Total since inception
£53.2m	£25.9m	£79.1m	£15.6m	£53.2m	£41.5m	£94.7m

[7] Shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period.
[8] Calculated as total distributions as a percentage of Net Assets on creation of each class.
[9] 2021 Realisation Class performance is calculated for the period from creation of the class on 30 November 2021.
[10] Includes the dividend paid to ordinary shareholders in February 2022.

Capital Distributions, NAV and **Discount Management**

Ordinary Share Distribution Policy

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

1. Minimum annual return

Policy

The Company will deliver a minimum annual return to Shareholders by making distributions in each quarter. Pursuant to the Ordinary Share Distribution Policy, in each year the Minimum Annual Distribution 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 the Master Fund or MVI II LP, the Master Fund 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

Following consultations with 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 Company's share repurchase programme which had commenced on 1 October 2018 (the "Buyback Programme"). Interim dividends of 2.265p per ordinary share were paid in February, May, August, and November 2021, each being a total payment of £1,265,022. These payments have continued in 2022, with an interim dividend of 2.265p per ordinary share paid in February 2022.

2. Returns following Net Capital Gains

Policy

Where the Master Fund or MVI II LP 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 Distribution payments referred to above are treated as if they had been returns of gains for this purpose), the Master Fund will distribute the difference to the Company. The Company will, in turn, 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 the Master Fund and cancelled using the Exchange Procedure described in the Company's prospectus dated 19 October 2016. Returns following a Net Capital Gain may also be made by way of an extraordinary distribution, where applicable, by adding such amount to the next proposed quarterly dividend (if any), where doing so would not result in a delay as compared to declaring an extraordinary distribution.

The balance of any Profitable Realisation, after the payment of any incentive allocation, will be retained in the Master Fund and available for new and follow-on investments and to meet the Master Fund'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 of Net Capital Gains made under this section 2 of the Ordinary Share Distribution Policy following the disposal of the investment in Entertainment One, a total of over £40.2 million has been returned to ordinary shareholders (including the February 2022 dividend) compared to realised gains attributable to ordinary shareholders totaling £34.2 million (50% of which is £17.1 million). Accordingly, the Company has, to date, distributed £23.1 million in excess of what would be required under this policy, and realised gains attributable to ordinary shareholders in excess of £46.2 million will be needed before any return on a Profitable Realisation is made.

Since implementation in November 2013, over £68.5 million has been returned to shareholders under the Ordinary Share Distribution Policy.

For the avoidance of doubt, the Company's Ordinary Share Distribution Policy applies only to the ordinary shares. The 2016 realisation shares and 2021 realisation shares carry no rights to participate in the Company's Ordinary Share Distribution Policy.

2016 realisation class cash return

In October 2021, the Company announced that funds attributable to realisation shareholders received from the completion of Zegona's tender offer, along with cash held by the Master Fund attributable to realisation shareholders not required to be held for reasonable working capital purposes would be returned to realisation shareholders by way of a redemption of realisation shares. Following a redemption of the Company's interests in Class R(F) and Class R(G) of the Master Fund to the value of £6.4 million, the distribution to realisation shareholders was effected by way of a redemption of 2,750,985 realisation shares which were subsequently cancelled.

An incentive allocation payment in respect of Class R(F) of £1,225,609 was paid alongside the redemption of the realisation shares.

2021 realisation share offer

In November 2021, ordinary shareholders were given the option to convert their shares into a new (second) series of realisation shares, which provides investors with the ability to receive underlying, undiscounted net asset value, as and when investments are ultimately realised. As a result of this, on 30 November 2021, 360,482 ordinary shares (representing 0.65% of the ordinary shares in issue) were redesignated as 2021 Realisation Shares and were admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange.

The 2021 realisation shares rank equally and otherwise carry the same rights as the ordinary shares, save that i) the investment policy in respect of the assets relating to the realisation shares will be managed as described in the Fund Structure and Investment Policy section of these accounts, ii) the Ordinary Share Distribution Policy applicable to the ordinary shares does not apply to the 2021 realisation shares, and iii) the 2021 realisation shares will entitle the 2021 realisation shareholders to returns only in respect of realisations made on investments attributable to the 2021 realisation pool. Further details of the realisation class are included in Note 11.

The NAV per share of both the ordinary and 2021 realisation shares at the redesignation date on 30 November 2021 was £1.77782, this resulted in a total net asset value attributable to realisation shareholders at that date of £640,872.

The next Realisation Class Offer will be made available to ordinary shareholders in November 2026.

Fund Structure and Investment Policy

Status and activities

The Company is a closed-ended investment company registered by way of continuation in the Cayman Islands (registered number MC-228005). The rights of shareholders are governed by Cayman law and the Articles. These rights may differ from the rights and duties owed to shareholders in a UK incorporated company.

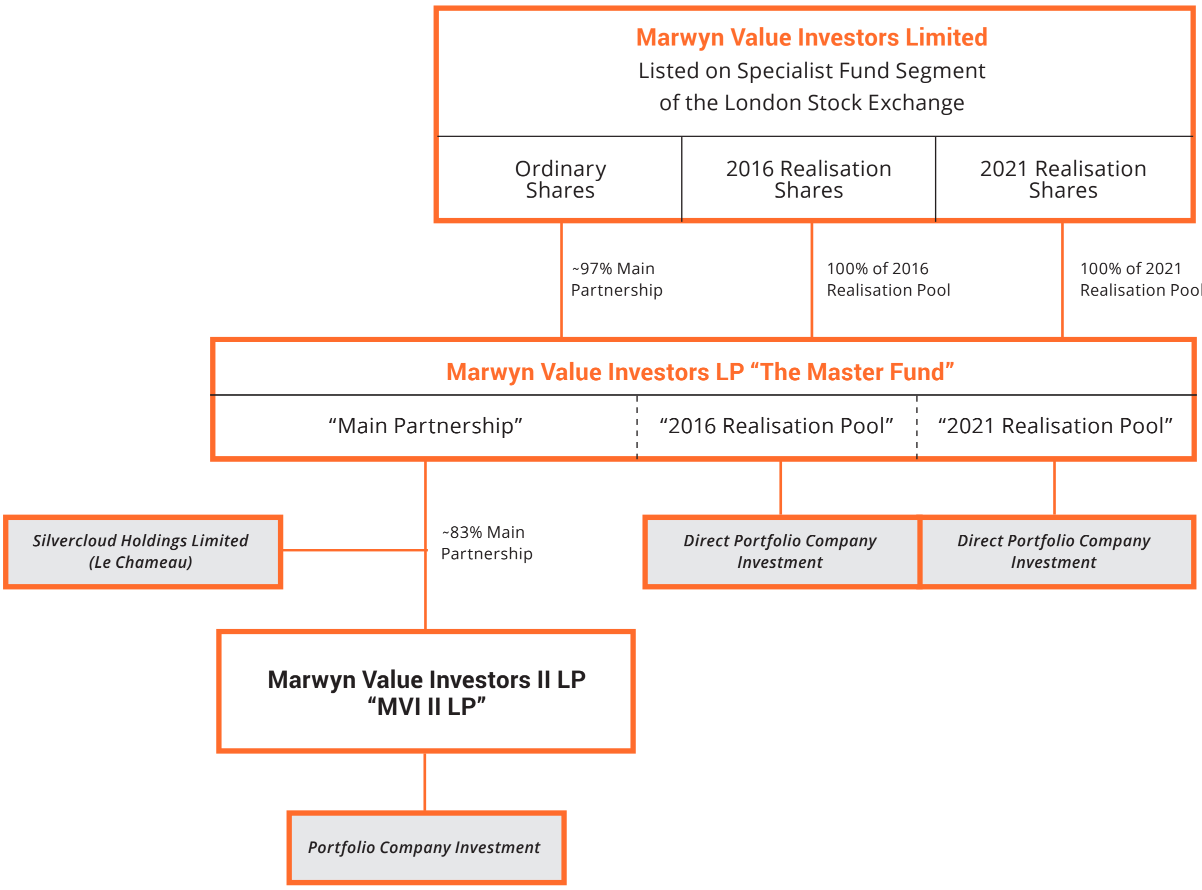
The Company was admitted to trading as a closed-ended investment company on the Specialist Fund Market (the precursor to the Specialist Fund Segment) on 8 December 2008.

Fund Structure

The Company is a feeder fund which has invested substantially all of its assets into limited partnership interests in the Master Fund. The Company has no redemption rights for its investment in the Master Fund.

The Master Fund has invested in a second master fund, MVI II LP, a private equity fund structure through which the majority of the Master Fund's investments attributable to ordinary shareholders are made. Assets attributable to the 2016 realisation shareholders and 2021 realisation shareholders (each a "realisation pool") are held directly by the Master Fund. A look-through breakdown of the NAV attributable to the ordinary, 2016 realisation and 2021 realisation shareholders along with ownership of the assets is detailed in the Allocation of Net Asset Value section of this Annual Report.

The structure of the Marwyn Funds, as detailed in the structure chart below has evolved since inception to provide access to a wider investor base. The Company was added as a feeder to the Master Fund to allow access to public market investors through the Company's listing on the SFS and MVI II LP was launched to provide access to private equity investor capital.



The Portfolio Company investments of MVI II LP are held by MVI II Holdings I LP, which aggregates the investments of MVI II LP and its stapled co-investment vehicle, MVI II Co-Invest LP.

Investment objective

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

Investment policy

There are no investment restrictions applicable to the Company or the Master Fund.

MVI II LP has the following investment restrictions:

- no investment can exceed 30% of the MVI II LP limited partners' aggregate commitments at the time of investment;
- it cannot engage in derivative trading except to hedge or enhance an investment in an existing or prospective Portfolio Company;
- it cannot invest in any blind-pool investment fund; and
- it may recycle distributed capital, up to an amount equal to 100% of the partners' aggregate commitments, which may only be used to acquire assets, and not pay fees.

The Master Fund and MVI II LP invest either directly or indirectly into the Portfolio Companies. The Master Fund (with the exception of the classes attributable to realisation shareholders) and MVI II LP (during its investment period being five years from the final close on 31 March 2019) are permitted to make follow-on investments into the Portfolio Companies and invest in new Portfolio Companies. In the case of capital relating to the Company's realisation shares, the Master Fund is only permitted to invest cash in follow-on investments in the Portfolio Companies within three years of creation of a realisation class which for the 2016 Realisation Class expired in November 2019 and for the 2021 Realisation Class runs to November 2024.

The Master Fund 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 ordinary shares. The use of such power is periodically reviewed by the Manager and the Board.

The assets attributable to 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. A realisation pool is permitted to invest cash allocated to it upon its creation in follow-on investments into existing Portfolio Companies made within three years of the creation of the realisation pool. 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 re-invested and is, subject to amounts held back for reasonable working capital requirements, distributed to the relevant class of realisation shareholders.

Portfolio Company costs

Entities within the Marwyn group may provide services to the Portfolio Companies indirectly invested in by the Company. These services include, but are not limited to, corporate finance advisory, transactional support, company secretarial, administrative and accounting services.

Fees for any services provided are negotiated and agreed with the independent management teams operating each Portfolio Company (once appointed) and are in accordance with any regulatory or corporate governance requirements, as applicable. There is no obligation for any Portfolio Company to use the services offered by the Marwyn group and third party service providers could be, and frequently are, used.

Due to the shareholdings that the Marwyn Funds have in the Portfolio Companies and directorships that the Marwyn principals have on their boards, Marwyn group entities are invariably considered to be 'related parties' to the Portfolio Companies and as such, all fees payable to Marwyn entities are fully disclosed in the Portfolio Companies' audited accounts, with all contracts deemed 'significant' also being disclosed in any Portfolio Company admission document or prospectus.

The Portfolio Company costs indirectly borne by the Company are proportional to the Company's indirect holding in each Portfolio Company. The holding in each as at the balance sheet date is disclosed in the Look-through portfolio information section of this Annual Report.

Allocation of Net Asset Value

ORDINARY SHARES

Allocation of NAV by company at 31 December 2021

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund and MVI II LP, the Company's total NAV attributable to ordinary shareholders as at 31 December 2021 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau[11]	Unlisted	Luxury Goods	18.5%	0.34	Master Fund
AdvancedAdvT Limited	ADVT LN	Software	16.0%	0.29	MVI II LP
Marwyn Acquisition Company II Limited	MAC2 LN	Various	9.3%	0.17	MVI II LP
Marwyn Acquisition Company III Limited	MAC3 LN	Various	9.3%	0.17	MVI II LP
Marwyn Acquisition Company plc	MACP LN	Various	4.8%	0.09	MVI II LP
Zegona Communications plc	ZEG LN	TMT	0.5%	0.01	MVI II LP
MAC Alpha Limited	MACA	Various	0.5%	0.01	MVI II LP
Cash			47.0%	0.86	Various[12]
Other assets / liabilities			(5.9)%	(0.11)	Various
Net assets			**100.0%**	**1.83**	

[11] The investment in Le Chameau is held though Silvercloud Holdings Limited
[12] Cash is primarily held by the Master Fund

Allocation of NAV by company at 31 March 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund and MVI II LP, the Company's total NAV attributable to ordinary shareholders as at 31 March 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau	Unlisted	Luxury Goods	19.1%	0.34	Master Fund
AdvancedAdvT Limited	ADVT LN	Software	15.4%	0.28	MVI II LP
Marwyn Acquisition Company II Limited	MAC2 LN	Various	9.6%	0.17	MVI II LP
Marwyn Acquisition Company III Limited	MAC3 LN	Various	9.6%	0.17	MVI II LP
Marwyn Acquisition Company plc	MACP LN	Various	5.0%	0.09	MVI II LP
Zegona Communications plc	ZEG LN	TMT	0.5%	0.01	MVI II LP
MAC Alpha Limited	MACA	Various	0.5%	0.01	MVI II LP
Cash			46.2%	0.83	Various
Other assets / liabilities			(5.9)%	(0.10)	Various
Net assets			**100.0%**	**1.80**	

The allocations of NAV as at 31 December 2021 and 31 March 2022 for the ordinary shares, 2016 realisation share and 2021 realisation shares do not include any amounts related to the potential settlement of VAT reclaims arising from a historic investment in Praesepe plc which operates in the gaming industry (announced by the Company on 7 September 2021) due to the significant uncertainty of the amount and timing of any such settlement.

All portfolio assets are held at fair value by the Marwyn Funds which hold them in accordance with International Financial Reporting Standards. Where there is no active market for a listed investment, or where the investment is unlisted, the valuation methodologies applied are fully compliant with International Private Equity and Venture Capital valuation guidelines as updated.

2016 REALISATION SHARES

Allocation of NAV by company at 31 December 2021

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2016 realisation shareholders as at 31 December 2021 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau	Unlisted	Luxury Goods	82.0%	2.34	Master Fund
Zegona Communications plc	ZEG LN	TMT	2.8%	0.08	Master Fund
Cash			34.2%	0.98	Various
Other assets / liabilities			(19.0)%	(0.54)	Various
Net assets			**100.0%**	**2.86**	

Allocation of NAV by company at 31 March 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2016 realisation shareholders as at 31 March 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau	Unlisted	Luxury Goods	82.8%	2.35	Master Fund
Zegona Communications plc	ZEG LN	TMT	2.5%	0.07	Master Fund
Cash			33.5%	0.95	Various
Other assets / liabilities			(18.8)%	(0.53)	Various
Net assets			**100.0%**	**2.84**	

Allocation of Net Asset Value

2021 REALISATION SHARES

Allocation of NAV by company at 31 December 2021

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2021 realisation shareholders as at 31 December 2021 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau	Unlisted	Luxury Goods	18.5%	0.34	Master Fund
AdvancedAdvT Limited	ADVT LN	Software	16.0%	0.29	Master Fund
Marwyn Acquisition Company II Limited	MAC2 LN	Various	9.3%	0.17	Master Fund
Marwyn Acquisition Company III Limited	MAC3 LN	Various	9.3%	0.17	Master Fund
Marwyn Acquisition Company plc	MACP LN	Various	4.8%	0.09	Master Fund
Zegona Communications plc	ZEG LN	TMT	0.5%	0.01	Master Fund
Cash			47.3%	0.87	Various
Other assets / liabilities			(5.9)%	(0.11)	Various
Net assets			**100.0%**	**1.83**	

Allocation of NAV by company at 31 March 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2021 realisation shareholders as at 31 March 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chameau	Unlisted	Luxury Goods	18.8%	0.34	Master Fund
AdvancedAdvT Limited	ADVT LN	Software	15.2%	0.28	Master Fund
Marwyn Acquisition Company II Limited	MAC2 LN	Various	9.4%	0.17	Master Fund
Marwyn Acquisition Company III Limited	MAC3 LN	Various	9.4%	0.17	Master Fund
Marwyn Acquisition Company plc	MACP LN	Various	4.9%	0.09	Master Fund
Zegona Communications plc	ZEG LN	TMT	0.5%	0.01	Master Fund
Cash			47.2%	0.86	Various
Other assets / liabilities			(5.4)%	(0.10)	Various
Net assets			**100.0%**	**1.82**	

Report of the Directors

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2021.

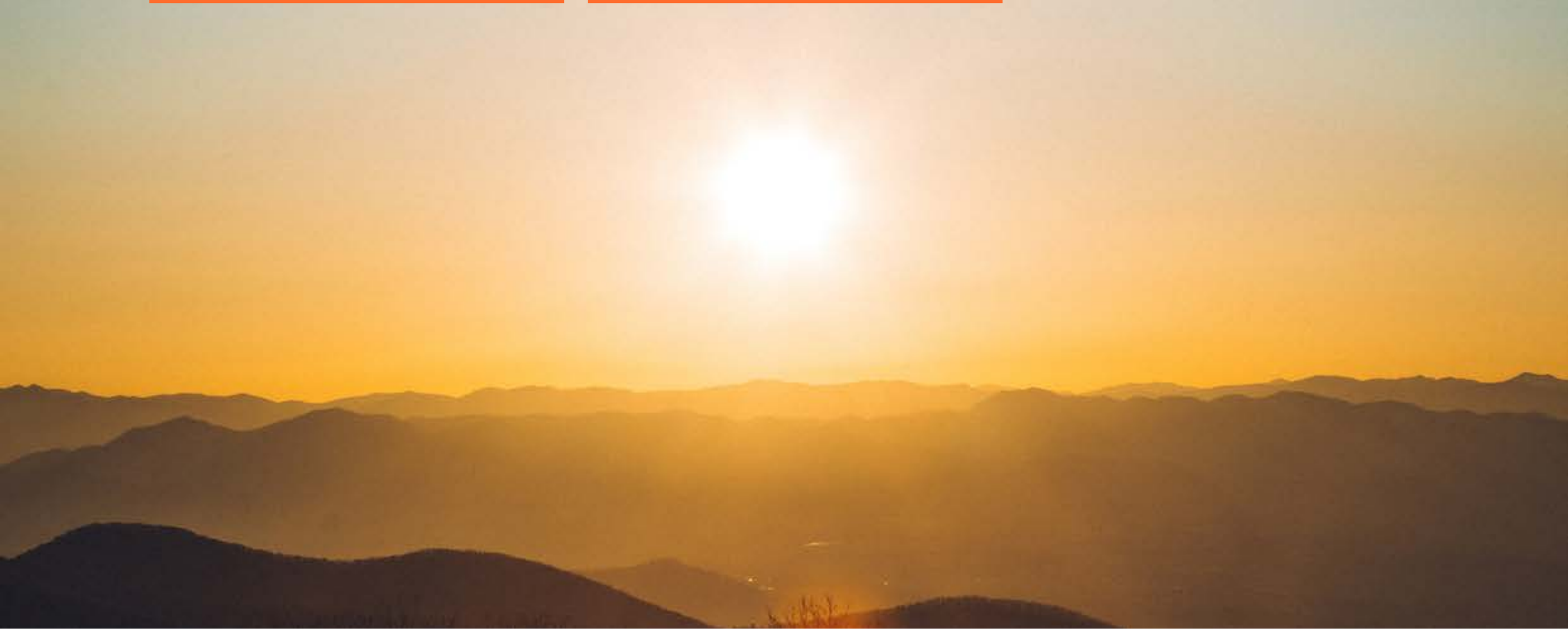
The Directors who served during the year and to the date of this report were:

Robert Ware
CHAIRMAN

Martin Adams
SENIOR INDEPENDENT DIRECTOR

Peter Rioda
INDEPENDENT NON-EXECUTIVE DIRECTOR

Victoria Webster
INDEPENDENT NON-EXECUTIVE DIRECTOR



Robert Ware

(Non-Executive Chairman)
Committee membership:
Nomination Committee – Chairman

Date of appointment: 3 October 2006

Robert qualified as a member of the Institute of Chartered Accountants in England and Wales with Peat Marwick. He served as a Director of Development Securities PLC between 1988 and 1994, filling the roles of Joint Managing Director and Finance Director in the latter stage of his tenure.

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 LSE 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.

The Nomination Committee's considerations on Robert's tenure are included in the 'Nomination Committee' section of the Report of the Directors.

Peter Rioda

(Independent Non-Executive Director)
Committee membership:
Audit Committee – Member
Nomination Committee – Member
Remuneration Committee – Member

Date of appointment: 9 July 2020

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.

Peter is the independent non-executive chairman of Marwyn General Partner II Limited (the general partner of MVI II L.P.). Marwyn General Partner II Limited is not a Marwyn operating company and is regulated by the Jersey Financial Services Commission. It is a special purpose company whose role is to act as a general partner to MVI II LP, the fund into which the ordinary shares are ultimately invested. Peter's role as an independent director of Marwyn General Partner II Limited provides him with insight on Marwyn's investment process. The Board considers that this provides increased oversight and transparency into the investment structure and enhances the role Peter plays on the Board, without impugning his independence as a Director. As such, the Board has determined him to be independent of Marwyn and any shareholders of the Company.

Martin Adams

(Senior Independent Non-Executive Director)
Committee membership:
Audit Committee – Member
Nomination Committee – Member
Remuneration Committee – Chairman

Date of appointment: 8 May 2015

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, 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 Dolphin Capital Investors Limited, Eastern European Property Fund 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.

In July 2020, Martin was appointed as the Senior Independent Director.

Victoria Webster

(Independent Non-Executive Director)
Committee membership:
Audit Committee – Chairman
Nomination Committee – Member
Remuneration Committee – Member

Date of appointment: 9 July 2020

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 in the audit of alternative investment funds. Victoria is the Managing Director of an independent chartered accountancy practice, Cleland & Co., which specialises in owner-managed companies and regulated entities across all sectors.

Report of the Directors

Directors' interests

The Directors' interests in the ordinary shares of the Company were as follows as at 31 December 2021 and 31 December 2020.

	Ordinary shares 2021	Ordinary shares 2020
Robert Ware	700,174	700,174
Martin Adams	40,000	40,000
Peter Rioda	10,000	Nil
Victoria Webster	Nil	Nil

There has been no change in the Directors' holdings between 31 December 2021 and the date of approval of these financial statements.

The Directors' interests in both the 2016 realisation shares and 2021 realisation shares of the Company were nil as at 31 December 2021 (2020: nil) and to the date of the approval of these financial statements.

The Board has put in place measures to ensure that the requirements of MAR are adhered to.

Results

The results attributable to the shareholders for the year are shown in the Statement of Comprehensive Income.

Share capital

As at 31 December 2021, the Company had 55,850,842 ordinary shares in issue (2020: 55,850,842), 933,070 2016 realisation shares in issue (2020: 3,684,055), and 360,482 2021 realisation shares (2020: nil).

Directors' remuneration

The emoluments of the individual Directors for the year were as follows:

	2021 £	2020 £
Robert Ware	50,000	45,000
Ronald Hobbs*	-	60,986
Martin Adams	45,000	40,000
Louisa Bonney**	-	20,436
Peter Rioda	35,000	16,789
Victoria Webster	35,000	16,789
	165,000	200,000

*Ronald Hobbs' remuneration includes £40,000 payment in lieu of notice
**Payable to Axio Capital Solutions Limited

Directors' fees are paid directly from the Master Fund. The above fees do not include reimbursed out-of-pocket expenditure.

Manager

For the period up to 31 March 2021, Marwyn Asset Management Limited was the manager of the Company, the Master Fund, MVI II LP, its stapled co-investment vehicle, MVI II Co-Invest LP and MVI II DCI I LP, a discretionary co-investment vehicle and was advised by Marwyn Investment Management LLP. Effective 1 April 2021, Marwyn Investment Management LLP replaced MAML as the manager on the same contractual terms as applied to MAML, including as to fees, updated to account for regulatory developments and the additional requirements placed on a manager regulated by the FCA.

The Manager is responsible for the implementation of the investment policy of the Company and has overall responsibility for the management of the investments of the Company. The Manager reports to the Board at each quarterly Board meeting regarding the performance of the Company's investment portfolio, which provides the Board with an opportunity to review and discuss the implementation of the investment policy of the Company. The Board reviewed and evaluated the performance of the Manager during the year to 31 December 2021 and having considered the role that the Manager performs across the Marwyn Funds, has determined that the Company's appointment of the Manager remains appropriate.

The management agreement governing the Company's appointment of the Manager allows for the investment strategies that the Manager may employ to be in any securities, instruments, obligations, guarantees, derivative instrument or property of any nature in which the relevant vehicle is empowered to invest and as contemplated by its investment policy.

The Manager is entitled to a management fee, payable by the Company in arrears, equal to 1/12th of 2% per month of the NAV from the Company where such investment is not in the Master Fund. As the Company's investments are all through the Master Fund, the Company does not currently pay a management fee to the Manager and will not do so for as long as all investments are through the Master Fund.

The Manager receives a management fee from the Master Fund, payable monthly in arrears, equal to 1/12th of 2% of the NAV before management fees and incentive allocations in respect of Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests of the Master Fund into which the Company invests. From 30 November 2018, being 2 years after the creation of the 2016 realisation pool, the management fee on the 2016 realisation share interests (being Classes R(F)1 and R(F)2) is calculated by reference to NAV before management fees and incentive allocation less the aggregate value of cash and near cash investments attributable to the realisation share interests.

The Manager may, at its discretion, pay from the management fee to any person to which it has delegated any of the functions it is permitted to delegate. Aztec Financial Services (Jersey) Limited as administrator to the Master Fund, calculates the management fee payable to the Manager by the Master Fund. The Manager is also entitled to reimbursement of certain expenses incurred by it in connection with its duties. The Company does not pay any management fee or carried interest charge as a result of its indirect investment in MVI II LP through the Master Fund.

Incentive allocation

Incentive allocations are due from the Master Fund in respect of interests in Class F, Class R(F)1, Class R(G)1 and Class R(F)2 into which the Company invests. These incentive allocations are only payable on returns being made to shareholders as disclosed in Part II, section 6 of the Company's most recent prospectus published on 19 October 2021. This prospectus is available on the Company's website.

The incentive allocations are deducted from the Gross Asset Value of the Master Fund in deriving the NAV. The NAV is used to calculate the value of the Company's holding in the Master Fund.

Report of the Directors

Substantial shareholdings

At 31 December 2021 the Company was aware of the following interests in 3% or more of the total voting rights of the Company.

	NUMBER OF SHARES	PERCENTAGE OF TOTAL VOTING RIGHTS
Marwyn Long Term Incentive LP	9,238,481	16.27
Armstrong Investments Limited	7,540,000	13.28
Pula Investments Limited	4,500,000	7.92
Cenkos CI Limited	3,511,337	6.18
Barclays Funds Investments Limited	3,409,090	6.00
1607 Capital Partners LLC	3,387,453	5.97
Octopus Investments Limited	2,740,000	4.83
Premier Funds Managers Limited	2,636,740	4.64
Charles Stanley & Co	2,594,008	4.57
Crux Asset Management Limited	2,324,000	4.09

At 31 March 2022 the Company was aware of the following interests in 3% or more of the total voting rights of the Company.

	NUMBER OF SHARES	PERCENTAGE OF TOTAL VOTING RIGHTS
Marwyn Long Term Incentive LP	9,238,481	16.27
Armstrong Investments Limited	7,540,000	13.28
Pula Investments Limited	4,500,000	7.92
Cenkos CI Limited	3,690,016	6.50
1607 Capital Partners LLC	3,433,153	6.05
Barclays Funds Investments Limited	3,409,090	6.00
Octopus Investments Limited	2,740,000	4.83
Charles Stanley & Co	2,592,452	4.57
Premier Fund Managers Limited	2,586,740	4.56
Crux Asset Management Limited	2,454,000	4.27

Auditor

Baker Tilly Channel Islands Limited ("BTCI") was appointed by shareholder resolution at the first AGM following their appointment.

BTCI has expressed its willingness to continue to act as auditor to the Company and a resolution for its re-appointment will be proposed at the forthcoming AGM. Audit fees for the year ended 31 December 2021 for the Company total £20,840. No non-audit services were provided by BTCI for the Company in the year.

The Audit Committee does not have any reason to believe that BTCI did not conduct an effective audit.

Expenses

All Company-related expenses are paid by the Master Fund and allocated to the relevant Master Fund class interest as described in Note 3.8 to the financial statements.

A summary of costs ultimately incurred by both the ordinary shareholders and realisation shareholders is included in the 'Key Information Documents', located on the 'Documents' section of the Company's website, www.marwynvalue.com.

Annual General Meeting

The notice of the AGM will be forwarded to shareholders under separate cover.

Corporate Governance

As a company registered in the Cayman Islands and subject to the rules of the Specialist Fund Segment, the Company is not required to comply with the UK Corporate Governance Code published by the Financial Reporting Council.

The directors, however, recognise the importance of maintaining sound corporate governance that meet the listing requirements and so seek to ensure that the Company adopts a framework for corporate governance, including policies and procedures which reflect those principles of good corporate governance that are appropriate to the Company's size and status as an investment company and are in line with the best practices in relation to matters affecting shareholders, communities, regulators and other stakeholders of the Company.

The Company is a member of the AIC and the Board has considered the principles and recommendations of the AIC Code.

The AIC Code sets out a framework of best practice in respect of the governance of investment companies. It has been endorsed by the UK Financial Reporting Council. The AIC Code is available on the AIC's website (www.theaic.co.uk).

The Board considers that reporting against the principles and provisions of the AIC Code provides the most relevant information to shareholders given that the Company is an externally managed investment company.

The Company has complied with the principles and provisions of the AIC Code, except as set out in this report.

Board Composition and Meetings

The Chairman, Robert Ware, is not considered to be independent due to his tenure as Chairman and him having interests in, and having other directorships within, the Marwyn group. As detailed more fully in the 'Nomination Committee' section later in the Report of the Directors, the Nomination Committee believes that Robert's high level and range of business knowledge, financial experience and integrity enables him to provide clear and effective leadership and, in conjunction with his fellow Directors, proper stewardship of the Company. The Company's independent non-executive Directors are of the view that Robert's position as Chairman ensures the smooth running of the business and a co-operative and aligned relationship with the Manager.

Martin Adams, Peter Rioda and Victoria Webster are considered to be independent in terms of their respective directorships. Whilst Martin Adams and Peter Rioda have a beneficial interest in the Company as detailed in the 'Directors' Interests' section of this report, this is not considered to impugn on their independence, and serves to further align the interests of the Directors with those of shareholders.

In July 2020, Martin Adams was appointed as senior independent director to provide a sounding board for the Chairman and serve as an intermediary for the other Directors and shareholders. He is also responsible for leading the annual appraisal of the Chairman's performance.

Report of the Directors

The Board has adopted a policy on tenure which requires the Nomination Committee to annually consider the appropriateness of the tenure of the Chairman and each Director alongside the skills, experience and knowledge the Directors bring to the Board, as detailed in the Nomination Committee section of this report. In line with the guidance provided by the AIC Code, the Board recognises that whilst the Company should benefit from a regular infusion of new appointments to the Board (demonstrated by the 2020 appointments of Peter Rioda and Victoria Webster), investment companies are more likely, compared to other companies, to benefit from having at least one director with considerably longer experience. This is the case with Robert Ware, the Chairman, who has served on the Board for more than nine years. The relevant criteria when assessing the board composition include continuity, self-examination and the ability to do the job.

One-third, or the nearest number to one-third, of the Directors shall retire and offer themselves for re-appointment at each AGM in accordance with the Articles, facilitating the Board's stability and decision making ability. All Directors are re-elected at the next AGM following their appointment and thereafter retire by rotation, subject also to the requirement that all Directors are required to offer themselves for re-election at least every three years.

The Board meets on a quarterly basis to consider, among other things, the investment performance and associated matters, such as marketing and investor relations, risk and portfolio management, the suitability of the investment policy, performance of the share price as well as NAV performance and any discount between the share price and the NAV, the shareholder profile of the Company and the performance and cost of service providers, to ensure control is maintained over the Company's affairs. Regular ad hoc informal meetings are also held with the Manager principally to review the performance of the investments and material events affecting the Company. The Company Secretary is responsible for distribution of board papers in a timely manner at least seven days prior to the Board or committee meetings. The Board ensures that the information received for the board or committee meetings are of an appropriate quality to enable it to discharge its responsibilities.

The Directors bring both significant funds and professional expertise and commercial operating experience, having managed businesses across a wide range of industries and economic environments. The Board consists of a majority of independent non-executive Directors. The Chairman, in his role of leading the Board, managing Board meetings, and encouraging constructive challenge between Board members is central to setting the tone from the top. The Board meets frequently, both formally and informally, and across all means of communication, which fosters openness and honesty. This is mirrored in the relationships the Board has developed with the Company's service providers. The Directors have access to the advisers of the Company and where deemed necessary to discharge their responsibilities properly, may seek independent professional advice at the Company's expense.

The Board meets regularly with the Manager throughout the year at each quarterly board meeting and at any ad-hoc Board or informal meetings held dependent on the investment activity of the funds through which the Company directly or indirectly invests. The Board provides constructive challenge as well as honest and frank feedback on significant portfolio activity, contributing independent viewpoints and scrutiny to the investment process. The Board also conveys shareholder feedback to the Manager ensuring the interests of shareholders as a whole are a primary consideration for all investment decisions. The Board-level governance arrangements and relationship with the Manager facilitate the sustainability of the Company's business model and investment strategy.

The Board evaluates its performance through completion of annual confidential questionnaires with the results reported to the Nomination Committee. The Board also considers the tenure and independence of each Director, at least annually, via discussions at the Nomination Committee meetings.

Culture

The Board is acutely aware that the Company's culture needs to clearly align with the Company's purpose, value, and strategy. The Company is small and, as at the date of these financial statements, consists of four Directors. The Company culture is therefore set by the Board and demonstrated through Board interaction and in turn the relationships the Board develops with service providers and, in particular, the Manager.

Remuneration plays a role in impacting the Company's behaviour and culture. The Remuneration Committee has reviewed the Company's remuneration policy and Director remuneration and are satisfied that this is aligned with the Company's culture, ensuring that remuneration is at a level to attract individuals of a calibre appropriate to the Company's future development, without compromising Director independence.

Shareholder and Stakeholder Engagement

The Chairman regularly meets with representatives of the Manager and is in regular communication with his fellow Directors. In addition, the Board maintains open and frequent communication with the Manager, Administrator and Broker throughout the year so that any ad hoc items for the Board's consideration are able to be considered in a timely manner by all members of the Board. The Chair of the Audit Committee has regular discussions with the auditor.

The Company welcomes the views of shareholders and places great importance on communication with its shareholders. The Chairman and the independent Directors are always available for communication with shareholders, with the Chairman and Senior Independent Director regularly meeting with the Company's major shareholders and all shareholders have the opportunity, and are encouraged, to attend and vote at the AGMs of the Company, during which the Board and the Manager will be available to discuss issues affecting the Company. The Board is regularly informed of shareholders' views via updates from the Manager and Broker as to meetings and other communications they may have had with shareholders.

Key Service Providers

The Board is responsible for reviewing all major service providers of the Company annually which includes the Manager. At the Board Meeting of the Company in December 2021, the Board assessed and reviewed the performance of all key service providers. Following the changes to various key service providers in 2020, the Board considers that the current arrangements are appropriate for the Company and the continued appointments of all key service providers have been approved by the Board.

Report of the Directors

Attendance record:

The number of meetings which each Committee member is eligible to attend is shown below along with the number of meetings held over the year or since the date of their appointment or prior to the date of their resignation.

	Quarterly Board Meetings		Ad Hoc Board Meetings		Audit Committee		Nomination Committee		Remuneration Committee	
Director:	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Robert Ware	4	4	4	4	1	1	2	2	1	1
Martin Adams	4	4	4	4	3	3	2	2	2	2
Peter Rioda	4	4	4	4	3	3	2	2	2	2
Victoria Webster	4	4	4	4	3	3	2	2	2	2

With effect from 6 April 2021, Robert Ware retired from both the Audit and Remuneration Committees. From this date, Robert has been invited to, and attended, each Audit Committee and Remuneration Committee meeting as a non-member.

Board Committees

The Company uses a number of committees to manage its operations. Each committee has formal written terms of reference, which clearly define their responsibilities and are reviewed and reassessed for their adequacy on an annual basis. The terms of reference are available on the Company's website.

Audit Committee

Effective 6 April 2021, the Audit Committee comprises all the independent non-executive Directors and meets at least twice a year. Prior to this date, Robert Ware was also a member of the committee. As Robert Ware is a chartered accountant and has significant investment company experience, the Board values his input and so he is ordinarily invited to attend committee meetings as an observer. Victoria Webster, a chartered accountant, is Chairman of the Audit Committee. The Audit Committee provides a forum through which the Company's auditor has access to and can report to the Board. Its functions relate to the Company only and do not apply to the Master Fund, MVI II LP or any other vehicle.

As part of an overall operational review, the Company's auditor was changed from PwC to BTCI in 2020. The Audit Committee has no reason to consider the auditor to be non-independent and will continue to review the relationship and assess independence.

The Audit Committee performs the following functions:

- selection of the statutory auditor and making recommendations relating to the appointment of the statutory auditor to the Board;
- monitoring the financial reporting (including cash and securities reconciliations) process and submitting recommendations or proposals to the Board in order to ensure the integrity of that process;
- monitoring the statutory audit of the Company's annual financial statements and the performance of the Company's auditor, taking into account any findings and conclusions by the Financial Reporting Council under article 26 (6) of Regulation 538/2014 (the "Audit Regulation");
- reviewing and monitoring auditor independence in accordance with paragraphs 2(3), 2(4), 3 to 8 and 10 to 12 of Schedule 1 to the Statutory Auditors and Third Country Auditors Regulations 2016 (SI 2016/649) and article 6 of the Audit Regulation, and in particular the appropriateness of the provision of non-audit services to the issuer in accordance with article 5 of the Audit Regulation;
- informing the Board of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of the financial reporting process and what role the Audit Committee played in that process; and
- keeping under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems.

During the year, the Audit Committee met three times, the key matters discussed included the review and consideration of:

- the Audit Committee's terms of reference;
- the composition of the Audit Committee including the retirement of Robert Ware from the Audit Committee;
- the Company's annual financial statements for the year ended 31 December 2020 and interim financial statements for the six-month period ended 30 June 2021, including review of the RNS announcements released in connection with these accounts;
- the independence of the auditor and the effectiveness of the audit;
- the Company's policy and procedures, including compliance arrangements in relation to anti-bribery and corruption and whistleblowing;
- the Company's cash flow and reconciliation to bank statements;
- the need for an internal audit function;
- cash flow management and the payment control system; and
- migration of the fund group custodian services.

The Audit Committee concluded that an internal audit function is not required as all of the Company's day-to-day management and administrative functions are outsourced to regulated third parties.

During the year, the Audit Committee's terms of reference were updated to reflect the change in membership agreed to ensure the Committee was composed of all independent non-executive directors.

Nomination Committee

The Nomination Committee comprises all the Directors, resulting in a majority of the members of the committee being independent non-executive directors whilst retaining access to the knowledge and experience of Robert Ware, who chairs the committee. The committee meets at least twice a year. Members of the Nomination Committee do not participate in the review of their own position, and further, Robert Ware will not chair a meeting of the Nomination Committee when it is dealing with the matter of succession to the chairmanship of the Board.

The function of the Nomination Committee is to consider the appointment and re-appointment of directors. When considering the appointment and re-appointment of directors, the Nomination Committee and the Board consider whether the Board and its committees have a balance of skills, experience, length of service, knowledge of the Company, its diversity, how the Board works together and any other factors relevant to the effectiveness of the Board including if the director or candidate being reviewed has sufficient time to devote to the Company to carry out their duties effectively.

Formal induction training is provided to new Directors on request. All new Directors meet with the Chairman, the Senior Independent Director, members of the Nomination Committee, the Manager and any other relevant key advisers, prior to appointment in order to discuss the Company, the Manager, the responsibilities of a Director of the Company and investment company industry matters.

Any new Directors will meet with the full Board at the earliest opportunity following their appointment. In addition, all Directors have full access to the Administrator, Broker, Manager and legal counsel.

The Nomination Committee, on at least an annual basis, considers the performance of the Board, along with the tenure and independence of each director. An evaluation of the performance of the Board and the Chairman was carried out in 2021 with no major issues identified, however the Nomination Committee agreed to look into succession planning for the Company going forward. Following the changes in Board membership, as detailed in the Report of the Chairman, the committee believes there is a suitable combination of experience, knowledge, and skills to operate as an effective Board. The significant level of shareholder engagement from the Chairman, the Senior Independent Director and the two Independent Directors has ensured shareholders views have been fully understood by the Board and appropriate actions have been taken, including working alongside the Manager to amend the implementation of the Company's Ordinary Share Distribution Policy and further detailed disclosure in these accounts around governance, strategy and director independence.

Report of the Directors

The committee acknowledges that the Chairman, Robert Ware, has been a Board member since 2006 and is not independent of the Manager but believe that the skills and experience he brings to the Board significantly outweigh any actual or potential conflicts arising from his position. Robert has served as an independent non-executive chairman of several listed investment funds (and thus understands and respects the role of the Company's independent directors); he has a long relationship with the Manager and their key personnel; he has intimate knowledge of the Company's corporate history and long experience of running operating businesses such as those held in the portfolio. These rare skills and experience in the context of the Company combine to provide Robert the ability to bridge the views and suggestions of the independent directors with those of the Manager.

In any situation where the Chairman is conflicted, or could be perceived to be conflicted, he abstains from comment and vote and, in any case, the independent directors form a majority of the Board. The independent directors are of the view that, given the structure of the Company and its management arrangements, the Chairman is important to ensuring the smooth operation of the business and it is in the best interests of the Company and its shareholders that Robert remain as a director and Chairman.

The Nomination Committee considers that the three other Board members are all independent of the Company and the Manager, as detailed in the 'Board Composition and Meetings' section earlier.

During the year the Nomination Committee met three times, the key matters discussed included the review and consideration of:

- the Nomination Committee's terms of reference;
- the annual Board and Chairman evaluations; and
- the structure, size and composition of the Board and its committees.

In March 2022, in accordance with the Company's Articles, the Nomination Committee recommended that Robert Ware should be put forward for re-election at the 2022 AGM.

During the year, the Nomination Committee's terms of reference were reviewed and it was deemed no changes were required.

Remuneration Committee

Effective 6 April 2021, the Remuneration Committee comprises all the independent non-executive Directors and meets at least twice a year. Prior to this date, Robert Ware was also a member of the committee and as with the Audit Committee, the Board values Robert Ware's input so he is ordinarily invited to attend committee meetings. Members of the Remuneration Committee do not participate in the review of their own remuneration.

The Company's remuneration policy is to set remuneration at a level to attract individuals of a calibre appropriate to the Company's future development. The maximum aggregate remuneration of all of the Directors is £200,000 in accordance with the Company's Articles.

During the year the Remuneration Committee met twice to discuss the Remuneration Committee's terms of reference and duties, the remuneration policy and the structure and level of remuneration of the Board.

Following review and consideration of the Company's remuneration policy, the Remuneration Committee concluded that the current remuneration policy of the Company is set at a level to attract, motivate, and retain individuals of a calibre appropriate to the Company's future development and that the structure of the Company's remuneration remains appropriate for the size and the activities of the Company.

During the year, the Remuneration Committee's terms of reference were updated to reflect the change in membership agreed to ensure the Committee was composed of all independent non-executive directors.

Management Engagement Committee

The Board considers that due to its size and structure as a feeder fund, it would be unnecessarily burdensome to establish a separate management engagement committee. The review of the performance of, and contractual arrangements with, the Manager is undertaken by the Board. However only Directors independent of the Manager are involved with this review.

Authority of the Manager

The authority of the Manager is set out in writing in the management agreement. Under the terms of the management agreement the key duties of the Manager are the negotiation of any investment, consolidation disposal of an investment, in accordance with the relevant investment policy. In performing these services, the Manager is granted authority to:

- give instructions to administrators and sub-administrators in relation to acquisitions and disposals of investments;
- cause money to be retained in cash or placed in deposit;
- negotiate contracts, agreements and other undertakings as may be reasonable;
- instruct and appoint any advisors and specialists which are believed necessary or advisable for the purposes of implementing the investment policy and/or managing the investments;
- use reasonable endeavours to obtain all licences, permissions and consents necessary to complete, maintain or dispose of any investment;
- prepare all necessary documentation and where necessary submit to the board for execution;
- borrow or raise monies as required;
- assist as necessary in the valuation of unlisted investments;
- advise on availability and appropriate source of funds to be utilised as distributions;
- carry out quarterly reviews of the investment portfolio, or at any other time as directed by the Company;
- prepare at least quarterly a report detailing the activities and performance of the Manager during the quarter; and
- monitor investment policy and propose changes to the Board.

Any areas of decision making not under the authority of the Manager remain the responsibility of the Board.

Statement of going concern

Under the relevant class agreements between the Company and the Master Fund, the Master Fund is required to meet the Company's expenses and as such, the Directors consider that there is no mismatch between the Company's assets and liabilities.

The Board and the Manager regularly consider and assess the forecast cash position of the Master Fund (including a reasonably possible forecast of portfolio company investment and divestment). The Directors continue to believe that the Company, via the Master Fund, has sufficient resources to meet all liabilities as they fall due for the foreseeable future and continue to adopt a going concern basis in preparing the financial statements.

Internal control

The Board is responsible for establishing and maintaining the Company's system of internal control and risk management and reviewing its effectiveness. Internal control systems are designed to meet the particular needs of the Company and the particular risks to which it is exposed.

The procedures are designed to manage rather than eliminate risk and by their nature can only provide reasonable but not absolute assurance against material misstatement or loss. The key procedures which have been established to provide effective internal controls are as follows:

The duties of managing the investments and accounting are segregated:

- Aztec Financial Services (Jersey) Limited, a company independent of the Manager and the Board, provide administrative and accounting services to Company, the Master Fund and MVI II;
- custodian services are provided by an independent party to the Master Fund and are segregated from the administrative and accounting services provided;
- the Board reviews financial information produced by the Manager and Aztec as appropriate on a regular basis; and

Report of the Directors

- the Manager and Aztec are regulated entities and are subject to an annual audit by an independent auditor. This is confirmed to the Board on an annual basis.

The Company does not have an internal audit function as all of the Company's management functions are delegated to third parties and the Board therefore considers that there is no need for the Company to have an internal audit function.

The Audit Committee has reviewed the Company's risk management and control systems and believes that the controls are satisfactory given the nature and size of the Company.

Financial Risk Profile

The Company's financial instruments comprise investments, cash and various items such as payables and receivables that arise directly from the Company's operations. The main purpose of these instruments is the investment of shareholders' funds. The main risks are detailed in Note 13 to the financial statements and in the Risk section.

Report of the Directors

Directors' Responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted by the European Union ("IFRS").

The Directors are required to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period and to confirm that the reports contained in these financial statements includes a fair review of the performance of the business and the position of the Company.

In preparing these financial statements the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates which 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 the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Cayman law. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the Directors, whose names and functions are listed on page 32, confirms that, to the best of their knowledge:

- these financial statements, which have been prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the reports contained in these financial statements includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

Robert Ware
Chairman
28 April 2022

Victoria Webster
Director
28 April 2022

Report of the Independent Auditor

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Independent auditor's report

To the Members of Marwyn Value Investors Limited

Opinion

We have audited the financial statements of Marwyn Value Investors Limited (the Company), which comprise the statement of financial position as at 31 December 2021, and the income statement, statement of changes in equity 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 give a true and fair view of the financial position of the Company as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs). 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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Jersey, 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.

Key Audit Matters

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

Key audit matter	**How our audit addressed the matter**	**Key observations communicated to those charged with governance**
Valuation of Investments The risk that the investments are held at an inappropriate	Where an investment has been recently purchased, we reviewed the transaction	We have no issues to report from our testing and the

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value. This may occur as a result of: - Incorrect valuation methodology being applied to the underlying investments or errors when calculating fair value; or - Inappropriate allocation of gains & losses and expenditure within underlying funds.	paperwork and relevant disclosures in the financial statements. Where it is being held at cost, we reviewed the underlying financial information and discussed with the Directors to ensure there have been no events to suggest an updated valuation is required. For unlisted underlying investments which had been the subject of a valuation, we obtained the valuation and relevant back up information and reviewed with reference to the valuation methodology and required accounting disclosures. We followed IPEV guidelines including review of calibration meetings, consistency, comparable testing and back testing. For listed investments we verified the prices and level of transactions through comparison to reliable external sources. We also tested the income and expenditure through underlying fund reconciliations and bank statements. We confirmed underlying fund investments and bank holdings through independent confirmation testing.	investments balance appears reasonable.
<u>Ownership of investments</u> The risk that the Company does not hold the rights and obligations in that investment.	 Where the investment has been purchased during the period under review, we obtained the evidence through testing the transaction. For all investments we carried out independent confirmation procedures to confirm that the ownership still rests with the entity.	 We have no issues to report from our testing and the investments balance appears reasonable.

Our Application of Materiality

Materiality for the financial statements as a whole was set at £3 684 000 (PY: £976 000), determined with reference to a benchmark of Net Assets, of which it represents 3.5% (PY: 1% as it was our first year as auditor for the Company).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, termed performance materiality, so as to reduce to an acceptable level

Report of the Independent Auditor

the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 60% (PY: 70%) of materiality for the financial statements as a whole, which equates to £2 211 000 (PY: £683 000). We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We reported to the Audit Committee any uncorrected omissions or misstatements exceeding £184 000 (PY: £49 000), in addition to those that warranted reporting on qualitative grounds.

Conclusions relating to Going Concern

In auditing the financial statements, we have concluded that the Directors' 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 Company'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 Directors 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 annual report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 the Directors

As explained more fully in the Directors' responsibilities statement set out on page 45, the Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as the Directors 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 Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.

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 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.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- Enquiry of management to identify any instances of non-compliance with laws and regulations, including actual, suspected or alleged fraud;
- Reading minutes of meetings of the Board of Directors;
- Reading compliance reports and key correspondence with regulatory authorities;
- Review of legal invoices;
- Review of management’s significant estimates and judgements for evidence of bias;
- Review for undisclosed related party transactions;
- The following additional audit procedures were performed to address the fraud risks communicated in the audit plan:
    - For investments recently purchased, reviewed the transaction paperwork and relevant disclosures in the financial statements;
    - For investments held at cost, reviewed the underlying financial information and held discussions with management to ensure there have been no events to suggest an updated valuation being required;
    - For unlisted investments, obtained and reviewed the valuation and back-up information with reference to the valuation methodology. This was performed with reference to IPEV guidelines;
    - For listed investments, verified the prices and level of transactions through comparison to reliable external sources;
    - Tested the income and expenditure through underlying fund reconciliations and bank statements and confirmed the underlying investments and bank holdings through independent confirmations. For investments held during the year, confirmed that ownership still rests with the Company; and
    - Obtained a breakdown of revenue and recalculated the year end valuation and accrued interest.
- Using analytical procedures to identify any unusual or unexpected relationships; and
- Undertaking journal testing, including an analysis of manual journal entries to assess whether there were large and/or unusual entries pointing to irregularities, including fraud.

A further description of the auditor’s responsibilities for the audit of the financial statements is located at the Financial Reporting Council’s website at www.frc.org.uk/auditorsresponsibilities.

This description forms part of our auditor’s report.

Other Matters which we are Required to Address

We were appointed by Marwyn Value Investors Limited on 20 November 2020 to audit the financial statements. Our total uninterrupted period of engagement is 2 years.

Report of the Independent Auditor

No non-audit services prohibited by the FRC's Ethical Standard were provided to the Company and we remain independent of the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee in accordance with ISAs.

Use of this Report

This report is made solely to the Members of the Company, as a body, as required by the Company's governing documents agreement dated 19 November 2013, in accordance with our engagement letter and for no other purpose. Our audit work has been undertaken so that we might state to the 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 its Members, as a body, for our audit work, for this report, or for the opinions we have formed.

Sandy Cameron

For and on behalf of Baker Tilly Channel Islands Limited

Chartered Accountants

St Helier, Jersey

Date: 28 April 2022

Income Statement

For the year ended 31 December 2021

	Notes	Year ended 31 December 2021 £			Year ended 31 December 2020 £		
INCOME		Revenue	Capital	Total	Revenue	Capital	Total
Finance income		60	-	60	242	-	242
Distribution income		5,060,086	-	5,060,086	-	-	-
Net gain / (loss) on financial assets measured at fair value through profit or loss	6	-	14,032,026	14,032,026	-	(1,199,172)	(1,199,172)
TOTAL NET INCOME / (LOSS)		5,060,146	14,032,026	19,092,172	242	(1,199,172)	(1,198,930)
EXPENSES							
Finance cost and bank charges		60	-	60	242	-	242
TOTAL OPERATING EXPENSES		60	-	60	242	-	242
(LOSS) / PROFIT FOR THE YEAR		5,060,086	14,032,026	19,092,112	-	(1,199,172)	(1,199,172)
TOTAL COMPREHENSIVE (EXPENSE) / INCOME		5,060,086	14,032,026	19,092,112	-	(1,199,172)	(1,199,172)
RETURNS PER SHARE							
Attributable to holders of ordinary shares		5,060,086	11,488,702	16,548,788	-	(1,257,962)	(1,257,962)
Weighted average ordinary shares in issue for the year ended 31 December	11	55,819,238	55,819,238	55,819,238	-	59,329,997	59,329,997
Return per ordinary share - basic and diluted		9.07p	20.58p	29.65p	-	(2.12)p	(2.12)p
Attributable to holders of 2016 realisation shares		-	2,521,902	2,521,902	-	58,791	58,791
Weighted average realisation shares in issue for the year ended 31 December	11	-	3,254,449	3,254,449	-	4,090,991	4,090,991
Return per 2016 realisation share - basic and diluted		-	77.49p	77.49p	-	1.44p	1.44p
Attributable to holders of 2021 Realisation shares		-	21,422	21,422	-	-	-
Weighted average 2021 realisation shares in issue for the year ended 31 December	11	-	31,604	31,604	-	-	-
Return per 2021 realisation share – basic and diluted		-	67.78p	67.78p	-	-	-

Notes 1 to 19 on pages 56 to 73 form an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2021

	Notes	31 December 2021 £	31 December 2020 £
NON CURRENT ASSETS			
Financial assets measured at fair value through profit or loss	6	105,268,601	97,597,788
CURRENT ASSETS			
Cash and cash equivalents	9	128,554	128,614
TOTAL ASSETS		105,397,155	97.726,402
CURRENT LIABILITIES			
Loan payable	8	(125,000)	(125,000)
Accruals		(3,554)	(3,614)
TOTAL LIABILITIES		(128,554)	(128,614)
NET ASSETS ATTRIBUTABLE TO EQUITY HOLDERS		105,268,601	97,597,788
CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	11	88	91
Share premium	11	61,455,770	64,436,254
Special distributable reserve	12	26,346,979	26,346,979
Exchange reserve	12	54,386	54,386
Capital reserve	12	3,159,948	(4,976,238)
Revenue reserve	12	14,251,430	11,736,316
TOTAL EQUITY		105,268,601	97,597,788
Net assets attributable to ordinary shares		101,937,692	91,089,862
Ordinary shares in issue at 31 December		55,490,360	55,850,842
Net assets per ordinary share		183.70p	163.09p
Net assets attributable to 2016 realisation shares		2,668,615	6,507,926
2016 realisation shares in issue at 31 December		933,070	3,684,055
Net assets per 2016 realisation share		286.00p	176.65p
Net assets attributable to 2021 realisation shares		662,294	
2021 realisation shares in issue at 31 December		360,482	
Net assets per 2021 realisation share		183.72p	

The financial statements on pages 52 to 73 were approved by the Board of Directors and authorised for issue on 28 April 2022. They were signed on its behalf by:

Robert Ware **Victoria Webster**

Notes 1 to 19 on pages pages 56 to 73 form an integral part of these financial statements.

Statement of Cash Flows

For the year ended 31 December 2021

	Notes	31 December 2021 £	31 December 2020 £
Cash flows from operating activities			
Gain / (loss) for the year		14,032,026	(1,199,172)
(Gain) / loss on financial assets held at fair value through profit or loss		(14,032,026)	1,199,172
Redemption of Class R(F) and Class R(G) interests in the Master Fund		6,361,213	836,738
Distributions received on Class F interests in the Master Fund	6	5,060,086	-
(Decrease) / increase in accruals		(60)	242
Net cash inflow from operating activities		11,241,239	836,980
Cash flows used in financing activities			
Cash paid to 2016 realisation shareholders on redemption of 2016 realisation shares		(6,361,213)	(836,738)
Dividends paid to ordinary shareholders	11	(5,060,086)	-
Net cash outflow used in financing activities		(11,421,299)	(836,738)
Net (decrease) / increase in cash and cash equivalents		(60)	242
Cash and cash equivalents at the beginning of the year		128,614	128,372
Cash and cash equivalents at the end of the year		128,554	128,614

Notes 1 to 19 on pages 56 to 73 form an integral part of these financial statements

Statement of Changes in Equity

For the year ended 31 December 2021

	Notes	Share capital	Shared premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
		£	£	£	£	£	£	£
Opening balance		91	64,436,254	26,346,979	54,386	(4,976,238)	11,736,316	97,597,788
Dividends paid to ordinary shareholders		-	-	-	-	-	(5,060,086)	(5,060,086)
Redemption of 2016 realisation shares	11	(3)	(2,980,484)	-	-	(3,380,726)	-	(6,361,213)
Transfer of realised losses and exchange to revenue reserve		-	-	-	-	(2,515,114)	2,515,114	-
Total comprehensive income for the year		-	-	-	-	14,032,026	5,060,086	19,092,112
Closing balance		**88**	**61,455,770**	**26,346,979**	**54,386**	**3,159,948**	**14,251,430**	**105,268,601**

For the year ended 31 December 2020

	Notes	Special Share capital	Shared premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
		£	£	£	£	£	£	£
Opening balance		91	70,449,867	26,346,979	54,386	851,513	7,305,466	105,008,302
Total comprehensive expense for the year		-	-	-	-	(1,199,172)	-	(1,199,172)
Redemption of 2016 realisation shares	11	-	(545,148)	-	-	(291.590)	-	(836,738)
Ordinary share re-purchases and exchange	11	-	(5,468,467)	-	93,863	-	-	(5,374,604)
Transfer of realised losses and exchange to revenue reserve		-	-	-	(93,863)	(4,336,987)	4,430,850	-
Closing balance		**91**	**64,436,252**	**26,346,979**	**54,386**	**(4,976,236)**	**11,736,316**	**97,597,788**

Notes 1 to 19 on pages 56 to 73 form an integral part of these financial statements.

Notes to the Financial Statements

1. General information

The Company is a closed-ended investment fund registered by way of continuation in the Cayman Islands (registered number MC-228005) and is traded on the Specialist Fund Segment of the London Stock Exchange. The rights of the shareholders are governed by Cayman law and may differ from the rights and duties owed to shareholders in a company incorporated in England and Wales. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is a feeder fund which has invested substantially all of its assets into limited partnership interests in the Master Fund. The Company has no redemption rights for its investment in the Master Fund.

The Master Fund has invested in a second master fund, MVI II LP, a private equity fund structure through which the majority of the Master Fund's investments attributable to ordinary shareholders are made. Assets attributable to the realisation shareholders are held directly by the Master Fund.

2. New standards and amendments to IFRS

The following standards and amendments to existing standards, which are effective for annual periods beginning on or after 1 January 2021 have had no impact on the Company's financial position or results:

Revised conceptual framework and amendments	Effective Date
Amendments to IFRS 9, IAS 39 and IFRS 7, IFRS 4 and IFRS 16	1 January 2021
Annual improvements to IFRS Standards 2018- 2020 (May 2020)	1 January 2021

2.1 New standards, amendments and interpretations not yet effective

The following standards and amendments are effective for annual periods beginning on or after 1 January 2021 and have not been early adopted in preparing these financial statements. The Company has considered the impact of these and concluded that none of these are expected to have a significant effect on the financial position or results of the Company.

Standard	Effective Date
Amendments to IFRS 3 – Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 – Property, Plant and Equipment – Proceeds before intended use	1 January 2022
Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets	1 January 2022
Amendments to IFRS 16 – Leases: Covid-19 Related Rent Concessions	1 April 2022
IFRS 17 – Insurance Contracts	1 January 2023
Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimated and Errors	1 January 2023
Amendments to IAS 1 – Presentation of Financial Statements	1 January 2023
Amendments to IFRS 17 – Insurance Contracts	1 January 2023
Amendments to IAS 12 – Income Taxes	1 January 2023

3. Summary of significant accounting policies

The principal accounting policies, which have been consistently applied in the preparation of these financial statements, are set out below.

3.1 Basis of preparation and going concern

The financial statements have been prepared under the historical cost convention on a going concern basis, as modified by the revaluation of financial assets measured at fair value through profit or loss.

Under the relevant class agreements between the Company and the Master Fund, the Master Fund is required to meet the Company's expenses and as such, the Directors consider that there is no mismatch between the Company's assets and liabilities.

The Board and the Manager are continually assessing the economic and wider implications of the COVID-19 pandemic, and whilst the long-term impact is uncertain, considering the significant cash balance held by the Master Fund, the directors believe that the Company, via the Master Fund, has sufficient resources to meet all liabilities as they fall due for the foreseeable future and continue to adopt a going concern basis in preparing the financial statements.

3.2 Statement of compliance

The financial statements of the Company have been prepared in accordance with IFRS together with the applicable legal and regulatory requirements of Cayman law.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgements. It also requires the Board of Directors to exercise its judgement in the process of applying the Company's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4. The SORP issued in October 2019 by the AIC seeks to best reflect the activities of an investment company. Where the SORP contains recommendations applicable to the Company and involving material balances, its recommendations have been incorporated in these financial statements.

3.3 Foreign currency translation

a) Functional and presentation currency
Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). In arriving at the functional currency the Directors have considered the currency in which the original capital was raised, any distributions that may be made and ultimately the currency that the capital would be returned in on a break up basis.

The Directors have also considered the currency to which the underlying investments are exposed. The Directors are of the opinion that Sterling best represents the functional currency and therefore the financial statements are presented in Sterling.

(b) Transactions and balances
Foreign currency transactions are translated into Sterling using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated using the exchange rate prevailing at the Statement of Financial Position date. Foreign exchange gains and losses arising from translation are included in the Income Statement. Non-monetary assets and liabilities that are measured at historic cost in a foreign currency are not retranslated.

3.4 Financial assets measured at fair value through profit or loss

Classification

The Company's investment in the Master Fund was designated by the Board at fair value through profit or loss at inception as it is not held for trading but is managed, and its performance evaluated, on a fair value basis, in accordance with the Company's documented investment strategy.

The Company's business model was re-assessed on adoption of IFRS 9 – Financial Instruments – on 1 January 2018. As the investment in the Master Fund is not held for trading and the Company did not irrevocably elect, at transition, to classify the investment as a financial asset measured at fair value through other comprehensive income, the investment continues to be held as a financial asset measured at fair value through profit or loss under IFRS 9.

Changes in the fair value of investments measured at fair value through profit or loss are recognised in the Capital column of the Income Statement. On disposal, realised gains and losses are also recognised in the Capital column of the Income Statement and are transferred from the capital reserve to the revenue reserve in the Statement of Changes in Equity.

Recognition, derecognition and measurement

The Company recognises unquoted investments measured at fair value through profit or loss on the date it commits to purchase the instrument. Derecognition of an investment occurs when the rights to receive cash flows from the investment expires or is transferred and substantially all of the risks and rewards of ownership have been transferred.

The amount that may be realised from the disposal of an investment in the Master Fund may differ from the values reflected in the financial statements.

Fair value estimation

The Master Fund is unquoted and accordingly the fair value of the investment is determined based primarily on the NAV information provided by the administrator of the Master Fund. The NAV of the Master Fund is determined by the administrator of the Master Fund by deducting the fair value of the liabilities of the Master Fund from the fair value of the Master Fund's assets.

All portfolio assets are held at fair value by the Marwyn Funds which hold them in accordance with International Financial Reporting Standards. Where there is no active market for a listed investment, or where the investment is unlisted, the valuation methodologies applied are fully compliant with International Private Equity and Venture Capital valuation guidelines as updated.

Notes to the Financial Statements

3.5 Financial liabilities
The Company recognises a financial liability on assuming a financial obligation and derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Borrowings are initially measured at fair value net of transaction costs and subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis in the Income Statement. Financial liabilities include loans payable, accruals and dividends payable.

3.6 Cash and cash equivalents
Cash and cash equivalents comprise bank balances held by the Company including short-term bank deposits with an original maturity of three months or less.

3.7 Finance income
Interest income on cash deposits is accounted for on an accruals basis.

3.8 Expenditure
Pursuant to the "Amended and restated agreement relating to Class F, Class G and Class R interests in MVI LP", the Master Fund is legally obliged to settle all expenses specifically attributable to the Company. The Manager does not receive a management fee or incentive allocation from the Company in respect of funds invested by the Company in the Master Fund. A summary of costs ultimately incurred by both the ordinary shareholders and realisation shareholders is included in the 'Key Information Documents', located in the 'Documents' section of the Company's website, www.marwynvalue.com.

3.9 Costs directly attributable to the issue of equity
Share issue costs are placing expenses directly relating to the issue of the Company's shares. These expenses include fees payable under share placement agreements, printing, advertising and distribution costs and legal fees and any other applicable expenses. All such costs are charged to equity and deducted from the proceeds received.

3.10 Investment in unconsolidated structured entities
IFRS 12 Disclosures of Interest in Other Entities defines a structured entity as an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual agreements.

The Company has concluded that the Master Fund, in which it invests, but that it does not consolidate, meets the definition of a structured entity because:

- the voting rights in the Master Fund are not dominant rights in deciding who controls them as they relate to administrative tasks only;
- the Master Fund's activities are restricted by its stated investment policy, as disclosed in the Company's prospectus; and
- the Master Fund has a narrow and well-defined objective to provide investment opportunities to investors.

3.11 Segment reporting
The Company is organised and operates as one segment by allocating its assets to its investment in the Master Fund which is not actively trade

4. Critical accounting estimates and judgements
The Company makes estimates, judgements and assumptions that affect the reported amounts of assets and liabilities. Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The fair value of the investment held in the Master Fund is determined by the Directors on the basis of the NAV of the Master Fund as determined by the Administrator at the year-end date. In turn, the NAV of the Master Fund is primarily determined by the fair value of its underlying investments which, as described in Note 6, comprise fair value hierarchy level 1, level 2 and level 3 investments. Due to their unobservable nature, level 3 investments are inherently subject to a higher degree of judgement and uncertainty.

The fair value of the investment held by the Master Fund in MVI II LP (also being a fund), is determined by the MVI II LP administrator and is also primarily based on the fair value of its underlying investments, which comprise level 1, level 2 and level 3 fair value hierarchy equities. Please refer to Note 6 for further details of the valuation methodologies applied.

5. Taxation

The Company 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 are subject to withholding taxes at various rates. The Company recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Statement of Comprehensive Income. During the years ended 31 December 2021 and 31 December 2020, the Master Fund did not incur any interest or penalties. The Company identifies its main tax jurisdiction as Jersey. The Board has considered the Company's tax positions, and has concluded that no liability for unrecognised tax liabilities should be recorded relating to uncertain tax positions for open tax years and the positions for tax year ended 31 December 2021.

The Directors intend to manage the affairs of the Company in such a way that it is not resident in the United Kingdom for United Kingdom tax purposes. In these circumstances, the Company will not be subject to United Kingdom tax on its profits and gains (other than withholding tax on any interest or certain other income which has a United Kingdom source).

The Company 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. As at 31 December 2021, there are no such tax benefits recognised (31 December 2020: none).

6. Financial assets measured at fair value through profit or loss

As at 31 December 2021, 100% (2020: 100%) of the financial assets measured at fair value through profit or loss relate to the Company's investment in the Master Fund. The fair value of the investment in the Master Fund is based on the latest available NAV reported by the administrator of the Master Fund. The limited partnership interests in the Master Fund are not publicly traded.

As a result, the carrying value of the Master Fund may not be indicative of the value ultimately realised on redemption. In addition, the Company may be materially affected by the actions of other investors who have invested in the Portfolio Companies in which the Master Fund has directly or indirectly invested.

Net Asset Value – investment movements

	2021 £	2020 £
Master Fund		
Opening cost	89,036,108	90,910,464
Redemption of Class F and Class G interests	-	(20,281,984)
Redemption of Class R(F) and Class R(G) interests	(3,846,099)	(703,474)
Contribution in specie	-	19,111,102
Closing cost	85,190,009	89,036,108
Unrealised gain brought forward	8,561,680	14,097,838
Movement in unrealised gain	11,516,912	(5,536,158)
Unrealised gain carried forward	20,078,592	8,561,680
At fair value in accordance with IFRS 13	**105,268,601**	**97,597,788**
Class F interests	101,937,692	91,089,862
Total attributable to ordinary shareholders	**101,937,692**	**91,089,862**
Class R(F)1 interests	2,035,681	5,083,231
Class R(G)1 interests	632,934	1,424,695
Total attributable to 2016 realisation shareholders	**2,668,615**	**6,507,926**
Class R(G)2 interests	662,294	-
Total attributable to 2021 realisation shareholders	662,294	-
At fair value in accordance with IFRS 13	**105,268,601**	**97,597,788**
Realised gain on redemption of Class R(F) and Class R(G) interests	2,515,114	133,264
Realised gain/(loss) on redemption of Class F and Class G interests	-	4,203,723
Total net realised loss on redemptions	**2,515,114**	**4,336,987**
Net realised gain / (loss)	11,516,912	(5,536,159)
Net loss recognised in the Statement of Comprehensive Income	**14,032,026**	**(1,199,172)**

Notes to the Financial Statements

The net gain or loss recognised on financial assets measured at fair value through profit or loss reported in the Income Statement consists of the movement in the unrealised gain or loss and the net realised gains or losses on redemptions. Realised gains or losses are subsequently transferred from the capital reserve to the revenue reserve.

Following the redesignation of Class G interests as Class F interests on 27 May 2020, the Company now holds 100% of the Class F interests which represents 94.17% (31 December 2020: 91.00%) of the NAV of the Master Fund.

The Company holds 100% (2020: 100%) of the Class R(F)1 interests which represent 1.88% (2020: 5.08%) of the NAV of the Master Fund, 100% (2020: 100%) of the Class R(G)1 interests which represent 0.58% (2020: 1.42%) of the Master Fund and 100% (2020: n/a) of the Class R(F)2 interests which represent 0.61% (2020: n/a) of the Master Fund.

As the Company has no legal, operating or management control over the activities of the Master Fund or MVI II LP and has no voting power in either of their affairs, neither the Master Fund nor MVI II LP are considered to be subsidiaries.

Fair value hierarchy

The Company 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 for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined by the lowest level input that is significant to the fair value instrument. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. Assessing the significance of a particular input to the fair value measurement requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement. Observable data is considered to be market data that is readily available, regularly distributed or updated, reliable, not proprietary and provided by independent sources that are actively involved in the market.

Taking into account the valuation methodology applied to the investments in the Master Fund and in MVI II LP (which is held by the Master Fund at NAV), the Company's valuation of investments is classified as level 3 (2020: level 3). The Portfolio Company investments are categorised as level 1 fair value measurement if they are quoted in active markets (Zegona, AdvancedAdvT) or as level 3 if they are unquoted investments (Silvercloud).

For Portfolio Company investments which are quoted, but where trading in the stock does not constitute an 'active market,' under IFRS alternative valuation techniques are applied. MAC plc, MAC II and MAC III are all valued by reference to unobservable inputs, and are therefore classified as level 3. These level 3 categorised investments are valued in accordance with IPEV Guidelines.

The following table presents the movement in the Company's investments classified as Level 3 instruments:

	31 December 2021 £	31 December 2020 £
Opening balance	97,597,788	105,008,302
Profit / (loss) included in Statement of Comprehensive Income	14,032,026	(1,199,172)
Disposal of Class F and G interests	-	(5,374,604)
Disposal of Class R(F) and Class R(G) interests	(6,361,213)	(836,738)
Closing balance	105,268,601	97,597,788

The following table summarises the valuation methodology used for the Company's investments characterised as Level 3:

Year end	Security	Fair Value £	Valuation methodology	Unobservable inputs	Ranges
At 31 Dec 2021	Master Fund	105,268,601	NAV	Zero % discount	N/A
At 31 Dec 2020	Master Fund	97,597,788	NAV	Zero % discount	N/A

7. Accelerated bookbuild

On 27 May 2020, the Company announced the completion of an accelerated bookbuild whereby Liberum, the Company's broker, on behalf of 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 Company's announcement on 22 May 2020.

The purpose of the accelerated bookbuild was to:

- return capital to eligible shareholders seeking to realise, in whole or in part, their investment in the Company;
- enhance the alignment of interests between Marwyn and ordinary shareholders by increasing the Marwyn principals' beneficial shareholdings of ordinary shares in the Company;
- narrow the discount to the prevailing NAV per ordinary share at which the ordinary shares are trading in the secondary market;
- reduce, in part, the perceived excess supply of ordinary shares; and
- reset Marwyn's future carried interest entitlement, including introducing a new 7.5% preferred return which is discussed in more detail below.

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 Company. 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 Company 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 Master Fund 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. This amount, net of tax and other costs, was used to satisfy the accelerated bookbuild with the amount remaining of approximately £1.6 million being used alongside the quarterly distribution amount for ongoing buy backs under the Company's Ordinary Share Distribution Policy. Marwyn RP Limited was liquidated in 2020.

Notes to the Financial Statements

Redemption and issue of interests in the Master Fund
The consideration for the purchase of the Ordinary Share Carried Interest Entitlement by the Company was funded by a partial redemption of interests in the Master Fund held by the Company in an amount equal to the consideration paid.

Following completion of the sale and purchase of the Ordinary Share Carried Interest Entitlement, the Company contributed the Ordinary Share Carried Interest Entitlement to the Master Fund in consideration for the issue of interests in the Master Fund in an amount equal to the consideration paid. Subsequent to this contribution, the Master Fund owned the Ordinary Share Carried Interest Entitlement and therefore the liability of the Master Fund in respect of the Ordinary Share Carried Interest Entitlement was extinguished.

Alongside this, the Class F interests and Class G interests were merged to simplify the interests into which the Company remains invested in. As a result, the Company's ordinary shareholders are now invested solely in Class F interests in the Master Fund and the Company's realisation shareholders are now invested in Class R(F)1 and R(G)1 interests in the Master Fund.

Future carried interest entitlement
As discussed above, as part of the accelerated bookbuild, the future carried interest entitlement which would otherwise have accrued after 21 May 2020 (the Future Carried Interest Entitlement) was reset with a reference amount of £90,289,249, being the Company's estimated ordinary share NAV as at close of business on 21 May 2020. After returns have been made to ordinary shareholders totalling the reference amount, returns will be divided 80/20 between ordinary shareholders and carried interest partners, subject to ordinary shareholders receiving a preferred return of 7.5%. This better aligns the interests of shareholders with Marwyn as following this reset, carried interest will now only be paid when shareholders have received the new reference amount and preferred return, incentivising the Manager over the existing assets (both the Portfolio Companies and the use of the available cash) to deliver returns to shareholders. Full details of the Future Carried Interest Entitlement are included in the Company's announcement on 22 May 2020.

8. Loan payable
The Master Fund has made a loan to the Company of £125,000 (2020: £125,000) for which the Company pays interest received on the corresponding cash amount held. The loan will be repaid by set-off on the date that the Company's interests in the Master Fund are redeemed. As a cash balance is held to the value of the loan payable and all interest earned on the cash balance is added to accruals, the effect of discounting is not material to the cash flows or balance sheet position.

9. Cash and cash equivalents
For the purposes of the Statement of Cash Flows, cash and cash equivalents comprise balances with original maturity of less than 3 months, which total £128,554 as at 31 December 2021 (2020: £128,614).

10. Distributions
Distributions in 2021:
Ordinary shares
Following discussions with the Company's shareholders relating to the Company's implementation of the Ordinary Share Distribution Policy, the share buy-back programme that had been in place since 2018 was suspended and effective from the start of 2021, the Company reverted to the payment of dividends. Pursuant to this, quarterly interim dividends of 2.265p per ordinary share were paid in February, May, August and November 2021. The quarterly dividends have continued in 2022, with a further payment of 2.265p per ordinary share paid in February 2022.

Realisation shares
In October 2021, the Company announced that funds attributable to realisation shareholders received from the completion of Zegona's tender offer, along with cash held by the Master Fund attributable to realisation shareholders not required to be held for reasonable working capital purposes would be returned to realisation shareholders by way of a redemption of realisation shares.

Following a redemption of the Company's interests in Class R(F) and Class R(G) of the Master Fund to the value of £6.4 million, the distribution to realisation shareholders was effected by way of a redemption of 2,750,985 realisation shares which were subsequently cancelled.

As the Class R(F) reference amount, preferred return and preferred return catch-up (as described in Note 14(a)) have been fully returned, an incentive allocation payment in respect of Class R(F) of £1,225,609 was paid alongside the redemption of the realisation shares.

Distributions in 2020:

Ordinary shares

The Company commenced its Buyback Programme in October 2018 as a mechanism to satisfy the Minimum Annual Distribution of the Company's Ordinary Share Distribution Policy. Liberum Capital Limited, in its capacity as corporate broker to the Company, manages the programme and is authorised to effect on-market purchases of ordinary shares on behalf of the Master Fund. Under the Buyback Programme, during 2020, the Master Fund purchased 5,052,845 ordinary shares in the Company for a total of £5,374,604. These ordinary shares were all converted into exchange shares under the Company's Exchange Procedure (as defined and described in the Company's prospectus dated 19 October 2021) and the corresponding limited partnership interests cancelled. The Company's exchange shares are held by the exchange administrator.

Realisation shares

In October 2020, the Company announced that funds attributable to realisation shareholders received from the initial distribution from the liquidation of Safe Harbour Holdings plc, along with cash held by the Master Fund attributable to realisation shareholders not required to be held for reasonable working capital purposes, would be returned to realisation shareholders by way of a redemption of realisation shares.

Following a redemption of the Company's interests in Class R(F) and Class R(G) of the Master Fund to the value of £0.84 million, the distribution to realisation shareholders was effected by way of a redemption of 503,171 realisation shares which were subsequently cancelled. As required by IAS 32 – Financials Instruments: Presentation, this has been recognised in equity.

As the Class R(F) reference amount, preferred return and preferred return catch-up (as described in Note 14(a)) have been fully returned, an incentive allocation payment in respect of Class R(F) of £163,888 was paid alongside the redemption of the realisation shares.

11. Share Capital

As at 31 December 2021 and 31 December 2020 the authorised share capital was as follows:

Ordinary shares of 0.0001p each	10,892,258,506,473
Exchange shares of 0.0001p each	10,892,176,350,000
Deferred shares of 9.9999p each	82,156,473

The ordinary share capital of the Company of a par value of 0.0001p may be issued or redesignated in classes, and includes realisation shares.

Shares in issue	2021			2020		
	Ordinary*	Exchange	Total	Ordinary*	Exchange	Total
As at 1 January	59,534,897	30,970,984	90,505,881	65,090,913	25,918,139	91,009,052
Redemption	(2,750,985)	-	(2,750,985)	(503,171)	-	(503,171)
Exchange	-	-	-	(5,052,845)	5,052,845	-
As at 31 December	56,783,912	30,970,984	87,751,896	59,534,897	30,970,984	90,505,881
Share capital (£)	57	31	88	60	31	91

Notes to the Financial Statements

Share premium

Ordinary share*	2021	2020
As at 1 January	64,436,254	70,449,867
Redemption and exchange	(2,980,484)	(6,013,613)
As at 31 December	61,455,770	64,436,254

*Includes ordinary, 2016 realisation and 2021 realisation shares, which constitute a single class of share for the purpose of the Company's Articles and Cayman law.

The weighted average number of shares in issue for the year ended 31 December:

	2021	2020
Ordinary	55,819,238	59,329,997
2016 Realisation	3,254,449	4,090,991
2021 Realisation	31,604	-

(a) Voting rights

(i) Ordinary shares (including 2016 realisation shares and 2021 realisation shares) carry the right to receive notice of and attend and vote at any general meeting of the Company in accordance with the Articles.

(ii) Exchange shares carry the rights to receive notice of and to attend any general meeting of the Company but not vote unless there are no ordinary shares in issue in which case Exchange shares will have the voting rights set out in (i) above as if exchange shares were ordinary shares.

(b) Dividends and distributions

(i) Subject to the Companies Law, the Directors may declare dividends (including interim distributions) and distributions on shares in issue and authorise payment of the dividends or distributions out of the funds of the Company lawfully available. 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 Law. There are no fixed dates on which the entitlement to dividends arises. All dividend payments will be non-cumulative.

(ii) Distributions on each class of ordinary shares may only be paid from proceeds received from the corresponding class of interests in the Master Fund.

(iii) Exchange shares will not confer any rights to dividends or other distributions.

(iv) At the 2015 EGM a new Ordinary Share Distribution Policy was adopted which resulted in:
- a progressive return, payable quarterly in the form of a dividend that will be maintained or grown on a pence per ordinary share basis.
- in addition to the return detailed above, where the Master Fund or MVI II LP disposes of an asset for a Net Capital Gain and has not already returned an aggregate amount in excess of 50% of that gain and any previous such gains pursuant to the distribution policy, the Company will make an additional capital return of the difference to ordinary shareholders by way of tender offers, share repurchases or other returns of capital and distributions; and
- the opportunity to augment the distribution policy by returning cash in excess of the amounts referred to in (i) and (ii) above being kept under review and to be undertaken through periodic tender offers, share repurchases or other returns of capital and distributions.

(v) At an ordinary class meeting held on 5 September 2018, the Ordinary Share Distribution Policy was further amended, permitting the 'Minimum Annual Distribution' to be made by 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.

In January 2021, the Company announced that following feedback from the Company's significant shareholders on the implementation of this policy, the Board has determined that from the start of 2021, the most suitable method to satisfy the minimum distribution is through the payment of dividends. Interim dividends of 2.265p per ordinary share were paid in February, May, August and November 2021, with further quarterly interim dividends of the same amount continuing in 2022.

Throughout 2020, the Minimum Annual Distribution was satisfied through share repurchases, as described in Note 10.

The Ordinary Share Distribution Policy (described in sections (iv) and (v) above) does not apply to the 2016 realisation shares or the 2021 realisation shares.

(c) Realisation opportunities

In October 2016 and October 2021, the Company offered its shareholders the opportunity to redesignate some or all of their ordinary shares of 0.0001p each in the capital of the Company as 2016 realisation shares and 2021 realisation shares respectively of the same par value. The realisation shares rank equally and otherwise carry the same rights as the ordinary shares, save that (i) the investment policy differs to that of the ordinary shares, the realisation pool is only permitted to invest cash in follow-on investments in the Portfolio Companies within three years of creation of the realisation pool and cash generated on the sale of an investment in the realisation pool may not be re-invested, (ii) the distribution policy for the ordinary shares will not apply and (iii) the realisation shares entitle their holders to returns only in respect of realisations made on investments attributable to the realisation pool.

Realisation opportunities will be offered every five years, with the next scheduled for November 2026.

(d) Rights as to capital

There are no exit penalties for those ordinary shareholders electing to re-designate all or some of their investment into realisation shares or on a return of capital attributable to the realisation shares. Whilst the 2016 realisation shares and 2021 realisation shares currently in issue are listed on the Specialist Fund Segment, listing of any future series of realisation shares from future offers will be subject to the receipt of all required consents and approvals, including the approval of the FCA of a prospectus in relation to their admission to trading.

The surplus capital and assets of the Company will, on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) be paid to the holders of ordinary shares, 2016 realisation shares and 2021 realisation shares pro rata to their holding of such shares out of the proceeds of the corresponding class of interests in the Master Fund.

12. Reserves

Special distributable reserve

A special distributable reserve was created when the Company cancelled all of its share premium account in existence as at 26 January 2007, transferring it to a distributable reserve to allow, among other things, the buy-back and cancellation of the ordinary shares subject to shareholder approval at a subsequent AGM.

Exchange reserve

Movements in capital in respect of the Exchange Procedure are recognised in the exchange reserve. In 2021, £nil (2020: £93,863) was recognised in the exchange reserve following the exchange of the Company's ordinary shares held by the Master Fund as explained above.

Where the Company's partnership interests in the Master Fund are cancelled following exchanges by the Master Fund out of ordinary shares, the capital amount previously transferred to the exchange reserve is transferred to the revenue reserve. There was no such movement in 2021, as the Exchange Procedure was not utilized during the year. In 2020, £93,863 was transferred from the exchange reserve to the revenue reserve.

Revenue reserve

Realised gains and losses on redemptions of interests in the Master Fund made during the year are transferred from the capital reserve to the revenue reserve. In the current year, £2,515,114 has been recognised as a realised gains on redemption of interests in the Master Fund (2020: £4,336,987 realised gain).

Capital reserve

Unrealised gains and losses on interests in the Master Fund are recognised in the capital reserve.

Notes to the Financial Statements

13. Instruments and associated risks

The Company invests substantially all of its assets in the Master Fund, which is exposed to market risk (including currency risk, interest risk and price risk), credit risk and liquidity risk arising from financial instruments it holds.

As at 31 December 2021, the Company owned 97.25% (2020: 97.50%) of the net assets of the Master Fund.

Market price risk

The Company is exposed to the same market price risk arising from uncertainties about future changes in the values of the underlying Portfolio Companies. The Board monitors the market price risks inherent in the investment portfolio by ensuring full and timely access to relevant information from the Manager. The Board receives quarterly reports from the Manager, meets regularly with the Manager both formally and informally, and at each quarterly board meeting reviews and challenges the Manager on investment performance, providing input and advice on the investment activity of the Manager.

Any movement in the value of the ordinary interests or the realisation interests of the Master Fund would result in an equivalent movement in the reported NAV per ordinary share and realisation share respectively.

The Company's exposure to changes in market prices at 31 December 2021 and 31 December 2020 on its unquoted investments was as follows (as at both dates, changes arise exclusively from the Company's investment in the Master Fund):

	2021	2020
	£	£
Financial assets measured at fair value through profit or loss – ordinary shares	101,937,692	91,089,862
Financial assets measured at fair value through profit or loss – 2016 realisation shares	2,668,615	6,507,926
Financial assets measured at fair value through profit or loss – 2021 realisation shares	662,294	-
	105,268,601	97,597,788

The following table shows the average monthly performance of the reported NAV of the Company:

	2021 Analysis of monthly returns	2020 Analysis of monthly returns
Number of periods	12	12
Per cent profitable	67%	87%
Average period return	1.56%	0.17%
Average return in profitable months	2.99%	1.42%
Average return in loss making months	(1.04)%	(1.56)%

The impact on net income and equity of the average monthly period returns set out in the above table as at 31 December 2020 and 2020 is as follows:

	Monthly returns		Impact of Increase		Impact of Decrease	
	Increase (%)	Decrease (%)	Net income (£)	Equity (£)	Net income (£)	Equity (£)
2021	2.99	(1.04)	3,150,466	3,150,466	(1,096,014)	(1,096,014)
2020	1.42	(1.56)	1,386,418	1,386,418	(1,518,170)	(1,518,170)

The Company invests directly in the Master Fund and indirectly in MVI II LP. The Company is therefore exposed to price risks derived from the investment portfolios of the Master Fund and MVI II LP.

The Company is exposed to a loss limited to the value of its investment in the Master Fund if the market value of the Master Fund's investment holdings decreases. The Master Fund's direct and indirect investments in underlying Portfolio Companies are subject to normal market fluctuations and the risks inherent in investment in international securities markets. There is no assurance that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Company is not directly exposed to any material currency risk, although this may be a factor in price risk as a result of the investments made by the Master Fund or by MVI II LP as certain Portfolio Company investments may invest in underlying assets denominated in other currencies. It is therefore considered that the Company is not materially exposed to significant direct currency risk.

Summary of currency exposure of the Master Fund	31 December 2021 £	31 December 2020 £
Monetary assets in Sterling	115,361,245	103,942,489
Non-monetary assets in Sterling	-	-
Monetary liabilities in Sterling	478,191	709,786
Non-monetary liabilities in Sterling	-	-

Liquidity risk

The Company may not sell its investment in the Master Fund without the approval of the Master Fund's General Partner. Redemption opportunities are available in relation to ordinary shares in line with the policy adopted at the 2013 extraordinary general meeting and as disclosed in note 12(c). Further, the Master Fund has no control over the timing of the redemption of its investment in MVI II LP and a significant proportion of the investments in the Portfolio Companies are in publicly traded equities, the holdings of which may not be readily realisable due to their size or in private companies which may also not be readily realisable. As such the Master Fund and/or Company may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from doing so. However, the Company's liquidity profile of its assets is matched with the liquidity profile of its liabilities, as described below.

The Company holds Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund. The policy is that the Company should remain fully invested in normal market conditions. The Company is only required to settle its liabilities when its investment is fully redeemed. The following table shows the contractual, undiscounted cash flows of the Company's financial liabilities:

	Less than 1 month 2021 £	1-3 months 2021 £	Less than 1 month 2020 £	1-3 months 2020 £
Loan from Master Fund	125,000	-	125,000	-
Payables and accruals	3,554	-	3,614	-

Notes to the Financial Statements

The Company holds, and will continue to hold, a minimum cash balance of £125,000 (2020: £125,000) in respect of the £125,000 loan payable to the Master Fund (2020: £125,000) (see Note 8). The remainder of the loan will be repaid by set-off on the date that Master Fund interests are fully redeemed.

As all Company specific operating expenses, other than share issue costs paid directly by the Company from the proceeds of shares issued, are paid by the Master Fund as disclosed in Note 3.8 and as the loan is repayable by set-off, the Directors do not consider the Company has any net liquidity risk.

Interest rate risk

The Company itself is not exposed to significant interest rate risk, however it is indirectly exposed to such risk through its direct investment in the Master Fund and indirect investment in MVI II LP. Details of this exposure to interest rate risk are set out below:

The Master Fund and to a lesser extent MVI II LP hold cash and cash equivalents at short-term market interest rates, resulting in exposure to risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its cash flows. The impact of any movement in interest rates is not considered to have a material effect on the Master Fund or MVI II LP.

The remainder of the Master Fund's assets and liabilities are non-interest bearing.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The main credit risks for the Company relate to the cash held with financial institutions. The credit risk relating to the direct investment into the Master Fund and indirect investment into MVI II relates to both cash held with financial institutions and equities held by the custodian.

The Company, the Master Fund and MVI II LP manage their exposure to credit risk associated with their cash deposits by selecting counterparties with a high credit rating with which to carry out these transactions. The Company's maximum exposure to credit risk is the carrying value of the cash on the balance sheet.

The Master Fund and MVI II LP manage their exposure to credit risk associated with the custody of their equities by selecting counterparties with a strong credit rating.

The Master Fund does not expect to incur material credit losses on its financial instruments. At 31 December 2021, having considered the Portfolio Companies directly and indirectly held by the Master Fund, the Board considers that credit risk is limited to the extent of the equity investments in the underlying Portfolio Companies (the risks associated with such investments have been considered under Market Price Risk) and the drawn down facility extended to Silvercloud Holdings. The carrying value of the debt investment is periodically assessed in accordance with IPEV Guidelines and as 31 December 2021, the Silvercloud Holdings facility is considered to be fully recoverable.

14. Material contracts and related-party transactions

In the opinion of the Directors on the basis of shareholdings advised to them, the Company has no ultimate controlling party.

The Company, the Master Fund and MVI II LP are each managed by the Manager.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, or the parties are under common control or influence, in making financial or operational decisions.

a) Management fee, investment advisory fee and incentive allocation

Management fee

Under a management agreement dated 1 April 2021, Marwyn Investment Management LLP was appointed Manager to the Company. Prior to this date, under a management agreement dated 29 November 2013, Marwyn Asset Management Limited was appointed as Manager to the Company, who in turn engaged Marwyn Investment Management LLP as Investment Adviser. The commercial terms, including as to fees, were the same for both managers.

Under both management agreements, the Company does and did not pay any fees to the extent that it invests its assets solely in the Master Fund. In respect of any assets of the Company not invested in the Master Fund, the Manager is entitled to receive aggregate performance and management fees on the same basis as those to which it would have been entitled if such assets had been those of the Master Fund.

The Company has not made any such investments during the year and, as such, no fees were paid by the Company or payable at the year end (2020: £ nil).

Under the Master Fund management agreement, the Manager receives monthly management fees from the Master Fund not exceeding 2% of the NAV before incentive allocations of each class of interests in the Master Fund, payable monthly in arrears. From 30 November 2018, being 2 years after the creation of the 2016 realisation pool, the management fee on the 2016 realisation share interests is calculated by reference to NAV before management fees and incentive allocation less the aggregate value of cash and near cash investments attributable to the 2016 realisation share interests. The total management fee expense, borne by the Master Fund in respect of the interests invested in by the Company for the year ended 31 December 2021 was £2,197,437 (2020: £2,038,957).

Investment advisory fee

Investment advisory fees, where applicable, are paid by the Manager. From 1 April 2021 no investment advisory fees were payable as MIM LLP became the Manager.

Incentive allocation

Incentive allocations borne by the Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund are only payable on returns being made to shareholders as disclosed in Part II, section 6 of the Company's most recent prospectus published on 19 October 2021. This prospectus is available on the Company's website.

Returns from each Class in the Master Fund are allocated:

1) to investors up to the value of the 'reference amount';
2) to investors to satisfy a preferred return of 7.5% accrued on the outstanding reference on a daily basis;
3) paid as a 'catch-up' incentive allocation of 25% of the preferred return until returns in excess of the reference amount are split 80:20 between investors and incentive allocations; and
4) all remaining returns are split 80:20 between investors and incentive allocation payments.

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In the case of Class R(F)1, an 'initial incentive allocation', equal to 5% of the reference amount, was payable once the full reference amount had been returned to investors.

The incentive allocation accrued by the Master Fund at each valuation date is calculated by allocating the gross asset value for each class in the manner described above.

Incentive allocation attributable to ordinary shareholders
As at 31 December 2021, the outstanding Class F reference amount was £79,183,135 and the preferred return due to investors was £10,136,783. The Class F gross asset value of £107,626,331, being in excess of the sum of these, resulted in an incentive allocation accrual at the balance sheet date of £5,688,639 (2020: 1,583,061). The expense relating to Class F for the year was £4,137,197 (2020: £502,668).

Incentive allocation attributable to realisation shareholders
Following the return to realisation shareholders as detailed in Note 10, an incentive allocation in respect of Class R(F) of £1,225,609 was crystallised and settled.

As at 31 December 2021, the Class R(F)1 reference amount, initial incentive amount, preferred return and preferred return catch-up had all been paid in full. The Class R(F)1 gross asset value of £2,544,601 resulted in an incentive allocation accrual at the balance sheet date is £508,920 (2020: 1,270,807). The outstanding Class R(G)1 reference amount was £1,370,875 and the preferred return due was £1,820,113. The Class R(G)1 gross asset value of £632,962 is all allocated against the outstanding reference amount and accordingly there is no incentive allocation accrual at the balance sheet date (2020: Nil). The total incentive allocation expense attributable to Classes R(F)1 and R(G)1 was £463,722 (2020: £10,910).

As at 31 December 2021, the outstanding Class R(F)2 reference amount was £514,397 and the preferred return due to investors was £65,852. The Class R(F)2 gross asset value of £699,268, being in excess of the sum of these, resulted in an incentive allocation accrual at the balance sheet date of £36,974 (2020: n/a). The expense relating to Class R(F)2 for the year was £5,355 (2020: n/a).

The Company does not bear any management fee or incentive allocation in relation to the Master Fund's investment into MVI II LP.

(b) Administration fee
From 22 January 2021, Aztec Financial Services (Jersey) Limited ("Aztec") was appointed as the administrator of the Company and Axio Capital Solutions Limited's appointment was terminated accordingly.

Aztec's fees for administration of the Company are £149,500 per annum. Aztec is not considered to be a related party.

(c) Board of Directors' remuneration
Directors' fees are paid by the Master Fund as per Note 3.8. The Directors received the following fees in the year:

Robert Ware	£50,000	(2020: £45,000)
Martin Adams	£45,000	(2020: £40,000)
Peter Rioda*	£35,000	(2020: £16,789)
Victoria Webster*	£35,000	(2020: £16,789)

* Both Peter Rioda and Victoria Webster were appointed in 2020.
Their annualised equivalent remuneration in 2020 is £35,000 each.

All directors are entitled to receive reimbursement for all travel and other costs incurred as a direct result of carrying out their duties as directors.

(d) Secondment services
Effective from 1 December 2020, Marwyn Jersey Limited, a related Marwyn group entity, seconds certain individuals to the Company. In 2021, Marwyn Jersey Limited charged £108,333 for these services for the year ended 31 December 2021 (31 December 2020: £9,167).

15. Capital management policies and procedures

The Company's capital management objectives are to ensure that it will be able to continue as a going concern and to maximise capital return to its equity shareholders.

The Company's capital at 31 December comprises:

	2021	2020
	£	£
Share capital	88	91
Share premium	61,455,770	64,436,254
Special distributable reserve	26,346,979	26,346,979
Exchange reserve	54,386	54,386
Capital reserve	3,159,948	(4,976,238)
Revenue reserve	14,251,430	11,736,316
Total capital	**105,268,601**	**97,597,788**

The Board, with the assistance of the Manager, monitors and reviews the structure of the Company's capital on an ongoing basis.

16. Ordinary shares - by series

The Company has the ability to issue different series of ordinary shares (including realisation shares), the proceeds of which can be invested in separate classes of the Master Fund. Distributions on each series of ordinary shares may only be paid from proceeds received from the corresponding class of interests in the Master Fund. The surplus capital and assets of the Company will on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) be paid to the holders of each series of the ordinary share pro rata to their holding of such ordinary shares out of the proceeds of the corresponding class of interests in the Master Fund. As at 31 December 2021, ordinary shares, 2016 realisation shares and 2021 realisation shares remained outstanding as per Note 11. The information in the Risk section starting on page 74 sets out the risks applicable to these shares in issue.

17. Commitments and contingent liabilities

There were no commitments or contingent liabilities of the Company outstanding at 31 December 2021 or 31 December 2020 that require disclosure or adjustment in these financial statements.

18. Potential Settlement of VAT Reclaim

In November 2012, an underlying investment of the Master Fund, Le Chameau 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 MVI LP.

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.

Notes to the Financial Statements

No amount has previously been recognised in either the annual historic LCG financial statements, or subsequently in the Net Asset Value ("NAV") of the Master Fund attributable to the Company due to the high level of uncertainty surrounding the likelihood of any receipt. 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 has been reflected in these financial statements, nor will any amount be included in the Company's estimated NAV calculations which are reported via RNS until there is sufficient certainty over the amount receivable.

19. Subsequent events

Under the Company's Ordinary Share Distribution Policy, an interim dividend was paid to ordinary shareholders on 25 February 2022 of 2.265p per ordinary share.

Risk (unaudited)

The Audit Committee performs a detailed review of the risks applicable to the Company at least annually and reports its findings for the consideration of the Board. The Board have a range of knowledge and contacts across the investment industry and are provided regular updates from the Manager, broker, legal counsel and Administrator to help identify any new risks applicable to the Company. Those risks that are considered most significant are included below.

Risks applicable to investing in the Company

Past performance

The past performance of the Company, the Master Fund, MVI II LP, the Manager and the principals of the Manager may not be indicative of future performance.

Dependence on key individuals

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

Net asset value considerations

The NAV per ordinary share, 2016 realisation share and 2021 realisation share, the NAV of the Master Fund and the NAV of MVI II LP is expected to fluctuate over time with the performance of the Company's, the Master Fund's and/or MVI II LP's investments.

Where, in relation to the calculation of the NAV, there is any conflict between IFRS and the valuation principles set out in the prospectus in relation to the Company, the latter principles shall take precedence.

Where in relation to the calculation of the NAV of the Master Fund there is any conflict between US GAAP and the valuation principles set out in the limited partnership agreement of the Master Fund or its offering memorandum, the latter principles shall take precedence.

Where in relation to the calculation of the NAV of MVI II LP there is any conflict between IFRS and the valuations principles set out in the limited partnership agreement of MVI II LP or its private placement memorandum, the latter principles shall take precedence.

Liquidity risk

The investment objectives of the Company, the Master Fund and MVI II LP 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. Adverse market conditions and their consequences may 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.

Market price

It is very unlikely that the market price of the ordinary shares, 2016 realisation shares or 2021 realisation shares will fully reflect the underlying value of the investment made by the Company and the underlying investments held by the Master Fund and MVI II LP which are attributable to any of the share classes. 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 ordinary, 2016 realisation or 2021 realisation shares will also be influenced by the supply and demand for each class in the market. As such, the market value of the class of shares may vary considerably from the underlying value of the Company's assets attributable to that class.

Restriction on auditors' liability

Cayman Islands law does not restrict the ability of auditors to limit their liability. Consequently, the engagement letters in relation to the Company, the Master Fund and MVI II LP contain such a provision as well as containing provisions indemnifying the auditor in certain circumstances.

Handling of mail

Mail addressed to the Company and/or the Master Fund and received at their respective registered offices is scanned and emailed to the Administrator to be dealt with. None of the Company, the Master Fund, the General Partner or any of its or their directors, officers or providers bear any responsibility for any delay howsoever caused in mail reaching the Administrator as the case may be.

Risks Applicable to Investments in the Company

Each series of ordinary shares is not a separate legal entity

The Company may raise additional finance to invest in the Master Fund by selling 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 the Master Fund. 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 Law, 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 (i.e. namely, its interests in the ordinary interests and realisation share interests of the Master Fund), are not legally segregated and so assets held by the Company and attributed to any class of realisation shareholders may be required to be liquidated to meet liabilities attributable to ordinary shareholders (or vice versa).

Risk of not obtaining 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 ordinary shares. There is therefore a risk that any gain realised on any disposal of ordinary shares will be taxed as income in the UK, rather than capital gain.

Sole purpose

The Company has been established with the sole purpose of investing in the Master Fund. The success of the Company therefore depends on the success of the Master Fund and its ability to successfully implement its investment strategy. Identification and exploitation of the investment strategies to be pursued by the Master Fund involve a high degree of uncertainty.

Limited redemption rights

The Company has no right of redemption in relation to the Class F interests, Class R(F)1 interests, Class R(G)1 interests or Class R(F)2 interests in the Master Fund. The right of shareholders to elect to move into realisation shares does not result in the resulting realisation share interests in the Master Fund (which will be held on behalf of realisation shareholders) being redeemable. They will only be redeemed when the underlying investments are sold.

Cayman Islands registration

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 Company's articles of association, the allotment and issue of securities is under the exclusive control of the Directors and there are no pre-emption rights under the Companies Law; (ii) 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 Law; and (iii) assets of the Company are under the exclusive control of the Directors and the Companies Law does not expressly restrict the powers of the directors to dispose of assets. Examples (i) to (iii) 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 requires a qualified (or special) majority. 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.

Risk (unaudited)

The Company does not exercise control over the Master Fund or MVI II LP

The Company, in its capacity as an investor, has no opportunity to control the day-to-day operation, including investment and disposition decisions made by the Manager on behalf of the Master Fund or MVI II LP, the resolution of potential or actual conflicts of interest that may arise, distributions by the Master Fund or MVI II LP or the appointment or removal of service providers to the Master Fund or MVI II LP. The Company does not have the opportunity to evaluate the relevant economic, financial and other information that is utilised by the Manager in its evaluation and selection 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 Master Fund has adopted the amended distribution policy in relation to Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund. However, the Company has no control over the amount or timing of any redemptions by the Master Fund or MVI II LP or other distributions which may be used to fund extraordinary distributions.

The Master Fund, as a limited partner in MVI II LP, has no control over the investment or disposal decisions of MVI II LP or timing of any redemptions or other distributions by MVI II LP.

Conflicts of interest

The Master Fund and MVI II LP (together the "Master Funds") are subject to a number of actual and potential conflicts of interest with the Company and with each other. 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.

Certain inherent conflicts arise from the fact that the Manager and its affiliates provide investment management and investment advisory services to both Master Funds and the Company.

In order to ensure an equitable management of the potential conflicts of interest that could arise in managing the interests of ordinary shareholders and each class of realisation shareholders, the Master Funds have agreed the following policies:

- interests in Portfolio Companies held by the Master Fund (with the exception of interests in Le Chameau) attributable to realisation share interests will only be sold when MVI II LP's interests in the same Portfolio Companies are disposed of on a simultaneous basis. All disposals will be pro rata between MVI II LP and the Master Fund;

- interests in Le Chameau held by the Master Fund attributable to realisation share interests will only be sold when the Master Fund disposes of interests in Le Chameau attributable to ordinary share interests on a simultaneous basis. All disposals will be pro rata between the holdings attributable to the realisation share interests and the ordinary share interests; and

- to the extent that the Master Fund and MVI II LP make follow-on investments in any Portfolio Companies held by both, this will be pro rata to the holdings of the Master Fund and MVI II LP in such shares on the date of such follow-on investment, provided that the Master Fund 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 general partner of the Master Fund (with the prior written agreement of the Board).

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

In any case where a Director is actually or potentially conflicted, this conflict is disclosed to the Board and that director will not be considered in the quorum for any resolutions relating to the matter.

Class consents

Certain actions by the General Partner in respect of the Master Fund require the written consent of investors in that Class. Where the Directors allow holders of ordinary shares or realisation shares to vote on a matter for which the 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 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.

Value and liquidity of the shares

The shares of publicly traded companies can have limited liquidity and their share prices can be highly volatile. The price at which the shares will 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. Prospective investors should be aware that the value of the shares could go down as well as up, and investors may therefore not recover their original investment. Furthermore, the market price of the shares may not reflect the underlying value of the Company's net assets. There is also no guarantee that any discount control mechanisms employed by the Board and the Manager will be effective at managing the level of any discount.

There is no reliable liquid market for the Company's interest in the Master Fund and the valuation of Portfolio Companies may involve the general partners of the Master Fund and MVI II LP exercising judgement. This is particularly the case in the context of the Master Fund's investment in Le Chameau which is comprised of unlisted securities and debt investment for which there is no liquid market. 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.

Additional financing and dilution

If the Company issues further series of ordinary shares, whilst these will not dilute the economic interests of the existing classes in the Master Fund, the additional ordinary shares will carry rights to vote at general meetings of the Company and will therefore dilute shareholders' voting rights accordingly. 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. If debt financing is obtained, the Company's ability to raise further finance, and its ability to operate its business, may be subject to restrictions.

Registration under the US Investment Company Act and the US Advisers Act

The Company has not been and it is unlikely it will ever be registered under the US Investment Company Act. In addition, the Manager has not been and it is unlikely that it will ever be registered as an "Investment Adviser" under the US Investment Advisers Act.

Depository Interests

Securities issued by non-UK registered companies, such as the Company, cannot be held or transferred in the CREST system. However, to enable shareholders to settle such securities through the CREST system, a depository or custodian can hold the relevant securities and issue dematerialised depository interests representing the underlying shares which are held on trust for the holders of these depository interests.

Voting rights

Under the Articles, only those persons who are shareholders of record are entitled to exercise voting rights. Persons who hold ordinary shares or 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 which created the depositary interests (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.

Risk (unaudited)

Limitation of liability

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.

Indemnification

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.

United States ownership and transfer restrictions

There are restrictions on the purchase of ordinary shares by or transfers to investors who are located in the United States or who are US persons (as defined in the United States Securities Act of 1933, as amended) or who acquire ordinary shares or realisation shares for the account or benefit of US persons. For a complete description of these ownership and transfer restrictions please refer to section 4 of Part VIII of the prospectus published by the Company on 19 October 2016.

In the event that ordinary shares are acquired by persons who are not qualified to hold the ordinary shares or realisation shares, such ordinary shares are subject to provisions requiring forfeiture and/or compulsory transfer as described in section 3 of Part VIII of that prospectus.

United Kingdom tax considerations

Although the Directors intend that, insofar as it is within their 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.

Look-Through Portfolio Information **(unaudited)**

As at 31 December 2021

Le Chameau (Silvercloud)

Platform acquisition date	October 2012	% voting rights held by the Marwyn Funds	50.0%
Carrying value attributable to the Company's ordinary shares	£18.9m	% attributable to the Company's ordinary shares	43.5%
Carrying value attributable to the Company's 2016 realisation shares	£2.2m	% attributable to the Company's 2016 realisation shares	4.9%
Carrying value attributable to the Company's 2021 realisation shares	£0.1m	% attributable to the Company's 2021 realisation shares	0.3%

Includes equity and debt into the Le Chameau operating group and excludes other investments made by its holding company.
The Marwyn Funds hold 100% of the voting rights of Silvercloud Holdings Limited, which in turn holds 50% of the voting rights of Le Chameau Holdings Limited

AdvancedAdvT Limited

Platform acquisition date	Minority stake acquired January 2022	% voting rights held by the Marwyn Funds	15.4%
Carrying value attributable to the Company's ordinary shares	£16.3m	% attributable to the Company's ordinary shares	11.7%
Carrying value attributable to the Company's 2016 realisation shares	£-m	% attributable to the Company's 2016 realisation shares	-%
Carrying value attributable to the Company's 2021 realisation shares	£0.1m	% attributable to the Company's 2021 realisation shares	0.1%

Zegona Communications

Platform acquisition date	August 2015	% voting rights held by the Marwyn Funds	14.5%
Carrying value attributable to the Company's ordinary shares	£0.5m	% attributable to the Company's ordinary shares	10.3%
Carrying value attributable to the Company's 2016 realisation shares	£0.1m	% attributable to the Company's 2016 realisation shares	1.5%
Carrying value attributable to the Company's 2021 realisation shares	£0.0m	% attributable to the Company's 2021 realisation shares	0.1%

Acquisition Companies

	MAC plc	MAC II	MAC III	MAC ALPHA
Carrying value attributable to the Company's ordinary shares	£4.9m	£9.5m	£9.5m	£0.5m
Carrying value attributable to the Company's 2016 realisation shares	£-m	£-m	£-m	£-m
Carrying value attributable to the Company's 2021 realisation shares	£0.03m	£0.06m	£0.06m	£-m
% voting rights held by the Marwyn Funds	95.4%	75.0%	75.0%	90.0%
% attributable to the Company's ordinary shares	73.6%	56.9%	56.9%	69.8%
% attributable to the Company's 2016 realisation shares	-%	-%	-%	-%
% attributable to the Company's 2021 realisation shares	0.5%	0.4%	0.4%	-%

Advisers (unaudited)

Registered office
PO Box 309
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Manager of the Company, the Master Fund, MVI II LP and MVI II Co-Invest LP and MVI II DCI I LP
To 31 March 2021
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From 1 April 2021
Marwyn Investment Management LLP
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Investment Adviser* to the Manager in respect of the Company, the Master Fund, MVI II LP and MVI II Co-Invest LP and MVI II DCI I LP
To 31 March 2021
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Corporate Broker
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* From 1 April 2021, with Marwyn Investment Management LLP appointed as Manager, there is no Investment Adviser role.

Defined Terms **(unaudited)**

The following terms have the following meanings in this annual report and financial statements.

ACS	Advanced Computer Software Group plc
Administrator	the administrator of the Company from time to time, being Aztec Financial Services (Jersey) Limited as at the date of this annual report and financial statements
AdvT or AdvancedAdvT	AdvancedAdvT Limited (formerly Marwyn Acquisition Company I Limited)
AIC	Association of Investment Companies
AIC Code	the AIC Code of Corporate Governance
Articles	the articles of association of the Company
AGM	Annual General Meeting
Audit Regulation	Article 26 (6) of Regulation 538/2014
Axio	Axio Capital Solutions Limited
Aztec	Aztec Financial Services (Jersey) Limited
BCA	BCA Marketplace plc
Board	Board of Directors of the Company
Bradshaw Taylor	Bradshaw Taylor Limited
Broker	the corporate broker appointed by the Company from time to time, being Liberum Capital Limited as at the date of this annual report and financial statements
BTCI	Baker Tilly Channel Islands Limited
Buyback Programme	has the meaning given to it in the Report of the Manager in the paragraph entitled "Ordinary Share Distribution Policy"
CEO	Chief Executive Officer
COO	Chief Operating Officer
Company	Marwyn Value Investors Limited
Companies Law	the Cayman Islands Companies Law (2013 Revision)
Directors	Board of Directors of the Company
ESG	Environmental, Social and Governance
EV	Enterprise value
Euskaltel	Euskaltel, S.A.
Exchange Procedure	has the meaning given to it in the in the prospectus published by the Company on 19 October 2016
FCA	Financial Conduct Authority
FPPP	Financial Position and Prospects Procedures
Future Carried Interest Entitlement	has the meaning given to it in the Report of the Directors in the paragraph entitled "Accelerated bookbuild"
IFRS	International Financial Reporting Standards as adopted by the European Union
Investment	securities in any of the Marwyn Funds
Investment Adviser	Marwyn Investment Management LLP (to 31 March 2021)
IPEV Guidelines	the International Private Equity and Venture Capital valuation guidelines as amended
IPO	Initial Public Offering
Le Chameau	The Le Chameau operating group, the Master Fund's investment in which is held through Silvercloud Holdings Limited
Liberum	Liberum Capital Limited
London Stock Exchange or LSE	London Stock Exchange plc
LTIP	Long Term Incentive Plan
MAC II	Marwyn Acquisition Company II Limited
MAC III	Marwyn Acquisition Company III Limited
MAC Alpha	MAC Alpha Limited
MAC plc	Marwyn Acquisition Company plc (formerly Wilmcote Holdings plc)
Management Partner	has the meaning given to it in the Report of the Manager
Manager	Marwyn Investment Management LLP, or prior to 1 April 2021, Marwyn Asset Management Limited
MAR	The UK version of EU Regulation 596/2014 which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended
Marwyn	The Manager, the Investment Adviser and any other Marwyn entities with the same ultimate beneficial owners
Marwyn Funds	The Company, the Master Fund, MVI II LP and any other funds managed by the Manager
Master Fund	Marwyn Value Investors LP
Minimum Annual Distribution	has the meaning given to it in the Ordinary Share Distribution Policy
MLTI	Marwyn Long Term Incentive LP
MM	Money Multiple
MVI II LP	Marwyn Value Investors II LP
NAV	Net Asset Value
Net Capital Gain	has the meaning given to it in the Company's RNS announcement dates 14 August 2018
Ordinary Share Distribution Policy	The Company's policy on distributions to ordinary shareholders as described in the Company's circular published on 14 August 2018 circular, included in the 'Documents' section of the Company's website, www.marwynvalue.com
Portfolio Companies	the entities into which the Company indirectly invests through the Master Fund and/or MVI II LP as relevant
PwC	PricewaterhouseCoopers LLP
Realisation Class	Ordinary shares that are redesignated as realisation shares following receipt of valid elections to redesignate such Ordinary Shares as realisation shares, in accordance with the Articles, of which there are currently two such classes; the 2016 Realisation Class and the 2021 Realisation Class
Realisation Pool	Assets attributable to the realisation shareholders, of which there are two such pools relating to the 2016 Realisation Class and the 2021 Realisation Class
Relevant Entities	the Manager or any member of the Marwyn group or any of their respective advisers or affiliates or the Marwyn Funds
SORP	Statement of Recommended Practice
SPAC	Special Purpose Acquisition Vehicle
Specialist Fund Segment	the specialist fund segment of the main market of London Stock Exchange plc
Sterling	British Pounds Sterling
Zegona	Zegona Communications plc

Disclaimer (unaudited)

The report of the Manager ("Manager's Report") is issued by Marwyn Investment Management LLP, a Firm authorised and regulated by the FCA, in connection with the Company, the Master Fund, MVI II LP and any other funds managed by the Manager (collectively, the Marwyn Funds).

The Manager's Report does not constitute a prospectus or offering document relating to the Marwyn Funds, nor does it constitute or form part of any offer or invitation to purchase, sell or subscribe for, or any solicitation of any such offer to purchase, sell or subscribe for, any securities in the Marwyn Funds (an "Investment") nor shall the Manager's Report or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

Persons who wish to make an Investment are reminded that any such Investment should only be made on the basis of the information contained in materials provided for that purpose for your consideration and not on the information contained in the Manager's Report. No reliance may be placed, for any purposes whatsoever, on the information contained in the Manager's Report or on its completeness and the Manager's Report should not be considered a recommendation by the Manager or any member of the Marwyn group or any of their respective advisers or affiliates or the Marwyn Funds (the Relevant Entities) in relation to an Investment.

No representation or warranty, express or implied, is given by or on behalf of the Relevant Entities or any of their respective directors, partners, officers, employees, advisers or any other persons as to the accuracy, fairness or sufficiency of the information or opinions contained in the Manager's Report and none of the information contained in the Manager's Report has been independently verified by the Relevant Entities or any other person. Save in the case of fraud, no liability is accepted for any errors, omissions or inaccuracies in such information or opinions.

The distribution of this document in certain jurisdictions may be restricted by law and the persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

The Manager's Report includes "forward-looking statements" which includes all statements other than statements of historical facts, including, without limitation, those regarding the Master Fund's and the Company's financial position, business strategy, plans and objectives of management for future operations and any statements preceded by, followed by or that include forward-looking terminology such as the words "targets", "believes", "estimates", "expects", "aims", "intends", "can", "may", "anticipates", "would", "should", "could" or similar expressions or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the control of the Marwyn Funds that could cause the actual results, performance or achievements of the Marwyn Funds to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the present and future business strategies of the Marwyn Funds and the environment in which the Marwyn Funds will operate in the future.

These forward-looking statements speak only as at the date of the Manager's Report. Investing in the Company involves certain risks, as detailed in these financial statements, and as described more fully in the prospectus published by the Company on 19 October 2021.

MARWYN VALUE INVESTORS LIMITED