

Albion Venture Capital Trust PLC

Annual Report and Financial
Statements for the year
ended 31 March 2018



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Company information

Company number 03142609

Directors David Watkins MBA (Harvard), Chairman (US citizen)
John Kerr ACMA
Ann Berresford ACA
Ebbe Dinesen R (Danish) FSR
Richard Glover
Jeff Warren ACCA

Country of incorporation United Kingdom

Legal form Public Limited Company

Manager, company secretary, AIFM and registered office Albion Capital Group LLP
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Albion Venture Capital Trust PLC is a member of The Association of Investment Companies (www.theaic.co.uk).

Shareholder information For help relating to dividend payments, shareholdings and share certificates please contact Computershare Investor Services PLC:
Tel: 0370 873 5849 (UK National Rate call, lines are open 8.30am – 5.30pm; Mon – Fri, calls may be recorded)
Website: www.investorcentre.co.uk
Shareholders can access holdings and valuation information regarding any of their shares held with Computershare by registering on Computershare's website.

Financial adviser information For enquiries relating to the performance of the Company, and information for financial advisers, please contact Albion Capital Group LLP:
Email: info@albion.capital
Tel: 020 7601 1850 (lines are open 9.00am – 5.30pm; Mon – Fri; calls may be recorded)
Website: www.albion.capital

Please note that these contacts are unable to provide financial or taxation advice.

Investment objective and policy

Albion Venture Capital Trust PLC (the "Company") is a venture capital trust and its current general investment policy is as follows:

Investment policy

To manage the risk normally associated with investments in smaller, unquoted companies whilst maintaining an attractive yield, through allowing investors the opportunity to participate in a balanced portfolio of asset-based businesses. The Company's investment portfolio will thus be structured with the objective of providing a balance between income and capital growth for the longer term. This is achieved as follows:

- *Qualifying unquoted investments are predominantly in companies which are asset-based;*
- *The Company invests alongside selected partners with proven experience in the sectors concerned;*
- *Investments are normally structured as a mixture of equity and loan stock. The loan stock represents the majority of the finance provided and is secured on the assets of the portfolio company. Funds managed or advised by Albion Capital Group LLP typically own 50 per cent. of the equity of the portfolio company; and*
- *Other than the loan stock issued to funds managed or advised by Albion Capital Group LLP, the Company's policy remains that its portfolio companies should not normally have external borrowings, and for the Company to have first charge over portfolio companies' assets.*

In the November 2017 Autumn Budget, a number of changes to the legislation governing venture capital trusts were announced. Those changes have now been enacted in the Finance Act 2017-19 and further information has been provided in Guidance Notes issued by HM Revenue & Customs. Some of these changes took effect from the date upon which the Finance Act received Royal Assent and others came into force on 6 April 2018. In future, VCTs may no longer offer secured loans to portfolio companies and to qualify for VCT tax reliefs, portfolio companies must satisfy a "risk to capital condition". This means that the portfolio company must have an objective to grow and develop over the long term and there must be a significant risk that there could be a loss of capital to the VCT of an amount exceeding the net return. The overall aim of HM Treasury is to encourage more high growth investment through VCTs rather than low risk, heavily asset backed investments.

As a result of these changes, and subject to shareholder approval, the Board is now recommending a change to the Company's general investment policy, as set out below. The updated policy removes references to asset-based companies in which funds managed or advised by Albion Capital Group LLP typically own 50 per cent. of the equity, to loan stock being secured by first charges and to the Company's policy that portfolio companies should not normally have external borrowings, and so will enable the Company to invest in a broad range of businesses. In the future, the Company will be permitted to provide unsecured loans but on a portfolio basis these may not represent more than 30 per cent. of investments after 5 April 2018, and the interest rate may not exceed a normal commercial rate of return. The proposed new investment policy is as follows:

Proposed new investment policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company. Funds held pending investment or for liquidity purposes will be held as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves.

Background to the Company

The Company is a venture capital trust which raised a total of £39.7 million through an issue of Ordinary shares in the spring of 1996 and through an issue of C shares in the following year. The C shares merged with the Ordinary shares in 2001. The Company has raised a further £26.9 million under the Albion VCTs Top Up Offers since 2011.

On 25 September 2012, the Company acquired the assets and liabilities of Albion Prime VCT PLC ("Prime") in exchange for new shares in the Company, resulting in a further £14.3 million of net assets.

Financial calendar

Record date for first dividend	13 July 2018
Payment of first dividend	31 July 2018
Annual General Meeting	11:00am on 13 August 2018
Announcement of half-yearly results for the six months ending 30 September 2018	December 2018
Payment of second dividend (subject to Board approval)	31 January 2019

Financial highlights

5.5p

Basic and diluted total return per share for the year ended 31 March 2018

5.0p

Total tax-free dividend per share paid during the year ended 31 March 2018

76.0p

Net asset value per share as at 31 March 2018

225.8p

Total shareholder return since launch to 31 March 2018

6.4%

Annualised return since launch (without tax relief)

**Total shareholder return relative to the
FTSE All-Share Index total return
(in both cases with dividends reinvested)**

Source: Albion Capital Group LLP

Methodology: Total shareholder return, including original amount invested (rebased to 100) from launch, assuming that dividends were reinvested at net asset value of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

Financial highlights continued

	31 March 2018 (pence per share)	31 March 2017 (pence per share)
Dividends paid	5.0	5.0
Revenue return	1.8	1.9
Capital return	3.7	6.8
Net asset value	76.0	75.4

Total shareholder return to 31 March 2018:	Ordinary shares (pence per share)
Total dividends paid during the year ended :	
31 March 1997	2.00
31 March 1998	5.20
31 March 1999	11.05
31 March 2000	3.00
31 March 2001	8.55
31 March 2002	7.60
31 March 2003	7.70
31 March 2004	8.20
31 March 2005	9.75
31 March 2006	11.75
31 March 2007	10.00
31 March 2008	10.00
31 March 2009	10.00
31 March 2010	5.00
31 March 2011	5.00
31 March 2012	5.00
31 March 2013	5.00
31 March 2014	5.00
31 March 2015	5.00
31 March 2016	5.00
31 March 2017	5.00
31 March 2018	5.00
Total dividends paid to 31 March 2018	149.80
Net asset value as at 31 March 2018	76.00
Total shareholder return to 31 March 2018	225.80

The financial summary above is for the Company, Albion Venture Capital Trust PLC Ordinary shares only. Details of the financial performance of the C shares and Albion Prime VCT PLC, which have been merged into the Company, can be found on page 68.

In addition to the dividends summarised above, the Board has declared a first dividend for the year ending 31 March 2019 of 2.5 pence per share to be paid on 31 July 2018 to shareholders on the register on 13 July 2018.

Notes

- Dividends paid before 5 April 1999 were paid to qualifying shareholders inclusive of the associated tax credit. The dividends for the year to 31 March 1999 were maximised in order to take advantage of this tax credit.
- The net asset value of the Company is not its share price as quoted on the official list of the London Stock Exchange. The share price of the Company can be accessed via a link on the Company's webpage at www.albion.capital/funds/AAVC under 'Trust Information'.
- Investors are reminded that it is common for shares in VCTs to trade at a discount to their net asset value as tax reliefs are only obtainable on new subscription.

Chairman's statement

Introduction

This is my last Chairman's statement before my retirement and I would like to start by taking the opportunity to thank my fellow Directors, the Manager and our shareholders for all their support over the last 22 years. It has certainly been an enjoyable time for me.

David Watkins
Chairman

I am pleased to report that the results for the year to 31 March 2018 show a total return of 5.5 pence per share (2017: 8.7 pence per share) and net assets of 76.0 pence per share, compared to 75.4 pence per share at 31 March 2017, after the payment of total tax-free dividends of 5 pence per share for the year.

It is encouraging that the Company's total return continues for the fourth year running to cover the dividend of 5 pence per share. This has been partly through an increase in the income generated by the investment portfolio, which has risen 8.9 per cent. from the previous year. The principal element, however, has come from capital uplifts: in particular the uplift in the third party valuations of our care homes, hydro projects and schools, together with a pleasing uplift in the valuation of our new fibre optic broadband provider.

Investment performance and progress

During the year we made investments in a start up wedding venue business, a new business setting up a women's health centre on Harley Street and a company providing fibre optic broadband to businesses in Central London, while selling the Crown Hotel in Harrogate and the Weybridge health and fitness club. Healthcare now accounts for 40 per cent. of the portfolio, while renewable energy accounts for 19 per cent., hotels have reduced to 13 per cent. and education accounts for 9 per cent..

Taking these sectors in turn, our three care homes, Shinfield View, near Reading, Cumnor Hill House on the outskirts of Oxford (owned by Active Lives Care), and Ryefield Court in Hillingdon, West London, have been continuing to build occupancy, leading to further uplifts in the independent third party valuations. Meanwhile our new investment, Women's Health (London West One), is scheduled to open The Ewell clinic in October 2018.

Our renewable energy investments are now relatively mature, but we completed a significant expansion of our biogas plant, Earnside Energy. Meanwhile the valuations of our Scottish hydro projects have benefited from better than feared outcomes of the business rates review.

As already mentioned, the Crown Hotel in Harrogate was sold during the period, at a small premium to our holding value, realising proceeds for the Company of approximately £3.3 million. Trading at the Holiday Inn Express at Stansted Airport (Kew Green) was strong for the first half of the year, but latterly we have seen some impact from the opening of a competitor hotel in July. Since the year end the business has been refinanced with £6 million bank debt, enabling £2.3 million share premium paid by the Company and other investors to be repaid and £3.4 million loan stock held by the Company and other investors to be redeemed, reducing your Company's longstanding investment by approximately £4.7 million. The boutique Stanwell Heathrow Hotel has faced increased competition in its market.

“The Company's total return continues for the fourth year running to cover the dividend of 5 pence per share”

Chairman's statement continued

In education, Radnor House Twickenham is close to maturity with over 400 pupils while pupil numbers at Radnor House Sevenoaks have been continuing to grow and are now over 400. In addition, MHS 1's investment in Mount House School, an independent secondary day school in Barnet, North London, currently has 160 pupils.

As regards other sectors, new investments were made in G.Network Communications, a rapidly growing provider of fibre optic broadband to businesses in Central London, and in Beddlestead, a start up wedding venue business which is developing its first location in Wiltshire, expected to open in 2019.

Meanwhile our portfolio of pubs in the North West, within Bravo Inns and Bravo Inns II, continues to expand.

Change of investment policy

In the November 2017 Autumn Budget, a number of changes to the legislation governing venture capital trusts were announced. As explained more fully in the Strategic report, VCTs may no longer offer secured loans and portfolio companies must satisfy a "risk to capital condition". The overall aim of HM Treasury is to encourage more high growth investment through VCTs rather than heavily asset backed investments. As a result of these changes, the Board has carefully considered the strategic options open to the Company and is now recommending a change to our investment policy, which will enable the Company to invest in a broader range of businesses going forward, including in the higher risk technology sector, and accordingly a resolution to effect the change will be proposed at the forthcoming Annual General Meeting. Albion, in its other VCTs, has had many years of experience investing in early stage high growth businesses. The proposed new investment policy can be found on page 4.

Board composition

As you may know, I have been Chairman of your Company since its launch in 1996 and I will be stepping down on 1 August 2018. Ebbe Dinesen intends to retire at the Annual General Meeting in 2019. I was very pleased to welcome Richard Glover and Ann Berresford to the Board in November and am happy to announce that Richard has agreed to take over from me as Chairman.

As stated in the interim report, Richard has been involved with a number of private equity backed companies over the years, including chief executive roles at BSM Group through its development from a family company to a flotation on the London Stock Exchange and subsequent sale to the RAC, and of a professional educational services business, and chairman roles at a property services business and a retail services group.

Ann qualified as a chartered accountant and has a background in financial management at Clyde Petroleum and Bank of Ireland. She has been a non-executive director at the Bath Building Society and is a non-executive director at Secure Trust Bank.

Reflections

I will be stepping down from my Chairman role after 22 years, and it is perhaps natural that I have a few reflections I would like to share with the Company's shareholders, many of whom have supported the Company and me for a large part of my tenure.

I became Chairman of what was then called Close Brothers Venture Capital Trust at its initial launch in February 1996. VCTs were an imaginative innovation to encourage small company and entrepreneurial activities through innovative tax strategies. The total capitalisation of all VCTs is now approximately £4.3 billion, so our activities and our performance have in some measure contributed to the

“Our 22 year IRR (ignoring tax breaks) is 6.4% per annum, which puts us first equal in our “vintage” and among the best of all VCTs”

Chairman's statement continued

establishment of the VCT as an accepted and attractive investment class.

And the investment experience has been good. Our 22 year IRR (ignoring tax breaks) is 6.4% per annum, which puts us first equal in our "vintage" and among the best of all VCTs. I am proud of our Manager and my Board for overseeing such a long term and attractive investment performance.

Our investment management team have been successful investors and early adopters in a number of attractive investment themes. Over the years we have had very attractive investment returns from hotels, nursing homes, residential property development, movie theatres and pubs. More recently, renewable energy and secondary schools have proven to be very successful investment opportunities.

Which is not to say that we have not stumbled along the way, but then you expect that in a portfolio and there are always lessons to be learnt. We did foresee some of the economic stress in 2008 and were in the process of selling some of our hotel assets but those sales were overtaken by the economic crisis before we could conclude them. As always, we might have done better, but I am proud of what we did accomplish and I am highly confident that Richard Glover and your Board will do even better in the coming years.

Share buy-backs

It remains the Board's primary objective to maintain sufficient resources for investment in existing and new portfolio companies and for the continued payment of dividends to shareholders. Thereafter, it is still the Board's policy to buy back shares in the market, subject to the overall criterion that such purchases are in the Company's interest. The total value bought in for the year ended 31 March 2018 was £1,019,000. Subject to the constraints referred to above and subject to first purchasing shares held by the market makers, the Board will target such buy-backs to be in the region of a 5 per cent. discount to net asset value, so far as market conditions and liquidity permit.

Results and dividends

As at 31 March 2018, the net asset value was £65.8 million or 76.0 pence per share, compared to £65.5 million or 75.4 pence per share as at 31 March 2017, after the payment of total tax-free dividends of 5 pence per share. The results comprised a total return of 5.5 pence per share for the year (2017: 8.7 pence per share), which is made up of a 1.8 pence per share revenue return (2017: 1.9 pence per share) and a 3.7 pence per share capital return (2017: 6.8 pence per share). The revenue return before taxation was £1.9 million compared to £1.8 million for the year to 31 March 2017. The Company will pay a first dividend of 2.5 pence per share for the year ending 31 March 2019 on 31 July 2018 to shareholders on the register on 13 July 2018, which is in

line with the Company's current objective of paying a dividend of 5 pence per share annually. Thereafter, it is intended that payment of the next dividend will be made at the end of January 2019.

Risks and uncertainties

The outlook for the UK economy continues to be the key risk affecting your Company. The forthcoming withdrawal from the European Union may have an effect on the Company and its investments, although the extent of the effect is not quantifiable at this time.

A detailed analysis of the other risks and uncertainties facing the business is set out on pages 15 and 16 of the Strategic report.

Outlook and prospects

Given the changes in VCT legislation, and subject to approval of the requisite resolution at the Annual General Meeting, the Company's investment policy will change in a material way, so it seems fitting that we should have a new chairman to oversee this important new stage in the Company's life. The Company's investment portfolio will transition over time from an asset-based one to a portfolio with a much greater focus on young growth companies. I believe that the Manager has the expertise to effect the transition, given its record in other VCTs it manages, and I wish the Company a very successful future. The last 22 years have seen good returns for shareholders and I have every confidence that the next 22 can be at least as good. Let me finish by just saying "thank you for your support".



David Watkins
Chairman
29 June 2018

Strategic report

Albion Venture Capital Trust PLC is a venture capital trust and its current general investment objective and policy can be found on page 4.

As a result of changes in The Finance Act 2018, and subject to shareholder approval, the Board is now recommending a change to the Company's general investment policy. The proposed new investment policy is as follows:

Proposed new investment policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company. Funds held pending investment or for liquidity purposes will be held as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the Company's adjusted share capital and reserves.

Current portfolio sector allocation

The following pie chart shows the split of the portfolio valuation by sector as at 31 March 2018. Details of the principal investments made by the Company are shown in the Portfolio of investments on pages 21 and 22.

Comparatives for 31 March 2017 are shown in brackets
Source: Albion Capital Group LLP

Direction of portfolio

The sector analysis of the Company's investment portfolio shows that healthcare now accounts for 40 per cent. of the portfolio, compared to 35 per cent. at the end of the previous financial year, mainly as a result of an uplift in valuations of £1.9 million. Renewable energy accounts for 19 per cent. of the portfolio, increasing from 17 per cent. as a result of uplifts in our hydro schemes. Hotels accounted for 13 per cent. compared to 18 per cent. at the previous year end after the sale of The Crown Hotel in Harrogate and this has been reduced further following the year end as a result of the refinancing of Kew Green VCT (Stansted). Subject to shareholder approval, the change to the investment policy will result in asset-based investments decreasing as a proportion of the portfolio, and a greater emphasis given to growth and technology investments. Further details on the change in investment policy can be found in the Chairman's statement on page 8.

Strategic report continued

Results and dividends

	Ordinary shares £'000
Net revenue return for the year ended 31 March 2018	1,605
Net capital gain for the year ended 31 March 2018	3,178
Total return for the year ended 31 March 2018	4,783
Dividend of 2.5 pence per share paid on 31 July 2017	(2,179)
Dividend of 2.5 pence per share paid on 31 January 2018	(2,178)
Unclaimed dividends returned to the Company	40
Transferred to reserves	466
Net assets as at 31 March 2018	65,779
Net asset value as at 31 March 2018 (pence per share)	76.0

The Company paid dividends totalling 5.0 pence per share during the year ended 31 March 2018 (2017: 5.0 pence per share). The dividend objective of the Board is to provide shareholders with a strong, predictable dividend flow, with a dividend target of 5.0 pence per share per annum.

As noted in the Chairman's statement, the Board has declared a first dividend of 2.5 pence per share for the year ending 31 March 2019. This dividend will be paid on 31 July 2018 to shareholders on the register on 13 July 2018.

As shown in the Income statement on page 47, the Company's investment income has increased to £2,520,000 (2017: £2,381,000) and the total revenue return to equity holders also increased to £1,605,000 (2017: £1,510,000). Income continues to more than cover on-going expenses. Although total income has increased, revenue return per share has decreased slightly, to 1.8 pence per share (2017: 1.9 pence per share). The capital gain on investments for the year was £3,930,000 (2017: £6,179,000), offset by management fees charged to capital and the related taxation impact, resulting in a capital return of 3.7 pence per share (2017: 6.8 pence per share). The total return was 5.5 pence per share (2017: 8.7 pence per share).

The Balance sheet on page 48 shows that the net asset value has increased over the last year to 76.0 pence per share (2017: 75.4 pence per share), reflecting the total return exceeding the level of dividends paid during the year.

The cash flow for the Company has been a net outflow of £3,734,000 for the year, (2017: inflow £166,000), reflecting dividends paid, new investments in the year and the buy-back of shares, offset by cash inflows from operations and disposal proceeds.

Review of business and future changes

A review of the Company's business during the year and investment performance and progress is contained in the Chairman's statement on page 7. The healthcare sector performed particularly well again this year with an increase in valuations of £1.9 million. After strong increases in previous years, the renewable energy sector saw further increases of £1.1 million. The education sector saw an increase in valuation of £0.5 million as Radnor House Sevenoaks boosted pupil numbers.

As reported in the Half-yearly Financial Report, recent VCT legislation has led your Board and the Manager to conclude that a purely asset-based investment policy will not be practicable for the longer term. As detailed in the Chairman's statement on page 8, the Board is proposing a change to the investment policy which will result in asset-based investments decreasing as a proportion of the portfolio, and a greater emphasis given to growth and technology investments.

Details of significant events which have occurred since the end of the financial year are listed in note 19. Details of transactions with the Manager are shown in note 5.

VCT regulation

The investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HMRC. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007, details of which are provided in the Directors' report on page 29.

The relevant tests to measure compliance have been carried out and independently reviewed for the year ended 31 March 2018. These showed that the Company has complied with all tests and continues to do so.

The Finance Act 2018 contained a number of measures that affects all VCTs. These include:

- a principles-based test for qualifying companies to ensure that investment activities focuses on higher risk opportunities;
- an increase in the proportion of the portfolio invested in qualifying unquoted companies from 70 per cent. to 80 per cent. in respect of accounting periods starting on or after 6 April 2019 (so from 1 April 2020 for this Company); and
- VCT loan investments to be unsecured and represent no more than normal commercial terms.

Strategic report continued

Future prospects

As detailed in the Chairman's statement on page 8, the Board is proposing a change to the investment policy which will result in asset-based investments decreasing as a proportion of the portfolio, and a greater emphasis given to growth and technology investments. This in turn is likely to result in a decline in investment income, and thus the Company's returns are likely to be more geared to capital rather than revenue.

The Board believes that this model will meet the investment objective and has the potential to deliver attractive returns to shareholders in the future. The Manager has a strong pipeline of investment opportunities in which the Company's cash can be deployed.

Key performance indicators

The Directors believe that the following key performance indicators, which are typical for venture capital trusts and used by

the Board in its assessment of the Company, will provide shareholders with sufficient information to assess how effectively the Company is applying its investment policy to meet its objective. The Directors are satisfied that the results shown in the following key performance indicators give a good indication that the Company is achieving its investment objective and policy. These are:

1. Total shareholder return relative to FTSE All Share Index total return

The graph on page 5 shows the Company's total shareholder return against the FTSE All-Share Index total return, in both instances with dividends reinvested.

2. Net asset value per share and total shareholder return

* Total shareholder return is net asset value plus cumulative dividends paid since launch to date.

Net asset value increased by 7.4 per cent. (after adding back the 5.0 pence per share in dividends paid) to 76.0 pence per share for the year ended 31 March 2018.

Total shareholder return increased by 2.5 per cent. to 225.8 pence per share for the year ended 31 March 2018.

Strategic report continued

3. Dividend distributions

Dividends paid in respect of the year ended 31 March 2018 were 5.0 pence per share (2017: 5.0 pence per share), in line with the Board's dividend objective. Cumulative dividends paid since inception amount to 149.8 pence per Ordinary share.

4. Ongoing charges

The ongoing charges ratio for the year ended 31 March 2018 was 2.4 per cent. (2017: 2.4 per cent.). The ongoing charges ratio has been calculated using The Association of Investment Companies' (AIC) recommended methodology. This figure shows shareholders the total recurring annual running expenses (including investment management fees charged to capital reserve) as a percentage of the average net assets attributable to shareholders. The Directors expect the ongoing charges ratio for the year ahead to be approximately 2.4 per cent. The cap on total annual normal expenses, including the management fee, is 3.0 per cent. of the average net asset value.

Gearing

As defined by the Articles of Association, the Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Directors do not currently have any intention to utilise gearing for the Company.

Operational arrangements

The Company has delegated the investment management of the portfolio to Albion Capital Group LLP, which is authorised and regulated by the Financial Conduct Authority. Albion Capital Group LLP also provides company secretarial and other accounting and administrative support to the Company.

Management agreement

Under the Management agreement, the Manager provides investment management, secretarial and administrative services to the Company. The Management agreement can be terminated by either party on 12 months' notice. The Management agreement is subject to earlier termination in the event of certain breaches or on the insolvency of either party. The Manager is paid an annual fee equal to 1.9 per cent. of the net asset value of the Company, and an annual secretarial and administrative fee of £50,000 (2017: £49,000) increased annually by RPI. These fees are payable quarterly in arrears.

In line with common practice, the Manager is also entitled to an arrangement fee, payable by each portfolio company, of approximately 2 per cent. on each new investment made and any applicable monitoring fees.

Management performance incentive

In order to provide the Manager with an incentive to maximise the return to investors, the Company has entered into a management performance incentive arrangement with the Manager. Under the incentive arrangement, the Company will pay an incentive fee to the Manager of an amount equal to 8 per cent. of the excess total return above 5 per cent. per annum, paid out annually in cash as an addition to the management fee. Any shortfall of the target return will be carried forward into

Strategic report continued

subsequent periods and the incentive fee will only be paid once all previous and current target returns have been met.

For the year to 31 March 2018, no incentive fee became due to the Manager (2017: £nil).

No further performance fee will become due until the hurdle rate comprising net asset value, plus dividends from 31 March 2004, has been reached. As of 31 March 2018 the total return from 31 March 2004 amounted to 172.5 pence per share which compared to the hurdle of 192.3 pence per share at that date.

Investment and co-investment

The Company co-invests with other venture capital trusts and funds managed by Albion Capital Group LLP. Allocation of investments is on the basis of an allocation agreement which is based, inter alia, on the ratio of funds available for investment.

Evaluation of the Manager

The Board has evaluated the performance of the Manager based on the returns generated by the Company, the continued compliance under venture capital trust legislation, the long term prospects of current investments, a review of the Management agreement and the services provided therein, and benchmarking the performance of the Manager to other service providers. The Board believes that it is in the interests of shareholders as a whole, and of the Company, to continue the appointment of the Manager for the forthcoming year.

Alternative Investment Fund Managers Directive ("AIFMD")

The Board has appointed Albion Capital Group LLP as the Company's AIFM as required by the AIFMD.

Social and community issues, employees and human rights

The Board recognises the requirement under section 414C of the Companies Act 2006 (the "Act") to detail information about social and community issues, employees and human rights; including any policies it has in relation to these matters and effectiveness of these policies. As an externally managed investment company with no employees, the Company has no policies in these matters and as such these requirements do not apply.

General Data Protection Regulation

The General Data Protection Regulation ("GDPR") was effective from 25 May 2018 with the objective of unifying data privacy requirements across the European Union. The Manager, Albion Capital Group LLP, has taken action to ensure that the Manager and the Company are compliant with the regulation.

Further policies

The Company has adopted a number of further policies relating to:

- Environment
- Global greenhouse gas emissions
- Anti-bribery
- Anti-facilitation of tax evasion
- Diversity

and these are set out in the Directors' report on pages 29 and 30.

Strategic report continued

Risk management

The Board carries out a robust assessment of principal risks in which the Company operates. The principal risks and uncertainties of the Company as identified by the Board and how they are managed are as follows:

Risk	Possible consequence	Risk management
Investment and performance risk	The risk of investment in poor quality assets, which could reduce the capital and income returns to shareholders, and could negatively impact on the Company's current and future valuations. By nature, smaller unquoted businesses, such as those that qualify for venture capital trust purposes, are more fragile than larger, long established businesses.	To reduce this risk, the Board places reliance upon the skills and expertise of the Manager and its track record over many years of making successful investments in this segment of the market. In addition, the Manager operates a formal and structured investment appraisal and review process, which includes an Investment Committee, comprising investment professionals from the Manager and at least one external investment professional. The Manager also invites and takes account of comments from non-executive Directors of the Company on matters discussed at the Investment Committee meetings. Investments are actively and regularly monitored by the Manager (investment managers normally sit on portfolio company boards), including the level of diversification in the portfolio, and the Board receives detailed reports on each investment as part of the Manager's report at quarterly board meetings.
Valuation risk	The Company's investment valuation methodology is reliant on the accuracy and completeness of information that is issued by portfolio companies. In particular, the Directors may not be aware of or take into account certain events or circumstances which occur after the information issued by such companies is reported.	As described in note 2 of the Financial Statements, the investments held by the Company are classified at fair value through profit or loss and valued in accordance with the International Private Equity and Venture Capital Valuation Guidelines. These guidelines set out recommendations, intended to represent current best practice on the valuation of venture capital investments. These investments are valued on the basis of forward looking estimates and judgements about the business itself, its market and the environment in which it operates, together with the state of the mergers and acquisitions market, stock market conditions and other factors. In making these judgements the valuation takes into account all known material facts up to the date of approval of the Financial Statements by the Board. The values of all investments are at cost or price of recent investment (reviewed for impairment) or supported by independent third party professional valuations.
VCT approval risk	The Company must comply with section 274 of the Income Tax Act 2007 which enables its investors to take advantage of tax relief on their investment and on future returns. Breach of any of the rules enabling the Company to hold VCT status could result in the loss of that status.	To reduce this risk, the Board has appointed the Manager, which has a team with significant experience in venture capital trust management, used to operating within the requirements of the venture capital trust legislation. In addition, to provide further formal reassurance, the Board has appointed Philip Hare & Associates LLP as its taxation adviser, who report quarterly to the Board to confirm independently compliance with the venture capital trust legislation, to highlight areas of risk and to inform on changes in legislation. Each investment in a new portfolio company is also pre-cleared with H.M. Revenue & Customs or our professional advisers.

Strategic report continued

Risk	Possible consequence	Risk management
Regulatory and compliance risk	The Company is listed on The London Stock Exchange and is required to comply with the rules of the UK Listing Authority, as well as with the Companies Act, Accounting Standards and other legislation. Failure to comply with these regulations could result in a delisting of the Company's shares, or other penalties under the Companies Act or from financial reporting oversight bodies.	Board members and the Manager have experience of operating at senior levels within or advising quoted companies. In addition, the Board and the Manager receive regular updates on new regulation from its auditor, lawyers and other professional bodies. The Company is subject to compliance checks through the Manager's compliance officer. The Manager reports monthly to its Board on any issues arising from compliance or regulation. These controls are also reviewed as part of the quarterly Board meetings, and also as part of the review work undertaken by the Manager's compliance officer. The report on controls is also evaluated by the internal auditors.
Operational and internal control risk	The Company relies on a number of third parties, in particular the Manager, for the provision of investment management and administrative functions. Failures in key systems and controls within the Manager's business could put assets of the Company at risk or result in reduced or inaccurate information being passed to the Board or to shareholders.	The Company and its operations are subject to a series of rigorous internal controls and review procedures exercised throughout the year. The Audit Committee reviews the Internal Audit Reports prepared by the Manager's internal auditors, PKF Littlejohn LLP. On an annual basis, the Audit Committee Chairman meets with the internal audit partner to provide an opportunity to ask specific detailed questions in order to satisfy itself that the Manager has strong systems and controls in place including those in relation to business continuity. In addition, the Board regularly reviews the performance of its key service providers, particularly the Manager, to ensure they continue to have the necessary expertise and resources to deliver the Company's investment objective and policies. The Manager and other service providers have also demonstrated to the Board that there is no undue reliance placed upon any one individual.
Economic and political risk	Changes in economic conditions, including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and other factors could substantially and adversely affect the Company's prospects in a number of ways.	The Company invests in a diversified portfolio of companies across a number of industry sectors and in addition often invests a mixture of instruments in portfolio companies. At any given time, the Company has sufficient cash resources to meet its operating requirements, including share buy-backs and follow on investments.
Market value of Ordinary shares	The market value of Ordinary shares can fluctuate. The market value of an Ordinary share, as well as being affected by its net asset value and prospective net asset value, also takes into account its dividend yield and prevailing interest rates. As such, the market value of an Ordinary share may vary considerably from its underlying net asset value. The market prices of shares in quoted investment companies can, therefore, be at a discount or premium to the net asset value at different times, depending on supply and demand, market conditions, general investor sentiment and other factors. Accordingly the market price of the Ordinary shares may not fully reflect their underlying net asset value.	The Company operates a share buyback policy, which is designed to limit the discount at which the Ordinary shares trade to around 5 per cent. to net asset value, by providing a purchaser through the Company in absence of market purchasers. From time to time buy-backs cannot be applied, for example when the Company is subject to a close period, or if it were to exhaust any buyback authorities. New Ordinary shares are issued at sufficient premium to net asset value to cover the costs of issue and to avoid asset value dilution to existing investors.

Strategic report continued

Viability statement

In accordance with the FRC UK Corporate Governance Code published in 2016 and principle 21 of the AIC Code of Corporate Governance, the Directors have assessed the prospects of the Company over three years to 31 March 2021. The Directors believe that three years is a reasonable period in which they can assess the future of the Company to continue to operate and meet its liabilities as they fall due, and is also the period used by the Board in the strategic planning process and is considered reasonable for a business of our nature and size. The three year period is considered the most appropriate given the forecasts that the Board require from the Manager and the estimated timelines for finding, assessing and completing investments.

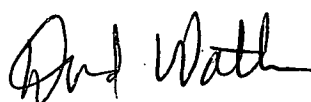
The Directors have carried out a robust assessment of the principal risks facing the Company as explained above, including those that could threaten its business model, future performance, solvency or liquidity. The Board also considered the risk management processes in place to avoid or reduce the impact of the underlying risks. The Board focused on the major factors which affect the economic, regulatory and political environment. The Board considered the role of the Manager and the processes that it has in place for dealing with the principal risks.

The Board assessed the ability of the Company to raise finance and deploy capital. The portfolio is well balanced and geared towards long term growth delivering dividends and capital growth to shareholders. In assessing the prospects of the Company the Directors have considered the cash flow by looking at the Company's income and expenditure projections and funding pipeline over the assessment period of three years and they appear realistic.

Taking into account the processes for mitigating risks, monitoring costs, share price discount, the Manager's compliance with the investment objective, policies and business model and the balance of the portfolio the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period to 31 March 2021.

This Strategic report of the Company for the year ended 31 March 2018 has been prepared in accordance with the requirements of section 414A of the Act. The purpose of this report is to provide Shareholders with sufficient information to enable them to assess the extent to which the Directors have performed their duty to promote the success of the Company in accordance with section 172 of the Act.

For and on behalf of the Board,



David Watkins

Chairman

29 June 2018

The Board of Directors

The following are the Directors of the Company, all of whom operate in a non-executive capacity:

David Watkins MBA (Harvard), Chairman (appointed 9 February 1996)

David Watkins worked for Goldman Sachs from 1972 until 1991 where he was head of Euromarkets Syndication and Head of European Real Estate. He subsequently joined Mountleigh Group PLC where he worked as a director on the restructuring of the business prior to the Group being placed into administration. After a period operating his own corporate finance business, he joined Baring Securities in 1994 as Head of Equity Capital Markets – London, before leaving in mid-1995 when the company went into administration to become Chief Financial Officer and one of the principal shareholders for The Distinguished Programs Group LLC, an insurance distribution and underwriting group. At the end of 2012 he sold his shares in The Distinguished Programs Group LLC, but remains as Vice Chairman. From 1986 to 1990, he was a member of the Council of the London Stock Exchange.

John Kerr ACMA (appointed 9 February 1996)

John Kerr has worked as a venture capitalist and also in manufacturing and service industries. He held a number of finance and general management posts in the UK and USA, before joining SUMIT Equity Ventures, an independent Midlands based venture capital company, where he was managing director from 1985 to 1992. He then became chief executive of Price & Pierce Limited, which acted as the UK agent for overseas producers of forestry products, before leaving in 1997 to become finance director of Ambion Brick, a building materials company bought out from Ibstock PLC. After retiring in 2002, he now works as a consultant. He is an external member of the Manager's investment committee.

Ann Berresford BSc (Hons), ACA (appointed 8 November 2017)

Ann Berresford is a Chartered Accountant with a background in the financial services and energy sectors. She holds a degree in Organic Chemistry and trained as an accountant with Grant Thornton, qualifying with the ICAEW in 1984. She moved into industry in 1985 and worked in financial management and treasury for the British independent oil exploration and production company, Clyde Petroleum plc in both the UK and in The Netherlands. In 1998, following the takeover of Clyde Petroleum plc, she moved into financial services and joined Bristol & West plc which had just become part of the Bank of Ireland Group. She progressed from financial controller of Bristol & West plc to finance director of the Bank of Ireland's UK network and left in 2006. Since then, she has had a number of non-executive roles, including positions at Bath Building Society, the Pensions Protection Fund, Triodos Renewables plc, Hyperion Insurance Group and the Pensions Regulator. She is currently a non-executive director of Secure Trust Bank plc.

Ebbe Dinesen R (Danish) FSR (appointed 26 September 2012)

Ebbe Dinesen qualified as a chartered accountant in Denmark before working in senior positions in the Danish industry. In 1985 he came to the United Kingdom and became CEO of Carlsberg UK in 1987. He later became CEO of Carlsberg-Tetley PLC (now Carlsberg UK) and became executive chairman of that company in 2001. He stepped down in 2006. He was chairman of the British Brewers from 2002 to 2006. Ebbe Dinesen was Danish vice-consul for The Midlands from 1987 to 2006. In 2000 he was knighted by the Queen of Denmark.

Richard Glover (appointed 8 November 2017)

Richard Glover spent 15 years in industrial relations and HR management roles in the 1970s and 1980s first with ICI and then with Grand Metropolitan. Since 1990 he has been involved in two private equity backed businesses in the service sector: first in 1990 the British School of Motoring (BSM), where, as MD and later CEO, he took the Company through flotation and then sale to RAC and in 2000, the accountancy training company ATC International, where he became the majority shareholder in 2003, running the business in Eastern Europe until selling it in 2011. He has also held a number of non-executive director positions in the service sector and remains extensively involved with the Worshipful Company of Haberdashers and its education activities.

Jeff Warren ACCA (appointed 2 October 2007)

Jeff Warren has 30 years' financial management experience, including high level corporate governance and regulatory environment experience. In 1992 he resigned as finance director of Mountleigh Group PLC, which was subsequently placed into administration, and joined Bristol & West Building Society as CFO. Following the acquisition of Bristol & West by Bank of Ireland, he continued as finance director until he was promoted to CEO of Bristol & West PLC in 1999, and subsequently also took responsibility for the Bank of Ireland UK Branch network. In 2003 he moved to take on a role at Group level in Dublin, as Group Chief Development Officer, reporting to the Bank of Ireland CEO. In 2004 he returned to the UK and has since held a number of non-executive roles, including 4 months as a non-executive director of Courts Plc until that company was placed into administration in December 2004.

All Directors are members of the Audit Committee and John Kerr is Chairman.

All Directors are members of the Nomination Committee and David Watkins is Chairman (to be replaced by Richard Glover from 1 August 2018).

All Directors are members of the Remuneration Committee and Jeff Warren is Chairman.

The Manager

Albion Capital Group LLP, is authorised and regulated by the Financial Conduct Authority and is the Manager of Albion Venture Capital Trust PLC. In addition, it manages a further five venture capital trusts, the UCL Technology Fund and provides administration services to Albion Community Power PLC and Albion Care Communities Limited. Albion Capital, together with its subsidiary, OLIM Investment Managers, currently has total assets under management or administration of approximately £1 billion.

The following are specifically responsible for the management and administration of the venture capital trusts managed by Albion Capital Group LLP:

Patrick Reeve MA, ACA, qualified as a chartered accountant before joining Cazenove & Co where he spent three years in the corporate finance department. He joined Close Brothers Group plc in 1989, working in both the development capital and corporate finance divisions before establishing Albion Capital (formerly Albion Ventures) in 1996. He is the managing partner of Albion Capital and is a director of Albion Technology & General VCT PLC, Albion Enterprise VCT PLC and Albion Development VCT PLC, all managed by Albion Capital. He is also chief executive of Albion Community Power PLC, chairman of OLIM Investment Managers, a member of the audit committee of University College London, a director of The Association of Investment Companies, and is on the council of the BVCA.

Will Fraser-Allen BA (Hons), FCA, qualified as a chartered accountant with Cooper Lancaster Brewers in 1996 and then joined their corporate finance team providing corporate finance advice to small and medium sized businesses. He joined Albion Capital in 2001 since when he has focused on leisure and healthcare investing. Will became deputy managing partner of Albion Capital in 2009. Will has a BA in History from Southampton University.

Adam Chirkowski MA (Hons), having graduated in Industrial Economics followed by a Masters in Corporate Strategy, spent five years at N M Rothschild & Sons specialising in mergers and acquisitions, principally in the natural resources and then healthcare sectors, before joining Albion Capital in 2013. He is currently responsible for a number of investments including renewable energy projects, care homes, health clinics, fibre broadband and wedding venues.

Dr. Andrew Elder MA, FRCS, initially practised as a surgeon for six years, specialising in neurosurgery, before joining the Boston Consulting Group (BCG) as a consultant in 2001. Whilst at BCG he specialised in healthcare strategy, gaining experience with many large, global clients across the full spectrum of healthcare including biotechnology, pharmaceuticals, service and care providers, software and telecommunications. He joined Albion Capital in 2005 and became a partner in 2009. He has an MA plus Bachelors of Medicine and Surgery from Cambridge University and is a Fellow of the Royal College of Surgeons (England).

Emil Gigov BA (Hons), FCA, graduated from the European Business School, London, with a BA (Hons) Degree in European Business Administration in 1994. He then joined KPMG in their financial services division and qualified as a chartered accountant in 1997. Following this he transferred to KPMG Corporate Finance where he specialised in the leisure, media and marketing services sectors acting on acquisitions, disposals and fundraising mandates. He joined Albion Capital in 2000 and has since made and exited investments in a number of industry sectors, including healthcare, education, technology, leisure and engineering. Emil became a partner in Albion Capital in 2009. He is also a director of Albion Care Communities Limited.

David Gudgin BSc (Hons), ACMA, qualified as a management accountant with ICL before spending 3 years at the BBC. In 1999 he joined 3i plc as an investor in European technology based in London and Amsterdam. In 2002 he moved to Foursome Investments (now Frog Capital) as the lead investor of an environmental technology and a later stage development capital fund. David joined Albion Capital in 2005 and became a partner in 2009. He is also managing director of Albion Community Power PLC and a director of Albion Care Communities Limited. David has a BSc in Economics from Warwick University.

Vikash Hansrani BA (Hons), ACA, qualified as a chartered accountant with RSM Tenon plc and latterly worked in its corporate finance team. He joined Albion Capital in 2010, where he is currently operations partner for the group. He is also finance director of OLIM Investment Managers, was finance director of Albion Community Power PLC, and is also on the AIC's VCT Technical Committee. He has a BA in Accountancy & Finance from Nottingham Business School.

Robert Henderson BA (Hons), ACA, graduated from Newcastle University with a first class degree in business management. Prior to joining Albion Capital in 2015, he qualified as a chartered accountant with KPMG, spending four years working in transactions and restructuring, primarily in turnaround and M&A situations.

The Manager continued

Ed Lascelles BA (Hons), began by advising quoted UK companies on IPOs, takeovers and other corporate transactions, first with Charterhouse Securities and then ING Barings. Companies ranged in value from £10 million to £1 billion, across the healthcare and technology sectors among others. After moving to Albion Capital in 2004, Ed started investing in the technology, healthcare, financial and business services sectors. Ed became partner in 2009 and is responsible for a number of Albion's technology investments. He graduated from University College London with a first class degree in Philosophy.

Catriona McDonald BA (Hons), graduated from Harvard University, majoring in economics. She joined Albion Capital's technology investment team in 2018 having previously worked for Goldman Sachs in both New York and London. At Goldman Sachs, Cat executed several high profile transactions across the product space including leveraged buyouts, IPOs and M&A.

Dr. Christoph Ruedig MBA, initially practiced as a radiologist, before spending 3 years at Bain & Company. In 2006 he joined 3i plc working for their Healthcare Venture Capital arm leading investments in biotechnology, pharmaceuticals and medical technology. Following this he worked for General Electric UK, where he was responsible for mergers and acquisitions in the medical technology and healthcare IT sectors. He joined Albion Capital in 2011 and became a partner in 2014. He holds a degree in medicine from Ludwig-Maximilians University, Munich and an MBA from INSEAD.

Henry Stanford MA, ACA, qualified as a chartered accountant with Arthur Andersen before joining the corporate finance department of Close Brothers Group in 1992, becoming an assistant director in 1996. He moved to Albion Capital in 1998, where he has been responsible for much of the asset based portfolio. Henry became a partner in Albion Capital in 2009. He holds an MA degree in Classics from Oxford University.

Nadine Torbey MSc, BEng, graduated from the American University of Beirut with a Bachelor in Electrical and Computer Engineering and followed this with a MSc. in Innovation Management and Entrepreneurship from Brown University. She joined Albion Capital's technology investment team in 2018 from Berytech Fund Management, Lebanon. Her career to date has involved many aspects of tech investing including experience in a wide variety of digital platforms, big data management, virtual reality and digital networks.

Robert Whitby-Smith BA (Hons), FCA, MSI, began his career at KPMG and moved on to Credit Suisse First Boston and ING Barings where he advised a number of businesses on capital raising and M&A activity. After moving to Albion Capital in 2005, Robert started investing in the software and tech enabled services, and became a partner in 2009. Robert holds an honours degree in History from the University of Reading and is a Chartered Accountant and a member of the Chartered Institute for Securities and Investment.

Marco Yu PhD, MA, MRICS, qualified as a chartered surveyor at Bouygues (UK), before moving to EC Harris in 2005 where he advised senior lenders on large capital projects. Marco joined Albion Capital in 2007, since when he has specialised in two key investment areas, renewable energy, particularly wind and solar, and asset based businesses ranging from retail, hotels, cinemas and pubs to residential property. Marco graduated from Cambridge University with a first class degree in economics and has a PhD in construction economics from University College London.

Portfolio of investments

Portfolio company	% voting rights held by all Albion* % voting rights managed companies		As at 31 March 2018			As at 31 March 2017			Change in value for the year*** £'000
			Cost** £'000	Cumulative movement in value £'000	Value £'000	Cost** £'000	Cumulative movement in value £'000	Value £'000	
Shinfield Lodge Care Limited	35.3	50.0	6,425	5,026	11,451	6,425	4,088	10,513	938
Active Lives Care Limited	22.2	50.0	4,810	2,648	7,458	4,530	2,227	6,757	421
Kew Green VCT (Stansted) Limited	45.2	50.0	5,910	1,063	6,973	5,910	767	6,677	296
Ryefield Court Care Limited	23.6	50.0	3,880	2,662	6,542	3,540	2,124	5,664	538
Radnor House School (Holdings) Limited	7.1	50.0	2,345	2,441	4,786	2,381	1,935	4,316	506
Chonais River Hydro Limited	9.2	50.0	3,074	1,316	4,390	3,074	767	3,841	549
The Stanwell Hotel Limited	39.2	50.0	5,069	(3,189)	1,880	5,069	(2,783)	2,286	(406)
Gharagain River Hydro Limited	11.5	50.0	1,363	428	1,791	1,363	162	1,525	266
Earnside Energy Limited	9.5	50.0	1,531	88	1,619	1,531	112	1,643	(24)
Bravo Inns II Limited	6.4	50.0	1,085	262	1,347	1,085	132	1,217	130
The Street by Street Solar Programme Limited	6.5	50.0	675	463	1,138	675	372	1,047	91
G. Network Communications Limited	7.6	49.9	710	426	1,136	—	—	—	426
Alto Prodotto Wind Limited	7.4	50.0	660	454	1,114	662	364	1,026	91
MHS 1 Limited	14.8	50.0	1,026	(5)	1,021	1,026	(2)	1,024	(3)
Beddlestead Limited	9.3	50.0	956	—	956	8	—	8	—
TWCL Limited	14.3	50.0	801	(2)	799	1,083	(326)	757	42
Women's Health (London West One) Limited	6.0	40.0	750	—	750	—	—	—	—
Infinite Ventures (Goathill) Limited	11.5	31.0	480	232	712	480	152	632	80
Regenerco Renewable Energy Limited	4.5	50.0	451	232	683	451	177	628	55
Bravo Inns Limited	7.6	50.0	751	(173)	578	751	(170)	581	(3)
Dragon Hydro Limited	7.3	30.0	311	187	498	311	162	473	25
Erin Solar Limited	18.6	50.0	520	(23)	497	520	(11)	509	(12)
AVESI Limited	7.4	50.0	242	99	341	242	80	322	19
Harvest AD Limited	—	—	307	4	311	307	—	307	4
G&K Smart Developments VCT Limited	50.0	100.0	276	(11)	265	276	(20)	256	9
Greenenerco Limited	3.9	50.0	129	86	215	135	66	201	22
Premier Leisure (Suffolk) Limited	9.9	47.4	175	25	200	175	(6)	169	31
Total fixed asset investments			44,712	14,739	59,451	42,010	10,369	52,379	4,091

* Albion Capital Group LLP

** Amounts shown as cost represent the acquisition cost in the case of investments originally made by the Company and/or the fair value attributed to the investments acquired from Albion Prime VCT PLC on the Merger on 25 September 2012.

*** As adjusted for additions and disposals during the year.

The comparative cost and valuations for 31 March 2017 do not agree to the Annual Report and Financial Statements for the year ended 31 March 2017 as the above list does not include brought forward investments that were fully disposed of in the year.

Portfolio of investments continued

Total change in value of investments for the year	4,091
Movement in loan stock accrued interest	(355)
Unrealised gains sub total	3,736
Realised gain in current year	194
Total gains on income investments as per Income statement	3,930

Fixed asset investment realisations during the year ended 31 March 2018	Cost* £'000	Opening carrying value £'000	Disposal proceeds £'000	Total realised (loss)/gain £'000	Gain on opening value £'000
Disposals:					
The Crown Hotel Harrogate Limited	4,245	3,094	3,262	(983)	168
Loan stock repayments:					
Radnor House School (Holdings) Limited	36	36	36	—	—
Greenenerco Limited	5	7	7	2	—
Alto Prodotto Wind Limited	2	3	3	1	—
Escrow adjustments and other:					
Escrow adjustments**	—	—	26	26	26
TWCL Limited***	282	—	—	(282)	—
Total realisations	4,570	3,140	3,334	(1,236)	194

*The cost includes the original cost from Albion Venture Capital Trust PLC and the carried over value on merger from Albion Prime VCT PLC as at 25 September 2012.

**Fair value movements on deferred consideration from previously disposed investments.

***The cost as shown above is after deducting realised losses of £282,000 for TWCL Limited which is still held at the Balance sheet date.

Portfolio companies

Geographical locations

*Portfolio of 27
unquoted companies
employing over 500
people across the
United Kingdom.*

*Renewable energy
sector generating
approximately 30GWh
per annum, capable of
powering over 9,000
typical households.*

Portfolio companies continued

The top ten fixed asset investments by value are shown below.

1. Shinfield Lodge Care Limited

The company operates a 66 bed, purpose built residential care home in Shinfield near Reading, Berkshire. The home provides residential and dementia care to elderly residents and attracts fees in line with the high end, private pay market it targets. Promoting social interaction and offering a wide range of activities are at the core of the care philosophy. The home was recently voted one of the Top 20 care homes in the South East of England. Occupancy continues to grow as the home nears maturity.

Website: www.shinfieldview.com

Filleted audited results:
year to 31 December 2016
Net assets
Basis of valuation:

£'000

730

Third party valuation – earnings multiple

Investment information

£'000

Income recognised in the year

430

Total cost

6,425

Total valuation

11,451

Voting rights

35.3 per cent.

Voting rights for all Albion managed companies

50.0 per cent.

2. Active Lives Care Limited

The company operates a 75 bed, purpose built residential care home in Cumnor Hill, Oxford. The home provides nursing, residential and dementia care to elderly residents and attracts fees in line with the high end, private pay market it targets. Promoting social interaction and offering a wide range of activities are at the core of the care philosophy. Occupancy continues to grow as the home nears maturity.

Website: www.cumnorhillhouse.com

Filleted audited results:
year to 31 December 2016

£'000

Net liabilities

(178)

Basis of valuation:

Third party valuation – earnings multiple

Investment information

£'000

Income recognised in the year

553

Total cost

4,810

Total valuation

7,458

Voting rights

22.2 per cent.

Voting rights for all Albion managed companies

50.0 per cent.

Portfolio companies continued

3. Kew Green VCT (Stansted) Limited

The company developed and operates the Holiday Inn Express hotel at London Stansted Airport under a 125 year lease and a new 25 year franchise agreement. The hotel opened with 183 bedrooms in January 2005 and expanded to 254 bedrooms in July 2007. In June 2018 the company was refinanced with bank debt, enabling the remaining loan stock and the share premium originally paid by investors to be repaid (see note 19). A substantial refurbishment of the public areas took place in early 2018 and the bedrooms are currently being upgraded to the latest brand standards.

Website: www.expressstanstedairport.co.uk

Audited results: year to 31 August 2017

	£'000
Turnover	5,716
EBITDA	1,202
Profit before tax	573
Net assets	5,340
Basis of valuation:	Third party valuation – earnings multiple

Investment information

	£'000
Income recognised in the year	317
Total cost	5,910
Total valuation	6,973
Voting rights	45.2 per cent.
Voting rights for all Albion managed or advised companies	50.0 per cent.

4. Ryefield Court Care Limited

The company operates a 60 bed, purpose built residential care home in Hillingdon, London. The home provides residential and dementia care to elderly residents and attracts fees in line with the high end, private pay market it targets. Promoting social interaction and offering a wide range of activities are at the core of the care philosophy. In 2017 the home was rated "Outstanding" by CQC, the regulatory body, which places it among the top 1 % of care homes in London and the South East. Separately, the home was recently voted one of the Top 20 care homes in London. Occupancy continues to grow as the home nears maturity.

Website: www.ryefieldcourt.com

Filleted audited results: year to 30 April 2017

	£'000
Net liabilities	(447)
Basis of valuation:	Third party valuation – earnings multiple

Investment information

	£'000
Income recognised in the year	405
Total cost	3,880
Total valuation	6,542
Voting rights	23.6 per cent.
Voting rights for all Albion managed companies	50.0 per cent.

Portfolio companies continued

5. Radnor House School (Holdings) Limited

Radnor House operates two independent schools in Twickenham and Sevenoaks. The Twickenham school trades at near mature levels with more than 400 children on the roll. The school in Sevenoaks, which was acquired in 2015 as a turnaround opportunity, is now growing strongly with over 400 children on the roll and further capacity to expand. Both schools aim to deliver a personalised education experience to each student with a focus on learning. The curriculum and co-curricular activities are designed to give each child a wide range of academic and other skills and prepare him or her for a dynamic and rapidly changing world.

Audited results: year to 31 August 2017	£'000	Investment information	£'000
Turnover	11,487	Income recognised in the year	230
EBITDA	1,489	Total cost	2,345
Loss before tax	(552)	Total valuation	4,786
Net assets	30,951	Voting rights	7.1 per cent.
Basis of valuation:	Third party valuation – earnings multiple	Voting rights for all Albion managed companies	50.0 per cent.

Website: www.radnorhouse.org

Website: www.thestanwell.com

6. Chonais River Hydro Limited

Chonais River Hydro is a 2MW hydropower scheme near Loch Carron in the Scottish Highlands. It is a run-of-river scheme, taking water from a small river via an intake on the mountainside. The scheme is low visual impact with the only visible components being a small intake and a powerhouse, both of which are built using local material. It generates enough electricity to power about 2,000 homes. It benefits from inflation-protected renewable subsidies for a period of 20 years. The scheme was commissioned in 2014 and has been generating successfully since.

7. The Stanwell Hotel Limited

The company owns and operates The Stanwell Heathrow Hotel, a four star boutique hotel in the village of Stanwell, just south of Heathrow Airport. The company acquired the freehold property when it had 19 bedrooms and undertook an extensive redevelopment, enlarging the hotel to 52 bedrooms. Recent additions have been an extension to the restaurant area which doubles as a popular meeting room, a new entrance and the introduction of a fitness suite.

Filleted audited results: year to 30 September 2017	£'000	Investment information	£'000
Net liabilities (57)		Income recognised in the year	276
Basis of valuation: Third party valuation – discounted cash flow		Total cost	3,074
		Total valuation	4,390
		Voting rights	9.2 per cent.
		Voting rights for all Albion managed companies	50.0 per cent.

Filleted audited results: year to 31 August 2017	£'000	Investment information	£'000
Net liabilities (7,914)		Income recognised in the year	–
Basis of valuation: Third party valuation – earnings multiple		Total cost	5,069
		Total valuation	1,880
		Voting rights	39.2 per cent.
		Voting rights for all Albion managed companies	50.0 per cent.

Portfolio companies^{continued}

8. Gharagain River Hydro Limited

Gharagain River Hydro is a 1MW hydropower scheme near Loch Carron in the Scottish Highlands, about 3 miles from Chonais River Hydro. It is a run-of-river scheme with the same design as Chonais River Hydro. It generates enough electricity to power about 1,000 homes. It benefits from inflation-protected renewable subsidies for a period of 20 years. The scheme was commissioned in 2014 and has been generating successfully since.

Filleted audited results:

year to		Investment information	£'000
30 September 2017	£'000		
Net assets	194	Income recognised in the year	119
Basis of valuation:		Total cost	1,363
Third party valuation – discounted cash flow		Total valuation	1,791
		Voting rights	11.5 per cent.
		Voting rights for all Albion managed companies	50.0 per cent

9. Earnside Energy Limited

Website: www.earnsideenergy.com

Earnside Energy owns and operates an anaerobic digestion ("AD") plant and composting facility in Perthshire in Scotland. The AD plant, which has recently undergone a significant expansion programme, turns waste food into electricity and produces digestate for use as an agricultural fertiliser, while the composting facility produces compost from co-mingled food and garden waste. The combined facility is capable of processing c. 75,000 tonnes of waste per annum.

Audited results:

year to 31 December 2016	£'000	Investment information	£'000
Turnover	2,608	Income recognised in the year	–
EBITDA	372	Total cost	1,531
Loss before tax	(722)	Total valuation	1,619
Net assets	803	Voting rights	9.5 per cent.
Basis of valuation:	Third party valuation – discounted cash flow	Voting rights of all Albion managed companies	50.0 per cent.

10. Bravo Inns II Limited

Bravo Inns II was formed in September 2007 to acquire freehold pubs in the North of England. The Bravo strategy is to acquire closed and underinvested sites, undertaking high quality refurbishments before trading as wet-led community pubs. The estate currently consists of 31 sites and the Bravo team are looking to add 2-3 sites a year to grow the estate.

Filleted audited results:

year to		Investment information	£'000
31 March 2017	£'000		
Net assets	4,467	Income recognised in the year	3
Basis of valuation:		Total cost	1,085
Third party valuation – earnings multiple		Valuation	1,347
		Voting rights	6.4 per cent.
		Voting rights for all Albion managed companies	50.0 per cent.

Website: www.bravoinsns.com

Directors' report

The Directors submit their Annual Report and the audited Financial Statements on the affairs of Albion Venture Capital Trust PLC (the "Company") for the year ended 31 March 2018. The Statement of corporate governance on pages 33 to 37 forms a part of the Directors' report.

BUSINESS REVIEW

Principal activity and status

The principal activity of the Company is that of a venture capital trust. It has been approved by H.M. Revenue & Customs ('HMRC') as a venture capital trust in accordance with the Income Tax Act 2007 and, in the opinion of the Directors, the Company has conducted its affairs so as to enable it to continue to obtain such approval. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007 and further details of this can be found on page 29 of this Directors' report.

The Company is not a close company for taxation purposes and its shares are premium listed on the official list of the London Stock Exchange.

Under current tax legislation, shares in the Company provide tax-free capital growth and income distribution, in addition to the income tax relief some investors would have obtained when they invested in the original share offers.

Capital structure

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 15. The Ordinary shares are designed for individuals who are seeking, over the long term, investment exposure to a diversified portfolio of unquoted investments. The investments are spread over a number of sectors, to produce a regular and predictable source of income, combined with the prospect of longer term capital growth.

All Ordinary shares (except for treasury shares, which have no right to dividend or voting rights) rank *pari passu* for voting rights and each Ordinary share is entitled to one vote. There are no restrictions on the transfer of shares or on voting rights.

Shareholders are entitled to receive dividends and the return of capital on winding up or other return of capital based on the surpluses attributable to the shares.

Issue and buy-back of Ordinary shares

During the year the Company issued a total of 1,186,774 Ordinary shares (2017: 8,974,488), of which 365,978 Ordinary shares (2017: 8,221,867) were issued under the Albion VCTs Top Up Offers; and 820,796 Ordinary shares (2017: 752,621) were issued under the Company's Dividend Reinvestment Scheme.

The Company operates a policy of buying back shares either for cancellation or for holding in treasury. Details regarding the current buy-back policy can be found on page 9 of the Chairman's statement.

Substantial interests and shareholder profile

As at 31 March 2018 and at the date of this report, the Company was not aware of any shareholder who had a beneficial interest exceeding 3 per cent. of voting rights. There have been no disclosures in accordance with Disclosure Guidance and Transparency Rule 5 made to the Company during the year ended 31 March 2018, and to the date of this report.

Future developments of the business

Details on the future developments of the business can be found on page 9 of the Chairman's statement and on page 12 of the Strategic report.

Results and dividends

Detailed information on the results and dividends for the year ended 31 March 2018 can be found in the Strategic report on page 11.

Going concern

In accordance with the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting issued by the Financial Reporting Council in 2016, the Board has assessed the Company's operation as a going concern. The Company has significant cash and liquid resources, its portfolio of investments is well diversified in terms of sector and the major cash outflows of the Company (namely investments, buy-backs and dividends) are within the Company's control. Accordingly, after making diligent enquiries the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence over a period of at least twelve months from the date of approval of the Financial Statements. For this reason, the Directors have considered it appropriate to adopt the going concern basis of accounting.

The Board's assessment of liquidity risk and details of the Company's policies for managing its capital and financial risks are shown in note 17. The Company's business activities, together with details of its performance are shown in the Strategic report and this Directors' report.

Post balance sheet events

Details of events that have occurred since 31 March 2018 are shown in note 19.

Principal risks and uncertainties

A summary of the principal risks faced by the Company is set out on pages 15 and 16 of the Strategic report.

Directors' report continued

Maintenance of VCT qualifying status

The investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HMRC. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007 as follows:

- (1) The Company's income must be derived wholly or mainly from shares and securities;
- (2) At least 70 per cent. of the HMRC value of its investments must have been represented throughout the year by shares or securities that are classified as 'qualifying holdings' (80 per cent. from 1 April 2020 for the Company);
- (3) Until 5 April 2018 for funds raised to 5 April 2011, at least 30 per cent. by HMRC value of its total qualifying holdings must have been represented throughout the year by holdings of 'eligible shares'. For funds raised after 5 April 2011 and for investments made after 5 April 2018 the figure is 70 per cent;
- (4) At the time of investment, or addition to an investment, the Company's holdings in any one company (other than another VCT) must not have exceeded 15 per cent. by HMRC value of its investments;
- (5) The Company must not have retained greater than 15 per cent. of its income earned in the year from shares and securities;
- (6) The Company's shares, throughout the year, must have been listed on a regulated European market;
- (7) An investment in any company must not cause that company to receive more than £5 million in State aid risk finance in the 12 months up to the date of the investment, nor more than £12 million in total (£20 million for a "knowledge intensive" company);
- (8) The Company must not invest in a company whose trade is more than seven years old (ten years for a "knowledge intensive" company) unless the Company previously received State aid risk finance in its first seven years, or a turnover test is satisfied;
- (9) The Company's investment in another company must not be used to acquire another business, or shares in another company; and
- (10) The Company may only make qualifying investments or certain non-qualifying investments permitted by Section 274 of the Income Tax Act 2007.

These tests drive a spread of investment risk through prohibiting holdings of more than 15 per cent. by HMRC value in any portfolio company. The tests have been carried out and independently reviewed for the year ended 31 March 2018. The Company has complied with all tests and continues to do so.

'Qualifying holdings' include shares or securities (including unsecured loans with a five year or greater maturity period) in companies which operate a 'qualifying trade' wholly or mainly in the United Kingdom. Eligible shares must comprise at least 10 per cent. by HMRC value of the total of the shares and securities that the Company holds in any one portfolio company. 'Qualifying trade' excludes, amongst other sectors, dealing in property or shares and securities, insurance, banking and agriculture. Details of the sectors in which the Company is invested can be found in the pie chart on page 10.

A "knowledge intensive" company is one which is carrying out significant amounts of R&D from which the greater part of its business will be derived, or where those R&D activities are being carried out by staff with certain higher educational attainments.

Portfolio company gross assets must not exceed £15 million immediately prior to the investment and £16 million immediately thereafter.

The Finance Act 2018 contained a number of measures that affect all VCTs which will be phased in over the coming years. Further details of some of the changes introduced can be found in the Strategic report on page 11.

Environment

The management and administration of the Company is undertaken by the Manager, Albion Capital Group LLP. Albion Capital Group LLP recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by its activities. Initiatives designed to minimise the Company's impact on the environment include recycling and reducing energy consumption.

Global greenhouse gas emissions

The Company has no greenhouse gas emissions to report from the operations of the Company, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) regulations 2013, including those within our underlying investment portfolio.

Anti-bribery policy

The Company has adopted a zero tolerance approach to bribery, and will not tolerate bribery under any circumstances in any transaction the Company is involved in.

Directors' report continued

Albion Capital Group LLP reviews the anti-bribery policies and procedures of all portfolio companies.

Anti-facilitation of tax evasion policy

The Company has adopted a zero tolerance approach with regards to the facilitation of criminal tax evasion and has put in place a robust risk assessment procedure to ensure compliance. The Board reviews this policy and the prevention procedures in place for all associates on a regular basis.

Diversity

The Board currently consists of five male and one female Director. The Board's policy on the recruitment of new directors is to attract a range of backgrounds, skills and experience and to ensure that appointments are made on the grounds of merit against clear and objective criteria and to bear in mind gender and other diversity within the Board.

More details on the Directors can be found in the Board of Directors section on page 18.

The Manager has an equal opportunities policy and currently employees 12 men and 16 women.

Employees

The Company is managed by Albion Capital Group LLP and hence has no employees other than its Directors.

Directors

The Directors who held office throughout the year, and their interests in the shares of the Company (together with those of their immediate family) are shown in the Directors' remuneration report on page 39.

Directors' indemnity

Each Director has entered into a Deed of Indemnity with the Company which indemnifies each Director, subject to the provisions of the Companies Act 2006 and the limitations set out in each deed, against any liability arising out of any claim made against him or her in relation to the performance of his or her duties as a Director of the Company. A copy of each Deed of Indemnity entered into by the Company for each Director is available at the registered office of the Company.

Re-election of Directors

Directors' retirement and re-election is subject to the Articles of Association and the UK Corporate Governance Code. At the forthcoming Annual General Meeting, John Kerr and Jeff Warren will retire and offer themselves for re-election as they have been Directors of the Company for more than nine years. The Board does not consider that the length of service reduces their ability to act independently of the Manager. As Richard Glover and Ann Berresford have been appointed since the last Annual General

Meeting, they will both resign and be subject to election at the forthcoming Annual General Meeting.

Advising ordinary retail investors

The Company currently conducts its affairs so that its shares can be recommended by financial intermediaries to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The FCA's restrictions which apply to non-mainstream investment products do not apply to the Company's shares because they are shares in a VCT which, for the purposes of the new rules relating to non-mainstream investment products, are excluded securities and may be promoted to ordinary retail investors without restriction.

Packaged Retail and Insurance-based Investment Products ("PRIIPs")

Investors should be aware that the PRIIPs Regulation requires the Manager, as PRIIP manufacturer, to prepare a Key Information Document ("KID") in respect of the Company. This KID must be made available by the Manager to retail investors prior to them making any investment decision and is available on the Company's webpage on the Manager's website. The Company is not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by the law. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

Auditor

The Audit Committee annually reviews and evaluates the standard and quality of service provided by the Auditor, as well as value for money in the provision of these services. A resolution to re-appoint BDO LLP will be put to the Annual General Meeting.

Annual General Meeting

The Annual General Meeting will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS at 11:00am on 13 August 2018. The notice of the Annual General Meeting is at the end of this document.

The proxy form enclosed with this Annual Report and Financial Statements permits shareholders to disclose votes 'for', 'against', and 'withheld'. A 'vote withheld' is not a vote in law and will not be counted in the proportion of the votes for and against the resolution. A summary of proxies lodged at the Annual General Meeting will be published at www.albion.capital/funds/AAVC under the "Financial Reports and Circulars section".

Resolutions relating to the following items of special business will be proposed at the forthcoming Annual General Meeting for which shareholder approval is required in order to comply either

Directors' report continued

with the Companies Act or the Listing Rules of the Financial Conduct Authority.

Change of investment policy

Ordinary resolution number 9 proposes that the Company's investment policy be amended to enable the Company to comply with new VCT qualifying requirements.

Authority to allot shares

Ordinary resolution number 10 will request the authority to allot up to an aggregate nominal amount of £192,486 representing approximately 20 per cent. of the issued Ordinary share capital of the Company as at the date of this report.

The Directors' current intention is to allot shares under the Dividend Reinvestment Scheme and any Albion VCTs Top Up Offers. The Company currently holds 9,730,188 Ordinary shares in treasury which represents 10.1 per cent. of the total Ordinary share capital in issue as at 31 March 2018.

This resolution replaces the authority given to the Directors at the Annual General Meeting in 2017. The authority sought at the forthcoming Annual General Meeting will expire 15 months from the date this resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

Disapplication of pre-emption rights

Special resolution number 11 will request the authority for the Directors to allot equity securities for cash without first being required to offer such securities to existing members. This will include the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The authority relates to a maximum aggregate of £192,486 of the nominal value of the share capital representing approximately 20 per cent. of the issued Ordinary share capital of the Company as at the date of this report.

This resolution replaces the authority given to the Directors at the Annual General Meeting in 2017. The authority sought at the forthcoming Annual General Meeting will expire 15 months from the date this resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

Purchase of own shares

Special resolution number 12 will request the authority to purchase a maximum of 14,426,856 shares representing 14.99 per cent. of the Company's issued Ordinary share capital at, or between, the minimum and maximum prices specified in resolution 12. Shares bought back under this authority may be cancelled.

The Board believes that it is helpful for the Company to continue to have the flexibility to buy its own shares and this resolution seeks authority from shareholders to do so.

This resolution would renew the 2017 authority, which was on similar terms. During the financial year under review, the Company purchased 1,467,000 Ordinary shares for treasury of

nominal value of £15,000 at an aggregate consideration of £1,019,000, including stamp duty, representing 1.5 per cent. of the issued share capital of the Company as at 31 March 2018. The maximum nominal value of treasury shares held during the year was £97,000.

The authority sought at the Annual General Meeting will expire 15 months from the date this resolution is passed or at the conclusion of the next Annual General Meeting, whichever is earlier.

Treasury shares

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003, shares purchased by the Company out of distributable profits can be held as treasury shares, which may then be cancelled or sold for cash. The authority sought by this resolution is intended to apply equally to shares to be held by the Company as treasury shares.

Special resolution number 13 will request the authority to permit Directors to sell treasury shares at the higher of the prevailing current share price and the price at which they were bought in at.

Recommendation

The Board believes that the passing of the resolutions above is in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of these resolutions, as the Directors intend to do in respect of their own shareholdings.

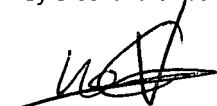
Disclosure of information to the Auditor

In the case of the persons who are Directors of the Company at the date of approval of this report:

- so far as each of the Directors are aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each of the Directors has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

This disclosure is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By Order of the Board



Albion Capital Group LLP

Company Secretary
1 King's Arms Yard
London, EC2R 7AF
29 June 2018

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP") (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the Company for that period.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK GAAP subject to any material departures disclosed and explained in the Financial Statements; and
- prepare a Directors' report, a Strategic report and Directors' remuneration report which comply with the requirements of the Companies Act 2006.

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

The Directors are responsible for ensuring that the Annual Report and Financial Statements, taken as a whole, are fair, balanced, and understandable and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Website publication

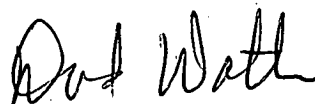
The Directors are responsible for ensuring the Annual Report and Financial Statements are made available on a website. Financial Statements are published on the Company's webpage on the Manager's website (www.albion.capital/funds/AAVC) in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's webpage is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Directors' responsibilities pursuant to Disclosure Guidance and Transparency Rule 4 of the UK Listing Authority

The Directors confirm to the best of their knowledge:

- The Financial Statements have been prepared in accordance with UK GAAP and give a true and fair view of the assets, liabilities, financial position and profit of the Company.
- The Annual Report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board



David Watkins

Chairman

29 June 2018

Statement of corporate governance

Background

The Financial Conduct Authority requires all companies listed on a regulated market to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (the "Code") issued by the Financial Reporting Council ("FRC") in 2016.

The Board has also considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders than reporting under the Code alone.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code, except as set out below.

Application of the Principles of the Code

The Board attaches importance to matters set out in the Code and applies its principles. However, as a venture capital trust company, most of the Company's day-to-day responsibilities are delegated to third parties and the Directors are all non-executive. Thus, not all the provisions of the Code are directly applicable to the Company.

Board of Directors

The Board consists solely of independent non-executive Directors. Since all Directors are non-executive and day-to-day management responsibilities are sub-contracted to the Manager, the Company does not have a Chief Executive Officer.

David Watkins is the Chairman and Jeff Warren is the Senior Independent Director. From 1 August 2018, Richard Glover will be appointed as the Chairman.

John Kerr is an external member of the Investment Committee of Albion Capital Group LLP. The Board has reviewed and approved this role and concluded it does not affect his independence.

John Kerr and Jeff Warren have both been Directors of the Company for more than nine years and, in accordance with the recommendations of the AIC code, are subject to annual re-election. The Board does not have a policy of limiting the tenure of any Director as the Board does not consider that a Director's

length of service reduces his or her ability to act independently of the Manager.

The Directors have a range of business and financial skills which are relevant to the Company; these are described in the Board of Directors section of this Annual Report, on page 18. Directors are provided with key information on the Company's activities, including regulatory and statutory requirements, and internal controls, by the Manager. The Board has direct access to secretarial advice and compliance services by the Manager, who is responsible for ensuring that Board procedures are followed and applicable procedures complied with. All Directors are able to take independent professional advice in furtherance of their duties if necessary. In accordance with the UK Corporate Governance Code, the Company has in place Directors' & Officers' Liability Insurance.

As Richard Glover and Ann Berresford have been appointed since the last Annual General Meeting, they will both resign and be subject to election at the forthcoming Annual General Meeting.

The Directors have considered diversity in relation to the composition of the Board and have considered that its membership is diverse in relation to its experience and balance of skills. Further details on the policy regarding the recruitment of new directors can be found in the Nomination Committee section on page 36.

The Board met four times during the year as part of its regular programme of Board meetings. All of the Directors attended all meetings, except for Richard Glover and Ann Berresford who joined the Board on 8 November 2017. A sub-committee of the Board comprising at least two Directors met during the year to allot shares issued under the Dividend Reinvestment Scheme and the Albion VCTs Top Up Offers.

The Chairman ensures that all Directors receive, in a timely manner, all relevant management, regulatory and financial information. The Board receives and considers reports regularly from the Manager and other key advisers, and ad hoc reports and information are supplied to the Board as required. The Board has a formal schedule of matters reserved for it and the agreement between the Company and its Manager sets out the matters over which the Manager has authority and limits beyond which Board approval must be sought.

The Manager has authority over the management of the investment portfolio, the organisation of custodial services, accounting, secretarial and administrative services. The main issues reserved for the Board include:

- the appointment, evaluation, removal and remuneration of the Manager;

Statement of corporate governance

continued

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- *consideration of corporate strategy and corporate events that arise;*
- application of the principles of the UK Corporate Governance Code, corporate governance and internal control;
- review of sub-committee recommendations, including the recommendation to shareholders for the appointment and remuneration of the Auditor;
- evaluation of non-audit services provided by the external Auditor;
- approval of the appropriate dividend to be paid to shareholders;
- reviewing the performance of the Company, including monitoring of the discount of the net asset value and the share price;
- share buy-back and treasury share policy; and
- monitoring shareholder profile and considering shareholder communications.

It is the responsibility of the Board to present an Annual Report and Financial Statements that are fair, balanced and understandable, which provides the information necessary for shareholders to assess the position, performance, strategy and business model of the Company.

Committees' and Directors' performance evaluation

Performance of the Board and the Directors is assessed on the following:

- attendance at Board and Committee meetings;
- the contribution made by individual Directors at, and outside of, Board and Committee meetings; and
- completion of a detailed internal assessment process and annual performance evaluation conducted by the Chairman. The Senior Independent Director reviews the Chairman's annual performance evaluation.

The evaluation process has identified that the Board works well together and has the right balance of skills, experience, independence and knowledge for the effective governance of the Company. Diversity within the Board is achieved through the appointment of directors with different sector backgrounds and skills.

Directors are offered training, both at the time of joining the Board and on other occasions where required. The Board also

undertakes a proper and thorough evaluation of its committees on an annual basis.

Directors' retirement and re-election is subject to the Articles of Association and the AIC Code. Directors are subject to re-election every three years and Directors who have served longer than nine years and non-independent Directors, to re-election every year.

In light of the structured performance evaluation, John Kerr and Jeff Warren who are subject to re-election, and Richard Glover and Ann Berresford who are subject to election at the forthcoming Annual General Meeting, are considered to be effective Directors who demonstrate strong commitment to the role. The Board believes it to be in the best interest of the Company to appoint these Directors at the forthcoming Annual General Meeting.

Remuneration Committee

Jeff Warren is Chairman of the Remuneration Committee and all of the Directors are members of this Committee. The Committee meets once a year and held one formal meeting during the year which was attended by all the Directors except Richard Glover and Ann Berresford who joined on 8 November 2017.

The terms of reference for the Remuneration Committee can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the Corporate Governance section.

Audit Committee

The Audit Committee consists of all Directors and John Kerr is Chairman. In accordance with the Code, all members of the Audit Committee have recent and relevant financial experience and therefore it is considered appropriate for the whole Board to be part of the Audit Committee. The Committee met twice during the year ended 31 March 2018; all members attended all meetings, except Richard Glover and Ann Berresford who joined on 8 November 2017.

Written terms of reference have been constituted for the Audit Committee and can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the Corporate Governance section.

During the year under review, the Committee discharged its responsibilities including:

- formally reviewing the Annual Report and Financial Statements, the Half-yearly Financial Report, the Interim Management Statements and the associated announcements, with particular focus on the main areas requiring judgement and on critical accounting policies;

Statement of corporate governance

continued

- reviewing the effectiveness of the internal controls system and examination of the Internal Controls Report produced by the Manager;
- meeting with the external Auditor and reviewing their findings;
- reviewing the performance of the Manager and making recommendations regarding their re-appointment to the Board;
- highlighting the key risks and specific issues relating to the Financial Statements including the reasonableness of valuations, compliance with accounting standards and UK law, corporate governance and listing and disclosure rules as well as going concern. These issues were addressed through detailed review, discussion and challenge by the Board of these matters, as well as by reference to underlying technical information;
- advising the Board on whether the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy; and
- reporting to the Board on how it has discharged its responsibilities.

Financial Statements

The Audit Committee has initial responsibility for reviewing the Financial Statements and reporting on any significant issues that arise in relation to the audit of the Financial Statements as outlined below. The Audit Committee considered whether these issues were properly considered at the planning stage of the audit and such issues were discussed with the external Auditor at the planning stage of the audit and at the completion of the audit of the Financial Statements. No major conflicts arose between the Audit Committee and the external Auditor in respect of their work during the period.

The key accounting and reporting issues considered by the Committee were:

The valuation of the Company's investments

Valuations of investments are prepared by the Manager. The Audit Committee reviewed the estimates and judgements made in relation to these investments and were satisfied that they were appropriate. The Audit Committee also discussed the controls in place over the valuation of investments. The Committee recommended investment valuations to the Board for approval.

Revenue recognition

The revenue generated from loan stock interest and dividend income has been considered by the Audit Committee as part of

its review of the Annual Report as well as a quarterly review of the management accounts prepared by the Manager. The Audit Committee has considered the controls in place over revenue recognition to ensure that amounts received are in line with expectation and budget.

Following rigorous reviews of the Annual Report and Financial Statements and consideration of the key areas of risk identified, the Audit Committee and Board has concluded that, as a whole, the Financial Statements are fair, balanced and understandable and that they provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Relationship with the External Auditor

The Audit Committee reviews the performance and continued suitability of the Company's external Auditor on an annual basis. They assess the external Auditor's independence, qualification, extent of relevant experience, effectiveness of audit procedures as well as the robustness of their quality assurance procedures. In advance of each audit, the Committee obtains confirmation from the external Auditor that they are independent and of the level of non-audit fees earned by them and their affiliates. No non-audit services were provided during the financial year ended 31 March 2018.

As part of its work, the Audit Committee has undertaken a formal evaluation of the external Auditor against the following criteria;

- Qualification
- Expertise
- Resources
- Effectiveness
- Independence
- Leadership

In order to form a view of the effectiveness of the external audit process, the Committee took into account information from the Manager regarding the audit process, the formal documentation issued to the Audit Committee and the Board by the external Auditor regarding the external audit for the year ended 31 March 2018, and assessments made by individual Directors.

During the year, the Audit Committee undertook a competitive tender process for appointment of the external auditor for the financial year ending 31 March 2018, so as to ensure auditor independence and continued quality of judgement. The core legislation mandates that the maximum period for which a firm can be appointed auditor of a public interest entity is 10 years. Member states can choose to make this period shorter, or they can choose to allow extensions: to 20 years if a competitive

Statement of corporate governance

continued

tender is held at the 10 year point. BDO first acted as Auditor for the year ended 31 March 2008. The Company can confirm that there are no contractual obligations that restrict the Company's choice of external auditor. As a result of this selection process, and evaluation of objective and subjective criteria, it was decided to retain BDO LLP as the external auditor of the Company. The Audit Committee will continue to review and evaluate the standard and quality of service provided by the Auditor, as well as value for money in the provision of these services on an annual basis.

The Audit Committee also has an annual meeting with the external Auditor, without the Manager present, at which pertinent questions are asked to help the Audit Committee determine if the Auditor's skills match all the relevant and appropriate criteria.

Based on the assurance obtained, the Audit Committee recommended to the Board a resolution to re-appoint BDO LLP as Auditor at the forthcoming Annual General Meeting.

Nomination Committee

The Nomination Committee consists of all Directors, with David Watkins as Chairman. From 1 August 2018 Richard Glover will be appointed as Chairman.

The Board's policy on the recruitment of new directors is to attract a range of backgrounds, skills and experience and to ensure that appointments are made on the grounds of merit against clear and objective criteria and bear in mind gender and other diversity within the Board.

The Nomination Committee met during the year, and following a detailed interview and referencing process, the Nomination Committee recommended the appointment of Richard Glover and Ann Berresford as Directors.

The terms of reference for the Nomination Committee can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the Corporate Governance section.

Internal control

In accordance with the UK Corporate Governance Code, the Board has an established process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place throughout the year and continues to be subject to regular review by the Board in accordance with the FRC guidance "Risk Management, Internal Control and Related Financial and Business Reporting". The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. However, acknowledging that such a system is designed to manage, rather than eliminate, the risks of failure to

achieve the Company's business objectives, such controls can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, assisted by the Audit Committee, monitors all controls, including financial, operational and compliance controls, and risk management. The Audit Committee receives each year from the Manager a formal report, which details the steps taken to monitor the areas of risk, including those that are not directly the responsibility of the Manager, and which reports the details of any known internal control failures. Steps continue to be taken to embed the system of internal control and risk management into the operations and culture of the Company and its key suppliers, and to deal with areas of improvement which come to the Manager's and the Audit Committee's attention.

The Board, through the Audit Committee, has performed a specific assessment for the purpose of this Annual Report and Financial Statements. This assessment considers all significant aspects of internal control arising during the year. The Audit Committee assists the Board in discharging its review responsibilities.

The main features of the internal control system with respect to financial reporting are:

- segregation of duties between the preparation of valuations and recording in accounting records;
- independent third party valuations of the majority of the asset-backed investments within the portfolio are undertaken annually;
- reviews of valuations are carried out by the managing partner and reviews of financial reports are carried out by the operations partner of Albion Capital Group LLP;
- bank reconciliations are carried out monthly, and stock reconciliations are carried out six-monthly, by the Manager in accordance with the FCA requirements;
- all published financial reports are reviewed by Albion Capital Group LLP compliance department;
- the Board reviews financial information; and
- a separate Audit Committee of the Board reviews financial information due to be published.

As the Board has delegated the investment management and administration to Albion Capital Group LLP, the Board feels that it is not necessary to have its own internal audit function. Instead, it has access to PKF Littlejohn LLP, which, as internal auditor for Albion Capital Group LLP undertakes periodic examination of the business processes and controls environment at Albion Capital

Statement of corporate governance

continued

Group LLP, and ensures that any recommendations to implement improvements in controls are carried out. During the year, the Audit Committee and the Board reviewed internal audit reports prepared by PKF Littlejohn LLP. The Board and the Audit Committee will continue to monitor its system of internal control in order to provide assurance that it operates as intended.

Conflicts of interest

Directors review the disclosure of conflicts of interest annually, with changes reviewed and noted at the beginning of each Board meeting. A Director who has conflicts of interest has two independent Directors authorise those conflicts, and is excluded from discussions or decisions regarding those conflicts. Procedures to disclose and authorise conflicts of interest have been adhered to throughout the year.

Capital structure and Articles of Association

Details regarding the Company's capital structure, substantial interests and Directors' powers to buy and issue shares are detailed in full on pages 28 and 31 of the Directors' report. The Company is not party to any significant agreements that may take effect, alter or terminate upon a change of control of the Company following a takeover bid.

Any amendments to the Company's Articles of Association are by way of a special resolution subject to ratification by shareholders.

Relationships with shareholders

The Company's Annual General Meeting on 13 August 2018 will be used as an opportunity to communicate with investors. The Board, including the Chairman of the Audit Committee, will be available to answer questions at the Annual General Meeting.

At the Annual General Meeting, the level of proxies lodged on each resolution, the balance for and against the resolution, and the number of votes withheld, are announced after the resolution has been voted on by a show of hands.

The Annual General Meeting will also include a presentation from the Manager on the portfolio and on the Company, and a presentation from a portfolio company.

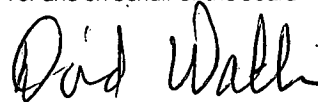
Shareholders and financial advisers are able to obtain information on holdings and performance using the contact details provided on page 2.

The Company's share buy-back programme operates in the market through brokers. In order to sell shares, as they are quoted on the London Stock Exchange, investors should approach a broker to undertake the sale. Banks may be able to assist shareholders with a referral to a broker within their banking group.

Statement of compliance

The Directors consider that, with the exception of the requirement for the appointment of a Chief Executive Officer, the Company has complied throughout the year ended 31 March 2018 with all the relevant provisions set out in the Code and with the AIC Code of Corporate Governance. The Company continues to comply with the Code as at the date of this report.

For and on behalf of the Board



David Watkins
Chairman
29 June 2018

Directors' remuneration report

Introduction

This report is submitted in accordance with Section 420 of the Companies Act 2006 and describes how the Board has applied the principles relating to the Directors' remuneration.

An ordinary resolution will be proposed at the Annual General Meeting of the Company to be held on 13 August 2018 for the approval of the annual remuneration report as set out below. The current remuneration policy was approved by shareholders (95.3 per cent. of shareholders voted for the resolution) at the Annual General Meeting held on 14 August 2017, and it will remain in place for a three year period.

The Company's independent Auditor, BDO LLP, is required to give its opinion on certain information included in this report as indicated. The Auditor's opinion is included in the Independent Auditor's Report.

Annual statement from the Chairman of the Remuneration Committee

The Remuneration Committee comprises all of the Directors with Jeff Warren as Chairman.

The Remuneration Committee met once during the year to review Directors' responsibilities and salaries against the market and concluded that the current level of remuneration, which was increased in 2015, remained appropriate and so proposed no increase for the forthcoming year.

Directors' remuneration policy

The Company's policy is that fees payable to non-executive Directors should reflect their expertise, responsibilities and time spent on Company matters. In determining the level of non-executive remuneration, market equivalents are considered in comparison to the overall activities and size of the Company. There is no performance related pay criteria applicable to non-executive Directors.

This policy was last voted on at the 2017 Annual General Meeting where 95.3 per cent. of shareholders voted for the resolution approving the Directors' remuneration policy which shows significant shareholder support.

The current maximum level of non-executive Directors' remuneration is £150,000 per annum in aggregate which is fixed by the Company's Articles of Association, changes to which are made by ordinary resolution.

The Company's Articles of Association provide for the resignation and, if approved, re-election of the Directors every three years at the Annual General Meeting. In accordance with the recommendations of the AIC Code, Directors who have served the Company for longer than nine years are subject to annual re-election, and any non-independent Directors are also subject to annual re-election. At the forthcoming Annual General Meeting John Kerr and Jeff Warren will retire and be proposed for re-election. As Richard Glover and Ann Berresford have been appointed since the last Annual General Meeting, they will both resign and be subject to election at the forthcoming Annual General Meeting. David Watkins is to retire as a Director on 1 August 2018.

None of the Directors have a service contract with the Company, and as such there is no policy on termination payments. There is no notice period and no payments for loss of office were made during the period. On being appointed to the Board, Directors receive a letter from the Company setting out the terms of their appointment and their specific duties and responsibilities. The Company has no employees other than the Directors.

Shareholders' views in respect of Directors' remuneration are regarded highly and the Board encourages shareholders' to attend its Annual General Meeting in order to communicate their thoughts, which it takes into account where appropriate when formulating its policy. At the last Annual General Meeting, 94.3 per cent. of shareholders voted for the resolution approving the Directors' remuneration report which shows significant shareholder support.

Annual report on remuneration

The remuneration of individual Directors' is determined by the Remuneration Committee within the framework set by the Board.

It is responsible for reviewing the remuneration of the Directors and the Company's remuneration policy to ensure that it reflects the duties, responsibilities and value of time spent by the Directors on the business of the Company and makes recommendations to the Board accordingly.

Directors' remuneration report continued

Directors' remuneration

The following items have been audited.

The following table shows an analysis of the remuneration of individual Directors, exclusive of National Insurance:

	2018 £'000	2017 £'000
David Watkins	24	24
John Kerr	24	24
Ann Berresford (appointed 8 November 2017)	9	–
Ebbe Dinesen	22	22
Richard Glover (appointed 8 November 2017)	9	–
Jeff Warren	22	22
	110	92

The Directors' remuneration for the year ending 31 March 2019 is expected to be approximately £121,000.

The Company does not confer any share options, long term incentives or retirement benefits to any Director, nor does it make a contribution to any pension scheme on behalf of the Directors.

Each Director of the Company was remunerated personally through the Manager's payroll which has been recharged to the Company.

In addition to Directors' remuneration, the Company pays an annual premium in respect of Directors' & Officers' Liability Insurance of £8,578 (2017: £7,052).

Directors' interests

The Directors who held office throughout the year and their interests in the shares of the Company (together with those of their immediate family) are as follows:

	31 March 2018 (Number of shares)	31 March 2017 (Number of shares)
David Watkins	10,000	10,000
John Kerr	13,109	13,109
Ann Berresford (appointed 8 November 2017)	–	n/a
Ebbe Dinesen	36,552	36,552
Richard Glover (appointed 8 November 2017)	–	n/a
Jeff Warren	20,000	20,000
	79,661	79,661

There have been no changes in the holdings of the Directors between 31 March 2018 and the date of this Report.

The following items have not been audited.

Albion Capital Group LLP, its partners and staff hold a total of 366,227 shares in the Company as at 31 March 2018.

Performance graph

The graph that follows shows the Company's Ordinary share price total return against the FTSE All-Share Index total return, in both instances with dividends reinvested, since 1 April 2008. The Directors consider the FTSE All-Share Index to be the most appropriate benchmark for the Company as it contains a large range of sectors within the UK economy similar to a generalist VCT. Investors should, however, be reminded that shares in VCTs generally trade at a discount to the actual net asset value of the Company.

There are no options, issued or exercisable, in the Company which would distort the graphical representation that follows.

Directors' remuneration report^{continued}

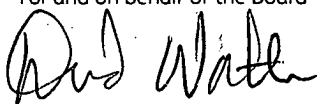
Source: Albion Capital Group LLP

Methodology: The Ordinary share price total return to the shareholder, including original amount invested (rebased to 100), assuming that dividends were reinvested at the share price of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

Directors' pay compared to distribution to shareholders

	2018 £'000	2017 £'000	Percentage change
Total dividend distribution to shareholders	4,317	3,964	-8.9%
Share buybacks	1,019	873	16.7%
Total Directors fees	110	92	19.6%

For and on behalf of the Board



David Watkins

Director

29 June 2018

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC

Opinion

We have audited the financial statements of Albion Venture Capital Trust plc (the "company") for the year ended 31 March 2018 which comprise the income statement, the balance sheet, the statement of changes in equity and the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to principal risks, going concern and viability statement

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report that describe the principal risks and explain how they are being managed or mitigated;

- the directors' confirmation in the annual report that they have carried out a robust assessment of the principal risks facing the company, including those that would threaten its business model, future performance, solvency or liquidity;
- the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation in the annual report as to how they have assessed the prospects of the company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

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 and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. 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.

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Key Audit Matter	Audit response
Valuation of investments (Note 2 and 11 to the financial statements) There is a high level of estimation uncertainty involved in determining the unquoted investment valuations. The Investment Manager's fee is based on the value of the net assets of the fund, as shown in note 5. As the Investment Manager is responsible for valuing investments for the financial statements, there is a potential risk of overstatement of investment valuations. The existence of an expense cap in the management agreement enhances this risk.	We tested a sample of 90% of the unquoted investment portfolio by value of investment holdings. We performed preliminary analytical procedures to determine our investment sample and the extent of our work considering, inter alia, the value of individual investments, the nature of the investment and the extent of the fair value movement. 10% of the unquoted portfolio is based on valuations using net assets (i.e. cash held) or cost (where the investment was recently acquired). For such investments, we checked the net assets or cost to supporting documentation and considered the Investment Manager's determination of whether there were any reasons why the valuation and the valuation methodology was not appropriate at 31 March 2018. The remaining 90% of the investment portfolio is valued with reference to more subjective techniques with 21% based on discounted cash flows and 69% using earnings multiples, as described in note 11. Our detailed testing for such investments, performed on all investments within our sample comprised: • Forming a determination of whether the valuation methodology is the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines obtaining management explanations • Re-performed the calculation of the multiples-based investment valuations • Where a valuation has been performed by a third party management's expert, we assessed the competence and capabilities of that expert, the quality of their work and their qualifications, as well as challenging the basis of inputs and assumptions used by the expert (i.e. discount rates and earnings multiples). We also considered any updates for subsequent information to the valuation made by the investment manager and obtained appropriate evidence for those changes • Benchmarked key inputs and estimates to independent information and our own research • Challenged the assumptions inherent in the valuation of unquoted investments and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements • Considered the economic environment in which the investment operates to identify factors that could impact the investment valuation • Developed our own point estimates where alternative assumptions could reasonably be applied and considered the overall impact of such sensitisations on the portfolio of investments in determining whether the valuations as a whole are reasonable and unbiased

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Key Audit Matter	Audit response
	For investments not included in our detailed testing, we performed the following procedures where relevant: • Considered whether the valuation had been prepared by a suitably qualified individual • Considered whether a valid IPEV methodology had been adopted • Considered whether the valuation used up to date trading information For a sample of loans held at fair value, we: • Vouched security held to documentation • Considered the assumption that fair value is not significantly different to cost by challenging the assumption that there is no significant movement in the market interest rate since acquisition and considering the "unit of account" concept (i.e. the investment as a whole) • Reviewed the treatment of accrued redemption premium/other fixed returns in line with the SORP
Revenue recognition (Note 2 and 4 to the financial statements) Revenue consists primarily of interest earned on loans to investee companies, as well as dividends receivable from investee companies. Revenue recognition is considered to be a significant risk, particularly the assessment of the recoverability of loan interest income, and the completeness of dividends, as it is one of the key drivers of dividend returns to investors. Income arises from unquoted investments and can be difficult to predict. It is often a key factor in demonstrating the performance of the portfolio.	We developed expectations for interest income receivable based on loan instruments and investigated any variations in amounts recognised to ensure they were valid. We also reviewed the recognition and classification of accrued fixed income receipts to ascertain whether it meets the definition of realised income, considering management information relevant to the ability of the portfolio company to service the loan and the reasons for any arrears of loan interest. In respect of dividends receivable, we compared actual income to expectations set based on independent published data or management information from the investee company on dividends declared by the portfolio companies held.
Our application of materiality	We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. For planning, we consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements. In order to reduce to an appropriately low level the probability that any misstatements exceed materiality we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the Financial Statements. The application of these key considerations gives rise to two levels of materiality, the quantum and purpose of which are tabulated below.

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Materiality measure	Purpose	Key considerations and benchmarks	Quantum (£)
<i>Financial statement materiality. (2% of gross investments)</i>	Assessing whether the financial statements as a whole present a true and fair view.	- The value of gross investments - The level of judgement inherent in the valuation - The range of reasonable alternative valuations	£1,190,000 (31 March 2017: £1,110,000)
<i>Performance materiality.</i>	Lower level of materiality applied in performance of the audit when determining the nature and extent of testing applied to individual balances and classes of transactions.	- Financial statement materiality - Risk and control environment - History of prior errors (if any)	£890,000 (31 March 2017: £830,000)
<i>Specific materiality – classes of transactions and balances which impact on net realised returns. (10% of the revenue return before tax)</i>	Assessing those classes of transactions, balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	Level of gross expenditure	£190,000 (31 March 2017: £180,000)

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £11,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

Our audit approach was developed by obtaining an understanding of the company's activities, the key functions undertaken by the Board and the overall control environment. Based on this understanding we assessed those aspects of the company's transactions and balances which were most likely to give rise to a material misstatement.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. 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. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- **Fair, balanced and understandable** – the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit Committee reporting** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code** – the parts of the directors' statement required under the Listing Rules relating to the company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

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

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

A further description of our responsibilities for the audit of the financial statements is located on 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

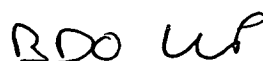
Following the recommendation of the audit committee, we were appointed by the Board of Directors to audit the financial statements for the year ended 31 March 2008 and subsequent financial periods. We were reappointed as auditors in respect of the year ended 31 March 2018 by the Board. The period of total uninterrupted engagement is 11 years, covering the years ending 31 March 2008 to 31 March 2018.

The non-audit services prohibited by the FRC's Ethical Standard were not 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.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Vanessa-Jayne Bradley (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London

United Kingdom

29 June 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Income statement

	Note	Year ended 31 March 2018			Year ended 31 March 2017		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains on investments	3	–	3,930	3,930	–	6,179	6,179
Investment income	4	2,520	–	2,520	2,381	–	2,381
Investment management fees	5	(310)	(928)	(1,238)	(283)	(848)	(1,131)
Other expenses	6	(332)	–	(332)	(296)	–	(296)
Profit on ordinary activities before tax		1,878	3,002	4,880	1,802	5,331	7,133
Tax (charge)/credit on ordinary activities	8	(273)	176	(97)	(292)	170	(122)
Profit and total comprehensive income attributable to shareholders		1,605	3,178	4,783	1,510	5,501	7,011
Basic and diluted return per share (pence)*	10	1.8	3.7	5.5	1.9	6.8	8.7

* excluding treasury shares

The accompanying notes on pages 51 to 63 form an integral part of these Financial Statements.

The total column of this Income statement represents the profit and loss account of the Company. The supplementary revenue and capital columns have been prepared in accordance with The Association of Investment Companies' Statement of Recommended Practice.

Balance sheet

		31 March 2018	31 March 2017
	Note	£'000	£'000
Fixed asset investments	11	59,451	55,473
Current assets			
Trade and other receivables less than one year	13	136	140
Cash and cash equivalents		6,762	10,496
		6,898	10,636
Total assets		66,349	66,109
Payables: amounts falling due within one year			
Trade and other payables less than one year	14	(570)	(634)
Total assets less current liabilities		65,779	65,475
Equity attributable to equity holders			
Called up share capital	15	962	951
Share premium		25,475	24,630
Capital redemption reserve		7	7
Unrealised capital reserve		13,789	8,623
Realised capital reserve		6,755	8,743
Other distributable reserve		18,791	22,521
Total equity shareholders' funds		65,779	65,475
Basic and diluted net asset value per share (pence)*	16	76.0	75.4

* excluding treasury shares

The accompanying notes on pages 51 to 63 form an integral part of these Financial Statements.

These Financial Statements were approved by the Board of Directors and authorised for issue on 29 June 2018, and were signed on its behalf by



David Watkins
Chairman

Company number: 03142609

Statement of changes in equity

	Called up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Unrealised capital reserve £'000	Realised capital reserve* £'000	Other distributable reserve* £'000	Total £'000
As at 1 April 2017	951	24,630	7	8,623	8,743	22,521	65,475
Return/(loss) and total comprehensive income for the year	-	-	-	3,736	(558)	1,605	4,783
Transfer of previously unrealised losses on realisations of investments	-	-	-	1,430	(1,430)	-	-
Purchase of treasury shares	-	-	-	-	-	(1,019)	(1,019)
Issue of equity	12	856	-	-	-	-	868
Cost of issue of equity	-	(11)	-	-	-	-	(11)
Net dividends paid (note 9)	-	-	-	-	-	(4,317)	(4,317)
As at 31 March 2018	962	25,475	7	13,789	6,755	18,791	65,779
As at 1 April 2016	861	18,374	7	1,128	10,737	25,848	56,955
Return/(loss) and total comprehensive income for the year	-	-	-	6,165	(664)	1,510	7,011
Transfer of previously unrealised losses on realisations of investments	-	-	-	1,330	(1,330)	-	-
Purchase of treasury shares	-	-	-	-	-	(873)	(873)
Issue of equity	90	6,422	-	-	-	-	6,512
Cost of issue of equity	-	(166)	-	-	-	-	(166)
Net dividends paid (note 9)	-	-	-	-	-	(3,964)	(3,964)
As at 31 March 2017	951	24,630	7	8,623	8,743	22,521	65,475

* These reserves amount to £25,546,000 (2017: £31,264,000) which is considered distributable.

Statement of cash flows

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Cash flow from operating activities		
Loan stock income received	2,124	1,941
Deposit interest received	7	69
Dividend income received	34	45
Investment management fees paid	(1,236)	(1,091)
Other cash payments	(321)	(302)
Corporation tax paid	(147)	(127)
Net cash flow from operating activities	461	535
Cash flow from investing activities		
Purchase of fixed asset investments	(3,027)	(4,521)
Disposal of fixed asset investments	3,410	572
Net cash flow from investing activities	383	(3,949)
Cash flow from financing activities		
Issue of share capital	268	7,809
Cost of issue of equity	(2)	(2)
Dividends paid	(3,755)	(3,424)
Purchase of own shares (including costs)	(1,089)	(803)
Net cash flow from financing activities	(4,578)	3,580
(Decrease)/increase in cash and cash equivalents	(3,734)	166
Cash and cash equivalents at start of period	10,496	10,330
Cash and cash equivalents at end of period	6,762	10,496
Cash and cash equivalents comprise		
Cash at bank	6,762	10,496
Cash equivalents	-	-
Total cash and cash equivalents	6,762	10,496

Notes to the Financial Statements

1. Basis of preparation

The Financial Statements have been prepared in accordance with the historical cost convention, modified to include the revaluation of investments, in accordance with applicable United Kingdom law and accounting standards, including Financial Reporting Standard 102 ("FRS 102"), and with the 2014 Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" ("SORP") issued by The Association of Investment Companies ("AIC").

The preparation of the Financial Statements requires management to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The most critical estimates and judgements relate to the determination of carrying value of investments at fair value through profit and loss ("FVTPL"). The Company values investments by following the International Private Equity and Venture Capital Valuation ("IPEVCV") Guidelines and further detail on the valuation techniques used are outlined in note 2 below.

Information about the Company can be found on page 2.

2. Accounting policies

Fixed asset investments

The Company's business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth. This portfolio of financial assets is managed and its performance evaluated on a fair value basis, in accordance with a documented investment policy, and information about the portfolio is provided internally on that basis to the Board.

In accordance with the requirements of FRS 102, those undertakings in which the Company holds more than 20 per cent. of the equity as part of an investment portfolio are not accounted for using the equity method. In these circumstances the investment is measured at FVTPL.

Upon initial recognition (using trade date accounting) investments, including loan stock, are classified by the Company as FVTPL and are included at their initial fair value, which is cost (excluding expenses incidental to the acquisition which are written off to the income statement).

Subsequently, the investments are valued at 'fair value', which is measured as follows:

- Investments listed on recognised exchanges are valued at their bid prices at the end of the accounting period or otherwise at fair value based on published price quotations;

- Unquoted investments, where there is not an active market, are valued using an appropriate valuation technique in accordance with the IPEVCV Guidelines. Indicators of fair value are derived using established methodologies including earnings multiples, the level of third party offers received, prices of recent investment rounds, net assets and industry valuation benchmarks. Where the Company has an investment in an early stage enterprise, the price of a recent investment round is often the most appropriate approach to determining fair value. In situations where a period of time has elapsed since the date of the most recent transaction, consideration is given to the circumstances of the portfolio company since that date in determining fair value. This includes consideration of whether there is any evidence of deterioration or strong definable evidence of an increase in value. In the absence of these indicators, the investment in question is valued at the amount reported at the previous reporting date. Examples of events or changes that could indicate a diminution include:

- the performance and/or prospects of the underlying business are significantly below the expectations on which the investment was based;
- a significant adverse change either in the portfolio company's business or in the technological, market, economic, legal or regulatory environment in which the business operates; or
- market conditions have deteriorated, which may be indicated by a fall in the share prices of quoted businesses operating in the same or related sectors.

Investments are recognised as financial assets on legal completion of the investment contract and are de-recognised on legal completion of the sale of an investment.

Dividend income is not recognised as part of the fair value movement of an investment, but is recognised separately as investment income through the other distributable reserve when a share becomes ex-dividend.

Receivables and payables and cash are carried at amortised cost, in accordance with FRS 102. There are no financial liabilities other than payables.

Notes to the Financial Statements continued

2. Accounting policies (continued)

Investment income

Equity income

Dividend income is included in revenue when the investment is quoted ex-dividend.

Unquoted loan stock and other preferred income

Fixed returns on non-equity shares and debt securities are recognised when the Company's right to receive payment and expect settlement is established. Where interest is rolled up and/or payable at redemption then it is recognised as income unless there is reasonable doubt as to its receipt.

Bank interest income

Interest income is recognised on an accruals basis using the rate of interest agreed with the bank.

Investment management fees and other expenses

All expenses have been accounted for on an accruals basis. Expenses are charged through the other distributable reserve except the following which are charged through the realised capital reserve:

- 75 per cent. of management fees are allocated to the capital account to the extent that these relate to an enhancement in the value of the investments and in line with the Board's expectation that over the long term 75 per cent. of the Company's investment returns will be in the form of capital gains; and
- expenses which are incidental to the purchase or disposal of an investment are charged through the realised capital reserve.

Performance incentive fee

In the event that a performance incentive fee crystallises, the fee will be allocated between other distributable and realised capital reserves based upon the proportion to which the calculation of the fee is attributable to revenue and capital returns.

Taxation

Taxation is applied on a current basis in accordance with FRS 102. Current tax is tax payable (refundable) in respect of the taxable profit (tax loss) for the current period or past reporting periods using the tax rates and laws that have been enacted or substantively enacted at the financial reporting date. Taxation associated with capital expenses is applied in accordance with the SORP.

Deferred tax is provided in full on all timing differences at the reporting date. Timing differences are differences between taxable profits and total comprehensive income as stated in the Financial Statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in

which they are recognised in the Financial Statements. As a VCT the Company has an exemption from tax on capital gains. The Company intends to continue meeting the conditions required to obtain approval as a VCT in the foreseeable future. The Company therefore, should have no material deferred tax timing differences arising in respect of the revaluation or disposal of investments and the Company has not provided for any deferred tax.

Reserves

Share premium

This reserve accounts for the difference between the price paid for shares and the nominal value of the shares, less issue costs.

Capital redemption reserve

This reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own shares.

Unrealised capital reserve

Increases and decreases in the valuation of investments held at the year end against cost are included in this reserve.

Realised capital reserve

The following are disclosed in this reserve:

- gains and losses compared to cost on the realisation of investments;
- expenses, together with the related taxation effect, charged in accordance with the above policies; and
- dividends paid to equity holders where paid out by capital.

Other distributable reserve

The Special reserve, Treasury share reserve and the Revenue reserve were combined in 2012 to form a single reserve named other distributable reserve.

This reserve accounts for movements from the revenue column of the Income statement, the payment of dividends, the buy-back of shares and other non-capital realised movements.

Dividends

Dividends by the Company are accounted for in the period in which the dividend is paid or approved at the Annual General Meeting.

Segmental reporting

The Directors are of the opinion that the Company is engaged in a single operating segment of business, being investment in equity and debt. The Company invests in smaller companies principally based in the UK.

Notes to the Financial Statements continued

3. Gains on investments

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Unrealised gains on fixed asset investments	3,736	6,165
Realised gains on fixed asset investments	194	14
Gains on investments	3,930	6,179

4. Investment income

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Income recognised on investments		
Loan stock interest and other fixed returns	2,479	2,277
Dividend income	34	45
Bank deposit interest	7	59
	2,520	2,381

Interest income earned on impaired investments at 31 March 2018 amounted to £1,000 (2017: £120,000).

All of the Company's income is derived from operations in the United Kingdom.

5. Investment management fees

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Investment management fee charged to revenue	310	283
Investment management fee charged to capital	928	848
	1,238	1,131

Further details of the Management agreement under which the investment management fee is paid are given in the Strategic report on page 13.

During the year, services of a total value of £1,288,000 (2017: £1,180,000), were purchased by the Company from Albion Capital Group LLP; this includes £1,238,000 (2017: £1,131,000) of investment management fee and £50,000 (2017: £49,000) secretarial and administration fee. At the financial year end, the amount due to Albion Capital Group LLP in respect of these services disclosed within accruals and deferred income was £325,000 (2017: £323,000).

Albion Capital Group LLP is, from time to time, eligible to receive arrangement fees and monitoring fees from portfolio companies. During the year ended 31 March 2018, fees of £169,000 attributable to the investments of the Company were received by Albion Capital Group LLP pursuant to these arrangements (2017: £100,000).

Albion Capital Group LLP, its partners and staff hold a total of 366,227 shares in the Company as at 31 March 2018.

Notes to the Financial Statements continued

6. Other expenses

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Directors' fees (inc. NIC)	119	100
Auditor's remuneration for statutory audit services (exc. VAT)	28	26
Secretarial and administration fee	50	49
Other administrative expenses	135	121
	332	296

7. Directors' fees

The amounts paid to and on behalf of Directors during the year are as follows:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Directors' fees	110	92
National insurance	9	8
	119	100

The Company's key management personnel are the Directors. Further information regarding Directors' remuneration can be found in the Directors' remuneration report on page 39.

8. Tax charge/(credit) on ordinary activities

	Year ended 31 March 2018			Year ended 31 March 2017		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
UK corporation tax in respect of current year	350	(176)	174	351	(170)	181
UK corporation tax in respect of prior year	(77)	–	(77)	(59)	–	(59)
Total	273	(176)	97	292	(170)	122

Factors affecting the tax charge:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Return on ordinary activities before taxation	4,880	7,133
Tax on profit at the standard rate of 19% (2017: 20%)	927	1,426
Factors affecting the charge:		
Non-taxable gains	(747)	(1,236)
Income not taxable	(6)	(9)
Consortium relief in respect of prior years	(77)	(59)
	97	122

Notes to the Financial Statements continued

8. Tax charge/(credit) on ordinary activities (continued)

The tax charge for the year shown in the Income statement is lower than the standard rate of corporation tax in the UK of 19 per cent. (2017: 20 per cent.). The differences are explained above.

Consortium relief is recognised in the accounts in the period in which the claim is submitted to HMRC and is shown as tax in respect of prior year.

Notes

- (i) Venture Capital Trusts are not subject to corporation tax on capital gains.
- (ii) Tax relief on expenses charged to capital has been determined by allocating tax relief to expenses by reference to the applicable corporation tax rate and allocating the relief between revenue and capital in accordance with the SORP.
- (iii) No deferred tax asset or liability has arisen in the year.

9. Dividends

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Dividend of 2.5p per share paid on 29 July 2016	–	1,987
Dividend of 2.5p per share paid on 30 December 2016	–	1,986
Dividend of 2.5p per share paid on 31 July 2017	2,179	–
Dividend of 2.5p per share paid on 31 January 2018	2,178	–
Unclaimed dividends	(40)	(9)
	4,317	3,964

In addition to the dividends summarised above, the Board has declared a first dividend for the year ending 31 March 2019 of 2.5 pence per share to be paid on 31 July 2018 to shareholders on the register on 13 July 2018. The total dividend will be approximately £2,163,000. All dividends are paid from the other distributable reserve.

During the year, unclaimed dividends older than twelve years of £40,000 (2017: £9,000) were returned to the Company in accordance with the terms of the Articles of Association.

10. Basic and diluted return per share

	Year ended 31 March 2018			Year ended 31 March 2017		
	Revenue	Capital	Total	Revenue	Capital	Total
The return per share has been based on the following figures:						
Return/(loss) attributable to equity shares (£'000)	1,605	3,178	4,783	1,510	5,501	7,011
Weighted average shares in issue (excluding treasury shares)		87,117,574			80,525,974	
Return/(loss) attributable per equity share (pence)	1.8	3.7	5.5	1.9	6.8	8.7

The weighted average number of shares is calculated excluding treasury shares of 9,730,188 (2017: 8,263,188).

There are no convertible instruments, derivatives or contingent share agreements in issue, and therefore no dilution affecting the return per share. The basic return per share is therefore the same as the diluted return per share.

Notes to the Financial Statements continued

11. Fixed asset investments

	31 March 2018 £'000	31 March 2017 £'000
Investments held at fair value through profit or loss		
Unquoted equity	25,717	21,900
Unquoted loan stock	33,734	33,573
	59,451	55,473
	31 March 2018 £'000	31 March 2017 £'000
Opening valuation	55,473	45,015
Purchases at cost	3,027	4,521
Disposal proceeds	(3,334)	(572)
Realised gains	194	14
Movement in loan stock accrued income	355	331
Unrealised gains	3,736	6,165
Closing valuation	59,451	55,473
Movement in loan stock accrued income		
Opening accumulated movement in loan stock accrued income	596	265
Movement in loan stock accrued income	355	331
Closing accumulated movement in loan stock accrued income	951	596
Movement in unrealised gains/(losses)		
Opening accumulated unrealised gains	8,623	1,128
Transfer of previously unrealised losses to realised reserve on realisations of investments	1,430	1,330
Unrealised gains	3,736	6,165
Closing accumulated unrealised gains	13,789	8,623
Historic cost basis		
Opening book cost	46,255	43,622
Purchases at cost	3,027	4,521
Sales at cost*	(4,570)	(1,888)
Closing book cost*	44,712	46,255

*Included in the sales at cost is the cost after deducting realised losses of £282,000 for TWCL Limited which is still held at the Balance sheet date.

The Company does not hold any assets as a result of the enforcement of security during the period, and believes that the carrying values for both impaired and past due assets are covered by the value of security held for these loan stock investments.

Notes to the Financial Statements continued

11. Fixed asset investments (continued)

Unquoted fixed asset investments are valued at fair value in accordance with the IPEVCV guidelines as follows:

Valuation methodology	31 March 2018 £'000	31 March 2017 £'000
Third party valuation – earnings multiple	41,015	41,105
Third party valuation – discounted cash flow	12,500	11,338
Net assets	3,094	2,207
Cost (reviewed for impairment) or price of recent investment	2,842	823
	59,451	55,473

Fair value investments had the following movements between valuation methodologies between 31 March 2017 and 31 March 2018:

Change in valuation methodology (2017 to 2018)	Value as at 31 March 2018 £'000	Explanatory note
Cost (reviewed for impairment) to net assets	809	More appropriate valuation methodology

The valuation will be the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEVCV Guidelines. The Directors believe that, within these parameters, there are no other possible methods of valuation which would be reasonable as at 31 March 2018.

FRS 102 and the SORP requires the Company to disclose the inputs to the valuation methods applied to its investments measured at fair value through profit or loss in a fair value hierarchy. The table below sets out fair value hierarchy definitions using FRS102 s.11.27.

Fair value hierarchy	Definition
Level 1	Unadjusted quoted prices in an active market
Level 2	Inputs to valuations are from observable sources and are directly or indirectly derived from prices
Level 3	Inputs to valuations not based on observable market data

Unquoted equity, preference shares and loan stock are all valued according to Level 3 valuation methods.

Investments held at fair value through profit or loss (Level 3) had the following movements:

	31 March 2018 £'000	31 March 2017 £'000
Opening balance	55,473	45,015
Additions	3,027	4,521
Disposal proceeds	(3,334)	(572)
Accrued loan stock interest	355	331
Realised gains	194	14
Unrealised gains	3,736	6,165
Closing balance	59,451	55,473

FRS 102 requires the Directors to consider the impact of changing one or more of the inputs used as part of the valuation process to reasonable possible alternative assumptions. 59 per cent. of the portfolio of investments is based on cost, recent price of investment, net assets or is loan stock, and as such the Board considers that the assumptions used for their valuations are the most reasonable. The Directors believe that changes to reasonable possible alternative assumptions for the valuations of the remainder of the portfolio companies could result in an increase in the valuation of investments by £707,000 or a decrease in the valuation of investments by £602,000. For valuations based on third party valuations, the Board considers that the most significant inputs are earnings multiples and market value per room for care homes; which have been adjusted to drive the above sensitivities.

Notes to the Financial Statements continued

12. Significant interests

The principal activity of the Company is to select and hold a portfolio of investments in unquoted securities. Although the Company, through the Manager, will, in some cases, be represented on the board of the portfolio company, it will not take a controlling interest or become involved in the management. The size and structure of the companies with unquoted securities may result in certain holdings in the portfolio representing a participating interest without there being any partnership, joint venture or management consortium agreement. The Company has interests of greater than 20 per cent. of the nominal value of any class of the allotted shares in the portfolio companies as at 31 March 2018 as described below:

Company	Registered postcode	Profit/(loss) before tax £'000	Net (liabilities)/ assets £'000	Result for year ended	% class and share type	% total voting rights
Active Lives Care Limited	EC2R 7AF	n/a*	(178)	31 December 2016	22.2% Ordinary	22.2%
G&K Smart Development VCT Limited	EC2R 7AF	n/a*	282	31 December 2016	50.0% Ordinary	50.0%
Kew Green VCT (Stansted) Limited	EC2R 7AF	573	5,340	31 August 2017	45.2% Ordinary	45.2%
Ryefield Court Care Limited	EC2R 7AF	n/a*	(447)	30 April 2017	23.6% Ordinary	23.6%
Shinfield Lodge Care Limited	EC2R 7AF	n/a*	730	31 December 2016	35.3% Ordinary	35.3%
The Stanwell Hotel Limited	EC2R 7AF	n/a*	(7,914)	31 August 2017	39.2% Ordinary	39.2%

*The company files filleted accounts which do not disclose this information.

13. Current assets

	31 March 2018 £'000	31 March 2017 £'000
Trade and other receivables		
Other receivables	51	96
UK corporation tax receivable	77	35
Prepayments and accrued income	8	9
	136	140

The Directors consider that the carrying amount of receivables is not materially different to their fair value.

14. Payables: amounts falling due within one year

	31 March 2018 £'000	31 March 2017 £'000
Trade payables	12	78
UK Corporation tax payable	174	181
Accruals and deferred income	384	375
	570	634

The Directors consider that the carrying amount of payables is not materially different to their fair value.

Notes to the Financial Statements continued

15. Called up share capital

<i>Allotted, called up and fully paid</i>	£'000
95,056,427 Ordinary shares of 1 penny each at 31 March 2017	951
1,186,774 Ordinary shares of 1 penny each issued during the year	12
96,243,201 Ordinary shares of 1 penny each at 31 March 2018	962
8,263,188 Ordinary shares of 1 penny each held in treasury at 31 March 2017	(83)
1,467,000 Ordinary shares purchased during the year to be held in treasury	(15)
9,730,188 Ordinary shares of 1 penny each held in treasury at 31 March 2018	(97)
86,513,013 Ordinary shares of 1 penny each in circulation* at 31 March 2018	865

* Carrying one vote each

The Company purchased 1,467,000 Ordinary shares (2017: 1,308,748) to be held in treasury at a cost of £1,019,000 (2017: £873,000) representing 1.5 per cent. (2017: 1.4 per cent.) of its issued share capital as at 31 March 2018. The shares purchased for treasury were funded from the other distributable reserve.

The Company holds a total of 9,730,188 shares (2017: 8,263,188) in treasury at a nominal value of £97,000, representing 10.1 per cent. of the issued Ordinary share capital as at 31 March 2018.

Under the terms of the Dividend Reinvestment Scheme Circular dated 10 July 2008, the following new Ordinary shares of nominal value 1 penny per share were allotted during the year:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares (£'000)	Issue price (pence per share)	Net invested (£'000)	Opening market price on allotment date (pence per share)
31 July 2017	402,670	4	72.9	292	71.0
31 January 2018	418,126	4	71.6	298	68.5
	820,796	8		590	

During the year the following new Ordinary shares of nominal value 1 penny per share were allotted under the Albion VCTs Prospectus Top Up Offers 2016/2017:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares (£'000)	Issue price (pence per share)	Net consideration received (£'000)	Opening market price on allotment date (pence per share)
7 April 2017	52,543	1	74.5	38	68.0
7 April 2017	29,427	—	74.9	22	68.0
7 April 2017	284,008	3	75.3	207	68.0
	365,978	4		267	

Notes to the Financial Statements continued

16. Basic and diluted net asset value per share

	31 March 2018	31 March 2017
Basic and diluted net asset value per share (pence)	76.0	75.4

The basic and diluted net asset value per share at the year end are calculated in accordance with the Articles of Association and are based upon total shares in issue (less treasury shares) of 86,513,013 Ordinary shares (2017: 86,793,239).

There are no convertible instruments, derivatives or contingent share agreements in issue.

17. Capital and financial instruments risk management

The Company's capital comprises Ordinary shares as described in note 15. The Company is permitted to buy-back its own shares for cancellation or treasury purposes, and this is described in more detail on page 9 of the Chairman's statement.

The Company's financial instruments comprise equity and loan stock investments in unquoted companies, cash balances and short term receivables and payables which arise from its operations. The main purpose of these financial instruments is to generate cash flow and revenue and capital appreciation for the Company's operations. The Company has no gearing or other financial liabilities apart from short term payables. The Company does not use any derivatives for the management of its Balance sheet.

The principal risks arising from the Company's operations are:

- Investment (or market) risk (which comprises investment price and cash flow interest rate risk);
- credit risk; and
- liquidity risk.

The Board regularly reviews and agrees policies for managing each of these risks. There have been no changes in the nature of the risks that the Company has faced during the past year and, apart from where noted below, there have been no changes in the objectives, policies or processes for managing risks during the past year. The key risks are summarised below.

Investment risk

As a venture capital trust, it is the Company's specific nature to evaluate and control the investment risk of its portfolio in unquoted investments, details of which are shown on page 21. Investment risk is the exposure of the Company to the revaluation and devaluation of investments. The main driver of investment risk is the operational and financial performance of the portfolio company and the dynamics of market quoted comparators. The Manager receives management accounts from portfolio companies, and members of the investment management team often sit on the boards of portfolio companies; this enables the close identification, monitoring and management of investment risk.

The Manager and the Board formally review investment risk (which includes market price risk), both at the time of initial investment and at quarterly Board meetings.

The Board monitors the prices at which sales of investments are made to ensure that profits to the Company are maximised, and that valuations of investments retained within the portfolio appear sufficiently prudent and realistic compared to prices being achieved in the market for sales of unquoted investments.

The maximum investment risk as at the balance sheet date is the value of the fixed investment portfolio which is £59,451,000 (2017: £55,473,000). Fixed asset investments form 90 per cent. of the net asset value as at 31 March 2018 (2017: 85 per cent.).

More details regarding the classification of fixed asset investments are shown in note 11.

Investment price risk

Investment price risk is the risk that the fair value of future investment cash flows will fluctuate due to factors specific to an investment instrument or to a market in similar instruments. To mitigate the investment price risk for the Company as a whole, the strategy of the Company is to invest in a broad spread of industries with approximately two-thirds of the unquoted investments comprising debt securities, which, owing to the structure of their yield, have a lower level of price volatility than equity. Details of the industries in which investments have been made are contained in the Strategic report.

Notes to the Financial Statements continued

17. Capital and financial instruments risk management (continued)

Valuations are based on the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEVCV Guidelines.

As required under FRS 102 section 34.29, the Board is required to illustrate by way of a sensitivity analysis the degree of exposure to market risk. The Board considers that the value of the fixed asset investment portfolio is sensitive to a 10 per cent. change based on the current economic climate. The impact of a 10 per cent. change has been selected as this is considered reasonable given the current level of volatility observed both on a historical basis and future expectations.

The sensitivity of a 10 per cent. increase or decrease in the valuation of the fixed asset investments (keeping all other variables constant) would increase or decrease the net asset value and return for the year by £5,945,000 (2017: £5,547,000).

Interest rate risk

It is the Company's policy to accept a degree of interest rate risk on its financial assets through the effect of interest rate changes. On the basis of the Company's analysis, it is estimated that a rise of 1 per cent. in all interest rates would have increased total return before tax for the year by approximately £70,000 (2017: £74,000). Furthermore, it is considered that a fall of interest rates below current levels during the year would have been very unlikely.

The weighted average effective interest rate applied to the Company's fixed rate assets during the year was approximately 7.6 per cent. (2017: 7.0 per cent.). The weighted average period to maturity for the fixed rate assets is approximately 4.9 years (2017: 4.6 years).

The Company's financial assets and liabilities, all denominated in pounds sterling, consist of the following:

	31 March 2018				31 March 2017			
	Fixed rate	Floating rate	Non-interest bearing	Total	Fixed rate	Floating rate	Non-interest bearing	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Unquoted equity	–	–	25,717	25,717	–	–	21,900	21,900
Unquoted loan stock	32,279	281	1,174	33,734	32,987	279	307	33,573
Receivables*	–	–	51	51	–	–	96	96
Current liabilities*	–	–	(396)	(396)	–	–	(452)	(452)
Cash	–	6,762	–	6,762	–	10,496	–	10,496
	32,279	7,043	26,546	65,868	32,987	10,775	21,851	65,613

* The receivables and current liabilities do not reconcile to the Balance sheet as prepayments and tax receivable/(payable) are not included in the above table.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is exposed to credit risk through its receivables, investment in unquoted loan stock, and through the holding of cash on deposit with banks.

The Manager evaluates credit risk on loan stock prior to investment and as part of its ongoing monitoring of investments. In doing this, it takes into account the extent and quality of any security held. Typically loan stock instruments have a first fixed charge or a fixed and floating charge over the assets of the portfolio company in order to mitigate the gross credit risk. The Manager receives management accounts from portfolio companies, and members of the investment management team often sit on the boards of portfolio companies; this enables the close identification, monitoring and management of investment specific credit risk.

The Manager and the Board formally review credit risk (including receivables) and other risks, both at the time of initial investment and at quarterly Board meetings.

Notes to the Financial Statements continued

17. Capital and financial instruments risk management (continued)

The Company's total gross credit risk as at 31 March 2018 was limited to £33,734,000 of unquoted loan stock instruments (2017: £33,573,000), £6,762,000 cash deposits with banks (2017: £10,496,000) and £51,000 of other receivables (2017: £96,000).

As at the balance sheet date, the cash held by the Company is held with Lloyds Bank plc, Scottish Widows Bank plc (part of Lloyds Banking Group), Barclays Bank plc and National Westminster Bank plc. Credit risk on cash transactions is mitigated by transacting with counterparties that are regulated entities subject to prudential supervision, with high credit ratings assigned by international credit-rating agencies.

The Company has an informal policy of limiting counterparty banking and floating rate note exposure to a maximum of 20 per cent. of net asset value for any one counterparty.

The credit profile of the unquoted loan stock is described under liquidity risk:

Liquidity risk

Liquid assets are held as cash on current short term deposit accounts. Under the terms of its Articles, the Company has the ability to borrow up to 10 per cent. of its adjusted capital and reserves of the latest published audited Balance sheet, which amounts to £6,362,000 as at 31 March 2018 (2017: £6,330,000).

The Company has no committed borrowing facilities as at 31 March 2018 (2017: £nil) and had cash balances of £6,762,000 (2017: £10,496,000). The main cash outflows are for new investments, buy-back of shares and dividend payments, which are within the control of the Company. The Manager formally reviews the cash requirements of the Company on a monthly basis, and the Board on a quarterly basis as part of its review of management accounts and forecasts. All the Company's financial liabilities are short term in nature and total £570,000 for the year to 31 March 2018 (2017: £634,000).

The carrying value of loan stock investments as analysed by expected maturity dates is as follows:

Redemption date	31 March 2018				31 March 2017			
	Fully performing £'000	Past due £'000	Impaired £'000	Total £'000	Fully performing £'000	Past due £'000	Impaired £'000	Total £'000
Less than one year	4,480	981	4,093	9,554	4,498	426	7,326	12,250
1-2 years	4,785	–	–	4,785	417	–	–	417
2-3 years	4,332	124	184	4,640	4,541	–	–	4,541
3-5 years	2,726	961	–	3,687	5,334	978	416	6,728
5+ years	7,649	3,419	–	11,068	6,719	2,918	–	9,637
Total	23,972	5,485	4,277	33,734	21,509	4,322	7,742	33,573

Loan stock can be past due as a result of interest or capital not being paid in accordance with contractual terms.

Impaired loan stock has a cost of £6,443,000 (2017: £10,145,000).

In view of the information shown, the Board considers that the Company is subject to low liquidity risk.

Fair values of financial assets and financial liabilities

All the Company's financial assets and liabilities as at 31 March 2018 are stated at fair value as determined by the Directors, with the exception of receivables and payables and cash which are carried at amortised cost, in accordance with FRS 102. There are no financial liabilities other than payables. The Company's financial liabilities are all non-interest bearing. It is the Directors' opinion that the book value of the financial liabilities is not materially different to the fair value and all are payable within one year.

Notes to the Financial Statements continued

18. Commitments and contingencies

The Company had no financial commitments in respect of investments at 31 March 2018.

There are no contingent liabilities or guarantees given by the Company as at 31 March 2018 (31 March 2017: nil).

19. Post balance sheet events

Since 31 March 2018 the Company has had the following post balance sheet events:

- Repayment of £4,676,000 in relation to loan stock and share premium from Kew Green VCT (Stansted) Limited;
- Investment of £120,000 in uMotif Limited; and
- Investment of £65,000 in Healios Limited.

20. Related party transactions

Other than transactions with the Manager as disclosed in note 5, there are no related party transactions or balances requiring disclosure.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Albion Venture Capital Trust PLC (the "Company") will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS on 13 August 2018 at 11:00 am for the following purpose:

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 10 will be proposed as ordinary resolutions and numbers 11 to 13 as special resolutions.

Ordinary Business

1. To receive and adopt the Company's accounts for the year ended 31 March 2018 together with the report of the Directors and Auditor.
2. To approve the Directors' remuneration report for the year ended 31 March 2018.
3. To elect Richard Glover as a Director of the Company.
4. To elect Ann Berresford as a Director of the Company.
5. To re-elect John Kerr as a Director of the Company.
6. To re-elect Jeff Warren as a Director of the Company.
7. To re-appoint BDO LLP as Auditor of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which the accounts are to be laid.
8. To authorise the Directors to agree the Auditor's remuneration.

Special Business

9. Change of investment policy

That the Company's current investment policy be replaced by the following:

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company. Funds held pending investment or for liquidity purposes will be held as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within venture capital trust qualifying industry sectors. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company's assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves.

10. Authority to allot shares

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares of nominal value 1 penny per share in the Company up to an aggregate nominal amount of £192,486 representing approximately 20 per cent. of the total Ordinary share capital as at the date of the Notice, provided that this authority shall expire 15 months from the date that this resolution is passed, or at the conclusion of the next Annual General Meeting, whichever is earlier, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted after the expiry of such period and the Directors may allot shares pursuant to such an offer or agreement as if the authority had not expired.

Notice of Annual General Meeting continued

11. Authority for the disapplication of pre-emption rights

That, subject to the authority and conditional on the passing of resolution number 10, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 10 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

12. Authority to purchase own shares

That, subject to and in accordance with the Company's Articles of Association, the Company be generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company ("Ordinary shares"), on such terms as the Directors think fit provided that:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 14,426,856 shares representing 14.99 per cent. of the issued Ordinary share capital of the Company as at the date of this Notice;
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 1 penny;
- (c) the maximum price, exclusive of any expenses, which may be paid for a share shall be an amount equal to the higher of (a) 105 % of the average of the middle market quotations for the share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (d) the authority hereby conferred shall, unless previously revoked, varied or renewed, expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next Annual General Meeting; and
- (e) the Company may enter into a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

13. Authority to sell treasury shares

That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

By Order of the Board



Albion Capital Group LLP

Company Secretary

Registered office

1 King's Arms Yard

London, EC2R 7AF

29 June 2018

Albion Venture Capital Trust PLC is registered in England and Wales with number 03142609

Notice of Annual General Meeting continued

Notes

1. Members entitled to attend, speak and vote at the Annual General Meeting ("AGM") may appoint a proxy or proxies (who need not be a member of the Company) to exercise these rights in their place at the meeting. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Proxies may only be appointed by:
 - completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilion, Bridgwater Road, Bristol, BS99 6ZZ;
 - going to www.investorcentre.co.uk/eproxy and following the instructions provided there; or
 - by having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members).

Return of the Form of Proxy will not preclude a member from attending the meeting and voting in person. A member may not use any electronic address provided in the Notice of this meeting to communicate with the Company for any purposes other than those expressly stated.

To be effective the Form of Proxy must be completed in accordance with the instructions and received by the Registrars of the Company by 11.00 am on 9 August 2018.

2. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 ('the Act') to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of rights of members in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

3. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 11.00 am on 9 August 2018 (or, in the event of any adjournment, on the date which is two working days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM and any adjournment(s) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by 11.00am on 9 August 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST

Notice of Annual General Meeting continued

members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. A copy of this Notice, and other information regarding the meeting, as required by section 311A of the Act, is available from www.albion.capital/funds/AAVC under the "Fund Reports" section.
7. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
8. Copies of contracts of service and letters of appointment between the Directors and the Company, together with the Register of Directors' Interests in the Ordinary shares of the Company, will be available for inspection at the Registered Office of the Company during normal business hours from the date of this Notice until the conclusion of the meeting, and at the place of the meeting for at least 15 minutes prior to the meeting until its conclusion. In addition, a copy of the Articles of Association will be available for inspection at the Company's registered office from the date of the Notice until the conclusion of the meeting, and at the place of the meeting for at least 15 minutes prior to the meeting until its conclusion.
9. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with section 527 and 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
10. Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment of the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. The business which may be dealt with at the AGM includes a resolution circulated pursuant to this right. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
11. Members satisfying the thresholds in Section 388A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM.

A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
12. As at 27 June 2018 being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consists of 96,243,201 Ordinary shares with a nominal value of 1 penny each. The Company also holds 9,730,188 Ordinary shares in treasury. Therefore, the total voting rights in the Company as at 27 June 2018 are 86,513,013.

Dividend history for Albion Venture Capital Trust PLC 'C Shares' and Albion Prime VCT PLC (unaudited)

		Proforma Albion Prime VCT PLC	
		C shares (pence per share)	(pence per share)
Total shareholder return to 31 March 2018:			
Total dividends paid during the year ended :	31 March 1998	2.00	1.10
	31 March 1999	8.75	6.40
	31 March 2000	2.70	1.50
	31 March 2001	4.80	4.25
	31 March 2002	7.60	2.75
	31 March 2003	7.70	2.00
	31 March 2004	8.20	1.25
	31 March 2005	9.75	2.20
	31 March 2006	11.75	4.50
	31 March 2007	10.00	4.00
	31 March 2008	10.00	5.00
	31 March 2009	10.00	4.50
	31 March 2010	5.00	2.00
	31 March 2011	5.00	3.00
	31 March 2012	5.00	3.00
	31 March 2013	5.00	3.70
	31 March 2014	5.00	4.40
	31 March 2015	5.00	4.40
	31 March 2016	5.00	4.40
	31 March 2017	5.00	4.40
	31 March 2018	5.00	4.40
Total dividends paid to 31 March 2018		138.25	73.15
Net asset value as at 31 March 2018		76.00	66.89
Total shareholder return to 31 March 2018		214.25	140.04

Notes

- The Ordinary shares and the C shares merged on an equal basis.
- The proforma shareholder returns presented above for Albion Prime VCT PLC are based on the dividends paid to shareholders before the merger and the pro-rata net asset value per share and pro-rata dividends per share paid to 31 March 2018. This proforma is based upon 0.8801 Albion Venture Capital Trust PLC shares for every Albion Prime VCT PLC share which merged with Albion Venture Capital Trust PLC on 25 September 2012.
- Dividends paid before 5 April 1999 were paid to qualifying shareholders inclusive of the associated tax credit. The dividends for the year to 31 March 1999 were maximised in order to take advantage of this tax credit.
- The above table excludes the tax benefits investors received upon subscription for shares in the Company.

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