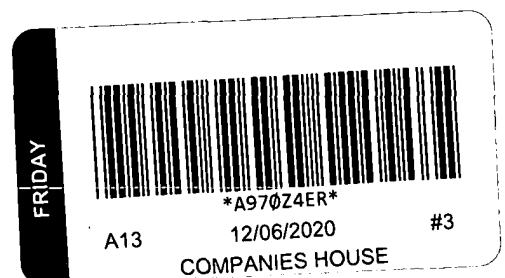


# **Annual Report and Accounts for the year ended 29 February 2020**

**Company number: 03477519**

For UK investors only



Octopus AIM VCT plc ("the Company") is a venture capital trust ("VCT") which aims to provide shareholders with attractive tax-free dividends and long-term capital growth by investing in a diverse portfolio of predominantly AIM-traded companies. The Company is managed by Octopus Investments Limited ("Octopus" or the "Manager").

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# Financial Summary

|                                       | Year to<br>29 February 2020 | Year to<br>28 February 2019 |
|---------------------------------------|-----------------------------|-----------------------------|
| Net assets (£'000)                    | <b>115,110</b>              | 122,504                     |
| Profit/(loss) after tax (£'000)       | <b>992</b>                  | (13,097)                    |
| Net asset value ("NAV") per share (p) | <b>93.3</b>                 | 101.0                       |
| Dividends per share paid in year (p)  | <b>9.0</b>                  | 5.5                         |
| Total return (%)*                     | <b>1.3</b>                  | (8.3)                       |
| Final dividend proposed (p)**         | <b>3.0</b>                  | 3.0                         |
| Total ongoing charges (%)             | <b>1.9</b>                  | 2.1                         |

\*Total return is an alternative performance measure calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period.

\*\*Subject to shareholder approval at the Annual General Meeting, the proposed final dividend will be paid on 7 August 2020 to shareholders on the register on 10 July 2020.

## Key Dates

|                                                 |               |
|-------------------------------------------------|---------------|
| Annual General Meeting                          | 15 July 2020  |
| Final dividend payment date                     | 7 August 2020 |
| Half-yearly results to 31 August 2020 announced | November 2020 |
| Annual Results to 28 February 2021 announced    | May 2021      |
| Annual Report and Accounts published            | June 2021     |

# Strategic Report

The Directors are required by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to include a Strategic Report to shareholders. The Strategic Report comprises the Chairman's Statement, Investment Manager's Review and Business Review.

The Company has been approved as a Venture Capital Trust by HMRC under section 259 of the Income Taxes Act 2007. The shares of the Company were first admitted to the Official List of the UK Listing Authority and trading on the London Stock Exchange on 17 March 1998 and can be found under the TIDM code "OOA". The Company is premium listed.

## The Company's Objective

The objective of the Company is to invest in a broad range of AIM or NEX Exchange traded companies in order to provide shareholders with attractive tax-free dividends and long-term capital growth. Investments are made selectively across a range of sectors in companies that have the potential to grow and enhance their value.

## Investment Policy

The Company's investment policy has been designed and updated to ensure continuing compliance with the VCT qualifying conditions. The Board intends that the long-term disposition of the Company's assets to be at least 85% in a portfolio of qualifying AIM and NEX Exchange traded investments or unquoted companies where in the short to medium term, the management views an initial public offering ("IPO") on AIM or NEX Exchange.

The non-qualifying balance (approximately 15% of its funds) will be invested in permitted investments held for short-term liquidity, generally comprising short-term cash or money market deposits with a minimum Moody's long-term debt rating of 'A'. A proportion of the balance could be invested in funds managed by Octopus or other direct equity investments. This provides a reserve of liquidity which should maximise the Company's flexibility as to the timing of investments, disposals, dividend payments and share buybacks.

Risk is spread by investing in a number of different businesses across a range of industry sectors. In order to qualify as an investment the Company's holdings in any one company (other than another VCT) must not exceed 15% by value of its investments at the time of investment. The value of an individual investment is expected to increase over time as a result of trading progress and a continuous assessment is made of its suitability for sale. However, shareholders should be aware that the Company's qualifying investments are held with a view to long-term capital growth as well as income and will often have limited marketability; as a result it is possible that individual holdings may grow in value, to the point where they represent a significantly higher proportion of total assets prior to a realisation opportunity being available.

The Company's Articles permit borrowings of amounts up to 10% of the adjusted share capital and reserves (as defined in the Company's Articles). However, investments will normally be made using the Company's equity shareholders' funds and it is not intended that the Company will take on any borrowings.

No material changes may be made to the Company's investment policy described above without the prior approval of shareholders by the passing of an Ordinary Resolution. The Directors will continually monitor the investment process and ensure compliance with the investment policy.

## Future Prospects

The Company's longer term performance record has allowed the Company to maintain the dividend payments to shareholders in line with the Dividend Policy set out on page 4. The Board believes the Company's business model will enable it to continue to deliver the targeted regular tax-free annual dividends referred to in the Chairman's Statement. Although the Directors are unsure of the overall impact of the Coronavirus pandemic on the markets and thus the investment portfolio, they remain positive due to the balance of the existing portfolio. The Company also has a strong cash position which enables us to invest in new companies or support existing companies whilst taking advantage of lowering valuations with the current weakened share prices. The Outlook statements in both the Chairman's Statement and the Investment Manager's Review on pages 4 to 5 and 6 to 16 respectively provide further comments on the future prospects of the Company.

## Section 172 (1) Statement

The purpose of the report is to provide shareholders with sufficient information to enable them to assess the extent to which the Directors have performed their legal duty to act in good faith and to promote the success of the Company in accordance with section 172 of the Companies Act 2006 for the benefit of shareholders as a whole as set out in the Business Review on pages 18 to 22. As a Venture Capital Trust Company Octopus AIM VCT plc has no employees; however, the Directors also assessed the impact of the Company's activities on other stakeholders, in particular Shareholders and our third party providers, as well as the portfolio of companies.

## Shareholder relations

Shareholder relations are given high priority by the Board. The prime medium by which the Company communicates with shareholders is through the interim and annual report and accounts, which aim to provide shareholders with a full understanding of the Company's activities and its results. This information is published via the Stock Exchange and on our website at [www.octopusinvestments.com](http://www.octopusinvestments.com).

We always welcome questions from our shareholders at the AGM but this year, to ensure we are able to respond to any questions you may have for either the Investment Manager or AIM VCT Board, please send these via email to **AimAGM@octopusinvestments.com** by 5.00pm on 10 July 2020. Shareholders can also communicate with the Chairman or any other member of the Board by writing to the Company, for the attention of the company secretary at the address set out on page 66.

The Company monitors the 20% threshold for votes cast against Board recommendations for a resolution but has not yet been required to take any actions in this regard.

### Relations with other key stakeholders

The requirement for the Company to consider the interests of its other key stakeholders is limited as it does not have any employees. The Board considers Octopus Investments Limited to be its key business partner with responsibility for the provision of investment management, administration, custody and company secretarial services.

The Directors of a company are required to act in the way they consider will most likely promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires directors to include these factors:

- likely consequences of any decisions in the long-term;
- need to act fairly as between members of the company;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- interests of the company's employees.

In discharging our section 172 duties we have regard to these factors set out above (although we do not have any employees). We also have regard to other factors where relevant. We acknowledge that every decision we make will not necessarily result in a positive outcome for all of our stakeholders. By considering the Company's purpose and objectives together with its strategic priorities and having a process in place for decision-making, we do, however, aim to make sure that our decisions are consistent and predictable.

It is normal practice for Venture Capital Trusts to delegate authority for day-to-day management of the Company to an Investment Manager and then to engage with the Manager in setting, approving and overseeing the execution of the business strategy and related policies. At every Board meeting a review of financial and operational performance, as well as legal and regulatory compliance, is undertaken. The Board also review other areas over the course of the financial year including the Company's business strategy; key risks; stakeholder-related matters; diversity and inclusivity; environmental matters; corporate responsibility and governance, compliance and legal matters.

During the period we received information to help the Board to understand the interests and views of the Company's key stakeholders; investors, investee companies and service providers to the Company, including the Investment Manager.

### We set out below some examples of how this has worked in 2019/2020

In deciding to enter into a fundraising for the 2019/2020 and 2020/2021 tax year, the Board considered:

- the impact of dilution on shareholder's holdings;
- the ability to adhere to the Company's dividend policy;
- the effect on the Net Asset Value and the ability of the Company to be able to meet HMRC's VCT investment rules and timelines;
- the costs involved in issuing a prospectus borne by Octopus;
- the decision about what level to set the discount to net asset value at which the Company's shares traded actively considered balancing the interests of exiting and remaining shareholders. Likewise, the Board considered the advantages to shareholders of meeting requests to buy back shares with the requirement for the Company to have adequate liquidity.

The Board considers that the Company's investment operations create employment, aid economic growth, generate tax revenues and produce wealth, thus benefiting the community and the economy more generally.

# Chairman's Statement

## Introduction

Much of the year to 29 February 2020 was still dominated by the challenges around international trade, politics and Brexit which had caused domestic company shares to lag the larger more internationally exposed constituents of the FTSE 100. There was a dramatic change in sentiment after the December General Election and smaller companies outperformed for the next two months as investors turned their attention back to domestic companies and the potential for growth against a more certain political backdrop and the promise of an end to the Brexit impasse. Towards the end of February, sentiment changed again as reports first from China and then from Italy emerged about the seriousness of the Coronavirus and the measures that were going to be needed to combat it. It is now apparent that market volatility could continue for some time to come as the Government works out how to lift the lockdown measures that have been put in place with minimal costs to lives and long term damage to the economy.

The level of new fundraisings on AIM was subdued in the year ended 29 February 2020, with the number of new issues particularly weak compared with recent years. However, the level of fundraising for existing AIM companies was more robust demonstrating that AIM continues to do its job for its participants. In the year under review AIM has raised £3.7 billion of new capital for companies, a decrease from the £5.2 billion raised in the previous year. Against this background the AIM VCT made £6.2 million of new VCT qualifying investments in the period.

In the year under review, the Company raised £4.5 million net of costs through the issue of new shares and continued to buy back shares from shareholders wishing to sell. Since the period end it has made two further allotments of shares raising a total of £9.1 million net of costs. This is available for new and follow-on investments and we are already seeing opportunities to invest it to help companies navigate the current crisis.

## Performance

Adding back the 9.0p of dividends paid out in the year, the NAV per share total return was +1.3%. To provide context in the same twelve months the FTSE AIM All-Share Index fell by 4.4%, the FTSE SmallCap (excluding investment companies) Index rose by 2.6% and the FTSE All-Share Index fell by 1.4%, all on a total return basis.

Once again stock specific factors had a significant impact on performance, both positive and negative, and these are covered in more detail in the Manager's report. For much of the year smaller companies underperformed as the stock market focused on domestic political problems which weakened sterling and confidence in companies exposed to the domestic economy. This changed with the General Election result in December and domestic companies outperformed in December and January. February was a negative month for the whole stock market as it began to focus on the impact of the spread of Coronavirus although at that stage the main concern was a sharp interruption to Chinese growth rather than any wider consequences of it spreading to the rest of the world.

Further details of performance are contained in the Investment Manager's Review on pages 6 to 16.

## Dividends

In January 2020 an interim dividend of 2.5p and a special dividend of 3.5p were paid to all shareholders in addition to the 3.0p final dividend that had been paid in August 2019. The special dividend was made following a number of partial and total sales of holdings from the portfolio in the year. The Board hopes to be able to continue to pay a minimum of 2.5p each half year and to adjust the final dividend annually, based on the year end share price, so that shareholders receive either 5p per annum or a 5% yield, whichever is the greater at the time. The Board has considered the level of dividend in the context of recent share price movements and on this occasion has chosen to maintain the final dividend of 3.0p, which brings the total dividend for the year to 5.5p which is a 5.9% yield based on the share price of 93.0p on 29 February 2020 and greater than the targeted minimum of 5p.

## Cancellation of Share Premium Account

At the last General Meeting, shareholders voted to cancel share premium to create a pool of distributable reserves to the amount of £21.6 million.

## Dividend Reinvestment Scheme

In common with many other VCTs in the industry, the Company has established a Dividend Reinvestment Scheme ("DRIS"). Some shareholders have already taken advantage of this opportunity. For investors who do not require income, but value the additional tax relief on their reinvested dividends, this is an attractive scheme and I hope more shareholders will find it useful. In the course of the year 1,727,105 new shares have been issued under this scheme, returning £1.8 million to the Company. The final dividend referred to above will be eligible for the DRIS.

## Share Buybacks

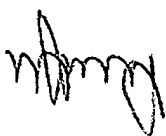
During the year to 29 February 2020 the Company continued to buy back and cancel shares in the market from selling shareholders and purchased 3,965,450 Ordinary shares for a total consideration of £3.8 million. We have maintained a discount of approximately 4.5% to NAV (equating to a 5.0% discount to the selling shareholder after costs), which the Board monitors and intends to retain as a policy which fairly balances the interests of both remaining and selling shareholders. Buybacks remain an essential practice for VCTs and this has been considered with the Coronavirus pandemic, as providing a means of selling is an important part of the initial investment decision and has enabled the Company to grow. As such I hope you will all support the appropriate resolution at the AGM.

## Outlook

At the time of writing the Coronavirus epidemic has caused a temporary suspension to what we know as 'normal trading conditions' as it has created lockdowns around the globe. This dramatically increased the short-term volatility of share prices. The Company saw substantial changes in weekly NAV movements, moving from 101.3p at the start of February to 93.3p at the year end. There was a further drop by the end of March to 81.7p. In April however, the NAV made a recovery and the most recent NAV on 18 May 2020 was 91.4p. As the Company is invested in listed businesses, it is exposed to market movements and short term volatility, which is not necessarily indicative of underlying performance issues. Governments around the world have put in place substantial financial packages to counter the economic effects of a lockdown and attention is now focused on finding a way for economies to emerge from this situation without starting a second wave of the pandemic, but the full impact is yet to be understood.

Companies will be affected to varying degrees, and we have been in active dialogue with many of the management teams to ensure that the businesses have the balance sheet strength to navigate a range of scenarios. The trading outcome for many companies this year will depend on how soon the lockdown is eased and companies can get back to full capacity. In the short-term we expect companies to be focused on looking after their stakeholders, particularly employees and customers. Conserving cash will be important over the next few months, so we expect dividend payments to be cancelled or delayed in the short-term and for some to be raising money in the stock market. VCT rules do not always permit us to support companies with follow-on investments but we do have some portfolio companies where this is still possible.

The portfolio now contains 88 holdings across a range of sectors and many of them have already demonstrated their management's ability to grow their businesses successfully despite difficult market conditions. Short-term trading issues aside, the balance of the portfolio towards profitable companies remains, and the cash available for new investments will allow us to take advantage of any future lowering of valuations resulting from the current period of share price weakness and to support existing holdings where we can.



Roger Smith  
Chairman  
21 May 2020

## Share Issues

An offer to raise up to £12 million with an over-allotment facility of up to a further £6 million alongside the Octopus AIM VCT 2 plc was launched on 29 November 2019. The offer closed to new applications on 27 February 2020. As at 29 February 2020 there was £10 million outstanding in the applications accounts to be allotted and subsequently £8.8 million net of costs was allotted on 6 March 2020 with £0.3 million net of costs allotted on 16 April 2020.

## VCT Status

PricewaterhouseCoopers LLP ("PwC") provides the Board and Investment Manager with advice concerning continuing compliance with HMRC regulations for VCTs. The Board has been advised that Octopus AIM VCT is in compliance with conditions laid down by HMRC for maintaining approval as a VCT. From 1 March 2020 a key requirement is to maintain at least an 80% qualifying investment level, up from the previous level of 70%. As at 29 February 2020 91.9% of the portfolio as measured by HMRC rules was invested in qualifying investments.

## Annual General Meeting ("AGM")

Your Board has been deliberating the potential impact of the Coronavirus outbreak on the arrangements for our forthcoming Annual General Meeting ("AGM"). We are required by law to hold an AGM within 15 months of the previous AGM, therefore a lengthy postponement or adjournment is not possible. Hence our AGM will be held at 12.00pm on 15 July 2020, at 33 Holborn, London, EC1N 2HT.

In light of the current Coronavirus 'stay at home' measures in the UK, and given that the Company's Articles of Association do not allow for a "virtual" meeting, the AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders attempting to attend the AGM will be refused entry. The meeting will still comply with the minimum legal requirements for an AGM.

Shareholders will be updated of any changes through regulatory announcements and on our Manager's website at [www.octopusinvestments.com/coronavirus-updates](http://www.octopusinvestments.com/coronavirus-updates). Formal notices will be sent to shareholders by their preferred method (e-mail or post) and shareholders are encouraged to submit their votes by proxy, as they will not be able to do so in person. Full details of the business to be conducted at the AGM are given in the Notice of the Meeting on pages 67 and 68.

We always welcome questions from our shareholders at the AGM but this year, to ensure we are able to respond to any questions you may have for either the Investment Manager or AIM VCT Board, please send these via email to [AIMAGM@octopusinvestments.com](mailto:AIMAGM@octopusinvestments.com) by 5.00pm on 10 July 2020.

# Investment Manager's Review

## Introduction

The very small appreciation in the NAV total return in the year to 29 February 2020 of 1.3% understates what was a very turbulent year. For much of the period under review the now well aired problems of international trade tensions, concerns around Brexit and continuing disarray in domestic politics dominated and smaller companies underperformed as investors favoured the relative security of the FTSE 100 with its superior liquidity and exposure to foreign currency earnings. This was followed by a two-month period between December and January when the stock market reacted to a decisive General Election result with an improvement in sentiment and increased enthusiasm for smaller domestic stocks. By the middle of February, it had become apparent that the spread of Coronavirus was an emerging global issue. The NAV fell by 8.8% in February, giving up its more recent gains and setting the tone for the increase in volatility we have seen since as the seriousness of the situation has revealed itself.

In the year to 29 February 2020 AIM continued to raise new capital for its constituents even though new flotations were at historically low levels in a hesitant market. The Company has deployed existing cash throughout the year as well as raising £4.5 million net of costs for future investments, with a further £9.1 million allotted since the year end. Anecdotally, investment opportunities were delayed first by Brexit worries and then by the General Election and now new issues continue to be impacted by market conditions as all eyes are on the Coronavirus pandemic and the impact of global lockdowns on companies. However, this change can present us with the demand for additional capital from existing companies and create opportunities to invest into some exciting businesses we have been tracking. We have already seen the Company invest a further £3.3 million in existing qualifying companies as well as £1.7 million in new investments since the year end and therefore remain positive.

## The Alternative Investment Market

After two years of outperformance, AIM trailed larger company indices in the year, producing a negative total return of 4.4% in the twelve months to February. This was well behind the FTSE All-Share Index which achieved a smaller negative return of 1.4% over the same period and behind the Smaller Companies Index (ex-Investment Trusts) which returned a positive return of 2.6%. For much of the period the stock market was in 'risk averse' mode apart from a brief period of exuberance post the General Election in December and before worries about the effect of Coronavirus started to take hold in February. The AIM index suffered from a combination of some of its large constituents such as Fevertree and ASOS being de-rated and its relatively high proportion of very small companies which held it back. Interestingly, despite some headwinds for smaller companies liquidity and average daily volumes of stocks traded on AIM have held up well and have been particularly strong since the beginning of 2020.

Companies have continued to raise new capital throughout the year. In the twelve months to 29 February 2020 AIM raised a further £3.2 billion of new capital for existing companies as well as a total of £0.5 billion for new companies floating on the market, demonstrating AIM's ability to provide finance for good growth companies even at a time when attracting new entrants was difficult. VCTs play a significant part in that funding process and we identify below the companies we have invested in during the second half of the year. The graph below shows the total fundraising by AIM that has been undertaken in the twelve months to 29 February 2020.

### Funds raised on AIM (£m): March 2019 – February 2020

## Performance

Adding back the 9p of dividends paid during the year to show the total return, the NAV increased by 1.3% in the year (2019: 8.3% decrease). This compares with a total return for the FTSE All-Share Index ex-Investment Trusts of -1.4% and for the FTSE AIM All-Share Index of -4.4%. The FTSE SmallCap Index ex-Investment Trusts fared better, showing a positive total return of 2.6%. Although the NAV total return did not make much progress, there were some very marked movements in individual stock prices with a few share prices having a significant effect both positively and negatively. Investors have not lost their wariness of smaller companies that have yet to make a profit (of which there are several in the Company), and this has resulted in the share prices of some of our newer investments at this stage of development struggling to gain any traction in noisy market conditions.

Among the larger and more established holdings, GB Group had an excellent year, successfully integrating the substantial acquisition of IDology which was followed by upgrades to forecasts and strong interim results. It was also a beneficiary of weak sterling for much of the period. Ergomed was another very good performer in the year, which has increased the profitability of its business and now has a range of services it can offer large pharmaceutical companies, including the monitoring of drugs for regulatory purposes and the conducting of orphan drugs trials. We expect it to continue to achieve good profitable organic growth in the coming year and it has already announced its involvement in two clinical drugs trials for possible targets against Coronavirus.

RWS also performed very well, helped by upgrades to forecasts and we took the opportunity to take some profits. Learning Technologies also produced robust trading statements and was rewarded with a recovery in its share price from depressed levels at the beginning of the year and ended up being the single largest contributor to performance in the period. Since the period end, it has put together a detailed assessment relating to various outcomes of the Coronavirus pandemic, considering its possible impact and liquidity available to the Group. The impact is yet to be seen, but a number of our portfolio companies are making these type of assessments.

Judges was another very good performer benefitting from upgrades to forecasts as a result of good demand for its specialist equipment and currency tail-winds. It expects to experience delays rather than wholesale loss of orders from its predominately research customers in the current environment and has a strong balance sheet.

Breedon saw its share price recover from a depressed level which had resulted from earlier fears about its exposure to the UK economy. As a result of the lockdown in UK, it has now had to suspend operations and will be using all the government initiatives to preserve its capacity for the expected strong demand for its products once building is allowed to re-start.

Among the more recent investments, Ixico made excellent progress, announcing some meaningful contracts on large drugs trials which involve the monitoring of the brain using scans. The company is now profitable. Renalytix, spun out of EKF diagnostics has continued to make good progress with the validation and commercialisation of its test that can predict chronic kidney disease before it is apparent.

Diaceutics also got off to a good start and has announced better than expected maiden figures. Sosandar also produced higher than expected sales growth with new product lines launched at the beginning of 2020. We made a follow-on investment to finance marketing spend. Spend has been put on hold and cash is being preserved until normality post Coronavirus returns.

Some individual companies suffered from specific headwinds which resulted in poor share price performances. The biggest detractor from performance in the year was Staffline which we wrote about in the interim accounts. Unfortunately, having been unable to publish its 2018 accounts on time it experienced further challenges as its customers changed their demand patterns around the time of Brexit and then delayed the ramp up to Christmas until after the General Election in December. This was a particular problem in the People Plus division which is dependent on Government contracts. Since then, the Chief Executive has announced that he will be departing once a replacement is found and the share price reflects nervousness around the balance sheet which still has debt.

The other major detractor was Quixant where its biggest customer lost out to competitors in 2019 resulting in downgrades to sales expectations and forecasts. It has come out with final results for 2019 post the period end and although there remains a significant uncertainty over the outcome for 2020 due to Coronavirus where their customers have had to shut for business they do have net cash on the balance sheet and sales should recover in 2021. It also has some exciting new products aimed at the broadcasting sector which have yet to establish themselves.

Craneware saw its shares fall from a high after the sales growth rate disappointed as a result of a slower than expected uptake from its new Trisus platform. The company retains its strong positioning in the US hospital market and stands out as a cash generative software company with growing annual recurring revenues.

Among other negative contributors were Mycelx Technologies and LoopUp Group. Mycelx had a series of downgrades to forecasts as a result of lower than expected revenues from its Saudi Arabian based operations. Other markets have been slower than hoped to open up although the potential opportunity for its water cleaning technology remains significant although the current weakness in the oil price will not be helping. LoopUp disappointed after the acquisition of Meetingzone failed to deliver the expected benefits although it is now benefitting from a huge increase in demand for its tele-conferencing services.

## Portfolio Activity

Having made four qualifying investments at a total cost of £3.9 million in the first half of the year, we added four further new qualifying holdings at a cost of £2.4 million in the second half.

One of the four new qualifying investments, DXS plc, was a new issue on the NEX Exchange where we took a very small holding in a company supplying clinical decision support software to the NHS. We expect to support it further as it grows and comes to AIM in due course. C4X Discovery has a drug design platform that saves large pharmaceutical companies time and money when they are

developing new compounds. The Company has been on AIM for some time. Cloudcall is a communications software company with recurring revenues. The final investment was a follow-on into Osirium via a convertible instrument. It has taken longer than we expected, but is finally gaining sales traction for its PAM security software.

The non-qualifying element of the equity portfolio comprises the funds raised in share offers awaiting deployment into qualifying investments. The manager continued to use non-qualifying investments to manage liquidity while awaiting new qualifying investment opportunities. We have held onto existing AIM holdings where we see the opportunity for further development but have invested any new funds raised into a mixture of the Octopus managed portfolios with a small proportion going into the FP Octopus UK Micro Cap Growth fund and the FP Octopus UK Multi Cap Income fund. This strategy is designed to obtain a better return on funds awaiting investment than the very low rates available on cash and in the year we have seen this to be the driver of positive value growth.

During the year we sold part of the holdings in RWS, Clinigen, Gamma, Restore, Next Fifteen, Advanced Medical Solutions, LoopUp, Ixco, Learning Technologies and VR Education as well as disposing of the entire Abcam and Iomart holdings, all at a profit. Synnovia, Nasstar and Brady, all longer term holdings, were sold as the result of takeover bids and the entire holding in Immotion was sold at a small loss. In all disposals raised £7.1 million in cash and made an aggregated profit on original cost of £3.1 million.

## VCT Regulations

There have been no further changes to the VCT regulations since publication of the previous set of audited accounts. As a reminder, the current requirements are that any funds raised after 6 April 2019 should be 30% invested in qualifying holdings within 12 months of the end of the accounting period in which the shares were issued, and for financial years beginning after 6 April 2019 the portfolio will also have to maintain a minimum of 80% invested at cost in qualifying holdings. We are determined to maintain a threshold of quality and to invest where we see the potential for returns from growth. However, the emphasis of the new regulations is definitely to encourage investment into earlier stage companies and to that extent, it seems likely over a number of years, that the portfolio will see a rise in the number of smaller companies receiving our initial investment. We would expect to invest further in those companies as they demonstrate their ability to grow. At present there has been little change to the profile of the portfolio, as we continue to hold the larger market capitalisation companies, in which we invested several years ago as qualifying companies, or which we bought in the market prior to the rule changes where we see the potential for them to continue to grow.

In order to qualify companies must:

- have fewer than 250 full time equivalent employees;
- have less than £15 million of gross assets at the time of investment and no more than £16 million immediately post investment;
- be less than seven years old from the date of their first commercial sale (or 10 years if a knowledge intensive company) if raising State Aided (ie VCT) funds for the first time;
- have raised no more than £5 million of State Aided funds in the previous 12 months and less than the lifetime limit of £12 million (or from 6 April 2018 £10 million in 12 months and a £20 million lifetime limit if a knowledge intensive company); and
- produce a business plan to show that the funds are being raised for growth and development.

## Coronavirus

For the past two months the team has been working from home, absorbing a torrent of information being published by companies and communicating with each other. The team continue to operate business as usual.

The initial concern is about balance sheet strength for more mature companies and funding for those that have not yet reached the point of profitability and are likely to be unable to get there on existing resources as a result of the current situation.

In the first category, the majority of the more established companies in the portfolio have already published fairly detailed trading statements including banking relationships and balance sheet headroom. We have been very impressed by how efficiently many companies have handled this, sometimes having to react twice in the space of a week to changing information. It is also interesting to note that the AIM market has been fulfilling its function to fund companies and there have been several examples of this in action over the past weeks both within and outside the portfolio. The priority for many of them is to come out of this situation on the front foot and in a position to take advantage of any opportunities that present themselves.

In the second category there are already examples like Trackwise, PCI-Pal and Sosandar that have raised money to move their businesses to the next stage and towards being self-supporting and able to grow. Others will need more help and to this end we are co-operating with the rest of the VCT industry to see whether any short-term changes to the rules over investment limits or perhaps maximum age could help us to support portfolio companies that might struggle otherwise.

Although there are some companies such as Tasty or Escape Hunt in the portfolio which will be set for a particularly difficult period given their direct consumer businesses, the portfolio is balanced with exposure to many different sectors some of which can benefit from events. LoopUp is one direct example and Ergomed, EKF Diagnostics, Diaceutics, Maxcyte and Fusion Antibodies are all operating in areas which will receive increased attention and funding in the future and others such as GB Group will benefit from the general move to do things remotely. The majority of investee companies are business rather than directly consumer facing, and many have recurring revenues.

## Outlook and Future Prospects

The global spread of Coronavirus and measures that governments around the world are implementing to save lives have made predictions of any kind virtually impossible in the short to medium term. Companies have put out detailed statements revealing their financial positions and stress testing for different scenarios and stock markets have seen a period of almost unprecedented information and also share price volatility. However, there is a determination from governments around the globe to help businesses to survive the short-term shock and to enable them to resume trading once the situation is less dangerous and lockdowns can be lifted.

The portfolio's strength is that it is well diversified both in terms of sector exposure and in terms of individual company concentration. It now contains 88 holdings with investments across a range of sectors including healthcare and technology. There are a number of newer holdings that we were expecting to demonstrate progress over the coming twelve months, and this is now likely to prove more challenging. However, the balance of the portfolio towards profitable companies remains. The VCT currently has funds available for new investments which should allow us to take advantage of any dip in valuations resulting from current weak sentiment and enable us to support existing companies where we can. We remain selective when viewing new investment opportunities, and have so far made eight qualifying investments in the new financial year.

## Investment Portfolio

| Investee Company                      | Sector                                       | Book cost<br>as at<br>29 February<br>2020<br>£'000 | Cumulative<br>change in<br>Fair Value<br>£'000 | Fair Value<br>as at<br>29 February<br>2020<br>£'000 | Movement<br>in Year<br>£'000 | % equity<br>held by<br>Octopus<br>AIM VCT<br>plc | % equity<br>held by<br>all funds<br>managed<br>by Octopus | Fair value<br>as a % of<br>Octopus<br>AIM VCT<br>NAV |
|---------------------------------------|----------------------------------------------|----------------------------------------------------|------------------------------------------------|-----------------------------------------------------|------------------------------|--------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------|
| GB Group plc                          | Software and Computer Services               | 663                                                | 6,315                                          | 6,978                                               | 1,693                        | 0.56%                                            | 7.15%                                                     | 6.06%                                                |
| Learning Technologies Group plc       | Software and Computer Services               | 1,051                                              | 5,237                                          | 6,288                                               | 3,089                        | 0.69%                                            | 1.16%                                                     | 5.46%                                                |
| Breedon Group plc                     | Construction and Materials                   | 859                                                | 5,266                                          | 6,125                                               | 1,460                        | 0.43%                                            | 4.36%                                                     | 5.32%                                                |
| Mattioli Woods plc                    | Investment Banking and<br>Brokerage Services | 529                                                | 2,797                                          | 3,326                                               | 337                          | 1.47%                                            | 2.03%                                                     | 2.89%                                                |
| Ergomed plc                           | Pharmaceuticals and<br>Biotechnology         | 1,440                                              | 1,857                                          | 3,297                                               | 1,693                        | 1.85%                                            | 4.06%                                                     | 2.86%                                                |
| Brooks Macdonald Group plc            | Investment Banking and<br>Brokerage Services | 746                                                | 2,349                                          | 3,095                                               | 638                          | 0.96%                                            | 11.09%                                                    | 2.69%                                                |
| Craneware plc                         | Software and Computer Services               | 183                                                | 2,397                                          | 2,580                                               | (1,049)                      | 0.51%                                            | 1.38%                                                     | 2.24%                                                |
| Judges Scientific plc                 | Electronic and Electrical<br>Equipment       | 314                                                | 2,065                                          | 2,379                                               | 998                          | 0.81%                                            | 1.34%                                                     | 2.07%                                                |
| Ixico plc                             | Pharmaceuticals and<br>Biotechnology         | 1,046                                              | 1,008                                          | 2,054                                               | 971                          | 7.93%                                            | 13.22%                                                    | 1.78%                                                |
| Creo Medical Group plc                | Medical Equipment and Services               | 1,471                                              | 447                                            | 1,918                                               | (459)                        | 0.75%                                            | 1.45%                                                     | 1.67%                                                |
| Quixant plc                           | Technology Hardware and<br>Equipment         | 587                                                | 1,260                                          | 1,847                                               | (2,000)                      | 1.92%                                            | 3.20%                                                     | 1.60%                                                |
| IDOX plc                              | Software and Computer Services               | 353                                                | 1,477                                          | 1,830                                               | 253                          | 1.06%                                            | 1.90%                                                     | 1.59%                                                |
| EKF Diagnostics Holdings plc          | Medical Equipment and Services               | 931                                                | 703                                            | 1,634                                               | (138)                        | 1.22%                                            | 2.75%                                                     | 1.42%                                                |
| Cello Group plc                       | Health Care Providers                        | 895                                                | 618                                            | 1,513                                               | 206                          | 1.14%                                            | 1.90%                                                     | 1.31%                                                |
| Sosandar plc                          | Retailers                                    | 1,498                                              | -                                              | 1,498                                               | -                            | 5.19%                                            | 9.44%                                                     | 1.30%                                                |
| Diaceutics plc                        | Health Care Providers                        | 930                                                | 563                                            | 1,493                                               | 563                          | 1.76%                                            | 3.22%                                                     | 1.30%                                                |
| Scientific Digital Imaging plc        | Medical Equipment and Services               | 179                                                | 1,169                                          | 1,348                                               | 411                          | 2.29%                                            | 3.81%                                                     | 1.17%                                                |
| Adept Telecom plc                     | Telecommunications Service<br>Providers      | 601                                                | 720                                            | 1,321                                               | (51)                         | 1.71%                                            | 3.14%                                                     | 1.15%                                                |
| RWS Holdings plc                      | Industrial Support Services                  | 143                                                | 1,134                                          | 1,277                                               | 128                          | 0.09%                                            | 4.95%                                                     | 1.11%                                                |
| Gooch & Housego plc                   | Technology Hardware and<br>Equipment         | 422                                                | 810                                            | 1,232                                               | 67                           | 0.41%                                            | 13.82%                                                    | 1.07%                                                |
| Gamma Communications plc              | Telecommunications Service<br>Providers      | 366                                                | 781                                            | 1,147                                               | 331                          | 0.10%                                            | 7.53%                                                     | 1.00%                                                |
| Advanced Medical Solutions Group plc  | Medical Equipment and Services               | 743                                                | 401                                            | 1,144                                               | (253)                        | 0.21%                                            | 10.49%                                                    | 0.99%                                                |
| Next Fifteen Communications Group plc | Media                                        | 515                                                | 626                                            | 1,141                                               | (265)                        | 0.29%                                            | 14.12%                                                    | 0.99%                                                |
| Intelligent Ultrasound Group plc      | Medical Equipment and Services               | 1,199                                              | (60)                                           | 1,139                                               | (60)                         | 5.45%                                            | 9.08%                                                     | 0.99%                                                |
| Animalcare Group plc                  | Pharmaceuticals and<br>Biotechnology         | 306                                                | 750                                            | 1,056                                               | 314                          | 0.92%                                            | 2.37%                                                     | 0.92%                                                |
| Netcall plc                           | Software and Computer Services               | 308                                                | 728                                            | 1,036                                               | 178                          | 2.06%                                            | 3.57%                                                     | 0.90%                                                |
| The Panopoly Holdings plc             | Software and Computer Services               | 979                                                | 13                                             | 992                                                 | (331)                        | 2.69%                                            | 4.48%                                                     | 0.86%                                                |
| Access Intelligence plc               | Software and Computer Services               | 806                                                | 140                                            | 946                                                 | (132)                        | 2.48%                                            | 4.23%                                                     | 0.82%                                                |
| Trackwise Designs plc                 | Technology Hardware and<br>Equipment         | 1,050                                              | (130)                                          | 920                                                 | (60)                         | 6.77%                                            | 11.28%                                                    | 0.80%                                                |
| Beeks Financial Cloud Group plc       | Software and Computer Services               | 450                                                | 432                                            | 882                                                 | 45                           | 1.77%                                            | 3.10%                                                     | 0.77%                                                |
| Vertu Motors plc                      | Retailers                                    | 1,265                                              | (420)                                          | 845                                                 | (177)                        | 0.72%                                            | 2.72%                                                     | 0.73%                                                |
| Gear4music Holdings plc               | Leisure Goods                                | 557                                                | 285                                            | 842                                                 | 80                           | 1.91%                                            | 3.19%                                                     | 0.73%                                                |
| Restore plc                           | Industrial Support Services                  | 256                                                | 578                                            | 834                                                 | 279                          | 0.16%                                            | 11.02%                                                    | 0.72%                                                |
| Clinigen Group plc                    | Pharmaceuticals and<br>Biotechnology         | 701                                                | 133                                            | 834                                                 | (278)                        | 0.09%                                            | 4.89%                                                     | 0.72%                                                |
| Renalytix plc                         | Medical Equipment and Services               | 307                                                | 454                                            | 761                                                 | 419                          | 0.43%                                            | 0.90%                                                     | 0.66%                                                |
| C4X Discovery plc                     | Pharmaceuticals and<br>Biotechnology         | 900                                                | (240)                                          | 660                                                 | (240)                        | 5.54%                                            | 9.23%                                                     | 0.57%                                                |
| PCI-Pol plc                           | Software and Computer Services               | 720                                                | (96)                                           | 624                                                 | 272                          | 3.76%                                            | 6.27%                                                     | 0.54%                                                |

| Investee Company                 | Sector                                 | Book cost<br>as at<br>29 February<br>2020<br>£'000 | Cumulative<br>change in<br>Fair Value<br>£'000 | Fair Value<br>as at<br>29 February<br>2020<br>£'000 | Movement<br>in Year<br>£'000 | % equity<br>held by<br>Octopus<br>AIM VCT<br>plc | % equity<br>held by<br>all funds<br>managed<br>by Octopus | Fair value<br>as a % of<br>Octopus<br>AIM VCT<br>NAV |
|----------------------------------|----------------------------------------|----------------------------------------------------|------------------------------------------------|-----------------------------------------------------|------------------------------|--------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------|
| Equuls Group plc                 | Industrial Support Services            | 948                                                | (343)                                          | 605                                                 | (768)                        | 0.91%                                            | 1.62%                                                     | 0.53%                                                |
| VR Education Holdings plc        | Software and Computer Services         | 1,033                                              | (465)                                          | 568                                                 | (362)                        | 5.35%                                            | 9.46%                                                     | 0.49%                                                |
| Fusion Antibodies plc            | Health Care Providers                  | 577                                                | (28)                                           | 549                                                 | 345                          | 3.19%                                            | 5.50%                                                     | 0.48%                                                |
| Cloudcall Group plc              | Software and Computer Services         | 570                                                | (74)                                           | 496                                                 | (74)                         | 1.47%                                            | 2.45%                                                     | 0.43%                                                |
| Vectura Group plc                | Pharmaceuticals and<br>Biotechnology   | 498                                                | (18)                                           | 480                                                 | 12                           | 0.09%                                            | 0.15%                                                     | 0.42%                                                |
| MaxCyte Inc (Reg S)              | Pharmaceuticals and<br>Biotechnology   | -                                                  | 462                                            | 462                                                 | (77)                         | 5.17%                                            | 8.62%                                                     | 0.40%                                                |
| Omega Diagnostics Group plc      | Medical Equipment and Services         | 465                                                | (17)                                           | 448                                                 | (51)                         | 2.54%                                            | 4.44%                                                     | 0.39%                                                |
| WANdisco plc                     | Software and Computer Services         | 145                                                | 283                                            | 428                                                 | (166)                        | 0.17%                                            | 0.28%                                                     | 0.37%                                                |
| MyCelx Technologies Corporation  | Gas, Water and Multi-utilities         | 1,470                                              | (1,047)                                        | 423                                                 | (1,450)                      | 4.19%                                            | 15.85%                                                    | 0.37%                                                |
| DXS International plc            | Software and Computer Services         | 300                                                | 38                                             | 338                                                 | 37                           | 7.77%                                            | 12.95%                                                    | 0.29%                                                |
| KRM22 plc                        | Closed End Investments                 | 681                                                | (347)                                          | 334                                                 | (368)                        | 3.24%                                            | 5.40%                                                     | 0.29%                                                |
| DP Poland plc                    | Travel and Leisure                     | 1,016                                              | (685)                                          | 331                                                 | (109)                        | 1.87%                                            | 3.89%                                                     | 0.29%                                                |
| Mears Group plc                  | Industrial Support Services            | 139                                                | 192                                            | 331                                                 | (12)                         | 0.11%                                            | 0.13%                                                     | 0.29%                                                |
| Falanx Group Limited             | Industrial Support Services            | 900                                                | (570)                                          | 330                                                 | (345)                        | 7.49%                                            | 12.49%                                                    | 0.29%                                                |
| TP Group plc                     | Aerospace and Defence                  | 648                                                | (329)                                          | 319                                                 | (16)                         | 0.68%                                            | 2.39%                                                     | 0.28%                                                |
| Velocity Composites plc          | Aerospace and Defence                  | 799                                                | (498)                                          | 301                                                 | 94                           | 2.61%                                            | 4.88%                                                     | 0.26%                                                |
| Maxcyte Inc                      | Pharmaceuticals and<br>Biotechnology   | 1,035                                              | (756)                                          | 279                                                 | (46)                         | 0.36%                                            | 1.49%                                                     | 0.24%                                                |
| LoopUp Group plc                 | Software and Computer Services         | 460                                                | (244)                                          | 216                                                 | (1,394)                      | 0.83%                                            | 1.39%                                                     | 0.19%                                                |
| Microsaic Systems plc            | Electronic and Electrical<br>Equipment | 1,384                                              | (1,177)                                        | 207                                                 | (103)                        | 5.67%                                            | 9.45%                                                     | 0.18%                                                |
| Enteq Upstream plc               | Non-Renewable Energy                   | 1,032                                              | (825)                                          | 207                                                 | (52)                         | 1.58%                                            | 4.46%                                                     | 0.18%                                                |
| Osirium Technologies plc         | Software and Computer Services         | 1,350                                              | (1,183)                                        | 167                                                 | (929)                        | 4.76%                                            | 11.89%                                                    | 0.15%                                                |
| Cambridge Cognition Holdings plc | Health Care Providers                  | 601                                                | (446)                                          | 155                                                 | (533)                        | 2.75%                                            | 4.59%                                                     | 0.13%                                                |
| Staffline Recruitment Group plc  | Industrial Support Services            | 334                                                | (213)                                          | 121                                                 | (2,333)                      | 0.53%                                            | 0.53%                                                     | 0.11%                                                |
| Escape Hunt plc                  | Travel and Leisure                     | 988                                                | (900)                                          | 88                                                  | (439)                        | 2.72%                                            | 4.53%                                                     | 0.08%                                                |
| Maestrano Group plc              | Software and Computer Services         | 636                                                | (549)                                          | 87                                                  | (116)                        | 2.90%                                            | 4.84%                                                     | 0.08%                                                |
| ReNeuron Group plc               | Pharmaceuticals and<br>Biotechnology   | 324                                                | (240)                                          | 84                                                  | 49                           | 0.20%                                            | 0.82%                                                     | 0.07%                                                |
| Tasty plc                        | Travel and Leisure                     | 622                                                | (574)                                          | 48                                                  | (86)                         | 1.05%                                            | 1.85%                                                     | 0.04%                                                |
| ISpatial plc                     | Software and Computer Services         | 300                                                | (276)                                          | 24                                                  | (7)                          | 0.09%                                            | 1.00%                                                     | 0.02%                                                |
| Dods Group plc                   | Media                                  | 203                                                | (179)                                          | 24                                                  | (28)                         | 0.15%                                            | 0.15%                                                     | 0.02%                                                |
| Diurnal Group plc                | Pharmaceuticals and<br>Biotechnology   | 132                                                | (109)                                          | 23                                                  | 2                            | 0.08%                                            | 0.13%                                                     | 0.02%                                                |
| Genedrive plc                    | Pharmaceuticals and<br>Biotechnology   | 210                                                | (189)                                          | 21                                                  | (39)                         | 0.75%                                            | 1.25%                                                     | 0.02%                                                |
| Nektan plc                       | Travel and Leisure                     | 845                                                | (835)                                          | 10                                                  | (66)                         | 0.26%                                            | 0.44%                                                     | 0.01%                                                |
| Haydale Graphene Industries plc  | Industrial Materials                   | 598                                                | (593)                                          | 5                                                   | (4)                          | 0.11%                                            | 0.18%                                                     | 0.00%                                                |
| Midatech Pharma plc              | Pharmaceuticals and<br>Biotechnology   | 601                                                | (595)                                          | 6                                                   | (11)                         | 0.96%                                            | 1.59%                                                     | 0.01%                                                |
| Location Sciences Group plc      | Software and Computer Services         | 764                                                | (760)                                          | 4                                                   | (3)                          | 0.08%                                            | 0.14%                                                     | 0.00%                                                |
| <b>Total Quoted Investments</b>  |                                        | <b>48,877</b>                                      | <b>28,478</b>                                  | <b>77,355</b>                                       | <b>(516)</b>                 |                                                  |                                                           |                                                      |

| Investee Company                                        | Sector                         | Book cost<br>as at<br>29 February<br>2020<br>£'000 | Cumulative<br>change in<br>Fair Value<br>£'000 | Fair Value<br>as at<br>29 February<br>2020<br>£'000 | Movement<br>in Year<br>£'000 | % equity<br>held by<br>Octopus<br>AIM VCT<br>plc | % equity<br>held by<br>all funds<br>managed<br>by Octopus | Fair value<br>as a % of<br>Octopus<br>AIM VCT<br>NAV |
|---------------------------------------------------------|--------------------------------|----------------------------------------------------|------------------------------------------------|-----------------------------------------------------|------------------------------|--------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------|
| <b>Unquoted Equity Investments</b>                      |                                |                                                    |                                                |                                                     |                              |                                                  |                                                           |                                                      |
| Popsa Holdings Ltd                                      | Software and Computer Services | 960                                                | 796                                            | 1,756                                               | 796                          | 7.02%                                            | 11.70%                                                    | 1.53%                                                |
| Hasgrove plc                                            | Media                          | 88                                                 | 899                                            | 987                                                 | 313                          | 2.66%                                            | 15.74%                                                    | 0.86%                                                |
| appScatter Group plc                                    | Software and Computer Services | 1,257                                              | (1,007)                                        | 250                                                 | (88)                         | 0.40%                                            | 0.70%                                                     | 0.22%                                                |
| Rated People Ltd                                        | Software and Computer Services | 353                                                | (222)                                          | 131                                                 | -                            | 0.51%                                            | 1.49%                                                     | 0.11%                                                |
| Fusionex International plc                              | Software and Computer Services | 282                                                | (164)                                          | 118                                                 | -                            | 0.34%                                            | 0.54%                                                     | 0.10%                                                |
| Bond International Software plc                         | Software and Computer Services | 2                                                  | -                                              | 2                                                   | -                            | N/A                                              | N/A                                                       | 0.00%                                                |
| <b>Total Unquoted Equity Investments</b>                |                                | <b>2,942</b>                                       | <b>302</b>                                     | <b>3,244</b>                                        | <b>1,021</b>                 |                                                  |                                                           |                                                      |
| <b>Loan Notes</b>                                       |                                |                                                    |                                                |                                                     |                              |                                                  |                                                           |                                                      |
| Osirium Technologies plc Loan Notes                     | Software and Computer Services | 600                                                | -                                              | 600                                                 | -                            | N/A                                              | N/A                                                       | 0.52%                                                |
| Nektan plc                                              | Travel and Leisure             | 500                                                | -                                              | 500                                                 | -                            | N/A                                              | N/A                                                       | 0.43%                                                |
| <b>Total Loan Notes</b>                                 |                                | <b>1,100</b>                                       | <b>-</b>                                       | <b>1,100</b>                                        | <b>-</b>                     |                                                  |                                                           |                                                      |
| <b>Total Fixed Asset Investments</b>                    |                                | <b>52,919</b>                                      | <b>28,780</b>                                  | <b>81,699</b>                                       | <b>505</b>                   |                                                  |                                                           |                                                      |
| <b>Current Asset Investments</b>                        |                                |                                                    |                                                |                                                     |                              |                                                  |                                                           |                                                      |
| Octopus Portfolio Manager – Defensive Capital Growth    |                                | 8,692                                              | 629                                            | 9,321                                               | 462                          | N/A                                              | N/A                                                       | 8.10%                                                |
| Octopus Portfolio Manager – Conservative Capital Growth |                                | 8,767                                              | 780                                            | 9,547                                               | 466                          | N/A                                              | N/A                                                       | 8.29%                                                |
| Octopus UK Micro Cap Growth Fund                        |                                | 3,300                                              | 1,036                                          | 4,336                                               | 464                          | N/A                                              | N/A                                                       | 3.77%                                                |
| Octopus UK Multi Cap Income Fund                        |                                | 1,509                                              | 146                                            | 1,655                                               | 115                          | N/A                                              | N/A                                                       | 1.44%                                                |
| <b>Total Current Asset Investments</b>                  |                                | <b>22,268</b>                                      | <b>2,591</b>                                   | <b>24,859</b>                                       | <b>1,507</b>                 |                                                  |                                                           |                                                      |
| <b>Total Fixed and Current Asset Investments</b>        |                                |                                                    |                                                | <b>106,558</b>                                      |                              |                                                  |                                                           |                                                      |
| Money Market Funds                                      |                                |                                                    |                                                | 1,324                                               |                              |                                                  |                                                           |                                                      |
| Cash at Bank                                            |                                |                                                    |                                                | 24,367                                              |                              |                                                  |                                                           |                                                      |
| Debtors less Creditors                                  |                                |                                                    |                                                | (17,139)                                            |                              |                                                  |                                                           |                                                      |
| <b>Total Net Assets</b>                                 |                                |                                                    |                                                | <b>115,110</b>                                      |                              |                                                  |                                                           |                                                      |

### Top ten holdings

Listed below are the ten largest investments by value, all of which are quoted level 1 investments and are valued at bid price, as at 29 February 2020.

#### GB Group plc

GB Group is a global technology specialist in fraud, location and identity data intelligence.

|                                   |                |
|-----------------------------------|----------------|
| <b>Initial investment date:</b>   | November 2011  |
| <b>Cost:</b>                      | £663,000       |
| <b>Valuation:</b>                 | £6,978,000     |
| <b>Equity held:</b>               | 0.56%          |
| <b>Last audited accounts:</b>     | 31 March 2019  |
| <b>Revenue:</b>                   | £143.5 million |
| <b>Profit before tax:</b>         | £14.7 million  |
| <b>Net assets:</b>                | £321.5 million |
| <b>Dividend received in year:</b> | £0.03 million  |

#### Learning Technologies Group plc

Learning Technologies provides a comprehensive and integrated range of e-learning services and HR management technologies to corporate and government clients.

|                                   |                  |
|-----------------------------------|------------------|
| <b>Initial investment date:</b>   | June 2011        |
| <b>Cost:</b>                      | £1,051,000       |
| <b>Valuation:</b>                 | £6,288,000       |
| <b>Equity held:</b>               | 0.69%            |
| <b>Last audited accounts:</b>     | 31 December 2019 |
| <b>Revenue:</b>                   | £130.1 million   |
| <b>Profit before tax:</b>         | £14.3 million    |
| <b>Net assets:</b>                | £174.0 million   |
| <b>Dividend received in year:</b> | £0.03 million    |

#### Breedon Group plc

Breedon Group is a leading provider of construction materials operating in Great Britain and Ireland.

|                                   |                  |
|-----------------------------------|------------------|
| <b>Initial investment date:</b>   | August 2010      |
| <b>Cost:</b>                      | £859,000         |
| <b>Valuation:</b>                 | £6,125,000       |
| <b>Equity held:</b>               | 0.43%            |
| <b>Last audited accounts:</b>     | 31 December 2019 |
| <b>Revenue:</b>                   | £929.6 million   |
| <b>Profit before tax:</b>         | £94.6 million    |
| <b>Net assets:</b>                | £839.1 million   |
| <b>Dividend received in year:</b> | £nil             |

**Mattioli Woods plc**

Mattioli Woods is a financial advisor and investment manager and administrator, particularly of pension funds.

|                                   |               |
|-----------------------------------|---------------|
| <b>Initial investment date:</b>   | November 2005 |
| <b>Cost:</b>                      | £529,000      |
| <b>Valuation:</b>                 | £3,326,000    |
| <b>Equity held:</b>               | 1.47%         |
| <b>Last audited accounts:</b>     | 31 May 2019   |
| <b>Revenue:</b>                   | £58.5 million |
| <b>Profit before tax:</b>         | £10.2 million |
| <b>Net assets:</b>                | £86.0 million |
| <b>Dividend received in year:</b> | £0.08 million |

**Ergomed plc**

Ergomed provides highly specialised services to the pharmaceutical industry, operating in over 65 countries.

|                                   |                  |
|-----------------------------------|------------------|
| <b>Initial investment date:</b>   | July 2014        |
| <b>Cost:</b>                      | £1,440,000       |
| <b>Valuation:</b>                 | £3,297,000       |
| <b>Equity held:</b>               | 1.85%            |
| <b>Last audited accounts:</b>     | 31 December 2019 |
| <b>Revenue:</b>                   | £68.3 million    |
| <b>Loss before tax:</b>           | £5.0 million     |
| <b>Net assets:</b>                | £36.8 million    |
| <b>Dividend received in year:</b> | £nil             |

**Brooks MacDonald Group plc**

Brooks MacDonald is a provider of asset management and financial consulting services with a particular emphasis on the pensions market.

|                                   |                |
|-----------------------------------|----------------|
| <b>Initial investment date:</b>   | March 2005     |
| <b>Cost:</b>                      | £746,000       |
| <b>Valuation:</b>                 | £3,095,000     |
| <b>Equity held:</b>               | 0.96%          |
| <b>Last audited accounts:</b>     | 30 June 2019   |
| <b>Revenue:</b>                   | £107.2 million |
| <b>Profit before tax:</b>         | £8.6 million   |
| <b>Net assets:</b>                | £88.0 million  |
| <b>Dividend received in year:</b> | £0.08 million  |

**Craneware plc**

Craneware is the market leader in software and supporting services to US hospitals so they can invest in quality patient outcomes.

|                                   |                |
|-----------------------------------|----------------|
| <b>Initial investment date:</b>   | February 2010  |
| <b>Cost:</b>                      | £183,000       |
| <b>Valuation:</b>                 | £2,580,000     |
| <b>Equity held:</b>               | 0.51%          |
| <b>Last audited accounts:</b>     | 30 June 2019   |
| <b>Revenue:</b>                   | \$71.4 million |
| <b>Profit before tax:</b>         | \$18.3 million |
| <b>Net assets:</b>                | \$59.8 million |
| <b>Dividend received in year:</b> | £0.04 million  |

**Judges Scientific plc**

Judges Scientific specialises in the acquisition and development of a portfolio of scientific instrument businesses.

|                                   |                  |
|-----------------------------------|------------------|
| <b>Initial investment date:</b>   | May 2012         |
| <b>Cost:</b>                      | £314,000         |
| <b>Valuation:</b>                 | £2,379,000       |
| <b>Equity held:</b>               | 0.81%            |
| <b>Last audited accounts:</b>     | 31 December 2019 |
| <b>Revenue:</b>                   | £82.5 million    |
| <b>Profit before tax:</b>         | £13.6 million    |
| <b>Net assets:</b>                | £28.7 million    |
| <b>Dividend received in year:</b> | £0.12 million    |

**Ixico plc**

Ixico is a UK clinical research firm that provides neuroimaging and digital biomarker analytics to biopharmaceutical firms conducting clinical trials into neurological diseases.

|                                   |                   |
|-----------------------------------|-------------------|
| <b>Initial investment date:</b>   | May 2018          |
| <b>Cost:</b>                      | £1,046,000        |
| <b>Valuation:</b>                 | £2,054,000        |
| <b>Equity held:</b>               | 7.93%             |
| <b>Last audited accounts:</b>     | 30 September 2019 |
| <b>Revenue:</b>                   | £7.6 million      |
| <b>Profit before tax:</b>         | £0.4 million      |
| <b>Net assets:</b>                | £7.9 million      |
| <b>Dividend received in year:</b> | £nil              |

**Creo Medical Group plc**

Creo Medical is a medical technology company focused on surgical endoscopy.

|                                   |                  |
|-----------------------------------|------------------|
| <b>Initial investment date:</b>   | July 2018        |
| <b>Cost:</b>                      | £1,471,000       |
| <b>Valuation:</b>                 | £1,918,000       |
| <b>Equity held:</b>               | 0.75%            |
| <b>Last audited accounts:</b>     | 31 December 2018 |
| <b>Revenue:</b>                   | £0.3 million     |
| <b>Loss before tax:</b>           | £(17.6) million  |
| <b>Net assets:</b>                | £47.7 million    |
| <b>Dividend received in year:</b> | £nil             |

**Sector Analysis**

The graph below shows the sectors the equity portfolio was invested in by value as at 29 February 2020. It also shows the sectors of the AIM market as a whole as at 29 February 2020:

The graph below shows the sectors the equity portfolio was invested in by value as at 28 February 2019. It also shows the sectors of the AIM market as a whole as at 28 February 2019:

# The Investment Manager

## Personal Service

Octopus was established in 2000 and has a strong commitment to both smaller companies and to VCTs. Octopus Investments also acts as Investment Manager to four other listed investment companies and has over £9.1 billion of funds under management. If it would help to speak to one of the fund managers, please do not hesitate to contact Octopus on **0800 316 2295**.

The AIM investment team at Octopus comprises:

### Kate Tidbury

Kate has had an extensive career which has included periods as an investment analyst with Sheppards and Chase and Panmure Gordon and then as an Investment Manager specialising in ethical and smaller companies with the Co-operative Bank and Colonial First State Investments. She joined the AIM team at Close Brothers in 2000 where she was involved in the management of this Company's investments as well as other AIM VCTs and IHT portfolios. She joined Octopus Investments Limited in 2008.

### Richard Power

Richard started his career at Duncan Lawrie, where he managed a successful small companies fund. He subsequently joined Close Brothers to manage a smaller companies investment trust before moving to Octopus Investments Limited to head up the AIM team in 2004. He is involved in the management of AIM portfolios, AIM VCTs, the FP Octopus UK Micro Cap Growth Fund and the FP Octopus Multi Cap Income Fund.

### Edward Griffiths

Edward is an experienced portfolio manager at Octopus Investments Limited, involved particularly in the management of AIM portfolios for private individuals. He joined Octopus Investments Limited in 2004 to help launch the AIM Inheritance Tax Service, having previously worked at Schroder's and State Street.

### Chris McVey

Chris joined the team in December 2016. He has been a specialist within the quoted UK Smaller Company market for over 16 years. He joined Octopus from Citigroup where he was most recently a UK Small and Mid-Cap Equity research analyst focussing across a variety of sectors. Prior to this he spent almost seven years on the Smaller Companies team at Gartmore as an investment manager and analyst. He joins the team as a fund manager to work across all the AIM portfolios.

## Stephen Henderson

Stephen joined Octopus Investments Limited in 2008. He has particular responsibility for portfolio management across the Octopus AIM Inheritance Tax Service portfolios and Octopus AIM Inheritance Tax ISA portfolios. Stephen conducts analysis as a member of the operations team. Having helped in the Multi Manager team, he joined the AIM investment team in 2011.

## Mark Symington

Mark graduated from the University of Cape Town in 2010 with a Bcom in Economics and Finance. He joined Octopus in 2012 after two years at Warwick Wealth in South Africa. Mark is a portfolio manager focussing predominantly on the Octopus AIM VCTs and the Eureka EIS portfolio service, and provides analytical support to the team.

## Dominic Weller

Having joined Octopus Investments in 2015, Dominic is a co-manager of the Octopus AIM VCT 2 plc, Octopus AIM VCT plc and FP Octopus UK Micro Cap Growth Fund. He is responsible for qualitative and quantitative analysis. His professional background is in strategy consulting with Roland Berger and Clevis Research. Furthermore, he worked for Rocket Internet in international venture development. He holds a degree in International Management and is a Chartered Financial Analyst (CFA).

## Jessica Sweeney

Jessica graduated from the University of Liverpool in 2014, where she studied International Business. Starting her career at Octopus shortly after, she has worked in multiple operations functions before moving to the AIM team to assist with the management of AIM portfolios.

## Charles Lucas

Charles joined Octopus in 2011 from LV= Asset Management, having previously worked in the Personal Pensions and SIPP space for GE Life and LV=. Charles initially joined Octopus as a member of the operations team, later working as a Project Manager for MiFID II. He has joined the Smaller Companies team as a Product Development Analyst to enhance trading capabilities & performance analytics.

# Business Review

## Performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to Octopus through the investment management agreement, as referred to in the Directors' Report.

The graph below compares the total return of the Company over the period from February 2005 to February 2020 with the total return from notional investments in the FTSE All-Share Index, FTSE SmallCap Index ex investment trusts and the FTSE AIM All-Share Index over the same period. The Directors consider these to be the most appropriate benchmarks but would remind investors that approximately 17.1% of the FTSE AIM All-share index is attributable to resources, investment vehicles and property sector stocks which VCTs cannot invest in. VCTs are also limited to investing into companies with certain size and age restrictions. The inclusion of the FTSE All-Share index is to provide a wider stockmarket context. Investors should be reminded that shares in VCTs generally continue to trade at a discount to their NAVs.

### Octopus AIM VCT plc – Portfolio Performance

## Results and Dividend

|                                                | Year ended<br>29 February 2020<br>£'000 | Year ended<br>28 February 2019<br>£'000 |
|------------------------------------------------|-----------------------------------------|-----------------------------------------|
| Net profit/(loss) attributable to shareholders | 992                                     | (13,097)                                |
| Distributions:                                 |                                         |                                         |
| Interim dividend paid: 2.5p (2019: 2.5p)       | 2,988                                   | 3,035                                   |
| Special dividend paid: 3.5p (2019: nil)        | 4,183                                   | -                                       |
| Proposed final dividend: 3.0p (2019: 3.0p)     | 3,973                                   | 3,619                                   |

The proposed final dividend of 3.0p for the year ended 29 February 2020 will be paid on 7 August 2020 to shareholders on the register on 10 July 2020 subject to approval at the AGM.

## Key Performance Indicators ("KPIs")

As a VCT, the Company's objective is to provide shareholders with attractive dividends and capital return by investing its funds in a broad spread of predominantly quoted UK companies which meet the relevant criteria for VCTs.

The Board has a number of performance measures to assess the Company's success in meeting these objectives. These KPIs are:

- NAV per share;
- dividends per share paid in the year;
- total return per share; and
- the total ongoing charges.

Total return is calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period. Total return on the NAV per share enables shareholders to evaluate more clearly the performance of the Fund, as it reflects the underlying value of the portfolio at the reporting date. This is the most widely used measure of performance in the VCT sector. The NAV per share is the sum of the assets less the liabilities of the Company divided by the total number of shares in issue. The NAV per share has decreased from last years' value of 101.0p to 93.3p, this is largely due to the special dividend paid in the year. This gives a total return of 1.3% or 1.3p (after adding back dividends of 9.0p paid in the year). The Board notes that for the year under review this was ahead of the FTSE AIM All-Share Index total return figure of a negative 4.4%. The Board remain confident about achieving the long-term objectives of the Company.

The 9.0p of dividends paid in the year gives an annual yield of 9.4% based on the share price of 96.0p at the beginning of the year, which is above the Board's policy of paying the higher of 5.0p per annum or 5% yield and reflects the payment of a special dividend from the proceeds of disposals made in the year.

The total ongoing charges is an alternative performance measure. The total ongoing charges of the Company for the year to 29 February 2020 were 1.9% of average net assets during the year (2019: 2.1%), which is in line with Board expectations. Ongoing charges are calculated using the AIC methodology and exclude irrecoverable VAT, exceptional costs and trail commission.

Performance, measured by the change in NAV per share and total return per share, is also measured against the FTSE SmallCap Index, FTSE AIM All-Share Index and the FTSE All-Share Index, with the latter being provided for wider stockmarket context. This is shown in the graph on the previous page. In the year under review the FTSE AIM All-Share Index fell by 1.4%, the FTSE ALL-Share Index fell by 4.4% and the FTSE SmallCap Index rose by 2.6%, all on a total return basis. Although the NAV total return did not make much progress the Company has outperformed the FTSE AIM All-Share and FTSE All-Share. These indices have been adopted as comparative indices.

The Chairman's Statement, on pages 4 to 5 includes a review of the Company's activities and future prospects. Further details are also provided within the Investment Manager's Review on pages 6 to 16.

## Viability Statement

In accordance with provision 4.31 of The UK Corporate Governance Code 2018 the Directors have assessed the prospects of the Company over a longer period than the 12 months required by the "Going Concern" provision. The Board conducted this review for a period of five years, which was considered to be a reasonable time horizon given that the Company has raised funds under an offer for subscription which closed to new applications on 27 February 2020 and, under VCT rules, subscribing investors are required to hold their investment for a five year period in order to benefit from the associated tax reliefs. The Board regularly considers the Company's strategy, including investor demand for the Company's shares, and a five year period is considered to be a reasonable time horizon for this.

The Board carried out a robust assessment of the emerging and principal risks facing the Company and its current position. This includes the impact of the Coronavirus pandemic and any other risks which may adversely impact its business model, future performance, solvency or liquidity. Particular consideration was given to the Company's reliance on, and close working relationship with, the Investment Manager. The principal risks faced by the Company and the procedures in place to monitor and mitigate them are set out on the following pages.

The Board has also considered the liquidity of the underlying investments and the Company's cash flow projections and found these to be realistic and reasonable. This includes forecasting the potential effects of Coronavirus on the Company's cash flow. The Company's cash flow includes Cash equivalents which are short-term, highly liquid investments.

Based on the above assessment the Board confirms that it has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five year period to 28 February 2025.

## Emerging and Principal Risks, Risk Management and Regulatory Environment

In accordance with the Listing Rules under which the Company operates, the Board is required to comment on the potential risks and uncertainties which could have a material impact on the Company's performance.

The Board carries out a review of the risk environment in which the Company operates. The main areas of risk identified by the Board are as follows:

| Risk                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | How Mitigated                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>VCT qualifying status risk:</b> The Company is required at all times to observe the conditions laid down in the Income Tax Act 2007 and the Finance Act 2018 for the maintenance of approved VCT status. The loss of such approval could lead to the Company losing its exemption from corporation tax on capital gains, investors being liable to pay income tax on dividends received from the Company, and, in certain circumstances, to investors being required to repay the initial income tax relief on their investment.</p> | <p>Prior to investment, Octopus seeks assurance from the Company's VCT status adviser that any portfolio asset will meet the legislative requirements for VCT investments.</p> <p>Furthermore, Octopus continually monitors the Company's compliance with VCT regulations in respect of cash and non-qualifying holdings, distributions, and deployment of funds raised, to ensure ongoing compliance with VCT legislation. Regular updates on compliance are also provided to the Board throughout the year (See page 8 of the Investment Manager's Review and page 24 of the Directors' Report for details on recent changes to VCT legislation).</p> <p>Additionally, PwC has been retained by the Company to undertake an independent VCT status monitoring role reporting to the Board bi-annually.</p> |

**Investment risk:** Most of the Company's investments are into companies admitted to trading on AIM or NEX Exchange which are VCT qualifying holdings and so, by their nature, entail a higher level of risk and lower liquidity than investments in larger quoted companies. This risk will be amplified by the emphasis in new legislation on encouraging investment into earlier stage companies (see "new VCT Regulations" page 8). The company also makes non-qualifying investments into Octopus UK Micro-Cap Growth Fund and Octopus UK Multi-Cap Income Fund. Octopus UK Micro-Cap Growth invests into UK smaller companies quoted on the LSE, AIM and NEX markets. Octopus UK Multi-Cap Income Fund invests into a blend of companies from across the entire UK equity market.

The company also makes non-qualifying investments of surplus cash balances into Octopus Portfolio Manager ("OPM"). OPM invests via collective investment schemes into global markets which fluctuate, meaning that investments and the income derived from them may go down as well as up, potentially resulting in investors in OPM not getting all capital back.

**Financial risk:** The Company is exposed to market price risk, credit risk, liquidity risk, cash flow risk and interest rate risk.

The Directors and Octopus aim to limit the risk attached to the portfolio by careful selection and timely realisation of investments, carrying out rigorous due diligence procedures and maintaining a diversified portfolio in terms of business life cycle and sector. The Board reviews the investment portfolio with Octopus on a regular basis. No material changes to the investment approach are considered necessary as a result of new legislation.

The OPM Service is a discretionary management service offering a range of risk-targeted portfolios which invest in underlying collective investment schemes. The portfolios selected target defined levels of volatility at the lower end of the risk spectrum and have been specifically chosen for their lower risk investment approach to accessing global markets and the ability to offer daily liquidity.

The Company's income and expenditure is predominantly denominated in Sterling and hence the Company has limited foreign currency risk. The Company is financed through equity and does not have any borrowings as the Directors consider that it is inappropriate to finance the Company's activities through borrowing. The Company does not use derivative financial instruments. Accordingly, the Manager seeks to maintain a proportion of the Company's assets in cash or cash equivalents and liquid investments in order to balance irregular cash flows from realisations. At the balance sheet date the cash and cash equivalents which includes current asset investments amounted to 44% of net assets (2019: 34%). The financial risks are considered in more detail in Note 16 to the Financial Statements on pages 58 to 59.

**Valuation Risk:** Inaccuracies in the valuation of investment assets may result in the Company net asset position being misrepresented and errors in the reported NAV per share.

Investments traded on AIM and NEX Exchange are valued by Octopus using closing bid prices as reported on Bloomberg. Where investments are unquoted or where there are indicators bid price is not appropriate, alternative valuations techniques are employed in accordance with current International Private Equity and Venture Capital ("IPEV") guidelines, December 2018.

Investments in OPM are valued with reference to the daily prices which are prepared by State Street, the Custodian and Fund Administrator and then published by Fund Partners, the Authorised Corporate Director.

**Economic and Price risk:** Macroeconomic conditions such as the impacts of Brexit, government regulation, political instability or recession could cause volatility in the markets, damaging both the price and underlying value of Company investments. This includes the potential impacts of the Coronavirus outbreak. This risk is amplified for smaller companies earlier in their life cycle.

To mitigate these risks, Octopus constantly monitors the markets and the portfolio companies, providing performance update to the Board at each meeting. The risk of material decline in the value of a single security is further mitigated by holding a diversified portfolio, across a broad range of sectors.

The Investment Manager is continually assessing the implication of the financial turmoil arising from the current Coronavirus crisis which has an impact on the UK and Global economies. The continuous assessment ensures that exposure to the risks for each portfolio company will be addressed, and appropriate actions, where possible, will be implemented.

**Regulatory and Reputational risk:** In addition to specific VCT legislation, the Company is required to comply with the Companies Act, UK Listing Authority regulations and Financial Statements and notes must be prepared under UK GAAP. The Company is also a small registered Alternative Investment Fund ("AIF") and must comply with the requirements of the AIFM Management Directive. Breach of some of these could result in penalties including suspension of the Company's Stock Exchange listing, financial penalties, qualified audit report or loss of shareholder trust.

Day-to-day operational oversight of the Company is carried out by Octopus. Octopus conduct rigorous on boarding procedures for new employees and conduct regular staff reviews and training to ensure that teams charged with oversight of the Company are appropriately qualified to conduct their roles and ensure compliance with relevant legislation.

The Board are updated regularly on all regulatory and compliance matters and take specific legal advice where appropriate.

**Operational risk:** The Board is reliant on Octopus for all day-to-day operational and investment management for the Company.

The Board reviews annually, with professional assistance where appropriate, the system of internal controls, both financial and non-financial, operated by the Company and the Investment Manager (to the extent the latter are relevant to the Company's internal controls). These include controls designed to ensure that the Company's assets are safeguarded and that proper accounting records are maintained.

Octopus has a significant commitment to Small Cap investment and a broad team focused on quoted and unquoted investments. This mitigates the risk of a knowledge or skills gap resulting from a key person with sector and product experience leaving.

The Board has considered emerging risks, including the Coronavirus pandemic. The Board seeks to mitigate risk by setting policy, regularly reviewing performance, enforcing contractual obligations and monitoring progress and compliance. In the mitigation and management of these risks, the Board applies the principles detailed in the Financial Reporting Council's "Guidance on Risk Management, Internal Control and Related Financial and Business Reporting". Details of the Company's internal controls are contained in the Corporate Governance section on pages 28 to 31.

Further details of the Company's financial risk management policies are provided in Note 16 to the Financial Statements.

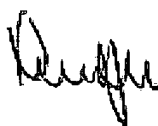
### Gender and Diversity

The Board of Directors comprises one female and three male Non-Executive Directors with considerable experience of the VCT industry. The gender, diversity and constitution of the Board is reviewed on an annual basis.

### Employee, Human Rights, Social and Community Issues, Environment Policy and Greenhouse Gas Emissions

The Board's policy on Employee, Human Rights, Social and Community Issues, Environment Policy and Greenhouse Gas Emissions is discussed in the Directors' Report on page 25.

The strategic report was approved on behalf of the board by:



Roger Smith  
Chairman  
21 May 2020

# Details of Directors

The Board comprises five Directors, all of whom are independent of the Investment Manager. The Directors operate in a non-executive capacity and are responsible for overseeing the investment strategy of the Company. The Board has wide experience of investment in both smaller growing companies and larger quoted companies.

## **Roger Smith (Chairman)**

Roger Smith is Chairman of a family owned investment company with a wide range of interests and investments. He was deputy Chairman of Tricentral Plc, and Chairman of European Motor Holdings PLC from 1992 to 2007. He was the Chairman of the Central Finance Board of the Methodist Church until recently, having served on the Board for 19 years. Roger became a Director in 1998 and later became Chairman in 2016.

## **Stephen Hazell-Smith**

Stephen Hazell-Smith was the Managing Director of Close Investment Limited until September 2001, having previously founded Rutherford Asset Management in 1993. Prior to this he gained experience of investment in smaller companies at GT Investment Management where he was responsible for launching its first UK Equity Fund. He also worked at Mercury Asset Management from 1989 to 1992 and was the Chairman of PLUS Markets Group PLC between the years of 2005 and 2010. He is also a Director of Puma VCT 13 plc, PFP Capital plc and Chairman of Business agent.com. Prior to the merger in 2010 he was Chairman of Octopus Phoenix VCT PLC. Stephen became a Director in 1998.

## **Joanne Parfrey**

Joanne Parfrey has a degree in Chemistry from Oxford University and is an accountant by training. She has over ten years' experience in private equity with LGV Capital, where she was a member of the investment committee and held a number of non-executive positions. She is a Non-Executive Director of Babraham Bioscience Technologies Ltd, a Non-Executive Director of StartCodon Ltd and is a mentor on the Accelerate Programme at the Cambridge Judge Business School, University of Cambridge. Joanne became a Director in 2016.

## **Neal Ransome**

Neal Ransome is a chartered accountant and was a partner at PwC from 1996 to 2013. He was Chief Operating Officer of PwC's Advisory business and led its Pharmaceutical and Healthcare Corporate Finance practice. Neal was formerly a Director of Quercus (General Partner) Ltd, a unit trust invested in healthcare properties, and Parity Group Plc, an AIM listed professional services company. He is currently Non-Executive Chairman of Proven VCT Plc, which invests in unquoted companies, and a non-executive Director of Polar Capital Global Healthcare Trust Plc. He is also a trustee and director of The Conservation Volunteers, a UK charity dedicated to connecting people and green spaces. Neal is the Chairman of the Audit Committee. Neal became a Director in 2016.

## **Andrew Boteler**

Andrew Boteler is a chartered accountant and was formerly Chief Financial Officer of Gooch & Housgo PLC. Andrew is currently the Finance Director of Riverford Organic Farmers Limited, the largest organic fresh food retailer in the UK. Andrew has over twenty five years working in the manufacturing sector, the last seventeen being spent with high technology manufacturing companies. Andrew became a Director on 19 March 2020.

# Directors' Report

The Directors present their report and the audited Financial Statements for the year ended 29 February 2020. The Corporate Governance Report on pages 28 to 31 and the Audit Committee Report on pages 32 and 33 form a part of this Directors' Report.

The Directors consider that the Annual Report and Accounts, 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.

## Directors

In accordance with the Articles of Association and the Association of Investment Companies Code of Corporate Governance, Mr Boteler will offer himself for election as a Director, Mr Smith, Mr Hazell-Smith, Mr Ransome and Ms Parfrey will retire as Directors at the forthcoming AGM, and being eligible, offer themselves for re-election. The Board has considered provision 3.21 of The UK Corporate Governance Code and, following a formal performance evaluation as part of the Board Evaluation, further details of which can be found on page 29, believes that all Directors continue to be effective and demonstrate commitment to their roles. The Board therefore recommends their election and re-election at the forthcoming AGM.

## Directors' and Officers' Liability Insurance

The Company has, as permitted by s236 of the Companies Act 2006, maintained insurance cover on behalf of the Directors and Secretary indemnifying them against certain liabilities which may be incurred by them in relation to the Company.

## VCT Regulation

Compliance with required rules and regulations is considered when all investment decisions are made. The Company is further monitored on a continual basis to ensure compliance. The main criteria to which the Company must adhere is as follows:

The Company is required at all times to hold at least 70% of its investments (as defined in the legislation) in VCT qualifying holdings, of which at least 70% must comprise eligible Ordinary shares. For accounting periods ending on or after 6 April 2019 this requirement increases to 80%.

For this purpose, a "VCT qualifying holding" consists of up to £5 million invested in any one year in new shares or securities of an AIM or NEX Exchange traded company or an unquoted company which is carrying on a qualifying trade, and whose gross assets and number of employees at the time of investment do not exceed a prescribed limit. The definition of "qualifying trade" excludes certain activities such as property investment and development, financial services and asset leasing.

The Finance Act 2014 amended the VCT Rules such that VCT status will be withdrawn if, in respect of shares issued on or after

6 April 2014, a dividend is paid (or other forms of distribution or payments are made to investors) from the capital received by the VCT from that issue within three years of the end of the accounting period in which shares were issued to investors. This may reduce the amount of distributable reserves available to the Company to fund dividends and share buybacks. However, with share premium cancellations when necessary, the Company has sufficient distributable reserves to allow dividends to continue to be paid at a level in line with the Company's current dividend policy. As per Companies Act an amount of £16,488,000 (2019: £7,512,000) is considered distributable to shareholders.

The Finance Act 2016 introduced a number of changes to VCT rules to bring the legislation into line with EU State Aid Risk Finance Guidelines. The legislation introduced new criteria which stipulate a lifetime cap on the total amount of State Aid investment a company can receive, the age of companies which are eligible for investment and specific requirements relating to the use of the funds raised.

The Finance Act 2018 made further changes to VCT rules. As referred to earlier on page 8 the Company is required to hold at least 80% of its investments in VCT qualifying holdings as of the next accounting year. The legislation also introduced a new deadline by which the Company must invest at least 30% of the money raised from the issue of shares in qualifying holdings within 12 months of the accounting period in which the shares were issued.

The Company has maintained compliance with VCT legislation for the year under review and intends to continue to do so for future periods.

## Going Concern

The Company's business activities and the factors likely to affect its future development, performance and position are set out in the Chairman's Statement on pages 4 to 5 and the Investment Manager's Review on pages 6 to 16. Further details on the management of financial risk may be found in the Business Review on pages 18 to 22 and in Note 16 to the Financial Statements.

The Board receives regular reports from Octopus and the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months. As discussed in the Viability Statement on page 20 the Directors have considered the Company's cash flow projections, including the potential effects of Coronavirus and found these to be realistic and reasonable. They are satisfied that no material uncertainties leading to significant doubt about going concern have been identified, and that it is appropriate to continue to adopt the going concern basis in preparing the Financial Statements.

A Resolution will be put to the Shareholders at the Company's AGM on 15 July 2020 to approve the Company continuing as a

VCT to 2026. The continuation to 2026 will allow shareholders who have participated in the recent offers to subscribe for Ordinary Shares in the Company to hold their shares for the five years required to receive tax relief and, in addition, will also allow the Company to remain a going concern.

The assets of the Company include securities which are readily realisable as defined by the Financial Conduct Authority and, accordingly, the Company has adequate financial resources to continue meeting the expenses of commitments under share buybacks and to remain in operational existence for a period of at least twelve months.

### Dividend

The proposed final dividend is set out in the Financial Summary on page 1, the Chairman's Statement on page 4 and in the Business Review on page 19.

### Management

The Company has in place an agreement with Octopus to act as Investment Manager which is central to the ability of the Company to continue in business. The principal terms of the Company's management agreement with Octopus are set out in Note 3 to the Financial Statements. Octopus also provides secretarial, administrative and custodian services to the Company. Octopus is not entitled to any performance fee.

There are no other contracts which are deemed to be essential to the business of the Company.

As required by the Listing Rules, the Directors confirm that, in their opinion, the continuing appointment of Octopus as Investment Manager is in the best interest of the shareholders as a whole. In reaching this conclusion the Directors have taken into account the performance of the investment portfolio and the ability of Octopus to produce satisfactory investment performance in the future. No Director has an interest in any contract to which the Company is a party.

The Board has delegated the routine management of decisions, such as the payment of running costs, to Octopus. Investment decisions are discussed with the Board.

### Whistleblowing

The Board has considered the arrangements implemented by Octopus in accordance with The UK Corporate Governance Code's recommendations in provision 4.29, to encourage staff of Octopus or the Company Secretary of the Company to raise concerns, in confidence, within their organisation about possible improprieties in matters of financial reporting or other matters. It is satisfied that adequate arrangements are in place to allow an independent investigation, and follow on action where necessary, to take place within the organisation.

### Employee, Human Rights, Social and Community Issues

The Board seeks to conduct the Company's affairs responsibly. The Company is required by company law to provide details of employee, human rights, social and community issues, including information about any policies it has in relation to these matters and the effectiveness of such policies. As an externally managed investment company with no employees the Company does not maintain specific policies in relation to these matters.

### Environment Policy and Greenhouse Gas Emissions

The Board has no specific environmental policy; however, the Company recognises the need to conduct its business, including investment decisions, in a manner that is environmentally responsible wherever possible. The Company does not produce any reportable emissions as the fund management is outsourced to Octopus with no physical assets or property held by the Company. As the Company has no employees or operations, it is not responsible for any direct emissions.

### Financial risk management

The most significant financial risks arising from the Company's financial instruments are price risk, interest rate risk, credit risk and liquidity risk. The policies for managing these risks are regularly reviewed by the Board and full details can be found in Note 16 to the Financial Statements.

### Bribery Act

Octopus has an Anti Bribery Policy which introduced robust procedures to ensure full compliance with the Bribery Act 2010 and to ensure that the highest standards of professional ethical conduct are maintained. All employees and those working for, or on behalf of, the firm are aware of their legal obligations when conducting company business.

### Share Capital

The Company's share capital as at 29 February 2020 comprised 123,425,722 Ordinary shares of 1p each.

The voting rights of the Ordinary shares on a show of hands is one vote for each member present or represented, the voting rights on a poll are one vote for each share held. There are no restrictions on the transfer of the Ordinary shares and there are no shares that carry special rights with regards to the control of the Company.

### Share Issues and Open Offers

On 29 November 2019 a prospectus offer was launched alongside Octopus AIM VCT 2 plc to raise a combined total of up to £20 million with a £10 million over allotment facility. This prospectus closed to further applications on 27 February 2020. 4,343,201 shares were issued in the current period, raising £4.5 million after costs.

During the year 1,727,105 shares were issued to those shareholders who elected to receive shares under the Dividend Reinvestment Scheme ("DRIS") as an alternative to dividends. This returned £1.8 million to the Company.

An additional 29,248 shares were issued as a result of reduced advisor charges. A further 12,732 shares were issued to Octopus employee shareholders as a result of a rebate of part of the annual management fee.

### Share Buybacks and Redemptions

During the year, the Company purchased for cancellation 3,965,450 shares at a weighted average price of 96.6p (2019: 3,313,707 shares at a weighted average price of 108.5p) for a total consideration of £3.8 million (2019: £3.60 million), representing 3.4% of the closing share capital. These were repurchased in accordance with the Company's share buyback facility in an attempt to assist the marketability of the shares and prevent the shares trading at a wide discount to the NAV.

### Post Balance Sheet Events

A full list of post balance sheet events since 29 February 2020 can be found in Note 17 to the Financial Statements on pages 59 to 60.

### Rights Attaching to the Shares and Restrictions on Voting and Transfer

Subject to any suspension or abrogation of rights pursuant to relevant law or the Company's Articles of Association, the Ordinary shares confer on their holders (other than the Company in respect of any Treasury shares) the following principal rights:

- (a) the right to receive profits available for distribution, such dividends as may be agreed to be paid (in the case of a final dividend in an amount not exceeding the amount recommended by the Board as approved by shareholders in a general meeting or in the case of an interim dividend in an amount determined by the Board). All dividends unclaimed for a period of 12 years after having become due for payment are forfeited automatically and cease to remain owing by the Company;
- (b) the right, on a return of assets on a liquidation, reduction of capital or otherwise, to share in the surplus assets of the Company remaining after payment of its liabilities *pari passu* with the other holders of Ordinary shares; and
- (c) the right to receive notice of and to attend and speak and vote in person or by proxy at any general meeting of the Company. On a show of hands, every member present or represented and voting has one vote, and on a poll, every member present or represented and voting has one vote for every share of which that member is the holder. The

appointment of a proxy must be received not less than 48 hours before the time of the holding of the relevant meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the relevant meeting or adjourned meeting, be received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

These rights can be suspended. If a member, or any other person appearing to be interested in shares held by that member, has failed to comply within the time limits specified in the Company's Articles of Association with a notice pursuant to s793 of the Companies Act 2006 (notice by the Company requiring information about interests in its shares), the Company can, until the default ceases, suspend the right to attend and speak and vote at a general meeting. If the shares represent at least 0.25% of their class the Company can also withhold any dividend or other money payable in respect of the shares (without any obligation to pay interest) and refuse to accept certain transfers of the relevant shares. Shareholders, either alone or with other shareholders, have other rights as set out in the Company's Articles of Association and in company law (principally the Companies Act 2006).

A member may choose whether his shares are evidenced by share certificates (certificated shares) or held in electronic (uncertificated) form in CREST (the UK electronic settlement system). Any member may transfer all or any of his shares, subject in the case of certificated shares to the rules set out in the Company's Articles of Association or in the case of uncertificated shares to the regulations governing the operation of CREST (which allow the Directors to refuse to register a transfer as therein set out); the transferor remains the holder of the shares until the name of the transferee is entered in the Register of Members. The Directors may refuse to register a transfer of certificated shares in favour of more than four persons jointly or where there is no adequate evidence of ownership or the transfer is not duly stamped (if so required). The Directors may also refuse to register an Ordinary share transfer if it is in respect of a certificated share which is not fully paid up or on which the Company has a lien provided that, where the share transfer is in respect of any share admitted to the Official List maintained by the UK Listing Authority, any such discretion may not be exercised so as to prevent dealings taking place on an open and proper basis, or if, in the opinion of the Directors (and with the concurrence of the UK Listing Authority), exceptional circumstances so warrant, provided that the exercise of such power will not disturb the market in those shares. Whilst there are no squeeze-out and sell-out rules relating to the shares in the Company's Articles of Association, shareholders are subject to the compulsory acquisition provisions in s974 to s991 of the Companies Act 2006.

available for investment in line with the Company's investment policy and may be used, in whole or part, to purchase Ordinary shares in the market. Resolution 11 renews the Directors' authority to allot up to 26,534,924 Ordinary shares (representing approximately 20% of the Company's issued share capital as at the date of the Notice of the AGM). The authority conferred by this resolution will expire on the earlier of the next AGM and the date falling 15 months after the date of the passing of the resolution.

Resolution 12 renews and extends the Directors' authority to allot equity securities for cash without pre-emption rights applying for the allotment of shares authorised pursuant to Resolution 11 and for the same reasons. The authority conferred by this resolution will expire on the earlier of the next AGM and the date falling 15 months after the date of the passing of the resolution.

### **Directors' Authority to Make Market Purchase of its Own Shares**

The authority proposed under Resolution 13 is required so that the Directors may make purchases of up to 19,852,638 Ordinary shares (representing approximately 14.99% of the Company's issued share capital as at the date of the Notice of AGM) and the Resolution seeks such authority until the next AGM (or the expiry of 15 months, if earlier). Any shares bought back under this authority will be at a price determined by the Board, (subject to a minimum of 1p (being the nominal value of such shares) and a maximum of 5% above the average mid-market quotation for such shares on the London Stock Exchange and the applicable regulations thereunder). This power will be exercised only if, in the opinion of the Directors, a repurchase would be in the best interests of shareholders as a whole. Any shares repurchased under this authority will either be cancelled or held in Treasury for future re-sale in appropriate market conditions.

### **Substantial Shareholdings**

As at the date of this report, no disclosures of major shareholdings had been made to the Company under Disclosure Guidance and Transparency Rule 5 (Vote Holder and Issuer Notification Rules).

### **Cancellation of Share Premium Account**

The Board considers it appropriate to obtain shareholders' approval for the cancellation of the amount standing to the share premium account of the Company as at 28 February 2017 to create (subject to Court approval) a pool of distributable reserves. A Special Resolution to this effect is being proposed at Resolution 14.

### **Amendment to the Company's Articles of Association**

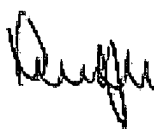
Given the present Coronavirus outbreak, the Board considers it appropriate to obtain shareholders' approval for an amendment to the Company's articles of association that will allow a meeting of the Company to take place, if necessary, at more than one location and by electronic means. A Special Resolution is being proposed to this effect at Resolution 16.

### **Independent Auditor and Disclosure of Information to Auditor**

BDO LLP is the appointed Auditor of the Company and offer themselves for re-appointment. A Resolution to re-appoint BDO LLP as auditor and to authorise the Directors to determine their remuneration will be proposed at the forthcoming AGM.

As far as the Directors are aware, there is no relevant audit information of which the auditor is unaware and the Directors have taken all the steps they ought to have taken as a Director in order to make them aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

On behalf of the Board



Roger Smith  
Chairman  
21 May 2020

# Corporate Governance Report

The Board of AIM VCT plc has considered the principles and provisions of the Association of Investment Companies Code of Corporate Governance ("AIC Code") 2019.

The AIC Code addresses the principles and provisions set out in The UK Corporate Governance Code ("the UK Code"), as well as setting out additional provisions on issues that are of specific relevance to the Company. The Board considers that reporting against the principles and provisions of the AIC Code, which has been endorsed by the Financial Reporting Council, provides more relevant information to shareholders.

The Company is committed to maintaining high standards in Corporate Governance. The Directors consider that the Company has, throughout the period under review, complied with the provisions set out in the UK Code with the exceptions set out in the Compliance Statement on page 31. The UK Code includes provisions relating to the chief executive, executive Directors' remuneration and the need for an internal audit function. For reasons set out in the AIC Code, the Board considers these provisions are not relevant to the Company as it is an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive Directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

The Company has complied with the principles and provisions of the AIC Code.

The AIC Code is available on the AIC website ([www.theaic.co.uk](http://www.theaic.co.uk)). It includes an explanation of how the AIC Code adapts the principles and provisions set out in the UK Code to make them relevant for investment companies.

## Board of Directors

The Company has a Board of five Non-Executive Directors, all of whom are considered to be independent. The Directors have agreed to submit themselves for annual re-election. The Board meets regularly on a quarterly basis, and on other occasions as required, to review the investment performance and monitor compliance with the investment policy laid down by the Board.

The Board has a formal schedule of matters specifically reserved for its decision which include:

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy;
- approval of the appropriate dividend to be paid to the shareholders;
- the appointment, evaluation, removal and remuneration of the Manager;
- the performance of the Company, including monitoring of the discount of the NAV to the share price; and
- monitoring shareholder profiles and considering shareholder communications.

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda, and has no involvement in the day to day business of the Company. He facilitates the effective contribution of the Directors and ensures that they receive accurate, timely and clear information and that they communicate effectively with shareholders.

The Company Secretary is responsible for advising the Board through the Chairman on all governance matters. All of the Directors have access to the advice and services of the Company Secretary, who has administrative responsibility for the meetings of the Board and its committees. Directors may also take independent professional advice at the Company's expense where necessary in the performance of their duties. As all of the Directors are Non-Executive, it is not considered appropriate to identify a member of the Board as the senior Non-Executive Director of the Company.

The Company's Articles of Association and the schedule of matters reserved to the Board for decision provide that the appointment and removal of the Company Secretary is a matter for the full Board.

During the year the following meetings were held:

|                                       | Full Board<br>meetings held | No. of meetings<br>attended | Audit Committee<br>meetings held | Audit Committee<br>meetings<br>attended |
|---------------------------------------|-----------------------------|-----------------------------|----------------------------------|-----------------------------------------|
| Roger Smith                           | 6                           | 5                           | 2                                | 2                                       |
| Stephen Hazell-Smith                  | 6                           | 6                           | 2                                | 2                                       |
| Joanne Parfrey                        | 6                           | 6                           | 2                                | 2                                       |
| Neal Ransome                          | 6                           | 6                           | 2                                | 2                                       |
| Andrew Boteler (appointed 19/03/2020) | n/a                         | n/a                         | n/a                              | n/a                                     |

Additional meetings were held as required to address specific issues including considering recommendations from the Investment Manager, approval of allotments and documentation to shareholders.

The Company's Articles of Association require that one third of Directors should retire by rotation each year and seek re-election at the AGM and that Directors appointed by the Board should seek re-appointment at the next AGM. The Directors have agreed to submit themselves for annual re-election. This practice was followed during the year under review.

|                      | Date of Original Appointment | Due date for Election/Re-election |
|----------------------|------------------------------|-----------------------------------|
| Roger Smith          | 02/02/1998                   | AGM 2020                          |
| Stephen Hazell-Smith | 02/02/1998                   | AGM 2020                          |
| Joanne Parfrey       | 06/10/2016                   | AGM 2020                          |
| Neal Ransome         | 06/10/2016                   | AGM 2020                          |
| Andrew Boteler       | 19/03/2020                   | AGM 2020                          |

## Performance Evaluation

In accordance with The UK Corporate Governance Code, each year a formal performance evaluation is undertaken of the Board, its Committee and the Directors in the form of a questionnaire completed by each Director. The Chairman provides a summary of the findings to the Board, which are discussed at the next meeting and an action plan agreed if required. During the year no issues were identified requiring an action plan. The performance of the Chairman is evaluated by the other Directors.

## Appointment and Replacement of Directors

A person may be appointed as a Director of the Company by the shareholders at a general meeting by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant Resolution) or by the Directors: no person, other than a Director retiring by rotation or otherwise, shall be appointed or re-appointed a Director at any general meeting unless he is recommended by the Directors or, not less than seven nor more than twenty one clear days before the date appointed for the meeting, notice is given to the Company of the intention to propose that person for appointment or re-appointment in the form and manner set out in the Company's Articles of Association. Each Director who is appointed by the Directors (and who has not been elected as a Director of the Company by the members at a general meeting held in the interval since his appointment as a Director of the Company) is to be subject to election as a Director of the Company by the members at the first AGM of the Company following his appointment. Notwithstanding the policy for one third of the Directors to retire at each AGM, in order to follow best practice, all Directors stand for re-election annually. The Companies Act allows shareholders in a general meeting by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant Resolution) to remove any Director before the expiration of his or her period of office, but without prejudice to any claim for damages which the Director may have for breach of any contract of service between him or her and the Company. A person also ceases to be a Director if he or she resigns in writing, ceases to be a Director by virtue of any provision of the Companies Act, becomes prohibited by law from being a Director, becomes bankrupt or is the subject of a relevant insolvency procedure, or becomes of unsound mind, or if the Board so decides following at least six months' absence without leave or if he or she becomes subject to relevant procedures under the mental health laws, as set out in the Company's Articles of Association.

The Board does not currently have a policy of limiting the tenure of any Director, including the Chairman 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 Board has discussed the ability of the Directors to remain independent and considers that this does remain the case due to the non-involvement of the Directors in the day to day running of the Company and the absence of connections with the Investment Manager.

## Powers of the Directors

Subject to the provisions of the Companies Act, the Memorandum and Articles of Association of the Company and any directions given by shareholders by Special Resolution, the Articles of Association specify that the business of the Company is to be managed by the Directors, who may exercise all the powers of the Company, whether relating to the management of the business or not. In particular the Directors may exercise on behalf of the Company its powers to purchase its own shares to the extent permitted by shareholders. Authority was given at the Company's 2019 AGM to make market purchases of up to 14.99% of the issued Ordinary share capital at any time up to the 2020 AGM and otherwise on the terms set out in the relevant resolution, and authority to make market purchases of up to 14.99% of the issued Ordinary share capital is being sought at the 2020 AGM as set out in the notice of meeting.

## Board Committees

It should be noted that there is no formal Management Engagement Committee as matters of this nature are dealt with by the independent Non-Executive Directors. The Board does not have a separate Remuneration Committee as the Company has no employees or executive Directors. Detailed information relating to the remuneration of Directors is given in the Directors' Remuneration Report on pages 34 to 36.

The Board does not have a separate Nomination Committee as the functions of such a committee are dealt with by the Board as a whole. The Board considers its composition to be appropriate with due regard for the benefits of diversity and gender.

The Board has appointed one committee to make recommendations to the Board in a specific area:

### Audit Committee:

Neal Ransome (Chairman)  
Roger Smith  
Stephen Hazell-Smith  
Joanne Parfrey  
Andrew Boteler (appointed on 13 March 2020)

The Audit Committee is chaired by Neal Ransome and consists of the five independent Directors. The Audit Committee believes Neal Ransome possesses appropriate and relevant financial experience as per the requirements of The UK Corporate Governance Code. The Board considers that the members of the Committee are independent and have collectively the skills and experience required to discharge their duties effectively.

The Audit Committee Report is given on pages 32 and 33.

## Internal Controls

The Directors have overall responsibility for keeping under review the effectiveness of the Company's systems of internal controls. The purpose of these controls is to ensure that proper accounting records are maintained, the Company's assets are safeguarded and the financial information used within the business and for publication is accurate and reliable; such a system can only

provide reasonable and not absolute assurance against material misstatement or loss. The system of internal controls is designed to manage rather than eliminate the risk of failure to achieve the business objectives. The Board regularly reviews financial results and investment performance with Octopus.

The Board delegates the identification of appropriate opportunities and the investment of funds to Octopus. The Board regularly review reports upon the investments made and on the status of existing investments.

Octopus is engaged to carry out the accounting and custodian functions of the Company. All quoted investments are held in CREST. Unquoted investments are held in certificated form.

The Directors confirm that they have established a continuing process throughout the year and up to the date of this report for identifying, evaluating and managing the significant potential risks faced by the Company and have reviewed and are satisfied with the effectiveness of the internal control systems. As part of this process an annual review of the internal control systems is carried out in accordance with the Financial Reporting Council's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting. The Board does not consider it necessary to maintain an internal audit function.

Internal control systems include the production and review of monthly bank reconciliations and management accounts. All outflows made from the VCT's accounts require the authority of two signatories from Octopus. Octopus is subject to regular review by the Octopus Compliance Department.

## Financial Risk Management Objectives and Policies

The Company is exposed to the risks arising from its operational and investment activities. Further details can be found in Note 15 to the Financial Statements.

## Statement of Voting at the Annual General Meeting

The most significant portion of the votes cast against a resolution at the 2019 AGM was 3.24%, for the resolution to re-elect Roger Smith as a Director. No communication was received from shareholders giving reasons for the votes against the resolution.

Shareholders' views are always welcomed and considered by the Board. The methods of contacting the Board are set out below.

## Relations with Shareholders

We always welcome questions from our shareholders at the AGM but this year, to ensure we are able to respond to any questions you may have for either the Investment Manager or AIM VCT Board, please send these via email to [AimAGM@octopusinvestments.com](mailto:AimAGM@octopusinvestments.com) by 5.00pm on 10 July 2020. The Board is also happy to respond to any written queries made by shareholders during the course of the year and can be contacted at 33 Holborn, London, EC1N 2HT. Alternatively, please

call the team at Octopus to answer any queries. They can be contacted on **0800 316 2295**.

### Compliance Statement

The Listing Rules require the Board to report on compliance throughout the accounting period with all relevant provisions set out in The UK Corporate Governance Code. The preamble to The UK Corporate Governance Code does, however, acknowledge that some provisions may have less relevance for investment companies adding that the AIC Code and AIC Guide can assist in meeting the obligations under The UK Corporate Governance Code. With the exception of the limited items outlined below, the Company has complied throughout the accounting year to 29 February 2020 with the provisions set out in The UK Corporate Governance Code. The section references to The UK Corporate Governance Code are shown in brackets.

1. The Company does not have a Chief Executive Officer or a senior independent director. The Board does not consider this necessary due to the nature of the Company. [2.9 and 2.12]
2. The Company does not have a separate Nomination Committee due to the relatively small size and structure of the Company. Appointments are dealt with by the full Board as and when appropriate. [3.17 and 3.23]

3. The Company does not have a Remuneration Committee given the size of the Company and as it does not have any executive directors. The whole Board deals with any matters of this nature. [5.32 – 5.41]
4. The Company has no major shareholders therefore shareholders are not given the opportunity to meet any Non-Executive Directors at a specific meeting other than the AGM but are welcome to contact the Board or Octopus at any time. [1.3]
5. The Company does not have a separate policy on the tenure of the Chairman. The re-election of all directors is sought annually at the Annual General Meeting of the Company. [3.19]

On behalf of the Board

Company Secretary  
Octopus Company Secretarial Services Limited  
21 May 2020

# Audit Committee Report

This report is submitted in accordance with The UK Corporate Governance Code in respect of the year ended 29 February 2020 and describes the work of the Audit Committee in discharging its responsibilities.

The Committee's key objective is the provision of effective governance of the appropriateness of the Company's financial reporting, the performance of the auditor and the management of the internal control and business risks systems. The Directors forming the Audit Committee can be found on page 30.

## Matters considered by the Audit Committee in the year

The Audit Committee's terms of reference include the following responsibilities:

- reviewing and making recommendations to the Board in relation to the Company's published Annual Report and Accounts and other formal announcements relating to the Company's financial performance;
- reviewing and making recommendations to the Board in relation to Octopus' internal controls (including internal financial control) and risk management systems to the extent they are relevant to the Company's internal controls;
- periodically considering the need for an internal audit function;
- making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- ensuring that the Investment Manager has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to propriety of financial reporting or other matters.

The Committee reviews its terms of reference and its effectiveness annually and recommends to the Board any changes required as a result of the review. The terms of reference are available on request from the Company Secretary. The Committee meets twice per year and has direct access to BDO LLP, the Company's external auditor. Non-audit services are not provided by the external auditor and therefore the Audit Committee does not believe there are any influences on their independence or objectivity. When considering whether to recommend the re-appointment of the external auditor, the Committee takes into account the tenure of the current auditor in addition to comparing the fees charged to similar sized VCTs. The current auditor was first appointed in 2008 under the name of PKF (UK) LLP, which subsequently merged with BDO LLP, and has

held the position for nearly eleven years. The Committee put the external audit out to tender in respect of the year ended 28 February 2019 and BDO LLP was re-appointed following a competitive audit tender process.

## Independence and Objectivity of the Auditor

When considering the effectiveness of the external audit, the Board considered the quality and content of the Audit Plan and Report provided to the Committee by the Auditor and the resultant reporting and discussions on topics raised. Further consideration is also given as part of the annual Board evaluation.

## Auditor Evaluation

The effectiveness of the external audit is assessed as part of the Board evaluation conducted annually and by the quality and content of the Audit Plan and Report provided to the Committee by the Auditor and the resultant discussions on topics raised. The Committee also challenges the Auditor when present at a Committee meeting, if appropriate. The Audit Committee is satisfied that BDO LLP provided effective challenge in carrying out its responsibilities.

## Internal Audit

The Company does not have an independent internal audit function as it is not deemed appropriate given the size of the Company and the nature of the Company's business. However, the Committee considers annually whether there is a need for such a function and if so would recommend this to the Board. Octopus has an internal audit team, which is supported as required by external consultants. The Octopus Compliance Department reports to the Board on the outcome of the internal audits that have taken place insofar as these relate to the Company and confirm the absence of any issues relating to internal audit of which the Board should be aware. Any significant issues arising from the Octopus internal audit that affect the Company would be raised to the Committee immediately.

The Committee will monitor the significant risks at each meeting and Octopus will work closely with the Auditor to mitigate the risks and the resultant impact.

Once the Committee has made a recommendation to the Board, in relation to the appointment of the external auditor, this is then ratified at the AGM through an Ordinary Resolution.

## Significant Issues

The Audit Committee is responsible for considering significant issues in relation to the Financial Statements. The Committee has identified the most significant risks for the Company as:

- **Valuation of investments:** The Committee gives special audit consideration to the valuation of investments and supporting data provided by Octopus. The impact of this risk would be a large gain or loss in the Company's results. The valuations are supported variously by stock market quotations, investee

company audited accounts and third party evidence (where relevant): These give comfort to the Audit Committee.

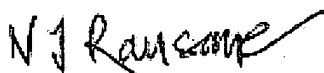
- Management override of financial controls: The Committee specifically reviews all significant accounting estimates that form part of the Financial Statements and consider any material judgements applied by management during the completion of the Financial Statements.
- Recognition and categorisation of revenue from investments: Investment income is the Company's main source of revenue. The revenue return is recognised when the Company's right to the return is established in accordance with the Statement of Recommended Practice, as either revenue or capital income. Octopus confirms to the Audit Committee that the revenues are recognised appropriately.

In addition to the above, the Committee has also considered the implications of the Coronavirus pandemic. As at the date of issuing this Report, whilst the Committee anticipates short-term market volatility affecting the underlying investments, it does not consider that this will have an impact upon the long-term viability of the Company. This is discussed further in the Viability Statement on page 20.

These issues were discussed with Octopus and the Auditor at the conclusion of the audit of the Financial Statements.

The Committee has considered the whole Annual Report and Accounts for the period ended 29 February 2020 and has reported to the Board that it considers them to be fair, balanced and understandable, providing the information necessary for shareholders to assess the Company's performance, business model and strategy.

The Audit Committee is also responsible for considering and reporting on any significant issues that arise in relation to the audit of the Financial Statements. The Audit Committee can confirm that there were no significant issues to report to the shareholders in respect of the audit of the Financial Statements to 29 February 2020.



Neal Ransome  
Audit Committee Chairman  
21 May 2020

# Directors' Remuneration Report

## Introduction

This report is submitted in accordance with Regulation 3 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 ("Regulations") in respect of the year ended 29 February 2020.

The Company's auditor, BDO LLP, is required to give their opinion on certain information included in this report; comprising the Directors' emoluments section and shareholdings below and their report on these and other matters is set out on pages 38 to 42.

## Consideration by the Directors of Matters Relating to Directors' Remuneration

The Board as a whole considers Directors' remuneration and has not appointed a separate committee in this respect.

The Board has not sought advice or services from any external person in respect of its consideration of Directors' remuneration during the year although the Directors expect from time to time to review the fees against those paid to the Board of Directors of other VCTs. The Company does not have a Chief Executive Officer, Senior Management or any employees.

## Directors' Remuneration Policy Report

The Board consists entirely of Non-Executive Directors, who meet at least quarterly and on other occasions as necessary, to deal with the important aspects of the Company's affairs. Directors are appointed with the expectation that they will serve for a period of at least three years. All Directors retire at the first General Meeting after election and thereafter one third of all Directors are subject to retirement by rotation at subsequent AGMs. However, as best practice, the Directors retire and stand for re-election annually. Re-election will be recommended by the Board but is dependent upon shareholder votes.

Each Director received a letter of appointment. A Director may resign at any time by giving three months' notice in writing to the Board. None of the Directors are entitled to compensation payable upon early termination of their contract other than in respect of any unexpired notice period.

The Company's policy is that the fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors to promote the success of the Company. They should be sufficient to attract candidates of high calibre to be recruited. The policy is for the Chairman of the Board and the Chairman of the Audit Committee to be paid higher fees than the other Directors in recognition of their more onerous roles. The Remuneration policy is to review the Director's fees from time to time, benchmarking the fees against

other VCT Boards, although such review will not necessarily result in any changes. Due to the nature of the Company, there are no employees other than the Directors and therefore no such issues to consider when determining the Directors' remuneration.

The Company's policy is for the Directors to be remunerated in the form of fees, payable monthly in arrears. The fees are not specifically related to the Directors' performance, either individually or collectively. There are no long-term incentive schemes, share option schemes or pension schemes in place. The Board is also entitled to be repaid all reasonable travelling, subsistence and other expenses incurred by them, respectively whilst conducting their duties as Directors; however no other remuneration or compensation was paid or payable by the Company during the year to any of the current Directors. There will be no payment for loss of office unless approved by a separate shareholder resolution.

An Ordinary Resolution to approve the remuneration policy of the Company will be put to shareholders at the AGM and will remain in force for a three year period. The Board will review the remuneration of the Directors if thought appropriate, and monitor competitors in the VCT industry on an annual basis.

## Statement of Voting at the Annual General Meeting

The 2019 Remuneration Report was presented to the AGM in July 2019 and received shareholder approval following a vote on a show of hands. 97.35% of the votes cast on proxy forms were in favour of the Remuneration Report or at the Chairman's discretion.

Shareholders' views are always considered by the Board, and the methods of contacting the Board are set out on page 31.

## Annual Remuneration Report

This section of the report is subject to approval by a simple majority of shareholders at the AGM in July 2020, as in previous years. In light of the current Coronavirus stay at home measures in the UK, the AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders attempting to attend the AGM will be refused entry. The Board encourages shareholders' to vote on the resolutions within the Notice of Annual General Meeting on pages 67 and 68 of the Financial Statements using the proxy form, or electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

## Company Performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to Octopus through the investment management agreement, as referred to in the Directors' Report. The performance graph on page 18 also shows the performance of the Company.

## Directors' Emoluments (audited)

The amount of each Director's fees for the year were:

| Annual rate of Directors' fees, exclusive of Employers' National Insurance | Year ended<br>29 February 2020<br>£ | Year ended<br>28 February 2019<br>£ |
|----------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| Roger Smith                                                                | 25,000                              | 25,000                              |
| Stephen Hazell-Smith                                                       | 20,000                              | 20,000                              |
| Joanne Parfrey                                                             | 20,000                              | 20,000                              |
| Neal Ransome                                                               | 22,500                              | 22,500                              |
| Andrew Boteler (appointed 19 March 2020)                                   | n/a                                 | n/a                                 |
| Total                                                                      | 87,500                              | 87,500                              |

The Chairman of the Company and the Chairman of the Audit Committee receive additional remuneration over the basic director's fee in recognition of the additional responsibilities and time commitment, and additionally, to be fair and comparable to similar VCTs. The directors' remuneration is expected to stay at the same level for the year ended 28 February 2021, based on the expected decision of the remuneration committee.

## Relative Importance of Spend on Pay

The actual expenditure in the current year is as follows:

|                       | Year to<br>29 February 2020<br>£'000 | Year to<br>28 February 2019<br>£'000 | % change |
|-----------------------|--------------------------------------|--------------------------------------|----------|
| Total Dividends paid  | 10,777                               | 6,294                                | 71.2     |
| Total Buybacks        | 3,829                                | 3,597                                | 6.4      |
| Total Directors' Fees | 88                                   | 88                                   | 0.0      |

There were no other significant payments during the year relevant to understanding the relative importance of spend on pay.

### Statement of Directors' Shareholdings (audited)

There are no guidelines or requirements for Directors to own shares in the Company. The interests of the Directors, and their connected persons, in shares of the Company during the year (in respect of which transactions are notifiable under Disclosure Guidance and Transparency Rule 3.1.2R) in the issued Ordinary shares of 1.0p are shown in the table below:

|                                             | Ordinary shares of 1.0p each<br>29 February 2020 | Ordinary shares of 1.0p each<br>28 February 2019 |
|---------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| Roger Smith                                 | 20,000                                           | 20,000                                           |
| Stephen Hazell-Smith                        | 139,003                                          | 139,003                                          |
| Neal Ransome                                | 27,145                                           | 17,423                                           |
| Joanne Parfrey                              | 18,754                                           | 18,754                                           |
| Andrew Boteler (appointed on 19 March 2020) | n/a                                              | n/a                                              |

All of the Directors' shares were held beneficially. Mr Smith jointly holds shares through a nominee company.

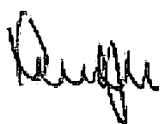
### Shareholders Proxy Voting Information

As required by Schedule 8:23 of the Regulations, the votes received for the AGM in 2019 were as follows:

|                                            | For              |       | Discretion*      |       | Against          |      |
|--------------------------------------------|------------------|-------|------------------|-------|------------------|------|
|                                            | No. of<br>Shares | %     | No. of<br>Shares | %     | No. of<br>Shares | %    |
| Approval of Directors' Remuneration Report | 3,851,172        | 85.79 | 518,881          | 11.56 | 119,035          | 2.65 |

\*Shareholders voting by proxy may give the proxy agent discretion to decide how the shares are to be voted.

By Order of the Board



Roger Smith  
Chairman  
21 May 2020

# Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and Accounts 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 are required to prepare the financial statements and have elected to prepare the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 – "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- prepare a Strategic Report, a Director's Report and Director's 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 accounts, taken as a whole, are fair, balanced, understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

## Website Publication

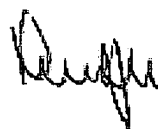
The Directors are responsible for ensuring the Annual Report and the Accounts are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

## Directors' Responsibility Statement pursuant to DTR4

Roger Smith (Chairman), Stephen Hazell-Smith, Joanne Parfrey Neal Ransome and Andrew Boteler, the Directors, confirm to the best of their knowledge that:

- the financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ("FRS 102") and give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company; and
- 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



Roger Smith  
Chairman  
21 May 2020

# Independent auditor's report to the members of Octopus AIM VCT plc

## Opinion

We have audited the financial statements of Octopus AIM VCT plc (the 'Company') for the year ended 29 February 2020 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity and the Cash Flow Statement 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 29 February 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## 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 Directors' confirmation in the annual report that they have carried out a robust assessment of the Company's

emerging and principal risks, and the disclosures in the annual report that describe the principal risks and the procedures in place to identify emerging risks and explain how they are being managed or mitigated;

- 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, including 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. This matter was 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 this matter.

**Key audit matter****Valuation and ownership of investments (Note 1 and 10 to the financial statements)**

The fixed asset investments at the year end comprised of level 1 AIM-traded equity investments (£77.3 million) and level 3 unquoted investments (£4.3 million).

We consider the valuation and ownership of fixed asset investments, excluding £26.2 million of current asset investments, to be the most significant area of focus for our audit as investments represent the most significant balance in the Financial Statements and underpin the principal activity of the entity.

We also consider the valuation of investments with respect to realised and unrealised gains/losses to be an area of focus for our audit as the reported performance of the portfolio is a key performance indicator of the entity and is therefore expected to be a key area of interest for the users of the financial statements.

Furthermore, we consider the valuation disclosures to be an area of focus for our audit as they are expected to be a key area of interest for the users of the financial statements.

**How we addressed the key audit matter in the audit**

We performed the following procedures:

In respect of level 1 AIM-traded equity investments (c. 95% of the portfolio by value) we have:

- Checked that the year end bid price was used by agreeing all quoted investments to externally quoted prices and, for a sample of investments, reviewed trading volumes around year end to assess if there were contra indicators, such as liquidity considerations, to suggest bid price is not the most appropriate indication of fair value.
- Obtained direct confirmation from the custodian regarding the ownership of all investments held at the balance sheet date.

In respect of unquoted investments (c. 5% of the portfolio by value) we have:

- Reviewed the valuation papers prepared by the Investment Manager to check that the assumptions and underlying evidence supporting the year end valuations are in line with UK GAAP and the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines.
- Obtained direct confirmation from the custodian regarding the ownership of all investments held at the balance sheet date.
- Considered the economic environment in which the investee company operates to identify factors that could impact the investment valuation.

The gains/losses on investments held at fair value comprise realised and unrealised gains/losses. For all unrealised gains/losses we tested the valuation of the investment portfolio at the year end, together with testing the reconciliation of opening and closing investments. For a sample of realised gains/losses, we agreed the proceeds on disposal to bank statements and re-performed the calculation for a sample of the realised gains/losses.

We also considered the completeness, accuracy and clarity of investment-related disclosures in the financial statements with reference to the requirements of applicable accounting standards.

Key observations:

Based on our procedures performed we did not identify any matters indicating that the valuation or ownership of investments as well as the corresponding disclosures were not appropriate.

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. 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 different levels of materiality, the quantum and purpose of which are presented below.

| Materiality measure                                                 | Purpose                                                                                                                                                                      | Key considerations and benchmarks                                                                                                                                                                  | Quantum (£)                      |
|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| Financial statement materiality<br>(1% of invested assets)          | Assessing whether the financial statements as a whole present a true and fair view.                                                                                          | <ul style="list-style-type: none"> <li>The value of gross investments</li> <li>The level of judgement inherent in the valuation</li> <li>The range of reasonable alternative valuations</li> </ul> | £1,080,000<br>(2019: £1,120,000) |
| Performance materiality<br>(75% of financial statement materiality) | 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. | <ul style="list-style-type: none"> <li>Financial statement materiality</li> <li>Risk and control environment</li> <li>History of prior errors (if any)</li> </ul>                                  | £810,000<br>(2019: £840,000)     |

We have set a lower testing threshold for those items impacting revenue return of £260,000 (2019: £280,000), with a performance threshold of £195,000 (2019: £210,000) which is based on 10% of gross expenditure and 75% of this respectively.

We agreed with the Audit Committee that we would report to them all audit differences in excess of £22,000 (2019: £22,000), 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 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 risk of material misstatement.

### Capability of the audit to detect irregularities, including fraud

We gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with the Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") issued in November 2014 and updated in February 2018 with consequential amendments and FRS 102. We also considered the Company's qualification as a VCT under UK tax legislation as any breach of this would lead to the Company losing various deductions and exemptions from corporation tax.

We considered compliance with this framework through discussions with the Audit Committee and performed audit procedures on these areas as considered necessary. Our procedures involved enquiry with the Investment Manager, Administrator and the Board with respect to compliance with laws and regulation, review of board meeting minutes and review of legal correspondence.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion.

We focused on laws and regulations that could give rise to a material misstatement in the company financial statements. Our tests included, but were not limited to:

- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of management;
- review of minutes of board meetings throughout the period; and
- considering the effectiveness of the control environment in monitoring compliance with laws and regulations.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

### Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Accounts, 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

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 position, 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 the Directors' Report have been prepared in accordance with applicable legal requirements.

### Matters on which we are required to report by exception

In the 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 by the Company, 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.

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](http://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 28 February 2009 and subsequent financial periods. We were reappointed as auditors in respect of the year ended 29 February 2020 by members of the company at the annual general meeting held on 18 July 2019. The period of total uninterrupted engagement is 12 years, covering the years ending 28 February 2009 to 29 February 2020.

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.

**BDO LLP**

Peter Smith (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London, UK  
21 May 2020

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

# Income Statement

|                                                     | Notes | Year to 29 February 2020 |                  |                | Year to 28 February 2019 |                  |                 |
|-----------------------------------------------------|-------|--------------------------|------------------|----------------|--------------------------|------------------|-----------------|
|                                                     |       | Revenue<br>£'000         | Capital<br>£'000 | Total<br>£'000 | Revenue<br>£'000         | Capital<br>£'000 | Total<br>£'000  |
| Gain/(loss) on disposal of fixed asset investments  | 10    | -                        | 349              | 349            | -                        | (3,796)          | (3,796)         |
| Gain on disposal of current asset investments       |       | -                        | 382              | 382            | -                        | -                | -               |
| Gain/(loss) on valuation of fixed asset investments | 10    | -                        | 505              | 505            | -                        | (7,701)          | (7,701)         |
| Gain on valuation of current asset investments      |       | -                        | 1,507            | 1,507          | -                        | 53               | 53              |
| Investment income                                   | 2     | 776                      | 36               | 812            | 794                      | 307              | 1,101           |
| Investment management fees                          | 3     | (482)                    | (1,445)          | (1,927)        | (545)                    | (1,635)          | (2,180)         |
| Other expenses                                      | 4     | (636)                    | -                | (636)          | (574)                    | -                | (574)           |
| <b>Profit/(loss) before tax</b>                     |       | <b>(342)</b>             | <b>1,334</b>     | <b>992</b>     | <b>(325)</b>             | <b>(12,772)</b>  | <b>(13,097)</b> |
| Tax                                                 | 6     | -                        | -                | -              | -                        | -                | -               |
| <b>Profit/(loss) after tax</b>                      |       | <b>(342)</b>             | <b>1,334</b>     | <b>992</b>     | <b>(325)</b>             | <b>(12,772)</b>  | <b>(13,097)</b> |
| <b>Earnings per share – basic and diluted</b>       | 8     | <b>(0.3p)</b>            | <b>1.1p</b>      | <b>0.8p</b>    | <b>(0.3p)</b>            | <b>(11.2p)</b>   | <b>(11.5p)</b>  |

- The 'Total' column of this statement represents the statutory Income Statement of the Company; the supplementary revenue return and capital return columns have been prepared in accordance with the AIC Statement of Recommended Practice.
- All revenue and capital items in the above statement derive from continuing operations.
- The Company has only one class of business and derives its income from investments made in shares and securities and from bank and money market funds, as well as OEIC funds.

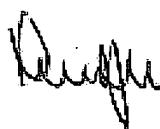
The Company has no recognised gains or losses other than the results for the period as set out above. Accordingly a Statement of Comprehensive Income is not required.

The Notes on pages 47 to 60 form an integral part of these Financial Statements.

# Balance Sheet

|                                                | Notes | As at 29 February 2020 |                | As at 28 February 2019 |                |
|------------------------------------------------|-------|------------------------|----------------|------------------------|----------------|
|                                                |       | £'000                  | £'000          | £'000                  | £'000          |
| Fixed asset investments                        | 10    |                        | 81,699         |                        | 81,671         |
| Current assets:                                |       |                        |                |                        |                |
| Investments                                    | 11    | 24,859                 |                | 28,852                 |                |
| Money market funds                             | 11    | 1,324                  |                | 1,314                  |                |
| Debtors                                        | 12    | 78                     |                | 71                     |                |
| Cash at bank                                   | 11    | 24,367                 |                | 11,611                 |                |
|                                                |       | 50,628                 |                | 41,848                 |                |
| Creditors: amounts falling due within one year | 13    | (17,217)               |                | (1,015)                |                |
| Net current assets                             |       |                        | 33,411         |                        | 40,833         |
| <b>Total assets less current liabilities</b>   |       |                        | <b>115,110</b> |                        | <b>122,504</b> |
| Called up equity share capital                 | 14    |                        | 1,234          |                        | 1,213          |
| Share premium                                  |       |                        | 65,883         |                        | 81,368         |
| Capital redemption reserve                     |       |                        | 134            |                        | 94             |
| Special distributable reserve                  |       |                        | 43,630         |                        | 36,592         |
| Capital reserve realised                       |       |                        | (26,719)       |                        | (28,999)       |
| Capital reserve unrealised                     |       |                        | 31,371         |                        | 32,317         |
| Revenue reserve                                |       |                        | (423)          |                        | (81)           |
| <b>Total equity shareholders' funds</b>        |       |                        | <b>115,110</b> |                        | <b>122,504</b> |
| <b>NAV per share – basic and diluted</b>       | 9     |                        | <b>93.3p</b>   |                        | <b>101.0p</b>  |

The statements were approved by the Directors and authorised for issue on 21 May 2020 and are signed on their behalf by:



Roger Smith  
Chairman  
Company number: 03477519

The Notes on pages 47 to 60 form an integral part of these Financial Statements.

# Statement of Changes in Equity

|                                                           | Share capital<br>£'000 | Share premium<br>£'000 | Capital redemption reserve<br>£'000 | Special distributable reserves*<br>£'000 | Capital reserve realised*<br>£'000 | Capital reserve unrealised<br>£'000 | Revenue reserve*<br>£'000 | Total<br>£'000 |
|-----------------------------------------------------------|------------------------|------------------------|-------------------------------------|------------------------------------------|------------------------------------|-------------------------------------|---------------------------|----------------|
| <b>As at 1 March 2019</b>                                 | <b>1,213</b>           | <b>81,368</b>          | <b>94</b>                           | <b>36,592</b>                            | <b>(28,999)</b>                    | <b>32,317</b>                       | <b>(81)</b>               | <b>122,504</b> |
| Management fee allocated as capital expenditure           | -                      | -                      | -                                   | -                                        | (1,445)                            | -                                   | -                         | (1,445)        |
| Current year gains on disposal                            | -                      | -                      | -                                   | -                                        | 731                                | -                                   | -                         | 731            |
| Current period gains on fair value of investments         | -                      | -                      | -                                   | -                                        | -                                  | 2,012                               | -                         | 2,012          |
| Capital investment income                                 | -                      | -                      | -                                   | -                                        | 36                                 | -                                   | -                         | 36             |
| Loss after tax                                            | -                      | -                      | -                                   | -                                        | -                                  | -                                   | (342)                     | (342)          |
| Total comprehensive income for the year                   | -                      | -                      | -                                   | -                                        | (678)                              | 2,012                               | (342)                     | 992            |
| <b>Contributions by and distributions to owners:</b>      |                        |                        |                                     |                                          |                                    |                                     |                           |                |
| Repurchase and cancellation of own shares                 | (40)                   | -                      | 40                                  | (3,829)                                  | -                                  | -                                   | -                         | (3,829)        |
| Issue of shares                                           | 61                     | 6,454                  | -                                   | -                                        | -                                  | -                                   | -                         | 6,515          |
| Share issue costs                                         | -                      | (295)                  | -                                   | -                                        | -                                  | -                                   | -                         | (295)          |
| Dividends paid                                            | -                      | -                      | -                                   | (10,777)                                 | -                                  | -                                   | -                         | (10,777)       |
| <b>Total contributions by and distributions to owners</b> | <b>21</b>              | <b>6,159</b>           | <b>40</b>                           | <b>(14,606)</b>                          | <b>-</b>                           | <b>-</b>                            | <b>-</b>                  | <b>(8,386)</b> |
| <b>Other movements:</b>                                   |                        |                        |                                     |                                          |                                    |                                     |                           |                |
| Cancellation of share premium                             | -                      | (21,644)               | -                                   | 21,644                                   | -                                  | -                                   | -                         | -              |
| Prior years' holding gains now realised                   | -                      | -                      | -                                   | -                                        | 2,958                              | (2,958)                             | -                         | -              |
| Total other movements                                     | -                      | (21,644)               | -                                   | 21,644                                   | 2,958                              | (2,958)                             | -                         | -              |
| <b>Balance as at 29 February 2020</b>                     | <b>1,234</b>           | <b>65,883</b>          | <b>134</b>                          | <b>43,630</b>                            | <b>(26,719)</b>                    | <b>31,371</b>                       | <b>(423)</b>              | <b>115,110</b> |
| <b>As at 1 March 2018</b>                                 | <b>1,094</b>           | <b>63,098</b>          | <b>61</b>                           | <b>46,483</b>                            | <b>(29,277)</b>                    | <b>45,367</b>                       | <b>244</b>                | <b>127,070</b> |
| Management fee allocated as capital expenditure           | -                      | -                      | -                                   | -                                        | (1,635)                            | -                                   | -                         | (1,635)        |
| Current year losses on disposal                           | -                      | -                      | -                                   | -                                        | (3,796)                            | -                                   | -                         | (3,796)        |
| Current period loss on fair value of investments          | -                      | -                      | -                                   | -                                        | -                                  | (7,648)                             | -                         | (7,648)        |
| Capital investment income                                 | -                      | -                      | -                                   | -                                        | 307                                | -                                   | -                         | 307            |
| Loss after tax                                            | -                      | -                      | -                                   | -                                        | -                                  | -                                   | (325)                     | (325)          |
| Total comprehensive income for the year                   | -                      | -                      | -                                   | -                                        | (5,124)                            | (7,648)                             | (325)                     | (13,097)       |
| <b>Contributions by and distributions to owners:</b>      |                        |                        |                                     |                                          |                                    |                                     |                           |                |
| Repurchase and cancellation of own shares                 | (33)                   | -                      | 33                                  | (3,597)                                  | -                                  | -                                   | -                         | (3,597)        |
| Issue of shares                                           | 152                    | 19,392                 | -                                   | -                                        | -                                  | -                                   | -                         | 19,544         |
| Share issue costs                                         | -                      | (1,122)                | -                                   | -                                        | -                                  | -                                   | -                         | (1,122)        |
| Dividends paid                                            | -                      | -                      | -                                   | (6,294)                                  | -                                  | -                                   | -                         | (6,294)        |
| <b>Total contributions by and distributions to owners</b> | <b>119</b>             | <b>18,270</b>          | <b>33</b>                           | <b>(9,891)</b>                           | <b>-</b>                           | <b>-</b>                            | <b>-</b>                  | <b>8,531</b>   |
| <b>Other movements:</b>                                   |                        |                        |                                     |                                          |                                    |                                     |                           |                |
| Prior years' holding gains now realised                   | -                      | -                      | -                                   | -                                        | 5,402                              | (5,402)                             | -                         | -              |
| Total other movements                                     | -                      | -                      | -                                   | -                                        | 5,402                              | (5,402)                             | -                         | -              |
| <b>Balance as at 28 February 2019</b>                     | <b>1,213</b>           | <b>81,368</b>          | <b>94</b>                           | <b>36,592</b>                            | <b>(28,999)</b>                    | <b>32,317</b>                       | <b>(81)</b>               | <b>122,504</b> |

\*Included in these reserves is an amount of £16,488,000 (2019: £7,512,000) which is considered distributable to shareholders.

# Cash Flow Statement

|                                                     | Notes | Year to 29 February 2020<br>£'000 | Year to 28 February 2019<br>£'000 |
|-----------------------------------------------------|-------|-----------------------------------|-----------------------------------|
| <b>Cash flows from operating activities</b>         |       |                                   |                                   |
| Profit/(loss) before tax                            |       | 992                               | (13,097)                          |
| Adjustments for:                                    |       |                                   |                                   |
| Increase in debtors                                 | 12    | (7)                               | (19)                              |
| (Decrease)/increase in creditors                    | 13    | (84)                              | 124                               |
| (Gain)/loss on disposal of fixed asset investments  | 10    | (349)                             | 3,796                             |
| Gain on disposal of current asset investments       |       | (382)                             | -                                 |
| (Gain)/loss on valuation of fixed asset investments | 10    | (505)                             | 7,701                             |
| Gain on valuation of current asset investments      |       | (1,507)                           | (53)                              |
| Non-cash distributions                              | 2     | -                                 | (307)                             |
| <b>Cash from operations</b>                         |       | <b>(1,842)</b>                    | <b>(1,855)</b>                    |
| Income taxes paid                                   |       | -                                 | -                                 |
| <b>Net cash generated from operating activities</b> |       | <b>(1,842)</b>                    | <b>(1,855)</b>                    |
| <b>Cash flows from investing activities</b>         |       |                                   |                                   |
| Purchase of fixed asset investments                 | 10    | (6,236)                           | (10,581)                          |
| Proceeds from sale of fixed asset investments       | 10    | 7,062                             | 8,967                             |
| Purchase of current asset investments               |       | (1,118)                           | (3,840)                           |
| Proceeds from sale of current asset investments     |       | 7,000                             | -                                 |
| <b>Net cash flows from investing activities</b>     |       | <b>6,708</b>                      | <b>(5,454)</b>                    |
| <b>Cash flows from financing activities</b>         |       |                                   |                                   |
| Movement in applications account                    | 13    | 16,286                            | (72)                              |
| Purchase of own shares                              | 14    | (3,829)                           | (3,597)                           |
| Share issues (net of costs £295,000)                | 14    | 4,460                             | 17,438                            |
| Dividends paid                                      | 7     | (9,017)                           | (5,310)                           |
| <b>Net cash flows from financing activities</b>     |       | <b>7,900</b>                      | <b>8,459</b>                      |
| <b>Increase in cash and cash equivalents</b>        |       | <b>12,766</b>                     | <b>1,150</b>                      |
| Opening cash and cash equivalents                   |       | 12,925                            | 11,775                            |
| <b>Closing cash and cash equivalents</b>            |       | <b>25,691</b>                     | <b>12,925</b>                     |
| <b>Cash and cash equivalents comprise</b>           |       |                                   |                                   |
| Cash at bank                                        | 11    | 24,367                            | 11,611                            |
| Money market funds                                  | 11    | 1,324                             | 1,314                             |
|                                                     |       | <b>25,691</b>                     | <b>12,925</b>                     |

The Notes on pages 47 to 60 form an integral part of these Financial Statements.

# Notes to the Financial Statements

## 1. Principal Accounting Policies

The Company is a Public Limited Company ("plc") incorporated in England and Wales and its registered office is 33 Holborn, London EC1N 2HT.

The Company's principal activity is to invest in a diverse portfolio of predominately AIM-traded companies with the aim of providing shareholders with attractive tax-free dividends and long-term capital growth.

### Basis of preparation

The Financial Statements have been prepared under the historical cost convention, except for the measurement at fair value of certain financial instruments, and in accordance with UK Generally Accepted Accounting Practice ("GAAP"), including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ("FRS 102"), and with the Companies Act 2006 and the Statement of Recommended Practice ("SORP") 'Financial Statements of Investment Trust Companies and Venture Capital Trusts (issued 2014 and updated in October 2019 with consequential amendments).'

The principal accounting policies have remained unchanged from those set out in the Company's 2019 Annual Report and Accounts. A summary of the principal accounting policies is set out below.

FRS 102 sections 11 and 12 have been adopted with regard to the Company's financial instruments. The Company holds all fixed asset investments at fair value through profit or loss; therefore all gains and losses arising from such investments held are attributable to financial assets held at fair value through profit or loss. Accordingly, all interest income, fee income, expenses and gains and losses on investments are attributable to assets held at fair value through profit or loss.

### Going concern

After reviewing the Company's forecasts and expectations, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its Financial Statements. In reaching this conclusion the Directors have had regard to the potential impact on the economy and the Company of the current coronavirus pandemic.

### Revenue and capital

The Company presents its Income Statement in a three column format to give shareholders additional detail of the performance of the Company, split between items of a revenue or capital nature as required by the SORP.

The revenue column of the Income Statement includes all income and revenue expenses of the Company. The capital column includes gains and losses on disposal and holding gains and losses on investments.

Upon disposal of investments, gains relating to the assets are transferred from the capital reserve – unrealised to the capital reserve – realised.

### Key judgements and estimates

The preparation of the Financial Statements requires the Board to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Estimates and assumptions mainly relate to the fair valuation of the fixed asset investments particularly unquoted investments. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. The estimates and the assumptions are under continuous review with particular attention paid to the carrying value of the investments.

Investment valuation policies are those that are most important to the depiction of the Company's financial position and that require the application of subjective and complex judgements, often as a result of the need to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods. The main accounting and valuation policies used by the Company are disclosed below.

Investments are regularly reviewed to ensure that the fair values are appropriately stated. Unquoted investments are valued in accordance with current IPEV guidelines, although this does rely on subjective estimates such as appropriate sector earnings multiples, forecast results of investee companies, asset values of the subsidiary companies of investee companies and liquidity or marketability of the investments held.

Although the Company believes that the assumptions concerning the business environment and estimate of future cash flows are appropriate, changes in estimates and assumptions could require changes in the stated values. This could lead to additional changes in fair value in the future (see Note 10).

### Financial instruments

The Company's principal financial assets are its investments and the policies in relation to those assets are set out above and in Note 10. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of

the entity after deducting all of its financial liabilities. Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

The Company's receivables are initially recognised at fair value which is normally transaction cost and subsequently measured at amortised cost.

### **Financing strategy and capital structure**

The Company defines capital as shareholders' funds and its financial strategy in the medium term is to manage a level of cash that balances the risks of the business with optimising the return on equity. The Company currently has no borrowings nor does it anticipate that it will drawdown any borrowing facilities in the future to fund the acquisition of investments.

As the Company is now registered as an AIFM, it is subject to externally imposed capital requirements, namely if the value of assets under management ("AUM") exceeds €250 million then an additional amount of Company funds equal to 0.02% of the excess over €250 million (subject to a cap of €10 million capital requirement) will be required.

### **Cash and liquid resources**

Cash, for the purposes of the cash flow statement, comprises cash at bank. Cash equivalents are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market. This comprises investments in money market funds subject to insignificant changes in fair value.

### **Reserves**

**Called up equity share capital** – represents the nominal value of shares that have been issued.

**Share premium account** – includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

**Special distributable reserve** – includes realised profits and cancelled share premium available for distribution.

**Capital reserve realised** – when an investment is sold, any balance held in Capital reserve unrealised is transferred to Capital reserve realised on disposal, as a movement in reserves.

**Capital reserve unrealised** – when the Company revalues the investments still held during the period, any gains or losses arising are credited/charged to Capital reserve unrealised.

**Capital redemption reserve** – represents the nominal value of shares bought back from shareholders and cancelled from share capital.

**Revenue reserve** – net revenue profits and losses of the Company.

### **Functional and presentational currency**

The Financial Statements are presented in Sterling (£). The functional currency is also Sterling (£).

## 2. Income

### Accounting Policy

Investment income includes interest earned on money market securities and includes income tax withheld at source. Dividend income is shown net of any related tax credit. Dividends are allocated to revenue or capital depending on whether the dividend is of a revenue or capital nature. During the year the Company received a special dividend from Vectura Group plc as a result of a share consolidation. This has been treated as capital income.

Dividends receivable are brought into account when the Company's right to receive payment is established and it is probable that payment will be received. Fixed returns on debt and money market securities are recognised on a time apportionment basis so as to reflect the effective yield, provided there is no reasonable doubt that payment will be received in due course.

### Disclosure

|                                                                | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|----------------------------------------------------------------|---------------------------|---------------------------|
| Dividends receivable from fixed asset investments              | 715                       | 731                       |
| Capital dividend                                               | 36                        | -                         |
| In-Specie dividend*                                            | -                         | 307                       |
| Loan note interest receivable                                  | 52                        | 50                        |
| Income receivable on money market securities and bank balances | 9                         | 13                        |
|                                                                | <b>812</b>                | <b>1,101</b>              |

\*The Company received shares in Renalytix plc as a result of an in-specie dividend from EKF Diagnostics Holdings plc. This has been treated as capital income.

## 3. Investment Management Fees

|                           | 29 February 2020 |                  |                | 28 February 2019 |                  |                |
|---------------------------|------------------|------------------|----------------|------------------|------------------|----------------|
|                           | Revenue<br>£'000 | Capital<br>£'000 | Total<br>£'000 | Revenue<br>£'000 | Capital<br>£'000 | Total<br>£'000 |
| Investment management fee | 482              | 1,445            | 1,927          | 545              | 1,635            | 2,180          |

Octopus provides investment management and accounting and administration services to the Company under a management agreement which initially ran with Close Investment Limited from 3 February 1998 and was then novated to Octopus for a period of five years with effect from 29 July 2008 and may be terminated at any time thereafter by not less than 12 months' notice given by either party. No compensation is payable in the event of terminating the agreement by either party, if the required notice period is given. The fee payable, should insufficient notice be given, will be equal to the fee that would have been paid should continuous service be provided, or the required notice period was given. The management fee is an annual charge set at 2% of the Company's net assets, less deductions outlined below calculated on a quarterly basis.

During the year Octopus charged gross management fees of £2,415,000 (2019: £2,618,000). When the various allowances detailed below are included, the net management fees for the year is £1,927,000 (2019: £2,180,000). At the year end there was £471,000 payable to Octopus (2019: £582,000). Octopus received £98,000 as a result of upfront fees charged on allotments of Ordinary shares (2019: £387,000).

The Company now pays ongoing adviser charges to Independent Financial Advisers ("IFAs"). Ongoing adviser charges are an ongoing fee of up to 0.5% per annum for a maximum of 9 years paid to Advisers who are on an advised and ongoing fee structure. The Company is rebated for this cost by way of a reduction in the annual management fee. For the year to 29 February 2020 the rebate received was £236,000 (2019: £211,000).

The Company also facilitates upfront fees to IFAs where an investor has invested through a financial adviser and has received upfront advice. Where an investor agrees to an upfront fee only, the Company can facilitate a payment of an initial adviser charge of up to 4.5% of the investment amount. If the investor chooses to pay their intermediary/adviser less than the maximum initial adviser charge, the remaining amount will be used for the issue and allotment of additional new shares for the investor. In these circumstances the Company does not facilitate ongoing annual payments. To ensure that the Company is not financially disadvantaged by such payment, a notional ongoing advisor charge equivalent to 0.5% per annum will be deemed to have been paid by the Company for a period of nine years. The Company is rebated for this cost, also by way of a reduction in the annual management fee. For the year to 29 February 2020 the rebate received was £145,000 (2019: £131,000).

The Company also receives a reduction in the management fee for the investments into other Octopus managed funds, being the Octopus Portfolio Manager, Micro Cap and Multi Cap products, to ensure the Company is not double charged on these products. This amounted to £107,000 for the year to 29 February 2020 (2019: £96,000).

The management fee has been allocated 25% to revenue and 75% to capital, in line with the Board's expected long-term return in the form of income and capital gains respectively from the Company's investment portfolio.

#### 4. Other Expenses

##### Accounting Policy

All expenses are accounted for on an accruals basis.

The transaction costs incurred when purchasing or selling assets are written off to the Income Statement in the period that they occur.

##### Disclosure

|                                            | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|--------------------------------------------|---------------------------|---------------------------|
| IFA charges                                | 236                       | 211                       |
| Directors' remuneration                    | 88                        | 88                        |
| Registrars' fees                           | 53                        | 59                        |
| Audit fees                                 | 26                        | 25                        |
| Printing and postage                       | 26                        | 24                        |
| VCT monitoring fees                        | 13                        | 21                        |
| Directors and officers liability insurance | 10                        | 10                        |
| Broker's fees                              | 6                         | 6                         |
| Other administration expenses              | 178                       | 130                       |
|                                            | <b>636</b>                | <b>574</b>                |

The fees payable to the Company's auditor are stated net of VAT and the VAT is included within other administration expenses.

The ongoing charges of the Company were 1.9% of average net assets during the year to 29 February 2020 (2019: 2.1%). Ongoing charges are calculated using the AIC methodology and exclude irrecoverable VAT, exceptional costs and trail commission.

#### 5. Directors' Remuneration

Directors were paid £88,000 in the year to 29 February 2020 (2019: £88,000). This excludes Employer's National Insurance contributions of £7,000 (2019: £7,000) included within other administration expenses above. None of the Directors received any other remuneration, pension contributions or benefits from the Company during the year. The Company has no employees other than Non-Executive Directors. The average number of Non-Executive Directors in the year was four (2019: four).

## 6. Tax

### Accounting Policy

Corporation tax payable is applied to profits chargeable to corporation tax, if any, at the current rate. The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue return on the "marginal" basis as recommended in the SORP.

Deferred tax is recognised on an undiscounted basis in respect of all timing differences that have originated but not reversed at the balance sheet date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

The corporation tax charge for the year was £nil (2019: £nil).

### Disclosure

|                                                                 | 29 February 2020<br>Total<br>£'000 | 28 February 2019<br>Total<br>£'000 |
|-----------------------------------------------------------------|------------------------------------|------------------------------------|
| <b>Tax reconciliation</b>                                       |                                    |                                    |
| Profit/(loss) before tax                                        | 992                                | (13,097)                           |
| Current tax at 19.0% (2019: 19.0%)                              | 188                                | (2,488)                            |
| Effects of                                                      |                                    |                                    |
| Non-taxable income                                              | (145)                              | (200)                              |
| Non-taxable capital (gains)/losses                              | (521)                              | 2,174                              |
| Excess management expenses on which deferred tax not recognised | 478                                | 514                                |
| <b>Total tax charge</b>                                         | -                                  | -                                  |

Approved VCTs are exempt from tax on capital gains within the Company. Since the Directors intend that the Company will continue to conduct its affairs so as to maintain its approval as a VCT, no deferred tax has been provided in respect of any capital gains or losses arising on the revaluation or disposal of investments.

As at 29 February 2020 there is an unrecognised deferred tax asset of £2,830,000 (2019: £2,413,000) in respect of accumulated surplus management expenses of £16,649,000 (2019: £14,191,000), based on a prospective corporation tax rate of 17% (2019: 17%). This deferred tax asset could in future be used against taxable profits.

Provided the Company continues to maintain its current investment profile, it is unlikely that the expenses will be utilised and that the company will obtain any benefit from this asset.

## 7. Dividends

### Accounting Policy

Dividends payable are recognised as distributions in the Financial Statements when the Company's liability to make payment has been established. This liability is established on the record date, the date on which those shareholders on the share register are entitled to the dividend.

### Disclosure

|                                                                | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|----------------------------------------------------------------|---------------------------|---------------------------|
| <b>Dividends paid on Ordinary shares during the year</b>       |                           |                           |
| 2019 Final dividend – 3.0p paid 2 August 2019 (2019: 3.0p)     | 3,606                     | 3,259                     |
| 2020 Interim dividend – 2.5p paid 17 January 2020 (2019: 2.5p) | 2,988                     | 3,035                     |
| 2020 Special dividend – 3.5p paid 17 January 2020 (2019: nil)  | 4,183                     | -                         |
|                                                                | <b>10,777</b>             | <b>6,294</b>              |

During the year £1,760,000 (2019: £984,000) of dividends were reinvested under the DRIS, see Note 14.

|                                                                  | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|------------------------------------------------------------------|---------------------------|---------------------------|
| <b>Dividends in respect of the year</b>                          |                           |                           |
| 2020 Interim dividend – 2.5p paid 17 January 2020 (2019: 2.5p)   | 2,988                     | 3,035                     |
| 2020 Special dividend – 3.5p paid 17 January 2020 (2019: nil)    | 4,183                     | -                         |
| Final dividend proposed: 3.0p payable 7 August 2020 (2019: 3.0p) | 3,973                     | 3,606                     |
|                                                                  | <b>11,144</b>             | <b>6,641</b>              |

Under Section 32 of FRS 102 'Events After Balance Sheet Date', dividends payable at year end are not recognised as a liability in the Financial Statements.

The above proposed final dividend is based on the number of shares in issue at the date of this report. The actual dividend paid may differ from this number as the dividend payable will be based on the number of shares in issue on the record date and will reflect any changes in the share capital between the year end and the record date.

## 8. Earnings per share

|                                                             | 29 February 2020 |         |       | 28 February 2019 |          |          |
|-------------------------------------------------------------|------------------|---------|-------|------------------|----------|----------|
|                                                             | Revenue          | Capital | Total | Revenue          | Capital  | Total    |
| Profit/(loss) attributable to ordinary shareholders (£'000) | (342)            | 1,334   | 992   | (325)            | (12,772) | (13,097) |
| Earnings per ordinary share (p)                             | (0.3)            | 1.1     | 0.8   | (0.3)            | (11.2)   | (11.5)   |

The earnings per share is based on 120,698,159 Ordinary shares (2019: 114,422,169), being the weighted average number of shares in issue during the year.

There are no potentially dilutive capital instruments in issue and, as such, the basic and diluted earnings per share are identical.

## 9. Net asset value per share

|                    | 29 February 2020 | 28 February 2019 |
|--------------------|------------------|------------------|
| Net assets (£'000) | 115,110          | 122,504          |
| Shares in issue    | 123,425,722      | 121,278,886      |
| NAV per share      | 93.3p            | 101.0p           |

There are no potentially dilutive capital instruments in issue and, as such, the basic and diluted NAV per share are identical.

## 10. Fixed Asset Investments

The Company's principal financial assets are its investments and the policies in relation to those assets are set out below.

Purchases and sales of investments are recognised in the Financial Statements at the date of the transaction (trade date).

These investments will be managed and their performance evaluated on a fair value basis in accordance with a documented investment strategy and information about them has to be provided internally on that basis to the Board. Accordingly, as permitted by FRS 102, the investments are measured as being fair value through profit or loss ("FVTPL") on the basis that they qualify as a group of assets managed, and whose performance is evaluated, on a fair value basis in accordance with a documented investment strategy. The Company's investments are measured at subsequent reporting dates at fair value.

In the case of investments admitted to trading on a recognised stock exchange, fair value is established by reference to the closing bid price on the relevant date or the last traded price, depending upon convention of the exchange on which the investment is quoted. This is consistent with the IPEV Guidelines.

Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement and allocated to the capital reserve – unrealised. The Manager's review changes in fair value of investments for any permanent reductions in value and will give consideration to whether these losses should be transferred to the capital reserve-realised.

In the preparation of the valuations of assets the Directors are required to make judgements and estimates that are reasonable and incorporate their knowledge of the performance of the investee companies.

### Fair value hierarchy

Paragraph 34.22 of FRS 102 recognises a hierarchy of fair value measurements, for financial instruments measured at fair value in the Balance Sheet, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). This methodology is adopted by the Company and requires disclosure of financial instruments to be dependent on the lowest significant applicable input as laid out below:

Level 1: The unadjusted, fully accessible and current quoted price in an active market for identical assets or liabilities that an entity can access at the measurement date.

Level 2: Inputs for similar assets or liabilities other than the quoted prices included in Level 1 that are directly or indirectly observable, which exist for the duration of the period of investment.

Level 3: This is where inputs are unobservable, where no active market is available and recent transactions for identical instruments do not provide a good estimate of fair value for the asset or liability.

There has been one reclassification from Level 1 to Level 3 in the year as appScatter Group plc was de-listed. This holding is held at £250,000. Other than this, there have been no reclassifications between levels in the year. The change in fair value for the current and previous year is recognised through the profit and loss account.

**Disclosure**

|                                              | Level 1: Quoted<br>investments<br>£'000 | Level 3: Unquoted<br>investments<br>£'000 | Total<br>£'000 |
|----------------------------------------------|-----------------------------------------|-------------------------------------------|----------------|
| Cost at 1 March 2019                         | 48,672                                  | 1,944                                     | 50,616         |
| Opening unrealised gain at 1 March 2019      | 30,854                                  | 201                                       | 31,055         |
| <b>Valuation at 1 March 2019</b>             | <b>79,526</b>                           | <b>2,145</b>                              | <b>81,671</b>  |
| Purchases at cost                            | 5,396                                   | 840                                       | 6,236          |
| Disposal proceeds                            | (7,062)                                 | -                                         | (7,062)        |
| Profit on realisation of investments         | 349                                     | -                                         | 349            |
| Reclassifications between levels             | (338)                                   | 338                                       | -              |
| Change in fair value in year                 | (516)                                   | 1,021                                     | 505            |
| <b>Closing valuation at 29 February 2020</b> | <b>77,355</b>                           | <b>4,344</b>                              | <b>81,699</b>  |
| Cost at 29 February 2020                     | 48,877                                  | 4,042                                     | 52,919         |
| Closing unrealised gain at 29 February 2020  | 28,478                                  | 302                                       | 28,780         |
| <b>Valuation at 29 February 2020</b>         | <b>77,355</b>                           | <b>4,344</b>                              | <b>81,699</b>  |

Level 1 valuations are valued in accordance with the closing bid-price on the relevant date. Further details of the fixed asset investments held by the Company are shown within the Investment Manager's Review.

Level 3 investments are valued in accordance with IPEV Guidelines, December 2018. Hasgrove is valued using a range of inputs, including external valuations and the most recent transaction price, whilst Rated People is valued at the latest fundraise price. Fusionex and appScatter are held at the latest traded price as a listed company before delisting. The two loan notes are held at cost which is deemed to be current fair value.

In the case of unquoted investments, fair value is established by assessing different methods of valuation, such as price of recent transaction, earnings multiples, discounted cash flows and net assets. This is consistent with current IPEV guidelines (2018).

All capital gains or losses on investments are classified at FVTPL. Given the nature of the Company's venture capital investments, the changes in fair value of such investments recognised in these Financial Statements are not considered to be readily convertible to cash in full at the balance sheet date and accordingly these gains are treated as holding gains or losses.

At 29 February 2020 there were no commitments in respect of investments approved by the Manager but not yet completed (2019: £nil).

## 11. Current Asset Investments and Cash at Bank

### Accounting Policy

For the purposes of the cash flow statement, cash at bank comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value. Therefore, an investment normally qualifies as a cash equivalent only when it has a short maturity of, say, three months or less from the date of acquisition. Bank overdrafts are normally considered financing activities similar to borrowings. However, if they are repayable on demand and form an integral part of an entity's cash management, bank overdrafts are a component of cash and cash equivalents. This comprises government securities, investment grade bonds and investments in money market funds.

Current asset investments on the Balance Sheet comprise of investments in OEICs, money market funds and deposits and are designated as FVTPL. Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement and allocated to the capital reserve – unrealised.

The current asset investments are readily convertible into cash at the choice of the Company within seven days. The current asset investments are held for trading, are actively managed and the performance is evaluated on a fair value basis in accordance with a documented investment strategy. Information about them has to be provided internally on that basis to the Board.

#### Disclosure

Current asset investments at 29 February 2020 and at 28 February 2019 comprised of money market funds\* and deposits and OEICs. These fall into level 1 of the fair value hierarchy as defined in the Fixed asset investment accounting policy in Note 10 above.

|                                                               | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|---------------------------------------------------------------|---------------------------|---------------------------|
| OEICs:                                                        |                           |                           |
| Octopus Portfolio Manager – Conservative Capital Growth       | 9,547                     | 12,377                    |
| Octopus Portfolio Manager – Defensive Capital Growth          | 9,321                     | 12,181                    |
| FP Octopus UK Micro Cap Growth Fund                           | 4,336                     | 3,873                     |
| FP Octopus UK Multi Cap Income Fund                           | 1,655                     | 421                       |
| <b>Total current asset investments</b>                        | <b>24,859</b>             | <b>28,852</b>             |
| Money Market Funds*                                           | 1,324                     | 1,314                     |
| <b>Total current asset investments and money market funds</b> | <b>26,183</b>             | <b>30,166</b>             |
| <b>Cash at bank</b>                                           | <b>24,367</b>             | <b>11,611</b>             |
| <b>Total</b>                                                  | <b>50,550</b>             | <b>41,777</b>             |

\*Money market funds represent money held pending investment and can be accessed with one working day's notice.

## 12. Debtors

|                                | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|--------------------------------|---------------------------|---------------------------|
| Prepayments and accrued income | 73                        | 57                        |
| Other debtors                  | 5                         | 14                        |
| <b>Total</b>                   | <b>78</b>                 | <b>71</b>                 |

## 13. Creditors: amounts falling due within one year

|                 | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|-----------------|---------------------------|---------------------------|
| Accruals        | 734                       | 823                       |
| Trade creditors | 28                        | 23                        |
| Other creditors | 16,455                    | 169                       |
| <b>Total</b>    | <b>17,217</b>             | <b>1,015</b>              |

Creditors includes £16,455,000 cash held on behalf of the Company and AIM VCT 2 PLC (also managed by Octopus Investments) to be allotted as part of the current share offer (2019: £169,000). Of this £9,873,000 (2019: £101,000) is attributable to the Company.

## 14. Share capital

|                                                       | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|-------------------------------------------------------|---------------------------|---------------------------|
| Allotted and fully paid up:                           |                           |                           |
| 123,425,722 Ordinary shares of 1p (2019: 121,278,886) | 1,234                     | 1,213                     |

The capital of the Company is managed in accordance with its investment policy with a view to the achievement of its investment objective as set on page 2. As the Company is now registered as an AIFM, it is subject to externally imposed capital requirements of €300,000. If the value of assets under management ("AUM") exceeds €250 million then an additional amount of Company funds equal to 0.02% of the excess over €250 million (subject to a cap of €10 million capital requirement) will be required.

During the year the Company repurchased the following shares to be cancelled:

| Date              | Number of shares | Price per share<br>(p) | Total value of shares<br>(£) |
|-------------------|------------------|------------------------|------------------------------|
| 21 March 2019     | 456,228          | 97.3                   | 444,000                      |
| 18 April 2019     | 296,780          | 98.9                   | 294,000                      |
| 23 May 2019       | 314,000          | 100.9                  | 317,000                      |
| 20 June 2019      | 145,650          | 99.1                   | 144,000                      |
| 25 July 2019      | 296,639          | 95.0                   | 282,000                      |
| 22 August 2019    | 252,710          | 93.6                   | 237,000                      |
| 19 September 2019 | 177,067          | 94.1                   | 167,000                      |
| 24 October 2019   | 142,953          | 91.2                   | 130,000                      |
| 21 November 2019  | 404,836          | 94.6                   | 383,000                      |
| 19 December 2019  | 260,031          | 93.8                   | 244,000                      |
| 23 January 2020   | 491,831          | 97.3                   | 479,000                      |
| 20 February 2020  | 726,725          | 97.4                   | 708,000                      |
| <b>Total</b>      | <b>3,965,450</b> |                        | <b>3,829,000</b>             |

The total nominal value of the shares repurchased for cancellation was £39,655 representing 3.21% of the issued share capital.

The Company issued the following shares during the year to 29 February 2020:

| Date                   | Number of shares | Price per share<br>(p) | Total value of shares<br>(£) |
|------------------------|------------------|------------------------|------------------------------|
| 11 April 2019          | 101,392          | 108.8                  | 110,000                      |
| 28 June 2019           | 41,980           | 103.2                  | 43,000                       |
| 02 August 2019 (DRIS)  | 584,446          | 100.8                  | 589,000                      |
| 16 January 2020        | 4,241,809        | 108.5                  | 4,602,000                    |
| 17 January 2020 (DRIS) | 1,142,659        | 102.5                  | 1,171,000                    |
| <b>Totals</b>          | <b>6,112,286</b> |                        | <b>6,515,000</b>             |

\*Shares issued as a result of reduced adviser charges, and reduced annual management fee for Octopus employees.

The total value net of share issue costs was £4,460,000, excluding the value of shares issued under the DRIS (2019: £17,438,000). This is shown in the cash flow statement.

## 15. Financial Instruments and Risk Management

The Company's financial instruments comprise equity investments, OEICs, cash balances, investments in money market funds and debtors and creditors. The Company holds financial assets in accordance with its investment policy of investing mainly in a portfolio of VCT qualifying unquoted and companies admitted to trading on AIM and NEX Exchange whilst holding a proportion of its assets in cash or near-cash investments in order to provide a reserve of liquidity.

|                                                                    | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|--------------------------------------------------------------------|---------------------------|---------------------------|
| <b>Financial assets at fair value through profit or loss</b>       |                           |                           |
| Fixed asset investments                                            | 81,699                    | 81,671                    |
| Money market securities                                            | 1,324                     | 1,314                     |
| OEICs                                                              | 24,859                    | 28,852                    |
| <b>Total financial assets at fair value through profit or loss</b> | <b>107,882</b>            | <b>111,837</b>            |
| <b>Financial assets measured at amortised cost</b>                 |                           |                           |
| Cash at bank                                                       | 24,367                    | 11,611                    |
| Debtors                                                            | 78                        | 71                        |
| <b>Total financial assets measured at amortised cost</b>           | <b>24,445</b>             | <b>11,682</b>             |
| <b>Financial liabilities measured at amortised cost</b>            |                           |                           |
| Creditors                                                          | (17,217)                  | (1,015)                   |
| <b>Total financial liabilities measured at amortised cost</b>      | <b>(17,217)</b>           | <b>(1,015)</b>            |

The Company holds five qualifying, unquoted investments; Popsa Holdings Limited, Rated People Limited, appScatter and Hasgrove plc, which delisted from AIM in 2013 and Fusionex plc which delisted from AIM in 2017. The Company also holds two unquoted loan note investments valued at £1,100,000, held at cost. These were issued by two quoted holdings Nektan Limited – £500,000 and Osirium Technologies plc – £600,000. Unquoted investments and loan notes are included in fixed asset investments in the table above.

Fixed and current asset investments (see Notes 10 and 11) are initially recognised at fair value through profit and loss. For quoted investments this is bid price. The Directors believe that the fair value of the assets held at the year end is equal to their book value. Unquoted investments are valued in accordance with IPEV Guidelines.

The Company's creditors and debtors are initially recognised at fair value which is usually the transaction cost and subsequently measured at amortised cost using the effective interest method.

The fair value of all other financial assets and liabilities is represented by their carrying value in the balance sheet. The Directors believe that the fair value of the assets held at the year end is equal to their book value.

## 16. Financial Risk Management

In carrying on its investment activities, the Company is exposed to various types of risk associated with the financial instruments and markets in which it invests. The most significant types of financial risk facing the Company are price risk, interest rate risk, credit risk and liquidity risk. The Company's approach to managing these risks is set out below together with a description of the nature and amount of the financial instruments held at the balance sheet date.

### Market risk

The Company's strategy for managing investment risk is determined with regard to the Company's investment objective, as outlined on page 2. The management of market risk is part of the investment management process and is a central feature of venture capital investment. The Company's portfolio is managed in accordance with the policies and procedures described in the Corporate Governance statement on pages 28 to 31, having regard to the possible effects of adverse price movements, and other macro economic affects on the market such as the Coronavirus outbreak with the objective of maximising overall returns to shareholders. Investments in smaller companies, by their nature, usually involve a higher degree of risk than investments in larger companies quoted on a recognised stock exchange, though the risk can be mitigated to a certain extent by diversifying the portfolio across business sectors and asset classes. The Company's portfolio is well diversified with holdings in technology, industrials, pharmaceuticals, support services and many more growing sectors. More than half of the net assets are invested into profitable companies with some of them having successfully traded through the Financial Crisis during 2008/2009. The overall disposition of the Company's assets is regularly monitored by the Board.

Details of the Company's investment portfolio at the balance sheet date are set out in the Investment Manager's Review on pages 10 to 12.

By value 67% (2019: 65%) of the Company's net assets comprises equity securities listed on the London Stock Exchange or admitted to trading on AIM. In the context of the short-term market volatility caused by the Coronavirus pandemic, we have increased the sensitivity analysis to 20% compared to 10% in 2019. Therefore, a decrease in the bid price of these securities as at 29 February 2020 would have decreased net assets and the total return for the year by £15,471,000 (2019: £7,953,000); and an equivalent change in the opposite direction would have increased net assets for the year by the same amount.

OEIC investments comprised 22% of the Company's net assets by value (2019: 24%). A 20% decrease (2019: 10%) in the price of these securities at 29 February 2020 would have decreased net assets by £4,971,800 (2019: £2,885,000); and an equivalent change in the opposite direction would have increased net assets for the year by the same amount.

Unquoted investments comprised 3% of the Company's net assets by value (2019: 2%). A 20% decrease (2019: 10%) in the price of these securities at 29 February 2020 would have decreased net assets by £649,000 (2019: £215,000); and an equivalent change in the opposite direction would have increased net assets for the year by the same amount. The Directors consider this to not be significant.

### Interest rate risk

Some of the Company's financial assets are interest-bearing. As a result, the Company is exposed to fair value interest rate risk due to fluctuations in the prevailing levels of market interest rates.

### Floating rate

The Company's floating rate investments comprise cash held on interest-bearing deposit accounts and, where appropriate, within interest bearing money market securities. The benchmark rate which determines the rate of interest receivable on such investments is the bank base rate, which was 0.75% at 29 February 2020 (2019: 0.75%). The amounts held in floating rate investments at the balance sheet date were as follows:

|                    | 29 February 2020<br>£'000 | 28 February 2019<br>£'000 |
|--------------------|---------------------------|---------------------------|
| Money Market Funds | 1,324                     | 1,314                     |
| Cash at bank       | 24,367                    | 11,611                    |
|                    | <b>25,691</b>             | <b>12,925</b>             |

Every 1% increase or decrease in the base rate would increase or decrease income receivable from these investments for the year by £257,000 (2019: £129,250).

### Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Investment Manager and the Board carry out a regular review of counterparty risk. Where financial assets expose the Company to credit risk, the carrying values of financial assets represent the maximum exposure at the balance sheet date.

Credit risk relating to listed money market securities is mitigated by investing, where possible, in money market instruments issued by major companies and institutions with a minimum Moody's long-term debt rating of 'A'.

Those assets of the Company which are traded on recognised stock exchanges are held on the Company's behalf by Octopus. Bankruptcy or insolvency of a custodian could cause the Company's rights with respect to securities held by the custodian to be delayed or limited.

OPM is a highly diversified product with different combination of funds spread across different asset classes which mitigates the credit risk associated with the AIM VCT's investment.

Credit risk arising on the sale of investments is considered to be small due to the short settlement and the contracted agreements in place with the settlement lawyers.

The Company's interest-bearing deposit and current accounts are maintained with HSBC and BlackRock. The Manager has in place a monitoring procedure in respect of counterparty risk which is reviewed on an ongoing basis. Should the credit quality or the financial position of HSBC or BlackRock deteriorate significantly the Manager will move the cash holdings to another bank or fund.

Other than cash, loan notes or liquid money market funds, there were no significant concentrations of credit risk to counterparties at 29 February 2020 or 28 February 2019. The Company holds two unquoted loan note investments valued at £1,100,000 (2019: £500,000). The Directors consider this to not be significant.

### Liquidity risk

The Company's financial assets include investments in AIM-traded companies, which by their nature involve a higher degree of risk than investments on the main market. As a result, the Company may not be able to realise some of its investments in these instruments quickly at an amount close to their fair value in order to meet its liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

The Company's listed money market securities are considered to be readily realisable as they are of high credit quality as outlined above.

The Company's OEIC investments are considered to be readily realisable as under the terms of the product, funds can be withdrawn at any point and received within seven

working days. There is a risk that the value of the investment will fall, but this is monitored continually by the Investment Manager.

The Company's liquidity risk is managed on a continuing basis by the Investment Manager in accordance with policies and procedures laid down by the Board. The Company's overall liquidity risks are monitored on a quarterly basis by the Board. The Company maintains sufficient investments in cash and readily realisable securities to pay accounts payable and accrued expenses. At 29 February 2020 these investments were valued at £50,550,000 (2019: £41,777,000).

The Company has no debt, therefore no maturity analysis is required.

## 17. Post Balance Sheet Events

Since 29 February 2020, the scale of the Coronavirus pandemic began to adversely impact the UK and the world economy at large. This has had an effect on the UK economy but also remains too early to predict when restrictions will be lifted and thus what the eventual impact of these restrictions will be. We anticipate a continued period of short-term volatility and market movements as already seen in the NAVs of our investments from February to the date of publication of this report.

The latest unaudited NAV on 18 May 2020 is 91.4p, 2.0% down from the February year end. This NAV change reflects share price movements across the portfolio, which include the normal market fluctuations including those resulting from conditions arising from the Coronavirus pandemic. The Company calculates and reports its NAV weekly based on the bid price value of the shares in its portfolio.

The following events occurred between the balance sheet date and the signing of these Financial Statements.

- a follow on investment totalling £355,134 completed in Sosandar plc;
- a new investment totalling £813,329 completed in Ilika plc;
- a new investment totalling £599,999 completed in British Honey Company plc;
- a new investment totalling £258,000 completed in Synairgen plc;
- a follow on investment totalling £1,357,068 completed in Trackwise Design plc;
- a follow on investment totalling £695,454 completed in PCI Pal plc;
- a follow on investment totalling £719,996 completed in Intelligent Ultrasound plc;
- a follow on investment totalling £168,000 completed in Fusion Antibodies plc;
- Disposal of 158,400 shares in Synairgen plc for total consideration of £119,926;

- Disposal of 3,825,080 shares in Omega Diagnostics Group plc for total consideration of £813,837;
- Disposal of 126,600 shares in LoopUp Group plc for total consideration of £168,685;
- Disposal of 42,000 shares in GB Group plc for total consideration of £277,516; and
- Since the balance sheet date Nektan plc has suspended trading and administrators have been appointed. This outcome was not anticipated at the year end, when Nektan was conducting a fundraising exercise. As a result of Nektan's administration the Company has now written down to £nil its investment in Nektan, which includes a loan note of £500,000. This has created an unrealised loss of £509,474 since the balance sheet date. Had this loss been realised at year end it would not have affected the Company's ability to declare a final dividend.

The following shares have been bought back since the year end:

- 19 March 2020: 437,120 shares at a price of 77.0p per share; and
- 23 April 2020: 235,405 shares at a price of 84.4p per share.

The following shares have been allotted since the year end:

- 6 March 2020: 9,290,032 shares at a price of 101.5p per share under the Offer closed on 27 February 2020; and
- 16 April 2020: 395,988 shares at a price of 92.8p per share under the Offer closed on 27 February 2020.

## 18. Contingencies, guarantees and financial commitments

At 29 February 2020 there were no commitments in respect of investments approved by the Manager but not yet completed (2019: £nil).

## 19. Related Party Transactions

The Company has employed Octopus throughout the year as Investment Manager. Octopus has also been appointed the custodian of the Company's investments under a Custodian Agreement.

The Company has paid Octopus £1,927,000 (2019: £2,180,000) in the year as a management fee. The management fee is payable quarterly in arrears and is based on 2.0% of net assets at quarterly intervals.

The Company has invested £1,119,000 into Octopus managed funds (2019: £3,840,000), being the Octopus Portfolio Manager, Micro Cap and Multi Cap funds. To ensure the Company is not double charged management fees on these products, the Company receives a reduction in the management fee as a percentage of the value of these investments.

See Note 3 to the Financial Statements for more information on the management fee charges and rebates.

The Company holds £16,455,000 of cash on behalf of the Company and AIM VCT 2 PLC. Of this £9,873,000 is attributable to the Company.

Octopus received £nil (2019: £nil) transaction fees and directors' fees from investee companies.

# Shareholder Information and Contact Details

Octopus AIM VCT plc was launched as Close AIM VCT PLC in the spring of 1998 and raised £10.1 million from private investors through an issue of Ordinary shares.

Between October 2000 and March 2001 a further £20.0 million was raised through an issue of C shares. Furthermore, between 16 March 2004 and final closing on 5 April 2004 the Company raised £3.3 million by way of a D share issue.

The C Shares were merged and converted into Ordinary shares on 31 May 2004 at a conversion ratio determined by a price mechanism related to the respective net assets per share of both the Ordinary shares and C shares at 29 February 2004 (which resulted in C Shareholders receiving 1.0765 Ordinary shares for each C share held).

A further £15.0 million was raised between 6 January 2005 and 8 April 2005 through an issue of New D shares.

On 31 May 2008, the Ordinary shares converted into D shares at a conversion ratio of 0.5448 D shares for each Ordinary share. All of the D shares were then re-designated into New Ordinary shares.

With effect from 1 August 2008, the management of the Company was transferred to Octopus.

On 4 August 2010 the share capital was restructured and each existing Ordinary share of 50 pence was subdivided into one Ordinary share of 1 pence and one deferred share of 49 pence. The Deferred shares had no economic value and were bought back by the Company for an aggregate amount of 1 pence and cancelled.

On 12 August 2010, following approval at the Extraordinary General Meeting on 4 August 2010, shareholders of Octopus Phoenix VCT had their shares converted into Octopus AIM VCT shares on a relative NAV basis using the conversion factor of 0.42972672. On the same day, Octopus Phoenix VCT was placed into members' voluntary liquidation.

The offer for subscription in the prospectus dated 9 July 2010 relating to the issue of new shares in connection with the merger with Octopus Phoenix VCT Plc was extended by a supplemental prospectus and closed on 19 April 2011 raising £10 million. A subsequent offer raised £1.9 million, closing on 5 April 2012.

A further offer was launched on 25 April 2012 and closed on 31 July 2012. The offer resulted in the issue of 2,843,092 new shares, raising a total of £2.6 million.

On 23 October 2012 the Company announced an Enhanced Buyback Facility ("EBB") in respect of up to 50% of the issued share capital. The EBB closed on 31 January 2013. As a result of the EBB, the Company repurchased 10,801,537 Ordinary shares and 10,289,443 new Ordinary shares were issued.

An offer for subscription of up to £10 million, which opened on 1 February 2013 and closed on 17 December 2013, raised £9.4 million. The Company opened a non-prospectus offer to raise £4.1 million that opened on 2 February 2014 and closed fully subscribed on 28 March 2014.

A combined fundraise with Octopus AIM VCT 2 plc by way of an issue of new shares was launched on 29 August 2014 to raise up to £12 million with an over-allotment facility of £6 million. This offer closed, fully subscribed, on 1 July 2015.

A further combined fundraise with Octopus AIM VCT 2 plc by way of an issue of new shares was launched on 21 December 2015 to raise up to £12 million with an over-allotment facility of £6 million. This offer closed, fully subscribed, on 3 October 2016.

An Offer for subscription to raise up to £4.3 million by way of an issue of new shares was launched on 6 February 2017. This offer closed to new applications, fully subscribed, on 27 February 2017.

A further combined offer for subscription with Octopus AIM VCT 2 plc was launched on 16 June 2017 to raise up to £18 million with an over allotment of £6 million. This offer closed, fully subscribed, on 10 November 2017.

A combined fund raise with Octopus AIM VCT 2 plc by way of an issue of new shares was launched on 3 August 2018 to raise up to £12 million for the Company with an over-allotment facility of £6 million. This offer closed, fully subscribed, on 28 September 2018.

A combined fund raise with Octopus AIM VCT 2 plc by way of an issue of new shares was launched on 29 November 2019 to raise up to £12 million for the Company with an over-allotment facility of £6 million. This offer closed, fully subscribed, on 27 February 2020.

## Venture Capital Trusts ("VCTs")

VCTs were introduced in the Finance Act 1995 to provide a means for private individuals to invest in unlisted companies in the UK. Subsequent Finance Acts have introduced changes to VCT legislation. The tax benefits currently available to eligible new investors in VCTs include:

- up to 30% up-front income tax relief;
- exemption from income tax on dividends paid; and
- exemption from capital gains tax on disposals of shares in VCTs.

The Company has been approved as a VCT by HMRC. In order to maintain its approval, the Company must comply with certain requirements on a continuing basis including the provisions of chapter 3 of the Income Tax Act 2007; in particular s280A:

- at least 70% of the Company's investments must comprise 'qualifying holdings' (as defined in the legislation);
- at least 70% of the qualifying holdings must be invested into Ordinary shares with no preferential rights (30% for funds invested before 6 April 2011);
- no single investment made can exceed 15% of the total company value at the time of investment; and
- a minimum of 10% of each qualifying investment must be in Ordinary shares with no preferential rights.

'A 'qualifying holding' consists of up to £5 million invested in any one year in new shares or securities in a company admitted to trading on AIM (or an unquoted UK company) which is carrying on a qualifying trade and whose gross assets do not exceed a prescribed limit at the time of investment. The definition of a 'qualifying trade' excludes certain activities such as property investment and development, financial services and asset leasing.

### VCT Legislation

The Finance Act 2018 contained some further adjustments to the VCT regulations. The new requirements are that any funds raised in accounting periods beginning on or after 6 April 2018 should be 30% invested in qualifying holdings within 12 months of the end of the accounting period in which the shares were issued, and for financial years ending after 6 April 2019 the portfolio will also have to maintain a minimum qualifying investment of 80%. The Board, in conjunction with the Manager, has reviewed the impact of the new legislation on the Company's investment strategy and has concluded that it expects there to be sufficient investment opportunities to enable the Manager to comply with the new rules and to continue to generate attractive returns for shareholders.

### Dividends

Dividends will be paid by the Company's Registrar, Computershare Investor Services PLC ("Computershare") on behalf of the Company. Shareholders who wish to have dividends paid directly into their bank account rather than by cheque sent to their registered address can complete a mandate form for this purpose or complete an instruction electronically by visiting the Computershare Investor Centre at: [www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/).

Queries relating to dividends, shareholdings or requests for mandate forms should be directed to Computershare by calling **0370 703 6325** (calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Computershare Investor Services PLC are open between 9.00am – 5.30pm, Monday to Friday, excluding public holidays in England and Wales), or by writing to them at:

The Registrar  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

The following unaudited table shows the Net Asset Value per share and lists the dividends that have been paid since the launch of the Company and the different share classes that have been issued:

| Dividends paid during the period ending                                    | Ordinary shares 2019/20 | Ordinary shares 2018/19 | Ordinary shares 2017/18 | Ordinary shares 2016/17 | Ordinary shares 2015/16 | Ordinary shares 2014/15 | Ordinary shares 2013/14 | Ordinary shares 2012/13 | Ordinary shares 2011/12 | Ordinary shares 2010/11 | Ordinary shares 2009/10 | D shares 2003/04 | C shares 2000/01 | Ordinary shares 1997/98 | Phoenix 'C' shares 2005/06 | Phoenix Ordinary shares 2002/03 |
|----------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|------------------|------------------|-------------------------|----------------------------|---------------------------------|
| 28 February 1999                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | -                | 1.88                    | -                          | -                               |
| 29 February 2000                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | -                | 3.13                    | -                          | -                               |
| 28 February 2001                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | -                | 37.25                   | -                          | -                               |
| 28 February 2002                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | 2.55             | 6.50                    | -                          | -                               |
| 28 February 2003                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | 1.50             | 3.50                    | -                          | -                               |
| 29 February 2004                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                | 0.50             | 0.50                    | -                          | 0.15                            |
| 28 February 2005                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 0.50             | 0.50             | 0.50                    | -                          | 6.50                            |
| 28 February 2006                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 2.25             | 2.31             | 2.15                    | -                          | 1.00                            |
| 28 February 2007                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 5.80             | 7.21             | 6.70                    | 4.00                       | 9.35                            |
| 29 February 2008                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 5.00             | 5.38             | 5.00                    | 5.00                       | 11.00                           |
| 28 February 2009                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 5.00             | 2.93*            | 2.72*                   | 4.35                       | 6.00                            |
| 28 February 2010                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 2.50             | 1.47*            | 1.36*                   | 4.05*                      | 3.00*                           |
| 28 February 2011                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 2.59*                   | 5.29*                   | 5.59*                   | 2.50             | 1.47*            | 1.36*                   | 1.53*                      | 1.13*                           |
| 29 February 2012                                                           |                         | -                       | -                       | -                       | -                       | -                       | -                       | -                       | 5.18*                   | 5.29*                   | 5.59*                   | 5.00             | 2.93*            | 2.72*                   | 3.05*                      | 2.26*                           |
| 28 February 2013                                                           |                         | -                       | -                       | -                       | -                       | -                       | 2.39*                   | 5.51*                   | 5.18*                   | 5.29*                   | 5.59*                   | 5.00             | 2.93*            | 2.72*                   | 3.05*                      | 2.26*                           |
| 28 February 2014                                                           |                         | -                       | -                       | -                       | -                       | 1.96*                   | 4.79*                   | 5.51*                   | 5.18*                   | 5.29*                   | 5.59*                   | 5.00             | 2.93*            | 2.72*                   | 3.05*                      | 2.26*                           |
| 28 February 2015                                                           |                         | -                       | -                       | -                       | 2.17*                   | 4.30*                   | 5.27*                   | 6.06*                   | 5.69*                   | 5.81*                   | 6.15*                   | 5.50             | 3.23*            | 3.00*                   | 3.19*                      | 2.36*                           |
| 29 February 2016                                                           |                         | -                       | -                       | -                       | 8.07*                   | 7.28*                   | 8.91*                   | 10.25*                  | 9.63*                   | 9.83*                   | 10.40*                  | 9.30             | 5.45*            | 5.07*                   | 5.40*                      | 4.00*                           |
| 28 February 2017                                                           |                         | -                       | -                       | 4.52*                   | 4.34*                   | 3.91*                   | 4.79*                   | 5.51*                   | 5.18*                   | 5.29*                   | 5.59*                   | 5.00             | 2.93*            | 2.72*                   | 2.90*                      | 2.15*                           |
| 28 February 2018                                                           |                         | -                       | 4.47*                   | 4.97*                   | 4.77*                   | 4.30*                   | 5.27*                   | 6.06*                   | 5.69*                   | 5.81*                   | 6.15*                   | 5.50             | 3.23*            | 3.00*                   | 3.19*                      | 2.36*                           |
| 28 February 2019                                                           |                         | 4.47*                   | 4.47*                   | 4.97*                   | 4.77*                   | 4.30*                   | 5.27*                   | 6.06*                   | 5.69*                   | 5.81*                   | 6.15*                   | 5.50             | 3.23*            | 3.00*                   | 3.19*                      | 2.36*                           |
| 29 February 2020                                                           | 8.27*                   | 7.32*                   | 7.32*                   | 8.14*                   | 7.81*                   | 7.04*                   | 8.62*                   | 9.92*                   | 9.32*                   | 9.51*                   | 10.07*                  | 9.00             | 5.28*            | 4.90*                   | 5.22*                      | 3.87*                           |
| <b>Cumulative dividends paid</b>                                           | <b>8.27</b>             | <b>11.79</b>            | <b>16.26</b>            | <b>22.60</b>            | <b>31.94</b>            | <b>33.10</b>            | <b>45.31</b>            | <b>54.91</b>            | <b>59.32</b>            | <b>63.22</b>            | <b>66.89</b>            | <b>78.35</b>     | <b>57.95</b>     | <b>102.41</b>           | <b>51.19</b>               | <b>62.01</b>                    |
| <b>Adjusted NAV as at 29 February 2020** (assuming investment at 100p)</b> | <b>85.8</b>             | <b>76.0</b>             | <b>75.9</b>             | <b>84.4</b>             | <b>81.0</b>             | <b>73.0</b>             | <b>89.4</b>             | <b>102.9</b>            | <b>96.6</b>             | <b>98.6</b>             | <b>104.4</b>            | <b>93.3</b>      | <b>54.7</b>      | <b>50.8</b>             | <b>54.2</b>                | <b>40.1</b>                     |
| <b>Adjusted NAV plus cumulative dividends paid***</b>                      | <b>94.03</b>            | <b>87.77</b>            | <b>92.11</b>            | <b>106.96</b>           | <b>112.93</b>           | <b>106.10</b>           | <b>134.67</b>           | <b>157.77</b>           | <b>155.90</b>           | <b>161.86</b>           | <b>171.25</b>           | <b>171.65</b>    | <b>112.67</b>    | <b>153.24</b>           | <b>105.35</b>              | <b>102.11</b>                   |

Following the merger with Octopus Phoenix VCT Plc and various share reorganisations, there is only one share class, Ordinary shares. For Octopus Phoenix VCT Plc Ordinary shares and C shares, the figures above represent a notionally adjusted NAV per share in accordance with the relevant conversion factors listed in the shareholder information sector on the preceding page.

\*Notional dividends adjusting for conversion & assuming an investment at 100p, of Phoenix 'C' shares into Phoenix Ordinary shares, and relevant AIM VCT shares into AIM VCT Ordinary shares.

\*\*NAV adjusted for conversion of relevant shares into AIM VCT Ordinary shares at the date of each conversion. Phoenix Ordinary shares adjusted as at the date of the merger.

\*\*\*NAV plus cumulative dividends based on NAV adjusting for conversion where appropriate, assuming an investment at 100p, showing the notional return to shareholders based on their original investment share class.

The proposed final dividend of 3.0p will, if approved by shareholders, be paid on 7 August 2020 to shareholders on the register on 10 July 2020.

The graph below depicts the Net Asset Value (NAV) per share and the dividends that have been paid since the launch of Octopus AIM VCT Plc for each class of share issued since that date, assuming an investment at 100p including the up-front tax relief and adjusted in accordance with the relevant conversion factors. Investment has been assumed at the first allotment of each tax year:

\*Following the merger of Octopus AIM VCT and Octopus Phoenix VCT and various share re-organisations, there is now only one share class, Ordinary shares. For Ordinary shares, 'C' shares and 'D' shares together with Octopus Phoenix VCT Ordinary shares and 'C' shares, the figures above represent a NAV, rebased to assume investment at 100p, and adjusted in accordance with the relevant conversion factors. Investment has been assumed at the first allotment of each tax year.

### Dividend Reinvestment Scheme ("DRIS")

The Company established a DRIS in 2014, under which shareholders are given the opportunity to automatically re-invest future dividend payments by subscribing for new Ordinary Shares. This allows participating shareholders to re-invest the growth in their shareholdings and, subject to personal circumstances, benefit from additional income tax reliefs.

Any shareholder wishing to reinvest their dividends can request a DRIS instruction form by calling Computershare on **0370 703 6325**. The application form and rules can also be found in the Document Library on the Octopus website: **[www.octopusinvestments.com/investors/shareholder-information/aim-vct-plc/](http://www.octopusinvestments.com/investors/shareholder-information/aim-vct-plc/)**.

### Share Price

The Company's share price can be found on various financial websites, such as **[www.londonstockexchange.com](http://www.londonstockexchange.com)**, by typing the following TIDM/EPIC code in the 'Quotes search':

| Ordinary shares                  |                 |
|----------------------------------|-----------------|
| TIDM/EPIC code                   | OOA             |
| Latest share price (19 May 2020) | 86.0p per share |

### Buying and selling shares

The Company's Ordinary shares can be bought and sold in the same way as any other company quoted on the London Stock Exchange via a stockbroker. There may be tax implications in respect of selling all or part of your holdings, so shareholders should contact their independent financial adviser if they have any queries.

## Buyback of Shares

The Company operates a policy of buying its own shares for cancellation as they become available, and envisages that purchases will be made at a 5% discount to the prevailing NAV. The Company is, however, unable to buy back shares directly from shareholders. If you are considering selling your shares or trading in the secondary market, please contact Panmure Gordon (UK) Limited, the Company's broker.

Panmure Gordon (UK) Limited is able to provide details of close periods (when the Company is prohibited from buying in shares) and details of the price at which the Company has bought its shares. Panmure Gordon (UK) Limited can be contacted as follows:

|             |               |                         |
|-------------|---------------|-------------------------|
| Chris Lloyd | 020 7886 2716 | chris.lloyd@panmure.com |
| Paul Nolan  | 020 7886 2717 | paul.nolan@panmure.com  |

## Secondary Market

UK Income tax payers, aged 18 or over, can purchase shares in the secondary market and benefit from:

- Tax free dividends
- Realised gains not being subject to capital gains tax (although any realised losses are not allowable)
- No minimum holding period
- No need to include VCT dividends in annual tax returns

The UK tax treatment of VCTs is on a first in and first out basis and therefore tax advice should be obtained before shareholders dispose of their shares.

## Notification of Change of Address

Communications with shareholders are mailed to the registered address held on the share register. In the event of a change of address or other amendment this should be notified to Computershare, under the signature of the registered holder or via the Computershare online share portal at: [www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/). Computershare's contact details are provided on page 66.

## Other information for Shareholders

Previously published Annual Reports and Half-yearly Reports are available for viewing on the Investment Manager's website at [www.octopusinvestments.com](http://www.octopusinvestments.com) by navigating to Investor, Shareholder Information, Octopus AIM VCT plc. Other statutory information can also be found there. For any queries regarding access to this, please call Octopus on **0800 316 2295**.

## Electronic Communications

We also publish reports and accounts and all other correspondence electronically. This cuts the cost of print and reduces the impact on the environment. If, in future, you would prefer to receive a letter or email telling you a report is available to view or to receive documents by email, please complete the enclosed form or contact Octopus on **0800 316 2295** or Computershare on **0370 703 6325**. Alternatively you can sign up to receive e-communications via the Computershare online shareholder portal: [www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/).

## Warning to Shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based "brokers" who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be wary of any unsolicited advice, offer to buy shares at a discount or offer for free company reports.

Please note that it is very unlikely that either the Company, Octopus or the Registrar would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and would never be in respect of investment advice.

If you are in any doubt about the authenticity of an unsolicited phone call, please call Octopus on **0800 316 2295**.

The Financial Conduct Authority have also issued guidelines on how to avoid share fraud and further information can be found on their website: [www.fca.org.uk/consumers/scams/investment-scams/share-fraud-and-boiler-room-scams](http://www.fca.org.uk/consumers/scams/investment-scams/share-fraud-and-boiler-room-scams). You can report any share fraud to them by calling **0800 111 6768**.

# Directors and Advisers

## Board of Directors

Roger Smith (Chairman)  
Stephen Hazell-Smith  
Joanne Parfrey  
Neal Ransome  
Andrew Boteler (appointed on 19 March 2020)

## Company Number

Registered in England No: 03477519

## Secretary and Registered Office

Octopus Company Secretarial Services Limited  
(appointed on 11 October 2019)  
33 Holborn  
London  
EC1N 2HT

Suzanna Waterhouse, ACIS (resigned on 11 October 2019)

## Investment and Administration Manager

Octopus Investments Limited  
33 Holborn  
London  
EC1N 2HT  
Tel: 0800 316 2295  
[www.octopusinvestments.com](http://www.octopusinvestments.com)

## Custodians

Octopus Investments Limited  
33 Holborn  
London  
EC1N 2HT

## Bankers

HSBC Bank Plc  
31 Holborn  
London  
EC1N 2HR

## Independent Auditor

BDO LLP  
150 Aldersgate St.  
London  
EC1A 4AB

## Tax Advisor

PricewaterhouseCoopers UK  
1 Embankment Place  
London  
WC2N 6RH

## VCT Status Adviser

PricewaterhouseCoopers LLP  
1 Embankment Place  
London  
WC2N 6RH

## Registrar

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ  
Tel: 0370 703 6325

(calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate.)

[www.computershare.com/uk](http://www.computershare.com/uk)  
[www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/)

# Notice of Annual General Meeting

In light of the current Coronavirus stay at home measures in the UK, the AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders attempting to attend the AGM will be refused entry.

Notice is hereby given that the Annual General Meeting of Octopus AIM VCT plc ("the Company") will be held at 33 Holborn, London, EC1N 2HT on 15 July 2020 at 12.00pm for the purposes of considering and if thought fit, passing the following resolutions of which resolutions 1 to 11 and 15 will be proposed as Ordinary resolutions and resolutions 12, 13, 14 and 16 will be proposed as Special resolutions:

## Ordinary Business

1. TO receive and adopt the financial statements for the year to 29 February 2020 and the Directors' and Auditor's Reports thereon.
2. TO approve a final dividend of 3.0p.
3. TO approve the Directors' Remuneration Policy.
4. TO approve the Directors' Remuneration Report.
5. TO re-elect Roger Smith as a Director.
6. TO re-elect Stephen Hazell-Smith as a Director.
7. TO re-elect Joanne Parfrey as a Director.
8. TO re-elect Neal Ransome as a Director.
9. TO elect Andrew Boteler as a Director.
10. TO re-appoint BDO LLP as auditor of the Company and to authorise the Directors to determine their remuneration.

## Special Business

To consider and if thought fit, pass Resolutions 11 and 15 as Ordinary Resolutions and Resolutions 12, 13, 14 and 16 as Special Resolutions:

### 11. Authority to allot relevant securities

THAT, the Directors be generally and unconditionally authorised in accordance with s551 of the Companies Act 2006 to allot shares up to a maximum of 26,534,924 shares (representing approximately 20% of the Ordinary share capital in issue as at the date of this Notice, such authority to expire at the later of the conclusion of the Company's AGM next following the passing of this Resolution and the expiry of 15 months from the passing of the relevant Resolution (unless previously revoked, varied or extended by the Company in

general meeting but so that such authority allows the Company to make Offers or agreements before the expiry thereof which would or might require relevant securities to be allotted after the expiry of such authority).

### 12. Empowerment to make allotments of equity securities

TO empower the Directors pursuant to s571(1) of the Companies Act 2006 to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority referred to in Resolution 11 as if s560(1) of the said Act did not apply to any such allotments and so that:

- (a) Reference to allotment in this Resolution shall be construed in accordance with s560(1) of the said Act; and
- (b) the power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power.

And this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the AGM of the Company next following the passing of this Resolution or, if earlier, on the expiry of 15 months from the passing of this Resolution.

### 13. Authority to make market purchases

THAT, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006 of Ordinary shares of 1p each in the Company ("Ordinary shares") provided that:

- (a) the number of Ordinary shares so authorised to be purchased shall not exceed 19,852,638 Ordinary shares;
- (b) the minimum price which may be paid for an Ordinary share shall be 1p;
- (c) the maximum price, exclusive of expenses, which may be paid for an Ordinary share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and (ii) the amount stipulated by Article 5(b) of the Market Abuse Regulations;

- (d) the authority conferred by this resolution comes to an end at the conclusion of the next AGM of the Company or upon the expiry of 15 months from the passing of this Resolution, whichever is the later, unless renewed, varied or revoked by the Company in general meeting; and
- (e) that the Company may enter into a contract to purchase its Ordinary shares under this authority prior to the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.

**14. Cancellation of Share Premium**

THAT, subject to the approval of the High Court of Justice, the amount standing to the credit of the share premium account of the Company as at 28 February 2017 be cancelled.

**15. Continuation of the company as a VCT**

THAT, the Company continue as a Venture Capital Trust until 2026.

**16. Change to the Articles of Association**

THAT, the articles of association produced to the AGM, and for the purposes of identification initialled by the Chairman of the Company, be adopted as the articles of association of the Company.

Company Secretary  
Octopus Company Secretarial Services Limited

21 May 2020

**Notes:**

- (a) A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member.

In light of the current Coronavirus stay at home measures in the UK, the AGM will be run as a closed meeting and shareholders or proxies will not be able to attend in person. Shareholders or proxies attempting to attend the AGM will be refused entry.

- (b) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

- (c) A form of proxy is enclosed which, to be effective, must be completed and delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or alternatively, you may register your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), in each case, so as to be received by no later than 48 hours before the time the AGM is scheduled to begin. To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your proxy form.

Appointment of a proxy, or any CREST proxy instruction (as described in paragraph (d) below) will not preclude a member from subsequently attending and voting at the meeting should he or she choose to do so. This is the only acceptable means by which proxy instructions may be submitted electronically.

- (d) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST

procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (e) Any person receiving a copy of the Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person') should note that the provisions in Notes (a) and (b) above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
- (f) Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the AGM which relates to the business of the meeting although no answer need be given (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on the Company's website; or (c) if it is undesirable in the best interests of the Company or the good order of the meeting.

Questions from our shareholders in relation to the AGM can be sent via email to [AimAGM@computershare.co.uk](mailto:AimAGM@computershare.co.uk). The Company may, however, elect to provide answers to questions raised within a reasonable period of days after the conclusion of the AGM.

- (g) Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) 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 (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement required to be placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

(h) Under sections 338 and 338A Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:

- (i) To give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting, and/or
- (ii) To include in the business to be dealt with at the meeting any matters (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (i) (In the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- (ii) It is defamatory of any person; or
- (iii) It is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

(i) A copy of the Notice of AGM and the information required by Section 311A Companies Act 2006 is included on the Company's website, **[www.octopusinvestments.com](http://www.octopusinvestments.com)** under Venture Capital Trusts. Copies of the Directors' Letters of Appointment, the Register of Directors' Interests in the Ordinary shares of the Company kept in accordance with the Listing Rules and a copy of the Memorandum and Articles of Association of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday from the date of this notice until the AGM, and at the place of that meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.

(j) As at 20 May 2020 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 132,439,217 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 May 2020 are 132,439,217.

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