TriVest VCT plc

ANNUAL REPORT
For the year ended 30 September 2004

TriVest VCT plc

Company Registration Number: 4069483

Investment Objective

The objective of TriVest VCT plc ("TriVest") is to provide investors with an attractive return, by maximising the stream of dividend distributions from the income and capital gains generated by a diverse and carefully selected portfolio of investments.

The fund invests in companies at various stages of development. In some instances this includes investments in new and secondary issues of companies which may already be listed on the Alternative Investment Market ("AIM") or OFEX.

As a multi-manager VCT the fund combines the specialist investment skills and industry knowledge of three independent management teams, each specialising in different sectors of the economy to select its investments.

Contents

Chairman's Statement

I am pleased to present to Shareholders the fourth Annual Report of the Company for the year ended 30 September 2004.

Net Asset Value

At 30 September 2004, the Company's Net Asset Value (NAV) per share had risen to 80.02 pence (2003: 72.56 pence), a rise of just over 10%. This is a particularly pleasing and welcome outcome. The Company, including the proposed final dividend of 1.25 pence per share detailed below, will have distributed accumulated dividends of 5.45 pence per share since the Company's launch. This compares with the initial NAV (after the launch expenses of the issue) of 94.5 pence per share.

Economic Background

The environment in which venture capital managers have worked over the last six months has not been easy. The widely anticipated economic recovery has not really occurred and, where it has, it has been uncertain and rather weaker than expected. Stock markets have been affected by the continuing worldwide security issues and the rise in the price of oil. The new issues market, an important possible exit route for venture capital investments, after a high level of activity in the first six months of 2004, is now much more selective.

Nevertheless, this difficult environment has thrown up several interesting new investments for TriVest and the Board remains hopeful that the improvement in the performance of the portfolio will continue in the short to medium term.

Portfolio

At present, VCF LLP trading as Foresight Venture Partners (Foresight) manages some 50% of the portfolio with Matrix Private Equity Partners Limited (MPEP) managing nearly 40% and Nova Capital Management Limited (Nova) the balance. By market sector, the portfolio is dominated by investments in technology companies at nearly 60%, with manufacturing companies at 14%, construction and building materials at just over 11% and the balance in a variety of other sectors. When the portfolio is considered by stage of development, the portfolio is more evenly spread with over 41% invested in MBO/MBI situations, over 28% in development capital companies, nearly 22% in early stage investments with over 8% of the portfolio being quoted (primarily in AIM stocks).

Within the MPEP portfolio the performance of HWA Limited (trading as Holloway White Allom) has been notable. In April 2004, following strong trading, HWA redeemed TriVest's preference shares for over £1m together with a preference dividend of over £28,000. The company continues to trade strongly. In May 2004, The Hunter Rubber Company Limited, a recent investment by TriVest, which is also trading well, acquired another company in a similar business. In June 2004, TJ Brent was sold to May Gurney Limited, an East Anglian based contracting business. TriVest's share of the proceeds was £2.1m. Two new investments have been made with £1m being invested into Original Additions (Beauty Products) Limited (formerly OA Acquisition Limited), a distributor of false nails and eyelashes and depilatory products, and £750,000 being invested into Tottel Publishing Limited, a publisher of legal and other specialist books (this latter investment was made after the year end).

Nova continues to work hard to recapture and create value from the portfolio they inherited. An additional investment of £220,000 was made into IDOX plc (formerly i-documentsystems group plc). Zynergy Group Limited was placed into liquidation and it is still not clear whether TriVest will receive any recoveries.

The Foresight portfolio has seen an active period. In July 2004, a new investment of £50,000 was made into Aigis Engineering Solutions Limited, a manufacturer of protective products in the security industry. An additional investment was made in May 2004 into Sarantel Limited of £52,000. Further investments were also made in October 2003 and June 2004 into Broadreach Networks Limited (and its subsidiary Broadreach Train Services Limited) totaling £1,000,000. Also in June 2004, loans of over £50,000 were approved to Alaric Systems Limited. In September 2004, further investments of £200,000 and £153,732 were agreed to be made into SmartFOCUS Group plc (formerly SmartFOCUS Holdings Limited) and Sarantel Limited respectively, the former of which was linked to an IPO. That company is now listed on AIM. In addition, several of the investments within the Foresight portfolio are expected to be possible IPO candidates within the next twelve months.

Board of Directors

In my recent Interim Report, I referred to Helen Sinclair's decision to resign from the Board due to a possible perceived conflict of interests. The Board continues to seek a suitably qualified replacement. This is at a final stage. In the meantime, Helen continues to provide her services to the Company as previously agreed with her.

In September 2004, Christopher Moore was appointed Chairman of Oxonica Limited, one of TriVest's investee companies.

Revenue Account

Total income received fell by £294,518 during the year. Net income has also fallen from £569,961 to £414,172, a fall of £155,789. This was mainly due to there being no income from the higher income yielding Cazenove fixed-interest portfolio (£634,186 earned last year), which was liquidated during last year. The resulting funds were moved into lower income-yielding OEIC money-market funds, which earned £313,817 (2003: £167,914). The fall in income from funds pending investment was partially offset by an increase in dividends and loan stock interest from investments this year.

Fund management fees fell by £163,835, due to the fall in the percentage charged from 2% to 1.6% of each Manager's portion of the portfolio.

Dividend

The Company's revenue return per Ordinary Share was 0.99 pence per share (2003: 1.37 pence per share). Your Board will be recommending a final dividend of 1.25 pence per Ordinary Share in respect of the year under review at the Annual General Meeting to be held on 26 January 2005. The dividend will be paid on 4 February 2005 to shareholders on the Register on 7 January 2005.

Share buy-backs

During the year ended 30 September 2004, the Company continued to implement its buy-back policy and, accordingly, bought back 467,282 Ordinary Shares (representing 1.13% of the shares in issue at the period end) at a total cost of £280,566 (net of expenses). These shares were subsequently cancelled by the Company.

Colin Hook
Chairman
2 December 2004

Investment Managers' Review

Foresight Venture Partners

Sarantel Limited

Sarantel owns proprietary antenna technology with applications in mobile phone and other wireless devices. The company's technology delivers major performance benefits over traditional antennae. Sales for Sarantel's first product, the GPS antenna, are increasing and the company has launched proto-types for Wi-Fi and 3G applications. Sarantel-equipped PDAs from Medion are now selling in high volume and a GSM mobile phone with a Sarantel antenna has recently been launched. TriVest invested £172,840 in the company in March 2002 and made further investments of £417,780 in August and September 2002, £455,290 in February 2003 and £153,732 in September 2004. The fair value of the investment has been determined by the price of the September 2004 investment.

Audited accounts for the year ended 30 September 2003

Turnover	Loss before tax	Net assets
£205,000	£2,931,000	£5,023,000

Oxonica Limited

Oxonica is engaged in the design, manipulation and engineering of properties of materials at the nano-scale for application in fuel additive, sunscreen, biotagging and other products. Several distribution agreements have been entered into over the last 12 months in line with Oxonica's strategy of selling its fuel additive to global markets. The increased fuel efficiency and reduced emissions benefits of Oxonica's additive is currently driving adoption within the bus market. The truck and generator markets are also being penetrated. Orders for the sunscreen product have been received over the period. TriVest invested £429,000 in the company in June 2002, £471,000 in December 2002 and £777,000 in January 2004. The investment has been valued in line with the valuation of the company implied in the January 2004 funding round.

Audited accounts for the year ended 31 December 2003

Turnover	Loss before tax	Net liabilities
£210,000	£2,705,000	£ 2,538,000

ANT Limited

ANT provides content rendering software to improve users' interactive communications with digital television sets and other consumer electronic devices. ANT was set up in 1993 and first licensed its software to Symbian (one of the leading software platforms for PDAs) in May 1998. It now has a leading position in the market for integrated digital TVs and TV over internet protocol. Major cable and telecoms operators in Europe and Asia have commenced product rollouts using ANT technology. TriVest made an investment of £1,000,000 in ANT in July 2001 and a further investment of £90,000 in February 2003. New investors subscribed £3.2 million of equity in the company in April 2004 at a price in excess of TriVest's cost and TriVest converted its loans to equity at the same price. The investment is valued on the basis of the April 2004 subscription.

Audited accounts for the year ended 31 December 2003

Turnover	Loss before tax	Net assets
£1,719,000	£1,020,000	£1,466,000*

* Pro forma figure after financial re-structuring in April 2004

Broadreach Networks Limited

Broadreach provides WiFi hotspot and fixed PC broadband access. It operates under the brand name ReadytoSurf and is available at Virgin Megastores, train stations, hotels and coffee shops throughout the UK. Excellent progress has been made in the on-train market with several trials expected to begin in 2005. A separate subsidiary has been established for the on-train business called Broadreach Train Services Limited. TriVest invested £250,000 in the Company in February 2003, £250,000 in October 2003 and £750,000 in June 2004 (of which £107,000 was invested in Broadreach Train Services Limited). The investment is valued at the price of the June 2004 investment.

Audited accounts for the year ended 31 October 2003

Turnover	Loss before tax	Net liabilities
£323,000	£1,132,000	£1,086,000

Camwood Limited

Camwood provides an 'Enterprise Platform Manager' solution, which allows its customers to assess the effects of the introduction of new operating systems and updates to Microsoft Windows XP, such as Service Pack 2. It also provides health checks to allow customers to ensure compliance with Microsoft best practice. Sales are made directly and through channel partners to the corporate sector. TriVest invested £1,000,000 in the company in September 2003. The investment continues to be carried at cost because the fair value cannot be reliably measured. The Directors are of the opinion that no impairment has occurred since that date.

Audited accounts for the year ended 31 March 2004

Turnover	Loss before tax	Net liabilities
£2,622,000	£830,000	£219,000

SmartFOCUS Group plc (formerly SmartFOCUS Holdings Limited)

SmartFOCUS provides software to enable accurate targeting and execution of marketing campaigns. The company is an established solution provider in this area with 300 customers forming a wide customer base spread across financial services, retail, marketing services and other consumer-driven sectors. SmartFOCUS adds value to its customers' marketing campaigns by linking with multiple databases, returning query results in seconds and presenting the results in an easily understandable graphic way. TriVest invested £500,000 in the company in December 2001 and £200,000 in October 2004. The company floated on AIM in October 2004 raising £1.6 million at a price in excess of cost. The investment is valued at the flotation price.

Audited accounts for SmartFOCUS Holdings Limited for the year ended 31 December 2003

Turnover	Loss before tax	Net liabilities
£2,151,000	£547,000	£1,260,000

Investment Managers' Review

Aquasium Technology Limited

Aquasium is engaged in the design, manufacture and marketing of bespoke electron beam welding and vacuum furnace equipment. Electron beam welding is a reliable and efficient method of joining together a wide range of metals, producing clean, high integrity joints. Vacuum furnaces are used in hardening, tempering and brazing applications. The company, together with its predecessors, has over forty years' experience in both of these areas. Its products are used in the processes of a wide range of manufacturing industries including automotive, electronics, medical, power generation and aerospace. TriVest invested £500,000 in October 2001 and a further £100,000 in April 2003 by way of a secured loan. The investment continues to be carried at cost because the fair value cannot be reliably measured. The Directors are of the opinion that no impairment has occurred since the investment date.

Audited accounts for the year ended 31 December 2003

Turnover	Loss before tax	Net liabilities
£4,513,000	£523,000	£1,085,000

Alaric Systems Limited

Alaric specialises in the development, sale, distribution and support of payment systems software including systems for electronic payments authorisation and e-commerce integration. The company is also involved in the use of mathematical modelling techniques for payments and other fraud detection. TriVest initially invested £400,000 in the company in February 2002 and has invested a further £188,059 in subsequent funding rounds in a combination of equity and secured loans. There is an outstanding loan commitment of £20,431 available for draw down by Alaric. The investment continues to be carried at cost because the fair value cannot be reliably measured. The Directors are of the opinion that no impairment has occurred since the investment date.

Audited accounts for the year ended 31 March 2004

Turnover	Loss before tax	Net assets
£2,174,000	£844,000	£198,000

Blue Curve Limited

Blue Curve sells software to investment banks and fund managers to automate the production and distribution of research information. Blue Curve signed up three new contracts in the first eight months of the year to date (valued at £600,000). This was a major improvement over 2003. However, getting clients to commit to new projects remains difficult. Management is now more confident about the company's future market prospects. A fund raising Business Plan is being completed. TriVest invested £500,000 in the company in October 2001. A cost less impairment valuation has been used because the fair value cannot be reliably measured.

Audited accounts for Blue Curve Research.net Limited for the year ended 31 December 2003*

Turnover	Loss before tax	Net liabilities
£687,000	£448,000	£844,000

* Blue Curve Research.net Limited is a wholly owned subsidiary of Blue Curve Limited and is its only trading subsidiary. Blue Curve Limited is not currently required to produce consolidated accounts.

DCG Datapoint Group Limited

Datapoint provides data storage solutions for medium to large corporates. The market is driven by the growth in data retrieval and compliance requirements. Datapoint's integration expertise and vendor independence lead to more effective and efficient solutions for customers. TriVest invested £250,000 in March 2004. The valuation is based on the price of the March 2004 investment.

Audited accounts for the year ended 31 March 2004

Turnover	Loss before tax	Net liabilities
£2,573,000	£395,000	£222,000

Wire-e Limited

Wire-e broadcasts voice and text messages to groups of corporate users. Vodafone is re-selling the service, branded Rapide, to its corporate customers providing Wire-e with an excellent channel to market. Recent development of the Wire-e platform now allows the company to sell directly to corporates in order to grow the business further and reduce the reliance on Vodafone. TriVest invested £500,000 in the company in September 2002. A cost less impairment valuation has been used because the fair value cannot be reliably measured.

Audited accounts for the year ended 30 June 2003.

Turnover	Loss before tax	Net liabilities
£462,000	£1,126,000	£970,000

Monactive Limited

Monactive is a leading provider of Software Licence Information Management Solutions with over 100 customers. The Company's software monitors software usage on PC networks and its customers are able to reduce their software licensing costs whilst demonstrating legal compliance. The Company has moved into profitability through careful management of its cost base. TriVest invested £250,000 in Monactive in March 2001 and made a further investment of £89,286 in January 2003. A cost less impairment valuation has been used because the fair value cannot be reliably measured. The loan stock is valued at cost and a 90% reduction in the value of the equity has been applied to recognise the company's lower than budgeted performance.

Audited accounts for the year ended 31 July 2003

Turnover	Loss before tax	Net liabilities
£866,000	£792,000	£1,585,000

Aigis Engineering Solutions Limited

Aigis has developed a material that contains the effect of explosions by absorbing the energy generated. The material has several applications and has generated the majority of its sales to date from the airline and airport markets. TriVest invested £65,000 in Aigis in July 2004. The valuation is based on the price of the July 2004 investment.

Audited accounts for the year ended 30 September 2003

Turnover	Loss before tax	Net liabilities
£564,000	£71,000	£29,000

Further details of the investments in the Foresight portfolio may be found on Foresight's website: www.foresightventurepartners.com

Matrix Private Equity Partners Limited

HWA Limited (trading as Holloway White Allom Limited)

HWA is a specialist in the refurbishment, restoration and construction of notable public buildings and high-value residential dwellings in and around London. It was the subject of a MBO in November 2002 in which TriVest invested £1,000,000. The company's performance since investment has been very strong and during the year it made early redemption of TriVest's redeemable preference shares. The valuation is based on a discounted earnings multiple.

Audited accounts for the year ended 31 December 2003

Turnover	Profit before tax	Net assets
£45,003,000	£2,156,000	£ 2,600,000

Brookerpaks Limited (formerly Newington Foods Limited)

Brookerpaks is engaged in the import and distribution of a range of vegetables, both fresh and vacuum-packed, including garlic and ginger, to supermarkets and the wholesale trade. TriVest invested £500,000 in the MBO of the business in October 2002. The company has performed consistently well since investment and during the year enjoyed continued growth. Trading so far this year is again ahead of budget. The valuation is based on a discounted earnings multiple basis. The valuation has moved from cost as the investment has been held for more than 12 months.

Audited accounts for the year ended 31 March 2004

Turnover	Profit before tax	Net assets
£6,651,000	£406,000	£ 643,000

Image Source Group Limited

Image Source operates in the rapidly growing royalty-free picture library market. Its images are used by corporate advertisers and commercial businesses throughout Europe and the US. TriVest invested £1,000,000 in the MBO of Image Source, which took place in June 2003. Audited accounts have been produced for the eleven months ended 31 December 2003, including six months trading since the MBO. Trading since the year-end has been good and the company is hoping to produce profits at around the same level as achieved in 2003. The valuation is based on a discounted earnings multiple basis. The valuation has moved from cost as the investment has been held for more than 12 months.

Audited accounts for the period 24 January to 31 December 2003 *

Turnover	Profit before tax	Net assets
£3,661,000	£179,000	£ 1,082,000

*The figures shown above are consolidated figures for the Image Source group based on the audited accounts of group companies. Image Source Group Limited is not currently required to produce consolidated accounts.

Original Additions (Beauty Products) Limited (formerly *OA Acquisition Limited)*

On 30 September 2004, TriVest invested £1 million in the MBO of this London-based company, which distributes false nails, nail accessories, false eyelashes, depilatory products, hair lightening and perming products. Initial performance since investment has been encouraging. The investment is valued at cost because it has been held for less than 12 months. No audited financial information has been produced since investment.

Letraset Limited

The principal activity of Letraset is the production and worldwide distribution of graphic art products. The products are sold to end users via a network of specialist distributors in each of the major developed markets. TriVest invested £500,000 in the MBO of Letraset in June 2001 and a further £500,000 in December 2002 to enable it to purchase a freehold property. Although last year's trading performance proved ultimately disappointing the current year has started well with sales and profits in line with budget. The valuation is based on a discounted earnings multiple basis.

Audited accounts for the year ended 31 May 2004 *

Turnover	Profit before tax	Net assets
£3,995,000	£123,000	£834,000

*The figures shown above are consolidated figures from the audited accounts of Letraset Limited and Creative Opportunities Limited. Creative Opportunities Limited is the only wholly owned subsidiary of Letraset Limited, which is not currently required to produce consolidated accounts.

Investment Managers' Review

Special Mail Services Limited

Special Mail Services is a provider of secure delivery and disguised mail services specialising in the credit and bank card market. TriVest invested £1 million in the company in September 2002 as part of a MBO of Special Delivery Services Limited (SDS). SDS was established in 1992. Since investment the company has significantly expanded its depot coverage in order to cope with additional turnover. TriVest completed further investments of £125,000 in September 2003 and £178,571 in February 2004. Despite initial trading being well behind plan the company is now benefiting from a major Government contract, which has been in operation for a number of months. A cost less impairment valuation has been used because the fair value cannot be reliably measured. The equity has been provided against in full and impairment has been applied to the value of the loan stock. The level of this provision will be reviewed as trading continues to improve.

Audited accounts for the year ended 31 March 2004

Turnover	Loss before tax	Net liabilities
£23,876,000	£3,418,000	£3,256,000

The Hunter Rubber Company Limited

Hunter is a long-established business involved in the manufacture of Wellington boots, safety footwear and diving suits. Based in Dumfries, Hunter was the subject of a MBO in January 2004 in which TriVest invested £500,000. Since investment, the company has performed in line with its forecasts and is now entering the busiest sales season of its year. The investment is valued at cost because it has been held for less than 12 months. No audited financial information has been produced since investment.

BBI Holdings plc

BBI is involved in the development and manufacture of rapid test diagnostic products and is based in Cardiff. TriVest invested £369,980 in the company when it floated on AIM in April 2004, raising gross proceeds of £5 million and giving BBI a market capitalisation of £10 million. In November, the company announced its interim results for the six months ended 30 September 2004. These showed turnover and operating profits before goodwill amortisation ahead by 48% and 15%, respectively over the comparable period in 2003. The valuation is based on the mid-market price at 30 September 2004.

Audited accounts for the year ended 31 March 2004

Turnover	Loss before tax	Net liabilities	Loss per share
£3,114,000	£141,000	£ 501,000	5.5 pence

B G Consulting Group Limited

B G Consulting Group is a City outplacement consultancy and provider of specialist technical financial training. TriVest invested £1 million in the company in September 2002 as part of an MBO of the former training and careers divisions of the Baines Gwinner Group from Whitehead Mann plc. The training business primarily services the global investment and corporate banking markets by providing training in a range of financial skills. The careers business provides a one-to-one outplacement consultancy to middle and senior level executives working in banks, fund management firms and City law firms. Outplacement has been a difficult market over the past year but training, whose profitability is stronger towards the end of B G's financial year, has proved more resilient. A cost less impairment valuation has now been used because the fair value cannot be reliably measured. The valuation has moved from cost as the investment has been held for more than 12 months.

Audited accounts for the year ended 30 November 2003

Turnover	Loss before tax	Net liabilities
£2,992,000	£497,000	£12,000

Inca Interiors Limited

Inca specialises in the design, supply and installation of contract kitchens to house developers. TriVest invested £350,000 in the company in October 2001 as part of an MBO. The company suffered from significant delays in demand from its major clients during the year but since the summer there have been clear signs of a recovery in activity levels. A cost less impairment valuation has been used because the fair value cannot be reliably measured. The investment is valued at cost less a full provision against the cost of the ordinary and preference shares and part of the loan stock.

Audited accounts for the year ended 31 May 2003

Turnover	Profit before tax	Net assets
£9,148,000	£324,000*	£ 1,070,000

*The profit before tax figure shown above is after goodwill amortisation of £84,000.

Further details of the investments in the MPEP portfolio may be found on MPEP's website: www.matrixpep.co.uk

Nova Capital Management Limited

IDOX plc (formerly i-documentsystems group plc)

IDOX is a provider of public sector information, e-government software and information, and knowledge management-based solutions to local government. TriVest made a further investment of £220,000 in May 2004. Following the new share issue, the company acquired TFPL, a company offering complementary services to the public sector.

The company achieved a 72% increase in sales in the six months to 30 April 2004 compared to the same period in 2002/03 with the loss before tax reduced to £192,000 from £459,000. The share price increased from 11p to 12p in the year under review. The company is listed on the Alternative Investment Market and the valuation is based on the mid-market price at 30 September 2004.

Audited accounts for the year ended 31 October 2003

Turnover	Loss before tax	Net assets	Loss per share
£4,472,000	£595,000	£3,295,000	0.42 pence

Tikit Group plc

Tikit provides consultancy services and software solutions primarily to IT departments of the top 200 law firms. Tikit also resells third party software applications where it considers these to be 'best of breed'. Tikit has developed a proficient technical skill-base focussed on the requirements of major legal practices and has established a strong brand reputation in its market sector. The company achieved strong performance with sales in the first half of this year up by 52% and profit before tax and amortisation up 49% over the same period last year.

Over the year under review the mid market price increased from 120p to 143.5p. The company is listed on the AIM and the valuation is based on the mid-market price at 30 September 2004.

Audited accounts for the year ended 31 December 2003

Turnover	Profit before tax	Net assets	Earnings per share
£9,558,000	£713,000	£3,633,000	3.0 pence

DriveTec (UK) Limited

DriveTec specialises in the development of transmissions technologies for applications in the automotive sector. The Company is developing an electro-mechanical power split (EPS) torque-managing system that has the potential to reduce fuel consumption, and therefore carbon emissions, by up to 50%. In a 50:50 joint venture with another UK engineering company, DriveTec is also developing a new type of supercharger (Supergen II). The Company is extending and strengthening its intellectual property rights by filing a number of new patents. The new technologies are generating interest among automotive manufacturers and component suppliers.

TriVest made an investment of £500,000 in November 2001 as part of a financing which has enabled the company to develop the EPS project to "proof of design" stage. The valuation is based on net asset value including a directors' valuation of the company's intellectual property rights.

Audited accounts for the year to 31 December 2003

Turnover	Operating before tax	Net liabilities
£–	£140,000	£329,000*

* Excluding unsecured convertible loan stock

Watkins Books Limited

Watkins is the pre-eminent UK retailer of books in the alternative sciences, health, philosophy and related sectors.The Company, having disposed of its loss making publishing arm earlier in the year, is now trading on a breakeven level, before tax, interest and goodwill amortisation.

TriVest invested £500,000 in the company in March 2001. The investment was valued at 30 September 2003 on the basis of a 100% provision against the equity and 75% against the loan stock and a recent review concluded that this is still an appropriate value. In the March 2004 review, the valuation had been reduced to nil to reflect uncertainties surrounding the disposal of the publishing subsidiary, which have now been clarified. It is now Nova's view that there may be some interest in Watkins from companies or individuals interested in the mind, spirit and body domain. A cost less impairment valuation has been used because the fair value cannot be reliably measured.

Audited accounts for the year ended 31 March 2003*

Turnover	Loss before tax	Net liabilities
£1,335,000	£305,000	£955,000

* These are unconsolidated accounts (i.e. excluding Watkins Publishing Ltd which ceased trading in 2004)

Biomer Technology Limited

Biomer is a new company formed in January 2003 to acquire certain of the assets and intellectual property of the Zynergy Group. This investment allows TriVest to participate in the potential that is believed to exist in the technology, which is concerned with the application of novel polymers for product applications in cardiovascular and other interventional medical devices. TriVest invested £50,000 in April 2003. Earlier this year, the company signed a joint venture agreement with an American development and manufacturing company specialising in medical devices. In addition to investing US$400,000 in the convertible loan stock of Biomer, this company has committed to spend US$200,000 on a joint development project. The investment continues to be carried at cost because the fair value cannot be reliably measured.

Unaudited accounts filed at Companies House for 14 months ended 31 March 2004

Turnover	Loss before tax	Net assets
£ –	£ 537,000	£1,141,000

Stortext Group Limited

Stortext specialises in digital scanning and document storage. It is a service business, deploying and customising software products to client-specific service requirements. Management believe that the company's prospects are improving. TriVest invested £380,435 in September 2001. Difficult trading conditions led to a liquidity crisis in early 2002 at which point TriVest declined to invest further and as a result were severely diluted as reflected in the current valuation. The Company improved its position this year by disposing of 51% of its interest in its printing and postage facility in Hamilton, thus enabling it to focus on its core business. The valuation is based on the price of the January 2004 investment.

Audited accounts for the year ended 31 March 2003

Turnover	Loss before tax	Net assets
£6,553,000	£768,000	£1,854,000

Further details of the investments in the Nova portfolio may be found on Nova's website: www.nova-cap.com

Investment Portfolio Summary

	Ordinary Shares		Other Investments		Total Investments		
	Cost at 30-Sep-04 £	Valuation at 30-Sep-04 £	Cost at 30-Sep-04 £	Valuation at 30-Sep-04 £	Cost at 30-Sep-04 £	Valuation at 30-Sep-03 £	Additional investments £
Foresight Venture Partners							
Sarantel Limited Developer and manufacturer of antennae for mobile phones and other wireless devices	1,460,952	2,156,625	Nil	n/a	1,460,952	1,270,405	285,547
Oxonica Limited Specialist in the design, manipulation and engineering of properties of materials at the nano-scale	1,205,878	1,205,878	471,511	471,511	1,677,389	900,033	777,356
ANT Limited[1] Provider of embedded browser/email software for consumer electronics and Internet appliances	1,097,200	£1,323,106	Nil	n/a	1,097,200	490,500	7,200
Broadreach Networks Limited Public access WLAN and fixed line Internet Service Provider	178,600	178,600	964,400	964,400	1,143,000	250,000	893,000
– Broadreach Train Services Limited	Nil	n/a	107,000	107,000	107,000	n/a	107,000
Camwood Limited Provider of software repackaging services	333,333	333,333	666,667	666,667	1,000,000	1,000,000	0
SmartFOCUS Group plc (formerly SmartFOCUS Holdings Limited) Provider of analytic software to support targeting and execution of marketing campaigns	166,667	560,000	333,333	333,333	500,000	500,000	0
Aquasium Technology Limited Business engaged in the design, manufacturing and marketing of bespoke electron beam welding and vacuum furnace equipment	166,667	166,667	433,333	433,333	600,000	600,000	0
Alaric Systems Limited Software developer and provider of support services in the credit/debit card authorisation and payments market	557,413	557,413	30,646	30,646	588,059	557,413	30,646
Blue Curve Limited Provider of software for automating the production and distribution of research information by banks and fund managers	166,667	63,333	333,333	333,333	500,000	396,666	0
DCG Datapoint Group Limited Design, supply and integration of data storage solutions	83,250	83,250	166,750	166,750	250,000	n/a	250,000
Wire-e Limited Provider of mobile data communication services	50,000	0	450,000	250,000	500,000	225,000	0
Monactive Limited Provider of software management tools that monitor usage of software versus licences held	133,929	13,393	205,356	205,356	339,285	218,749	0
Aigis Engineering Solutions Limited Specialist blast containment materials company	50,000	50,000	Nil	n/a	50,000	n/a	50,000
Other investments in the portfolio [2]	250,000	0	0	0	250,000	0	0
	5,900,556	**6,691,598**	**4,162,329**	**3,962,329**	**10,062,885**	**6,408,766**	**2,400,749**

[1] During the year TriVest converted its loan stock in ANT Limited totalling £981,000 to equity.
[2] Other investments in the portfolio comprises iDesk plc that has been valued at nil and from which the Directors only expect to receive small recoveries.
[3] During the year TriVest exchanged its investment in Hertitage Image Partnership Limited for further share capital in Sarantel Limited for a value of £79,815

Valuation at 30-Sep-04 £	Interest receivable in period £	Dividends receivable in period £	Unrealised gains/(losses) in period £	Realised gains/(losses) in period £	Proceeds £	% of equity held	% of portfolio by value	Description of loan stock
2,156,625	0	0	695,673	(15,185)	0	14.8%	10.40%	–
1,677,389	21,247	0	0	0	0	17.8%	8.08%	Secured variable rate loan 2007
1,323,106	73,589	0	825,406	0	0	12.3%	6.38%	
1,143,000	14,496	0	0	0	0	19.9%	5.51%	Secured variable rate loan 2008 and 2009
107,000	657	0	0	0	0	13.2%	0.52%	Secured convertible loan variable rate 2009
1,000,000	46,795	0	0	0	0	26.6%	4.82%	Secured loan at 7% 2008
893,333	18,344	0	393,333	0	0	11.2%	4.31%	Secured variable rate loan 2006
600,000	74,663	0	0	0	0	16.7%	2.89%	Secured loans at 8.25% 2006 and at 7% 2008
588,059	0	0	0	0	0	7.5%	2.83%	Secured variable rate loan stock 2009
396,666	26,610	0	0	0	0	11.8%	1.91%	Secured loan at 8% 2006
250,000	5,884	0	0	0	0	6.6%	1.21%	Secured loan at 7% 2009
250,000	18,592	0	25,000	0	0	14.0%	1.21%	Secured variable rate loan 2007
218,749	18,175	0	0	0	0	7.4%	1.05%	Secured variable rate loan 2006 and at 7% 2008
50,000	0	0	0	0	0	2.6%	0.24%	
0	0	0	0	0	79,815 [3]		0.00%	
10,653,927	**319,052**	**0**	1,939,412	**(15,185)**	**79,815**		51.36%	

Investment Portfolio Summary

	Ordinary Shares		Other Investments		Total Investments		
	Cost at 30-Sep-04 £	Valuation at 30-Sep-04 £	Cost at 30-Sep-04 £	Valuation at 30-Sep-04 £	Cost at 30-Sep-04 £	Valuation at 30-Sep-03 £	Additional investments £
Matrix Private Equity Partners Limited							
HWA Limited (trading as Holloway White Allom Limited)[1] Refurbishment, restoration and construction of notable public buildings and top-end residential dwellings in and around London	100,000	2,159,928	38,319	38,319	138,319	1,811,687	0
Brookerpaks Limited Importer and distributor of garlic and vacuum-packed vegetables to supermarkets and the wholesale trade	50,000	690,503	450,000	450,000	500,000	500,000	0
Image Source Group Limited Royalty free picture library	300,000	341,902	700,000	700,000	1,000,000	1,000,000	0
Original Additions (Beauty Products) Limited (formerly OA Acquisition Limited) Manufacturer and distributor of beauty products	100,000	100,000	900,000	900,000	1,000,000	n/a	1,000,000
Letraset Limited Manufacturer and worldwide distributor of graphic art products	150,000	117,367	850,000	850,000	1,000,000	1,098,050	0
Special Mail Services Limited *Specialist, secure credit card delivery business*	142,197	0	1,161,374	651,786	1,303,571	562,500	178,571
The Hunter Rubber Company Limited Manufacturer of Wellington boots, safety footwear and diving suits	145,349	145,349	354,651	354,651	500,000	n/a	500,000
BBI Holdings plc Manufacturer of gold conjugate for the medical diagnostics industry	369,890	393,500	Nil	n/a	369,890	n/a	369,890
B G Consulting Group Limited *Technical training business*	110,169	0	889,831	125,000	1,000,000	1,000,000	0
Inca Interiors Limited Design, supply and installation of quality kitchens to house developers	50,000	0	300,000	100,000	350,000	300,000	0
Other investments in the portfolio [3]	0	0	0	0	0	1,557,950	0
	1,517,605	**3,948,549**	**5,644,175**	**4,169,756**	**7,161,780**	**7,830,187**	**2,048,461**
Nova Capital Management Limited							
I-DOX plc (formerly I-document systems group plc) Provider of document storage systems	737,625	764,000	Nil	n/a	737,625	458,333	220,000
Tikit Group plc Provider of consultancy, services and software solutions for law firms	517,624	623,912	Nil	n/a	517,624	521,738	0
DriveTec (UK) Limited Developer of transmissions technologies for applications in the automotive, construction and industrial sectors	175,000	83,570	325,000	325,000	500,000	417,750	0
Watkins Books Limited *Supplier of books in alternative sciences, health,* philosophy and related sectors	50,000	0	450,000	112,500	500,000	112,500	0
Biomer Technology Limited Developer of biomaterials for medical devices	50,000	50,000	Nil	n/a	50,000	50,000	0
Stortext Group Limited Integrated outsourced document storage business	380,435	14,827	Nil	n/a	380,435	18,079	0
Other investments in the portfolio [3]	1,859,530	0	2,128,999	0	3,988,529	50,000	0
	3,770,214	**1,536,309**	**2,903,999**	**437,500**	**6,674,213**	**1,628,400**	**220,000**
Total	11,188,375	12,176,456	12,710,503	8,569,585	23,898,878	15,867,353	4,669,210

[1] During the year HWA Limited redeemed 100% of TriVest's cumulative redeemable preference shares

[2] 3.1% after conversion of Loan Stocks in subsidiaries by other investors.

[3] In the MPEP portfolio, other investments in the portfolio includes the proceeds from the sale of T J Brent Limited in June 2004. In the Nova portfolio this comprises those investment Zynergy Group Limited.

Valuation at 30-Sep-04 £	Interest receivable in period £	Dividends receivable in period £	Unrealised gains/(losses) in period £	Realised gains/(losses) in period £	Proceeds £	% of equity held	% of portfolio by value	Description of loan stock
2,198,247	0	87,627	1,248,241	172,336	1,034,017	16.8%	10.60%	–
1,140,503	53,290	0	640,503	0	0	17.1%	5.50%	Unsecured loan stock at 12% 2007
1,041,902	69,548	0	41,902	0	0	44.0%	5.02%	Secured subordinated variable rate loan 2008
1,000,000	0	0	0	0	0	10.6%	4.82%	
967,367	82,557	0	(130,683)	0	0	17.3%	4.66%	Unsecured subordinated loan at 12% 2006 and at 8% 2009
651,786	81,468	4,011	(89,285)	0	0	16.0%	3.14%	Unsecured subordinated variable rate and at 8% loan stock 2009
500,000	18,241	0	0	0	0	17.9%	2.41%	Unsecured 7.5% loan stock 2009 to 2011
393,500	0	0	23,610	0	0	3.7%	1.90%	
125,000	71,100	0	(875,000)	0	0	25.5%	0.60%	Variable rate unsecured loan notes 2007
100,000	7,570	0	(200,000)	0	0	9.8%	0.48%	Secured subordinated loan stock at 9% 2006
0	42,861	0	0	513,758	2,071,708		0.00%	
8,118,305	**426,635**	**91,638**	**659,288**	**686,094**	**3,105,725**		**39.13%**	
764,000	0	0	85,667	0	0	3.5%	3.68%	–
623,912	0	7,174	102,174	0	0	3.5%	3.01%	–
408,570	0	0	(9,180)	0	0	9.8%[2]	1.97%	Secured convertible loan stock at 5% 2006
112,500	0	0	0	0	0	12.5%	0.54%	Unsecured convertible variable rate (3% over base rate) loan stock 2006
50,000	0	0	0	0	0	5.8%	0.24%	–
14,827	0	0	(3,252)	0	0	0.7%	0.07%	–
0	0	0		(4,628)	45,372	–	0.00%	–
1,973,809	**0**	**7,174**	**175,409**	**(4,628)**	**45,372**		**9.51%**	
20,746,041	**745,687**	**98,812**	**2,774,109**	**666,281**	**3,230,912**		**100.00%**	

s that have been valued at nil and from which the Directors only expect to receive small recoveries (LeSac Limited, The Good Book Guide Limited, Trident Publishing Limited and

Board of Directors

Colin Hook

Status: **Independent, Non-Executive Chairman.**
Age: **62.**

Experience: Colin has wide industrial and commercial experience including a strong emphasis on strategic planning. He has directed fund management operations for more than ten years and his City involvement includes flotations, mergers and acquisitions and general corporate finance. From 1994 to 1997 he was Chief Executive of Ivory & Sime plc. Currently his interests include the management of a portfolio of venture capital investments, particularly in the technology and internet sectors, and non-executive directorships in a number of these companies.

Last re-elected to the Board: January 2004.
Committee memberships: Management Engagement Committee (Chairman), Nominations and Remuneration Committee (Chairman), Audit Committee, Investment Committee.
Number of Board and Committee meetings attended 2003/04: 25/26.
Remuneration 2003/04: £30,000.
Relevant relationships with the Investment Managers or other service providers: None.
Shared directorships with other TriVest Directors: TriVen VCT plc (Chairman).
Shareholding in the Company: 10,225 Ordinary Shares.

Christopher Moore

Status: **Independent, Non-Executive Director.**
Age: **59.**

Experience: After qualifying with Price Waterhouse, Christopher worked for Robert Fleming Inc., Lazards, Jardine Fleming and then Robert Fleming, latterly as a main board director for 9 years (1986-95). During this period he was involved in various unquoted and venture capital investments and remained chairman of Fleming Ventures Limited, an international technology venture capital fund until 2003. His recent advisory roles included acting as senior adviser to the chairman of Lloyds, the insurance group, for $4^{1}/_{2}$ years. He was also chairman of Calderburn Plc from 1996 to 1999, and led a successful turnaround and sale of the group's businesses. He is a non-executive director of Matrix Income & Growth VCT plc.

Last re-elected to the Board: February 2002. Standing for re-election in 2005.
Committee memberships: Audit Committee (Chairman), Investment Committee, Management Engagement Committee, Nominations and Remuneration Committee.
Number of Board and Committee meetings attended 2003/04: 24/25.
Remuneration 2003/04: £25,000.
Relevant relationships with the Investment Managers or other service providers: Matrix Income & Growth VCT plc of which Christopher is a Director is also managed by Matrix Private Equity Partners Limited.
Relevant relationships with investee companies: Chairman of Oxonica Limited.
Shared directorships with other TriVest Directors: TriVen VCT plc.
Shareholding in the Company: 20,450 Ordinary Shares.

Helen Sinclair

Status: **Non-Executive Director.**
Age: **38.**

Experience: Helen has extensive experience of investing in a wide range of small and medium sized businesses. She graduated in Economics from Cambridge University and began her career in banking. After an MBA at INSEAD business school, Helen worked from 1991 to 1998 at 3i plc based in their London office. She was a founding director of Matrix Private Equity Limited when it was established in early 2000 and has since raised two funds, Matrix Venture Fund VCT plc and Matrix Enterprise Fund. Helen is also a non-executive director of Signature Brands Group plc and Paul Costelloe Collections Limited.

Last re-elected to the Board: January 2004.
Committee memberships: Investment Committee (Chairman), Audit Committee, Management Engagement Committee, Nominations and Remuneration Committee.
Number of Board and Committee meetings attended 2003/04: 26/26.
Remuneration 2003/04: £25,000 paid to Matrix-Securities Limited.
Relevant relationships with the Investment Managers or other service providers: Director and shareholder of Matrix Group Limited which owns 100% of the capital of Matrix-Securities Limited and Matrix Private Equity Partners Limited (of which Helen is also a director), which respectively act as Promoter, Company Secretary and Administrator and Investment Manager to the Company.
Shared directorships with other TriVest Directors: TriVen VCT plc.
Shareholding in the Company: Nil.

Directors' Report

The Directors present the fourth Annual Report and Accounts of the Company for the year ended 30 September 2004.

Business and Principal Activities

The principal activity of the Company during the year under review was investment in unquoted or AIM-quoted companies in the United Kingdom. Details of the principal investments made by the Company are given in the Investment Managers' Review and Investment Portfolio Summary on pages 3 to 11 of this Annual Report. A review of the Company's business during the period is contained in the Chairman's Statement.

The Ordinary Shares of 1p each in the capital of the Company were first admitted to the Official List of the UK Listing Authority and to trading on 15 November 2000. The Company is an investment company as defined in section 266 of the Companies Act 1985. It has satisfied the requirements for full approval as a Venture Capital Trust under section 842AA of the Income and Corporation Taxes Act 1988 (ICTA) with effect from 30 September 2003. It is the Directors' intention to continue to manage the Company's affairs in such a manner as to comply with section 842AA of the ICTA.

Future Developments

The objective of the Company continues to be as set out on page 1 of this Annual Report.

Issue and Buy-back of Shares

The Company has not issued any shares during the year.

The Board believes that it is in the best interests of the Company and its shareholders for the Company to make occasional market purchases of its Ordinary Shares to seek both to enhance net asset value and to reduce, to a degree, any prevailing discount to net asset value in the current market price. An authority for the Company to purchase its own shares pursuant to section 166 of the Companies Act 1985 was in place throughout the year ended 30 September 2004. For further details please see Note 15 to the accounts on page 33 of this Annual Report. A resolution to renew this authority will be proposed at the Annual General to be held on 26 January 2005.

During the year the Company bought back 467,282 Ordinary Shares (representing 1.13% of the shares in issue at the year end) at a total cost of £280,566 (net of expenses). These shares were subsequently cancelled by the Company.

The issued ordinary share capital of the Company as at 30 September 2004 was £412,797 and the number of Ordinary Shares in issue as at this date was 41,279,677.

Results and Dividend

The basic revenue return attributable to equity shareholders for the year was £414,172 after taxation and the Directors will be proposing a dividend to equity shareholders of 1.25 pence per ordinary share at the Annual General Meeting to be held on 26 January 2005 to shareholders on the register on 7 January 2005 payable on 4 February 2005. This requires £101,824 to be transferred from reserves.

Directors and their Interests

The names of the Directors appear below and on page 12 of this Annual Report. All three Directors have served throughout the year.

The Directors interests in the issued Ordinary Shares of the Company as at 30 September 2004 were:

Director	Ordinary Shares held at 30 Sept 2004	Ordinary Shares held at 30 Sept 2003
Colin Hook	10,225	10,225
Christopher Moore	20,450	20,450
Helen Sinclair	0	0

There have been no changes in the holdings of the current Directors since 30 September 2004. No options over the share capital of the Company have been granted to the Directors. The Company does not have any employees.

In accordance with the Company's Articles of Association and the Combined Code issued by the Committee on Corporate Governance (1988), Christopher Moore will retire by rotation at the Annual General Meeting of the Company to be held on 26 January 2005 and being eligible offers himself for re-election.

The biographies of those Directors seeking re-election appear on page 12 of this Annual Report.

Management

Matrix Private Equity Partners Limited (formerly GLE Development Capital Limited) ("MPEP"), Nova Capital Management Limited ("Nova") and Foresight Venture Partners Limited (formerly VCF Partners) ("Foresight") act as Investment Managers to the Company. The principal terms of the Company's Investment Advisors' Agreement with the three Investment Managers is set out in note 3 to the financial statements. Under the Investment Advisors' Agreement each of the three

Directors' Report

Investment Managers receives a quarterly fee equal to one quarter of 1.6% of the amount of their allocation value. (This was decreased from 2% with effect from 30 September 2003 as per the Investment Advisors' Agreement). Fees are payable quarterly in arrears. Annual running costs are capped at 3.6% (including any irrecoverable VAT) of the net assets of the Company and the balance of any excess is borne by the Investment Managers and the Promoter.

Matrix-Securities Limited acts as both Company Administrator and Company Secretary to the Company under an agreement dated 13 October 2000. The agreement is for an initial period of five years and thereafter the appointment may be terminated by not less than one year's notice in writing given to expire at any time after that initial period. Fees are payable quarterly in arrears equal to 0.25% of the gross proceeds of the Offer, subject to a minimum fee of £35,000.

VCT Status Monitoring

The Company has retained PricewaterhouseCoopers LLP to advise on its compliance with the tax legislative requirements relating to VCTs.

Independent Auditors

PricewaterhouseCoopers LLP were appointed as auditors during the year. Resolutions to reappoint PricewaterhouseCoopers LLP as auditors to the Company and to authorise the Directors to determine their remuneration will be proposed at the Annual General Meeting.

Substantial Interests

As at the date of this report the Company had not been notified of any beneficial interest exceeding 3% of the issued share capital.

Related Party Transactions

Helen Sinclair is a director and shareholder of Matrix Group Limited, which owns 100% of the capital of Matrix-Securities Limited. Matrix-Securities Limited acted as Promoter to the Company (for which it received no remuneration during the year under review) and provided company secretarial and administration services to the Company as disclosed in Note 4 to the accounts. Helen Sinclair is also a director of Matrix Private Equity Partners Limited (a wholly owned subsidiary of Matrix Group Limited) who received remuneration during the year as set out in Note 3 accounts as one of the Company's Investment Managers.

Christopher Moore is Chairman of Oxonica Limited in which the Company has invested £1,677,389 (carrying value: £1,677,389. He has a contractual right to be granted Options to subscribe for shares in Oxonica Limited representing up to 3% of the issued share capital of the company less 15% of that number of shares which are to be granted to TriVest under the option agreement. Additionally, 15% of the amount his salary as Chairman that is in excess of £45,000 is to be paid to TriVest.

Creditors' Payment Policy

The Company's policy is to pay all creditors' invoices within 30 days of the invoice date unless otherwise agreed. At the year end trade creditors were £21,918 (2003: £12,326). At 30 September 2004 the average credit period for trade creditors was 7 days (2003: 5 days).

Annual General Meeting

The Notice of the Annual General Meeting, which will be held on 26 January 2005 is set out on pages 37 and 38 of the Annual Report. The following denotes the Special Business to take place.

Authorities for the Directors to allot shares (Resolution 7) and disapply pre-emption rights (Resolution 8) under sections 80 and 95 of the Companies Act 1985 ("the Act").

These two resolutions grant the Directors the authority to allot shares for cash to a limited and defined extent otherwise than pro rata to existing shareholders in accordance with section 89 of the Act. The resolutions will give the Directors the authority to launch a further Offer for Subscription should they decide that the time is appropriate to raise additional funds for the Company.

Resolution 8 will enable the Directors to allot up to an aggregate nominal amount not exceeding 6,191,951 shares representing approximately 15% of the issued ordinary share capital of the Company. This resolution is proposed as an ordinary resolution.

Under Section 89 of the Act, if the Directors wish to allot any of the unissued share capital for cash they must first offer such shares to existing shareholders in proportion to their current holdings. Resolution 8 will enable this requirement to be disapplied in the specific circumstances named in the Resolution. This resolution is proposed as a special resolution.

Both authorities, unless previously renewed or revoked, will expire on the earlier of the Annual General Meeting of the Company to be held in 2006 and the date which is eighteen months after the date on which this resolution is passed except that the Directors may allot securities after this date in pursuance of offers or agreements made prior to the expiration of this authority. Both resolutions renew previous authorities approved on 28 January 2004. The Directors have no immediate intention of exercising these powers.

Authority to make market purchases of the Company's own shares (Resolution 9)

This resolution authorises the Company to purchase its own shares pursuant to section 166 of the Act. The authority is limited to a maximum number of Ordinary Shares of 4,127,968 representing approximately 10% of the issued share capital of the Company and will expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2006 and the date which is eighteen months after the date on which this resolution is passed. The maximum price which may be paid for an Ordinary Share will be an amount that is not more than 5% above the average of the middle market quotations of the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days preceding such purchase.

Venture capital trusts experience restricted market liquidity in their shares resulting from the tax reliefs available to investors who purchase new VCT shares and retain these for at least three years. The Board believes that it is in the best interests of the Company and its shareholders for the Company to be in a position to make occasional market purchases of its Ordinary Shares. This resolution will enable the Directors to continue this policy.

Shareholders should note that the Directors will not exercise this authority unless to do so would result in an increase in net assets per share and would be in the interests of shareholders generally. This resolution is proposed as a special resolution.

By order of the Board
For **Matrix-Securities Limited**
Secretary
2 December 2004

Directors' Remuneration Report

This report has been prepared by the Directors in accordance with the requirements of Schedule 7A of the Companies Act 1985. A resolution to approve the report will be proposed at the Annual General Meeting to be held on 26 January 2005. The Company's independent auditors are required to give their opinion on the information provided on Directors' emoluments below and this is explained further in their report to shareholders on page 21.

Remuneration Committee

The remuneration of individual Directors is determined by the Nominations and Remuneration Committee within the framework set by the Board. The Committee comprises the full Board and is chaired by Colin Hook. The Committee meets at least once a year and is responsible for reviewing the remuneration of the Directors. The Committee has access to independent advice where it considers it appropriate. However, no such advice was taken during the year under review.

Remuneration Policy

The remuneration policy is set by the Board. The Directors' fees are reviewed annually by the Nominations and Remuneration Committee which determines the amount of fees to be paid to the Directors. When considering the level of Director's fees, the Committee takes account of remuneration levels elsewhere in the Venture Capital Trust industry and other relevant information. No portion of the fees paid to any of the Directors is related to performance. Details of the Directors' remuneration are disclosed below and in the Notes to the Accounts. All the Directors are non-executive and the Company does not provide pension benefits to any of the Directors. The Company has not granted any Director any options over the share capital of the Company and the Company does not operate any long-term incentive plans for the Directors.

Terms of appointment

The articles of association provide that Directors may be appointed either by an ordinary resolution of the Company or by the Board provided that a person appointed by the Board shall be subject to re-election at the first Annual General Meeting following their appointment. One third of the Directors retire from office by rotation at each Annual General Meeting and the retiring Directors then become eligible for re-election in accordance with the Articles of Association. All Directors receive a formal letter of appointment setting out the terms of their appointment and their specific duties and responsibilities. A Director's appointment may be terminated on three months' notice being given by the Company and in certain other circumstances. All of the Directors are non-executive and none of the Directors has a service contract with the Company. No arrangements have been entered into between the Company and the Directors to entitle any of the Directors to compensation for loss of office.

Audited information

Details of Individual Emoluments and Compensation

The emoluments in respect of qualifying services of each person who served as a Director during the year were as set out in the table below. The Company does not have any schemes in place to pay to any of the Directors, bonuses or benefits in addition to their Directors' fees. Expenses paid to the Directors during the year amounted to £813 (2003: £1,820), in total.

	Total emoluments year to: 30 Sept 2004 £	30 Sept 2003 £
Colin Hook	30,000	25,000
Gordon Howe (resigned 29.01.03)	–	4,583
Graeme MacLennan (resigned 31.05.03)	–	13,333
Christopher Moore	25,000	21,667
Helen Sinclair (appointed 29.01.03)	25,000	12,916

Aggregate emoluments in respect of qualifying services amounted to £80,000 (2003: £77,499).

Sums Paid to Third Parties in Respect of a Director's Services

Helen Sinclair's Directors' fees of £25,000 (2003: £12,916) were paid to Matrix-Securities Limited in respect of her services as a Director.

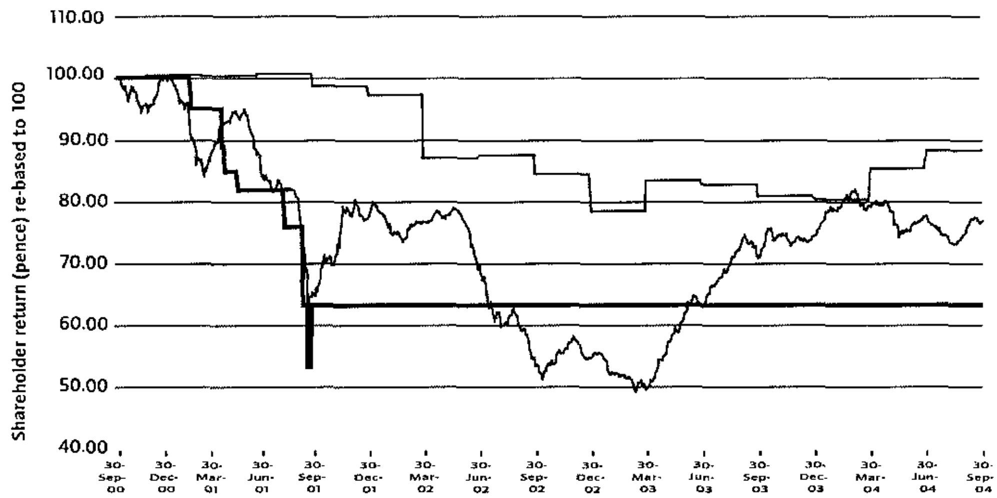
Unaudited information

Total Shareholder Return

The following graph charts the total cumulative shareholder return of the Company (assuming all dividends have been re-invested) since the shares were first admitted to the Official List of the UK Listing Authority on 15 November 2000 compared to the FTSE SmallCap Index. The FTSE SmallCap is an industry recognised index of listed companies, that some consider to be an appropriate index against which to measure the Company's performance. An explanation of the performance of the Company is given in the Chairman's Statement and the Investment Managers' Review.

The Net Asset Value (NAV) has been shown separately on the graph because the Directors believe it is a more accurate reflection of the Company's performance.

Total shareholder return since 15 November 2000 compared to the FTSE SmallCap Index



FTSE SmallCap Index re-based to 100
TriVest VCT plc Share price (total return)
TriVest VCT plc NAV (total return)

Source:Williams de Broë Plc

By order of the Board

For Matrix-Securities Limited
Secretary
2 December 2004

Corporate Governance Statement

The Directors of TriVest have considered the principles detailed in the Combined Code of Corporate Governance (the Code) 1998.

The Directors believe that, insofar as they are relevant to the Company's business, the Company has complied with the provisions of the Code throughout the financial year ended 30 September 2004, with the following exceptions:

- A senior non-executive director, other than the Chairman has not been appointed; and
- The Directors are not appointed for specific terms.

The Board is reviewing the requirements of the new Combined Code on Corporate Governance published by the Financial Reporting Council in July 2003, which will become effective for financial years beginning on or after 1 November 2003.

The Board

The Board comprises three non-executive directors. Each brings a range of relevant expertise, experience and independent judgement to the Board. The Company does not employ a Chief Executive or a senior non-executive director.

All Directors are equally responsible under the law for the proper conduct of the Company's affairs. In addition, the Directors are responsible for ensuring that their policies and operations are in the best interests of all the Company's shareholders and that the best interests of creditors and suppliers to the Company are properly considered.

At least four formal Board meetings are scheduled every year and other meetings are held as necessary. The Board met nine times during the year under review. In practice, the Directors communicate regularly amongst themselves informally, often as much as twice a week. Directors individually are involved frequently with the issues on a daily basis. Matters specifically reserved for decision by the Board have been defined and a procedure adopted for individual Directors, in the furtherance of their duties, to take independent professional advice at the expense of the Company. The Directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring board procedures are followed.

All Directors are subject to retirement by rotation.

Board Committees

The ***Investment Committee*** comprises the full Board and is chaired by Helen Sinclair. The Committee meets as necessary to discuss the investment proposals put forward by each of the Investment Managers and has written terms of reference which set out its responsibilities and duties. The Investment Committee met eight times during the year under review.

The ***Audit Committee*** comprises the full Board and is chaired by Christopher Moore. It meets at least twice a year to review the internal financial and non-financial controls, accounting policies and contents of the interim and annual reports to shareholders. The Committee meets at least once a year and has written terms of reference which set out its responsibilities and duties. The Company's auditors are invited to attend as appropriate. The Audit Committee met four times during the year under review.

The ***Management Engagement Committee*** comprises the full Board and is chaired by Colin Hook. The Committee has written terms of reference which set out its responsibilities and duties. The Committee meets annually to review the Investment Management Agreement and at other times as and when necessary. The Management Engagement Committee met once during the year under review.

The ***Nominations and Remuneration Committee*** comprises the full Board and is chaired by Colin Hook. The Committee meets at least once a year and has written terms of reference which set out its responsibilities and duties. The Nominations and Remuneration Committee met three times during the year under review.

Internal Control

The Board acknowledges that it is responsible for the Company's system of internal control. Internal control systems are designed to manage the particular needs of the Company and the risks to which it is exposed and can by their nature only provide reasonable and not absolute assurance against material misstatement or loss.

The Directors are responsible for the internal control systems of the Company and for reviewing their effectiveness. These aim to ensure the maintenance of proper accounting records, the reliability of the financial information upon which business decisions are made and which is used for publication of information, and that the assets of the Company are safeguarded.

The Board has put in place ongoing procedures for identifying, evaluating and managing the significant risks faced by the

Company. As part of this process an annual review of the control systems is carried out in accordance with the Turnbull guidelines for internal control. The review covers a consideration of the key business, operational, compliance and financial risks facing the Company. Each risk is considered with regard to: the controls exercised at Board level; reporting by service providers and controls relied upon by the Board; exceptions for consideration by the Board; responsibilities for each risk and its review period; and risk rating.

The Board has delegated contractually to third parties the management of the investment portfolio, the day-to-day accounting, company secretarial and administration requirements and the registration services. Each of these contracts was entered into after full and proper consideration by the Board. The annual review includes a consideration of the risks associated with the Company's contractual arrangements with third party suppliers.

This procedure for the review of control systems has been in place and operational throughout the period under review and up to and including the date of this report. The last annual review took place on 15 September 2004. The Board has identified no significant problems with the Company's internal control mechanisms that warrant disclosure in the Annual Report.

Directors' Remuneration

Under the UK Listing Authority's listing Rule 26.9(d), where a venture capital trust company has no executive directors the Code's principles relating to directors' remuneration do not apply. The remuneration of the Directors is determined by the Nominations and Remuneration Committee, in accordance with the Company's Articles of Association.

Relations with Shareholders

Communication with shareholders is given a high priority. All shareholders receive a copy of the annual report and interim statement. There is an opportunity to question the Directors at the Annual General Meeting to which all shareholders are invited.

The Board as a whole approves the contents of the Chairman's Statement and Investment Managers' Review which form part of the annual and interim reports to shareholders in order to ensure that they present a balanced and understandable assessment of the Company's position and future prospects.

The Notice of the Annual General Meeting accompanies the Annual Report.

Going Concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Accountability and Audit

The Statement of Directors' Responsibilities in respect of the accounts is set out on page 20 of this report.

The Report of the independent Auditors is set out on page 21 of this report.

Internal Audit

The Board reviews annually the need for an internal audit function. It has concluded that the systems and procedures employed by the Administrator and the Investment Managers, including their own internal audit functions, provide sufficient assurance that a sound system of internal financial control, which safeguards shareholders' investments and Company assets, is maintained. An internal audit function, specific to the trust, is therefore considered unnecessary.

By order of the Board
Matrix Securities Limited
Secretary
2 December 2004

Statement of Directors' Responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing such statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements;
- prepare the accounts on a going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The financial statements may be published on a website that is managed by an organisation other than the Investment Managers or the Board of Directors. The Auditors have represented to your Board that their work does not involve any consideration of the maintenance and integrity of such websites and accordingly the Auditors accept no responsibility for any changes that may have occurred to the financial statements since they were approved. Visitors to any website need to be aware that legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in their jurisdictions.

Independent Auditors' Report to the Members of TriVest VCT plc

We have audited the financial statements which comprise the Statement of Total Return, the Balance Sheet, the Cash Flow Statement and the related notes. We have also audited the disclosures required by Part 3 of Schedule 7A to the Companies Act 1985 contained in the Directors' Remuneration Report ("the auditable part").

Respective Responsibilities of Directors and Auditors

The Directors' responsibilities for preparing the Annual Report and the Financial Statements in accordance with applicable United Kingdom law and accounting standards are set out in the Statement of Directors' Responsibilities. The Directors are also responsible for preparing the Directors' Remuneration Report.

Our responsibility is to audit the financial statements and the auditable part of the Directors' Remuneration Report in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements and the auditable part of the Directors' Remuneration Report have been properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the Directors' Report, the unaudited part of the Directors' Remuneration Report, the Board of Directors, the Chairman's Statement, the Investment Portfolio Summary, the Investment Managers' Review and the Corporate Governance Statement.

We review whether the Corporate Governance Statement reflects the Company's compliance with the seven provisions of the Combined Code issued in June 1998 specified for our review by the Listing Rules of the Financial Services Authority, and we report if it does not. We are not required to consider whether the Board's statements on internal control cover all risks and controls, or to form an opinion on the effectiveness of the *Company's corporate governance procedures or its risk and* control procedures.

Basis of Audit Opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements and the auditable part of the Directors' Remuneration Report. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements and the auditable part of the Directors' Remuneration Report are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs at 30 September 2004 and of its profit (or loss) and cash flows for the year then ended;
- the financial statements have been properly prepared in *accordance with the Companies Act 1985; and*
- those parts of the Directors' Remuneration report required by Part 3 of Schedule 7A to the Companies Act 1985 have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
2 December 2004 PricewaterhouseCoopers LLP

Statement of Total Return
(incorporating the Revenue Account of the Company) for the year ended 30 September 2004

	Notes	Year ended 30 September 2004 Revenue £	Capital £	Total £	Year ended 30 September 2003 Revenue £	Capital £	Total £
Unrealised gains/(losses) on investments		–	2,774,109	2,774,109	–	(1,270,291)	(1,270,291)
Realised gains/(losses) on investments		–	666,281	666,281	–	(261,901)	(261,901)
Income	2	1,163,180	–	1,163,180	1,457,698	–	1,457,698
Investment management fees	3	(152,171)	(456,512)	(608,683)	(193,129)	(579,389)	(772,518)
Other expenses	4	(441,468)	–	(441,468)	(451,401)	–	(451,401)
Return on ordinary activities before taxation		569,541	2,983,878	3,553,419	813,168	(2,111,581)	(1,298,413)
Tax on ordinary activities	6	(155,369)	131,914	(23,455)	(243,207)	182,120	(61,087)
Return on ordinary activities after taxation		414,172	3,115,792	3,529,964	569,961	(1,929,461)	(1,359,500)
Dividend	7	(515,996)	–	(515,996)	(521,837)	–	(521,837)
Transfer (from)/to reserves		(101,824)	3,115,792	3,013,968	48,124	(1,929,461)	(1,881,337)
Return per Ordinary Share - basic and diluted	8	0.99p	7.48p	8.47p	1.37p	(4.63)p	(3.26)p

All revenue and capital items in the above statement derive from continuing operations

No operations were acquired or discontinued in the period.

The notes on pages 25 to 35 form part of these financial statements

Balance Sheet

as at 30 September 2004

	Notes	as at 30 September 2004			as at 30 September 2003		
		£	£	£	£	£	£
Fixed assets							
Investments	9			20,746,041			15,867,353
Current assets							
Debtors and prepayments	10	424,795			304,694		
Current investments	11	7,926,941			6,750,709		
Cash at bank	19	4,633,219			8,136,664		
			12,984,955			15,192,067	
Creditors: amounts falling due within one year							
Corporation tax		24,456			97,918		
Other creditors		546,681			542,930		
Accruals		128,131			126,346		
	12		(699,268)			(767,194)	
Net current assets				12,285,687			14,424,873
Net assets				33,031,728			30,292,226
Capital and reserves							
Called up share capital	14			412,797			417,470
Capital redemption reserve	15			5,218			545
Special reserve	15			38,777,875			39,059,851
Capital reserve - realised	15			(3,215,081)			(3,267,224)
Capital reserve - unrealised	15			(3,152,837)			(6,223,996)
Revenue reserves	15			203,756			305,580
Total equity Shareholders' funds				33,031,728			30,292,226
Net asset value per Ordinary Share - basic and diluted	17			80.02p			72.56p

The notes on pages 25 to 35 form part of these financial statements.

Financial statements on pages 22 to 24 were approved by the Board of Directors on 2 December 2004 and were signed on its behalf by:

Colin Hook
Director

Cash Flow Statement
for the year ended 30 September 2004

	Notes	Year ended 30 September 2004 £	£	Year ended 30 September 2003 £	£
Operating activities					
Investment income received		912,272		1,634,004	
Dividend income		115,857		81,892	
Investment management fees paid		(601,168)		(717,189)	
Other cash payments		(415,146)		(398,022)	
Net cash inflow from operating activities	18		11,815		600,685
Taxation					
UK Corporation tax paid			(96,917)		(232,355)
Financial investment					
Acquisition of investments	9	(4,589,395)		(18,230,872)	
Disposal of investments	9	3,151,097		30,825,561	
			(1,438,298)		12,594,689
Equity Dividends					
Payment of equity dividends			(521,837)		(731,009)
Cash (outflow)/inflow before financing and liquid resource management			(2,045,237)		12,232,010
Management of liquid resources					
Increase in monies held pending investment	19		(1,176,232)		(4,099,551)
Financing					
Purchase of own shares		(281,976)		(13,820)	
			(281,976)		(13,820)
(Decrease)/increase in cash for the year	19		(3,503,445)		8,118,639

The notes on pages 25 to 35 form part of the these financial statements.

Notes to the Accounts
for the year ended 30 September 2004

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the current and previous year, is set out below

a) Basis of accounting
The accounts have been prepared under the historical cost convention, modified to include the revaluation of investments, and in accordance with applicable accounting standards and with the 2003 Statement of Recommended Practice, 'Financial Statements of Investment Trust Companies'.

b) Investments
Listed investments and investments traded on AIM are stated at middle market prices as at 30 September 2004 and 2003 in accordance with the Investment Trust Companies SORP 2003. Unlisted investments are stated at Directors' valuation, in accordance with the British Venture Capital Association ("BVCA") guidelines published in July 2003.

Unquoted investments are valued by the Directors in accordance with the following rules, which are consistent with the BVCA guidelines:

(i) Investments which have been made in the last 12 months are valued at cost in the absence of overriding factors.

(ii) Investments in companies at an early stage of their development are also valued at cost in the absence of overriding factors.

(iii) Where investments have gone beyond the stage in their development in (ii) above, the shares may be valued by applying a suitable price-earnings ratio to that company's historic/current or forecast earnings (the ratio used being based on a comparable listed company or sector but the resulting value being discounted to reflect lack of marketability);

(iv) In certain circumstances, the net asset value basis has been used as the most appropriate methodology.

(v) Where a value is indicated by a material arms-length transaction by a third party in the shares of a company, this value will be used.

Capital gains and losses on investments, whether realised or unrealised, are dealt with in the capital reserve.

c) Current Investments
Monies held pending investment are invested in financial instruments with same day or two-day access and as such are treated as current investments. These are valued at middle market prices as at 30 September 2004 and 2003.

d) Income
Dividends receivable on quoted equity shares are brought into account on the ex-dividend date. Dividends receivable on unquoted equity shares are brought into account when the Company's right to receive payment is established and there is no reasonable doubt that payment will be received. Fixed returns on non-equity shares 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. Fixed returns on debt securities are recognised on a time-apportioned basis so as to reflect the effective yield. Provisions are made against such income receivable as soon as it is considered doubtful that such income will be received.

e) Expenses
All expenses are accounted for on an accruals basis. Expenses are charged wholly to revenue, with the exception of expenses incidental to the acquisition or disposal of an investment, which are included within the cost of the investment or deducted from the disposal proceeds as appropriate, and with the further exception that 75% of the fees payable to the Investment Managers are charged against capital. This is in line with the Board's expected long-term split of returns from the investment portfolio of the Company.

f) Taxation
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

Any tax relief obtained in respect of management fees allocated to capital is reflected in the capital reserve – realised and a corresponding amount is charged against revenue. The tax relief is the amount by which corporation tax payable is reduced as a result of these capital expenses.

Notes to the Accounts
for the year ended 30 September 2004

2 Income

	2004 £	2003 £
Interest receivable		
– from fixed interest securities	–	634,186
– from loan stock	745,687	475,593
– from bank deposits	4,864	73,974
Total interest receivable	750,551	1,183,753
Dividends		
– from investments – all unlisted securities	98,812	106,031
– from OEIC money market funds – listed overseas	313,817	167,914
Total dividends	412,629	273,945
Total income	1,163,180	1,457,698

3 Investment Managers' fees

	Revenue 2004 £	Capital 2004 £	Total 2004 £	Revenue 2003 £	Capital 2003 £	Total 2003 £
Matrix Private Equity Partners Limited	67,071	201,211	268,282	76,780	230,340	307,120
Nova Capital Management Limited	29,187	87,563	116,750	40,944	122,832	163,776
Foresight Venture Partners	55,913	167,738	223,651	71,024	213,073	284,097
Cazenove	–	–	–	4,381	13,144	17,525
	152,171	456,512	608,683	193,129	579,389	772,518

Matrix Private Equity Partners Limited, Nova Capital Management Limited and Foresight Venture Partners advise the Company on investments in qualifying companies under an agreement dated 13 October 2000. The agreement was for an initial period of four years and thereafter their appointment may be terminated by not less than one year's notice in writing to expire at any time after the initial period. Fees are payable quarterly in arrears as follows:- to Foresight Venture Partners, MPEP and Nova a fee equal to one quarter of 1.6% in accordance with the above agreement (2% up to 30 September 2003) of the amount of their allocation value.

On 11 June 2003, the Company ended the discretionary client agreement with Cazenove Fund Management Limited dated 13 October 2000 to manage its portfolio of gilts and other fixed interest securities. The portfolio was liquidated on this date and the proceeds of £17.3 million were re-invested in two Dublin based OEIC liquidity funds managed by the Royal Bank of Scotland. Cazenove received an annual fee of 0.15% of funds under management, with a minimum of £10,000 per annum plus VAT.

Included in the above is irrecoverable VAT of £90,655 (2003: £115,056).

The Investment Managers and the Promoter will receive a performance related incentive, if, by the date of payment of the final dividend for the year ending 30 September 2007 cumulative dividend payments on each Ordinary Share have exceeded 80 pence. The Investment Managers and the Promoter will be entitled to participate in the company's equity, up to 15% of the aggregate of the ordinary share capital in issue immediately after the close of the Offer, as enlarged by this participation. Upon exercise of the performance related incentive, 87.5% of the Ordinary Shares will be allotted to the Investment Managers and 12.5% to the Promoter. If cumulative dividend payments do not exceed 80 pence per share by the date of payment of the final dividend for the year ending 30 September 2007, but are achieved by a later dividend payment date in respect of subsequent accounting periods, the proportion of the enlarged ordinary share capital that may be acquired by the Investment Managers on exercise of the performance related incentive will be scaled down as follows:

30 September 2008	13.5%
30 September 2009	12.0%
30 September 2010	10.5%
30 September 2011	9.0%

Including the proposed dividend shown in these accounts, dividend payments to date are 5.45 pence per share.

4 Other expenses

	2004 £	2003 £
Directors' remuneration (including NIC) (see note 5)	90,200	85,991
IFA trail commission	114,497	106,684
Administration fees	97,898	94,725
Broker's fees	12,199	12,120
Auditors' fees – audit*	24,675	27,000
– tax services	16,450	20,562
Registrar's fees	12,369	12,194
Printing	7,897	14,570
Legal fees	16,433	13,893
Sundry	44,518	36,695
Provision against loan interest receivable	4,332	26,967
	441,468	451,401

* This year's charge includes £3,500 relating to the 2002 year.

The expenses disclosed in notes 3 and 4 are struck after applying a cap on annual expenses set at 3.6% of closing net assets, in accordance with the agreements with the Investment Managers and the Promoter. The excess of expenses this year is £nil (2003: £10,020), borne equally between each of the three Investment Managers and the Promoter.

5 Directors' remuneration

	2004 £	2003 £
Directors' emoluments		
Colin Hook	30,000	25,000
Gordon Howe (resigned 29.01.03)	–	4,583
Christopher Moore	25,000	21,667
Graeme MacLennan (resigned 31.05.03)	–	13,333
Helen Sinclair (appointed 29.01.03)	25,000	12,916
	80,000	77,499
Employer's NIC and VAT	10,200	8,492
	90,200	85,991

Helen Sinclair is a director of Matrix Group Limited which owns 100% of the capital of Matrix-Securities Limited. Matrix-Securities Limited acted as Promoter to the Company (for which no remuneration was received during the year under review) and provide administration services to the Company as disclosed in Note 4 above.

No pension scheme contributions or retirement benefit contributions were paid. There are no share option contracts held by the Directors. Since all the Directors are non-executive, the other disclosures required by the Listing Rules are not applicable. The Company has no employees other than Directors.

Notes to the Accounts
for the year ended 30 September 2004

6 Taxation on ordinary activities

	2004 £	2003 £
a) **Analysis of tax charge:**		
– corporation tax	156,370	232,325
– adjustment in respect of prior years	(1,001)	10,882
– current and total tax charge (note 6b)	155,369	243,207
b) **Revenue return on ordinary activities before tax**	569,541	813,168
Profit on ordinary activities multiplied by standard company rate of corporation tax in the UK of 30% (2003: 30%)	170,862	243,950
Effect of:		
Marginal rate tax relief	(19,198)	(11,821)
Expenses not deductible for tax purposes (commissions)	34,349	32,005
UK dividends	(29,643)	(31,809)
Adjustment to tax charge in respect of prior years	(1,001)	10,882
Actual current tax charge – revenue	155,369	243,207

Tax relief relating to investment management fees is allocated between Revenue and Capital in the same proportion as such fees.

There is no taxation in relation to capital gains or losses.

Investment trust companies are exempt from tax on capital gains if they meet the Inland Revenue criteria set out in s842 Income and Corporation Taxes Act 1988 for a given period. Therefore, any capital return is not included in the above reconciliation.

Deferred taxation

No provision for deferred taxation has been made due to the Company's current status as a Venture Capital Trust under S842AA Income and Corporation Taxes Act 1988 and the Directors' intention to maintain that status.

There is no potential liability to deferred tax (2003: £nil). There is no unrecognised deferred tax asset, as all allowable expenditure has been utilised.

7 Dividends and other appropriations

	2004 £	2003 £
Dividends on equity shares		
Ordinary – final proposed of 1.25p (2003: 1.25p) per share:	515,996	521,837

8 Return per Ordinary Share

The basic revenue return per Ordinary Share is based on the net revenue from ordinary activities after taxation of £414,172 (2003: £569,961) and on 41,647,506 (2003: 41,754,219) Ordinary Shares, being the weighted average number of Ordinary Shares in issue during the year.

The basic capital return per Ordinary Share is based on the capital return of £3,115,792 (2003: loss £1,929,461) and on 41,647,506 (2003: 41,754,219) Ordinary Shares, being the weighted average number of Ordinary Shares in issue during the year.

Other than the performance related incentive referred to in note 3, there are no instruments in place that will increase the number of shares in issue in future. Accordingly, the above figures currently represent both basic and diluted returns.

9 Investments

	2004 £	2003 £
Valuation:		
Traded on AIM	1,781,412	980,071
Unquoted equity shares	10,395,044	5,612,410
Unquoted preference shares	58,319	1,018,333
Loan Stock	8,511,266	8,256,539
Total	20,746,041	15,867,353
Realised gains/(losses)	369,231	(1,671,076)
Brought forward net unrealised loss	297,050	1,409,175
Realised gains/(losses) for the year	666,281	(261,901)
Unrealised gains/(losses) for the year	2,774,109	(1,270,291)
Total gains/(losses)	3,440,390	(1,532,192)

A full list of the portfolio holdings by their aggregate market value is on pages 8 and 11.
Movements in investments during the year are summarised as follows:

	Traded on AIM £	Unquoted Equity Shares £	Unquoted Preference Shares £	Loan stock £	Total £
Valuation at 30 September 2003	980,071	5,612,410	1,018,333	8,256,539	15,867,353
Unrealised losses	55,178	1,969,498	100,000	4,099,320	6,223,996
Cost at 30 September 2003	1,035,249	7,581,908	1,118,333	12,355,859	22,091,349
Purchases at cost	589,890	2,585,320	10,000	2,465,000	5,650,210
Sales proceeds	–	(1,312,916)	(1,034,017)	(1,864,979)	(4,211,912)
Realised gains/(losses)	–	708,924	172,336	(512,029)	369,231
Book cost at 30 September 2004	1,625,139	9,563,236	266,652	12,443,851	23,898,878
Unrealised gains/(losses) at 30 September 2003	156,273	831,808	(208,333)	(3,932,585)	(3,152,837)
Valuation at 30 September 2004	1,781,412	10,395,044	58,319	8,511,266	20,746,041

During the year the Company sold its investment in the equity and loan stock of T J Brent Limited (original cost: £900,000) for proceeds of £2,071,708 and the cumulative redeemable preference share capital of HWA Limited (original cost : £861,681) was redeemed for proceeds of £1,034,017.

During the year the Company undertook two non-cash investment transactions. Loan stock in ANT Limited of £981,000 was converted into share capital in the same company. Deducting this amount from purchases at cost above leaves £4,669,210, and from sales proceeds above leaves £3,230,912, both as shown in the Investment Portfolio Summary on pages 8 and 11. The Company also exchanged its investment in Heritage Image Partnership Limited for further share capital in Sarantel Limited for a value of £79,815. Deducting both these amounts from purchases at cost above leaves £4,589,395, and from sales proceeds above leaves £3,151,097, both as shown in the cash flow statement.

Notes to the Accounts
for the year ended 30 September 2004

The amounts provided at the end of the year or written off against unlisted investments were as follows:

	Total Provisions at end of year £	**Write Offs in year £**
Financial Year		
2004	7,483,325	989,815
2003	7,795,797	1,034,329

10 Debtors

	2004 £	**2003 £**
Amounts due within one year:		
Accrued income	411,955	281,235
Prepayments	12,840	23,459
	424,795	304,694

11 Current investments

	2004 £	**2003 £**
Monies held pending investment	7,926,941	6,750,709

These comprise investments in three Dublin based OEIC money market funds, two managed by Royal Bank of Scotland and the other by Merrill Lynch. £4,577,079 (2003: £1,180,254) of this sum is subject to same day access while £3,349,862 (2003: £5,570,455) is subject to two day access. These sums are regarded as monies held pending investment.

12 Creditors: amounts falling due within one year

	2004 £	**2003 £**
UK Corporation tax	24,456	97,918
Trade creditors	21,918	12,326
Other creditors	8,767	8,767
Accruals	128,131	126,346
Proposed dividend	515,996	521,837
	699,268	767,194

13 Significant interests

At 30 September 2004 the Company held significant investments, amounting to 3% or more of the equity capital of an undertaking, in the following companies:

	Equity investment (ordinary shares) £	Investment in loan stock and preference shares £	Total investment (at cost) £	Percentage of investee company's total equity £
Image Source Group Limited	300,000	700,000	1,000,000	44.0%
Camwood Limited	333,333	666,667	1,000,000	26.6%
BG Consulting Group Limited	110,169	889,831	1,000,000	25.5%
Broadreach Networks Limited	178,600	964,400	1,143,000	19.9%
The Hunter Rubber Company Limited	145,349	354,651	500,000	17.9%
Oxonica Limited	1,205,878	471,511	1,677,389	17.8%
Letraset Limited	150,000	850,000	1,000,000	17.3%
Brookerpaks Limited	50,000	450,000	500,000	17.1%
HWA Limited	100,000	38,319	138,319	16.8%
Aquasium Technology Limited	166,667	433,333	600,000	16.7%
Special Mail Services Limited	142,197	1,161,374	1,303,571	16.0%
Sarantel Limited	1,460,952	–	1,460,952	14.8%
Wire-e Limited	50,000	450,000	500,000	14.0%
Broadreach Train Services Limited	–	107,000	107,000	13.2%
Watkins Books Limited	50,000	450,000	500,000	12.5%
ANT Limited	1,097,200	–	1,097,200	12.3%
Blue Curve Limited	166,667	333,333	500,000	11.8%
Zynergy Group Limited	1,289,530	500,000	1,789,530	11.3%
SmartFOCUS Group plc	166,667	333,333	500,000	11.2%
Original Additions (Beauty Products) Limited	100,000	900,000	1,000,000	10.6%
DriveTec (UK) Limited	175,000	325,000	500,000	9.8%*
Inca Interiors Limited	50,000	300,000	350,000	9.8%
Alaric Systems Limited	557,413	30,646	588,059	7.5%
Monactive Limited	133,929	205,356	339,285	7.4%
DCG Datapoint Group Limited	83,250	166,750	250,000	6.6%
Biomer Technology Limited	50,000	–	50,000	5.8%
BBI Holdings plc	369,890	–	369,890	3.7%
Tikit Group plc	517,624	–	517,624	3.5%
IDOX plc	737,625	–	737,625	3.5%

* 3.1% after conversion of loan stock in subsidiaries by other investors

The Company owns certain investments that the Companies Act 1985 requires to be treated as associated undertakings and therefore accounted for using the equity method of accounting. These investments are held as part of an investment portfolio whose value to the Company derives from their marketable value. Therefore, the Directors believe that equity accounting for such investments would not give a true and fair view of the value generated from the investment activities of the Company. The Directors believe that directors' valuation provides a better indication of the Company's investment activities. This treatment represents a true and fair override of the requirements of the Companies Act but is in accordance with the provisions of Financial Reporting Standard 9 – Associates and Joint Ventures. It is impracticable to quantify the effect of this departure on the Statement of Total Return and Balance Sheet for the year.

All of the above companies are incorporated in the United Kingdom.

Foresight Venture Partners also advise Foresight Technology VCT plc in respect of their investments and has made investments to 30 September 2004 in idesk plc (£500,000), Monactive Limited (£1,017,858), ANT Limited (£1,097,200), Blue Curve Limited (£1,000,000), Aquasium Technology Limited (£1,200,000), SmartFocus Group plc (£1,000,000), Alaric Systems Limited (£1,254,179), Sarantel Limited (£2,853,166), Oxonica Limited (£1,863,437), Wire-e Limited (£1,000,000) Camwood Limited (£500,000) and Broadreach Networks Limited (£857,000).

Matrix Private Equity Partners Limited also advise TriVen VCT plc in respect of their investments and has made investments to 30 September 2004 in Letraset Limited (£500,000), Inca Interiors Limited (£350,000) and BG Consulting Group Limited (£200,000).

Nova Development Capital also advise TriVen VCT plc in respect of their investments and has made investments to 30 September 2004 in Watkins Books Limited (£1,000,000) LeSac Limited (£750,000) and Zynergy Group Limited (£1,250,000).

14 Called up share capital

	2004 £	2003 £
Authorised		
Redeemable Preference Non-Voting shares of 1p each: 5,000,000	Nil	Nil
Ordinary Shares of 1p each: 85,000,000	850,000	850,000
	850,000	850,000

	2004 £	2003 £
Allotted, called-up and fully paid:		
Ordinary Shares of 1p each: 41,279,677 (2003: 41,746,959)	412,797	417,470

The Company redeemed 5,000,000 redeemable shares at a cost of £50,000 on 2 November 2000 out of the proceeds from the Offer. The authorised but unissued share capital thereby created was automatically redesignated as Ordinary Shares pursuant to the Articles of Association.

During the year the Company purchased 467,282 (2003: 25,000) of its own shares for cash (representing 1.13% of the shares in issue at the year end) at the prevailing market price for a total cost of £281,976 (2003: £13,820), as follows:

Purchased	**Date of Purchase**	**Nominal value** **£**
Purchased		
30,000	12 February 2004	300
119,023	27 May 2004	1,190
28,000	5 July 2004	280
25,056	9 July 2004	251
108,000	12 August 2004	1,080
66,135	18 August 2004	661
91,068	10 September 2004	911
	Nominal value	4,673

15 Reserves

	Capital redemption reserve £	Special reserve £	Capital reserve (realised) £	Capital reserve (unrealised) £	Revenue reserve £
At beginning of year	545	39,059,851	(3,267,224)	(6,223,996)	305,580
Gain on disposal of investments	–	–	666,281	–	–
Decrease in unrealised depreciation	–	–	–	2,774,109	–
Capital transaction expense accrued in 2003 no longer required	–	–	7,510	–	–
Realisation of previously unrealised diminution	–	–	(297,050)	297,050	–
Other expenses net of taxation	–	–	(324,598)	–	–
Own shares purchased during the year	4,673	(281,976)	–	–	–
Retained net revenue for the period	–	–	–	–	(101,824)
At 30 September 2004	5,218	38,777,875	(3,215,081)	(3,152,837)	203,756

The cancellation of the share premium account (as approved at the Annual General Meeting held on 13 February 2002 and Order of the Court dated 1 May 2002) has provided the Company with a special reserve out of which it can fund buy-backs of Ordinary Shares as and when it is considered by the Board to be in the interests of the shareholders. The shareholders authorised the Company to purchase its *own shares pursuant to section 166 of the Companies Act 1985 at the Annual General Meeting held on 28 January 2004.* The authority is limited to a maximum number of 4,174,696 Ordinary Shares representing just under 10 per cent of the issued share capital of the Company and will unless previously revoked or renewed expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2005 and the date which is eighteen months after the date on which the resolution was passed. The maximum price that may be paid for an Ordinary Share will be an amount that is not more than 5 per cent above the average of the middle market quotations of the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days preceding such purchase. The authority provides that the Company may make a contract or contracts to purchase its own shares prior to the expiry of the authority, which may be executed in whole or part after the expiry of such authority, and may purchase its shares in pursuance of any such contract. A resolution to renew this authority will be proposed at the Annual General to be held on 26 January 2005.

16 Reconciliation of movements in shareholders' funds

	2004 £	*2003* £
Opening balance at beginning of year	30,292,226	32,187,383
Purchase of shares	(281,976)	(13,820)
Total recognised gains and losses for the year	3,529,964	(1,359,500)
Capital transaction expense accrued in 2003 no longer required	7,510	–
Dividends on equity shares	(515,996)	(521,837)
	33,031,728	30,292,226

17 Net asset value per Ordinary Share

Net asset value per Ordinary Share is based on net assets at the end of the period, and on 41,279,677 (2003: 41,746,959) Ordinary Shares, being the number of Ordinary Shares in issue on that date

18 Reconciliation of net revenue before taxation to net cash inflow from operating activities

	2004 £	2003 £
Net revenue before taxation	569,541	813,168
Investment management fees charged to capital	(456,512)	(579,389)
Professional fees credited/(charged) to capital	7,510	(7,510)
(Increase)/Decrease in debtors	*(120,101)*	*364,729*
Increase in creditors and accruals	11,377	9,687
Net cash inflows from operating activities	11,815	600,685

Notes to the Accounts
for the year ended 30 September 2004

19 Analysis of changes in net funds

	Cash £	Liquid resources £	Total £
At beginning of year	8,136,664	6,750,709	14,887,373
Cash flows	(3,503,445)	1,176,232	(2,327,213)
At 30 September 2004	4,633,219	7,926,941	12,560,160

20 Financial instruments

The Company's financial instruments in both years comprise:

- Equity and non-equity shares and fixed interest securities that are held in accordance with the Company's investment objective as set out in the Investment Managers' Review.
- Cash, liquid resources and short-term debtors and creditors that arise directly from the Company's operations.

It is, and has been throughout the period under review, the Company's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Company's financial instruments are due to fluctuations in market prices and interest rates. The Board regularly reviews and agrees policies for managing each of these risks and they are summarised below. These have been in place throughout the current and preceding periods.

Risk

Credit Risk: Failure by counter-parties to deliver securities, which the Company has paid for, or pay for securities, which the Company has delivered.

Market risk: Market price risk arises from uncertainty about the future prices of financial instruments held in accordance with the Company's investment objectives. It represents the potential loss that the Company might suffer through holding market positions in the face of market movements.

The investments in equity and fixed interest stocks of unquoted and AIM quoted companies the Company holds are thinly traded and as such the prices are more volatile than those of more widely traded securities. In addition, the ability of the Company to realise the investments at their carrying value may at times not be possible if there are no willing purchasers. The ability of the Company to purchase or sell investments is also constrained by the requirements set down for venture capital trusts.

Financial instruments are stated in the balance sheet at values, which are not materially different from their fair value. Investments valuation is aimed at fair value and for cash, book value approximates to fair value due to the short maturity of the instruments.

Interest Rate: The Company's fixed interest securities, its equity and non-equity investments and net revenue may be affected by interest rate movements. Investments are often in start up businesses, which are relatively high-risk investments sensitive to interest rate fluctuations. Due to the short time to maturity of some of the company's fixed rate investments, it may not be possible to re-invest in assets, which provide the same rates as those currently held.

Currency risk: All assets and liabilities are denominated in sterling and therefore there is no currency risk.

Management of Risk

Credit Risk: All transactions are settled on the basis of delivery against payment.

Market Risk: The Board manages the market price risk inherent in the Company's portfolio by maintaining an appropriate spread of market risk, and by ensuring full and timely access to relevant information from the Investment Managers. The Investment Committee meets regularly and reviews the investment performance and financial results, as well as compliance with the Company's objectives. The Board seeks to ensure that an appropriate proportion of the Company's portfolio is invested in cash and readily realisable securities, which are sufficient to meet any funding commitments that may arise. The company does not use derivative instruments to hedge against market risk.

Interest Rate: The Company's assets include fixed interest stocks, the values of which are regularly reviewed by the Board, as referred to above.

Financial Assets

The interest rate profile of the Company's financial assets (excluding short-term debtors and creditors) at 30 September 2004 was:

	Financial assets on which no interest paid £	Fixed rate financial assets £	Floating rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	12,176,456	–	–	12,176,456		
Preference shares	58,319	–	–	58,319	7.94	3.6
Loan stocks	–	8,511,266	–	8,511,266	6.91	3.4
OEIC money market funds	–	–	7,926,941	7,926,941	4.64	
Cash	4,633,219	–	–	4,633,219		
Total	16,867,994	8,511,266	7,926,941	33,306,201		

The interest rate profile of the Company's financial assets (excluding short-term debtors and creditors) at 30 September 2003 was:

	Financial assets on which no interest paid £	Fixed rate financial assets £	Floating rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	6,592,481	–	–	6,592,481		
Preference shares	1,018,333	–	–	1,018,333	9.33	3.8
Loan stocks	–	8,256,539	–	8,256,539	7.12	3.9
OEIC money market funds	–	–	6,750,709	6,750,709	3.48	
Cash	8,136,664	–	–	8,136,664		
Total	15,747,478	8,256,539	6,750,709	30,754,726		

Floating rate cash earns interest based on LIBOR rates.

The Company's investments in equity shares and similar instruments have been excluded from the interest rate risk profile as they have no maturity date and would thus distort the weighted average period information.

The carrying value of financial assets and liabilities approximates their fair value, due to their short-term maturity.

There is an undrawn facility of £20,431 committed to an investee company at the year-end.

21 Segmental analysis

The operations of the company are wholly in the United Kingdom.

22 Related Party Transactions

Helen Sinclair is a director and shareholder (0.147%) of Matrix Group Limited, which owns 100% of the capital of Matrix-Securities Limited. Matrix-Securities Limited acted as Promoter to the Company (for which they received no remuneration during the year under review) and provided administration services to the Company as disclosed in Note 4 on page 27. There was an amount of £24,482 due to Matrix at the year-end. Helen Sinclair is also a director of Matrix Private Equity Partners Limited (a wholly owned subsidiary of Matrix Group Limited) which received remuneration during the year as set out in Note 3 on page 26 as one of the Company's investment advisers.

Christopher Moore is Chairman of Oxonica Limited in which the Company has invested £1,677,389 (carrying value: £1,677,389). He *has a contractual right to be granted Options to subscribe for shares in Oxonica Limited representing up to 3% of the issued share* capital of the company less 15% of that number of shares which are to be granted to TriVest under the option agreement. Additionally, 15% of the amount of his salary as Chairman that is in excess of £45,000 is to be paid to TriVest.

TRIVEST VCT PLC
(Registered in England and Wales No. 4069483)

NOTICE of the ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting of the Company will be held at 11.00 am on Wednesday, 26 January 2005 at the offices of Matrix Group Limited, Sixth Floor, One Jermyn Street, London, SW1Y 4UH for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the Annual Report and Accounts of the Company for the year ended 30 September 2004, together with the auditors' report thereon.
2. To approve the Directors' Remuneration Report for the year ended 30 September 2004 which is set out in the Annual Report and Accounts of the Company for the year ended 30 September 2004.
3. To re-appoint PricewaterhouseCoopers LLP of 1 Embankment Place, London WC2N 6RH as auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
4. To authorise the Directors to determine the remuneration of the auditors.
5. To re-elect Christopher Moore as a Director of the Company.
6. To approve the payment of a final dividend for the year ended 30 September 2004 of 1.25 pence per Ordinary Share, payable on 4 February 2005 to shareholders registered at close of business on 7 January 2005.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as an Ordinary Resolution:

7. **THAT** the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (which expression shall have the meaning ascribed to it in Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of 6,191,951 shares provided that this authority shall expire on the fifth anniversary of the date of the passing of this resolution unless renewed, revoked or varied by the Company in general meeting (except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements).

To consider and, if thought fit, to pass the following as Special Resolutions:

8. **THAT** the Directors be and are hereby empowered in accordance with section 95 (1) of the Act to allot or make offers or agreements to allot equity securities (as defined in section 94(2) of the Act) for cash, pursuant to the authority given in accordance with Section 80 of the Act by Resolution 7 set out in this notice of Annual General Meeting as if section 89(1) of the Act did not apply to the allotment provided that this power shall expire on the date falling fifteen months after the date of the passing of this resolution or the Annual General Meeting to be held in 2006, whichever is the sooner, and provided further that this power shall be limited to:-

   (i) The allotment of equity securities with an aggregate nominal value of up to but not exceeding 10 per cent of the issued ordinary share capital of the Company where the proceeds of the allotment are to be used in whole or in part to purchase the Company's Ordinary Shares in the market; and

   (ii) The allotment of equity securities from time to time with an aggregate nominal value of up to but not exceeding 5%, of the issued ordinary share capital of the Company at the date of this meeting.

9. **THAT** the Company generally be and is hereby authorised for the purpose of section 166 of the Act to make market purchases (as defined in Section 163 of the said Act) of its own Ordinary Shares provided that:-

   (i) The aggregate number of Ordinary Shares hereby authorised to be purchased is 4,127,968 representing approximately 10% of the issued ordinary share capital of the Company immediately following the passing of this resolution;

   (ii) The minimum price which may be paid for such Ordinary Shares is 1p per share, the nominal amount thereof;

   (iii) The maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be 5% above the average of the

NOTICE of the ANNUAL GENERAL MEETING

middle market quotations taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made;

(iv) The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the Annual General Meeting of the Company to be held in 2006 and the date which is eighteen months after the date on which this resolution is passed and;

(v) The Company may make a contract or contracts to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of any such contract.

BY ORDER OF THE BOARD
Matrix-Securities Limited
Secretary

Registered Office
One Jermyn Street
London SW1Y 4UH

2 December 2004

NOTES:

(i) A person entitled to receive notice of, attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote, on a poll, in his place. A proxy need not be a member of the Company.

(ii) To be valid the enclosed form of proxy for the Annual General Meeting together with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof must be deposited by 11.00 am on 24 January 2005 at the offices of the Company's Registrars, Capita IRG plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

(iii) Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting.

(iv) The Company, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at midnight on 24 January 2005 or, in the event that the meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the Register of Members after midnight on 24 January 2005 or, in the event that the meeting is adjourned, in the register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(v) The Register of Directors' Interests shall be available for inspection at the place of the Annual General Meeting for a least fifteen minutes prior to and during the meeting.

FORM of PROXY
ANNUAL GENERAL MEETING OF TRIVEST VCT PLC

I/We ....

of ....

being a member/members of the Company hereby appoint the Chairman of the Meeting, or

of ....

as my/our proxy to vote, on a poll, in my/our name and on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on Wednesday, 26 January 2005 at Matrix Group Limited, Sixth Floor, One Jermyn Street SW1Y 4UH and at any adjournment thereof.

Please indicate with an 'x' in the boxes below how you wish your vote to be cast. Should this form of proxy be returned signed but without a specific direction, the proxy may vote or abstain as he/she thinks fit. On any other business at the Annual General Meeting (including any motion to amend any resolution or adjourn the meeting) the proxy will vote or abstain from voting at his or her discretion.

The proxy is directed to vote on the resolutions set out in the notice convening the Annual General Meeting, of which resolutions 1 to 7 are proposed as ordinary resolutions and 8 and 9 are proposed as special resolutions, as follows:

ORDINARY BUSINESS

		For	Against
Resolution 1	To receive and adopt the Annual Report and Accounts of the Company for the year ended 30 September 2004 together with the auditors' report thereon..		
Resolution 2	To approve the Directors' Remuneration Report for the year ended 30 September 2004.		
Resolution 3	To re-appoint PricewaterhouseCoopers LLP as auditors..		
Resolution 4	To authorise the Directors to determine the remuneration of the auditors.		
Resolution 5	To re-elect Christopher Moore as a Director of the Company.		
Resolution 6	To approve the payment of a final dividend for the year ended 30 September 2004 of 1.25 pence per Ordinary Share.		
SPECIAL BUSINESS			
Resolution 7	To authorise the Directors to allot Ordinary Shares of the Company (Ordinary Resolution).		
Resolution 8	To authorise the Directors to disapply pre-emption rights of members (Special Resolution).		
Resolution 9	To authorise the Directors to make market purchases of Ordinary Shares (Special Resolution).		

Signed .... Dated ....

NOTES AND INSTRUCTIONS

1. A person entitled to receive notice of, attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote, on a poll, in his/her place. A proxy need not be a member of the Company.
2. Delete "the Chairman of the Meeting", if you wish to appoint any other person and insert the appointee's name and address. If no name is inserted, the proxy will be deemed to have been given in favour of the Chairman of the Meeting. If this Form of Proxy is returned without stating how the proxy shall vote on any particular matter the proxy may exercise his/her discretion as to whether, and if so how, s/he votes. Any alterations to the form should be initialled.
3. In the case of a Corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
4. To be effective, this form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power of authority must be completed and deposited at the office of the Company's Registrars, Capita IRG plc, The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU no less than 48 hours prior to the time fixed for the holding of the Meeting or any adjournment of said Meeting.
5. In the case of joint holders, the vote of the senior holder tendering a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names stand in the Register of Members.
6. The completion and return of this form of proxy will not preclude you from attending and voting at the meeting should you subsequently decide to do so.

First Fold

Third Fold (Tuck-in)

BUSINESS REPLY SERVICE
LICENCE No. MB 122

1

Capita IRG Plc
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Second Fold

First Fold

Corporate Information

Directors
Colin Hook
Christopher Moore
Helen Sinclair

Independent Auditors and VCT Status Advisor
PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Bankers and Custodians
National Westminster Bank plc
City of London Office
P O Box 12264
Princes Street
London
EC2R 8PB

Company's Registered Office and Head Office
One Jermyn Street
London
SW1Y 4UH

Solicitors
Martineau Johnson
No 1 Colmore Square
Birmingham
B4 6AA

Sponsor and Stockbroker
Williams de Broë Plc
Innovation House
121 Edmund Street
Birmingham
B3 2HJ

Company Secretary
Matrix-Securities Limited
One Jermyn Street
London
SW1Y 4UH

Registrar
Capita IRG Plc
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4TU

Promoter and Administrator
Matrix-Securities Limited
One Jermyn Street
London
SW1Y 4UH

Managers

Matrix Private Equity Partners Limited
(formerly GLE Development Capital Limited)
One Jermyn Street
London SW1Y 4UH

MPEP are responsible for selecting investments in a range of industrial and commerical sectors.

Nova Capital Management Limited
36 Dover Street
London W1S 4NH
www.nova-cap.com

Nova are responsible for selecting investments primarily in industrial and media related businesses.

VCF LLP trading as Foresight Venture Partners
Swiss Life House
South Park
Sevenoaks
Kent TN13 1DU
www.foresightventurepartners.com

Foresight are responsible for selecting investments primarily in the UK information technology, software and computer services sectors.

Company Registration Number: 4069483