

Athelney

TRUST PLC



— Annual Report 2021 —

DISCOVERING POTENTIAL

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Annual Report for the year ended

31 December 2021

Company number

02933559

Athelney Trust

Waterside Court, Falmouth Road

Penryn, Cornwall TR10 8AW

Investment Objective

The investment objective of the Trust is to provide long-term growth in dividends and capital, with the risks inherent in small cap investment minimised through a spread of holdings in quality small cap companies that operate in various industries and sectors. The Fund Manager also considers that it is important to maintain a progressive dividend record.

Investment Policy

The assets of the Trust are allocated predominantly to companies with either a full listing on the London Stock Exchange or a trading facility on AIM or AQSE. The assets of the Trust have been allocated in two main ways: first, to the shares of those companies which have grown steadily over the years in terms of profits and dividends but, despite this progress are undervalued by the market when compared to future earnings and dividends; second, those companies whose shares are undervalued by the market when compared with the value of land, buildings, other assets or cash on their balance sheet.

Directors of the Company



Frank Ashton
Non-Executive Chairman

Frank Ashton, aged 60, is a highly experienced senior manager and independent management consultant. After leaving Cambridge University with a Natural Sciences degree (Metallurgy & Materials Science), he spent much of his career providing independent management advice to companies in a wide variety of sectors. With 15 years spent at PricewaterhouseCoopers and KPMG (Operational Due Diligence) and 5 years working in Strategy and M&A for Cummins Inc, he has a proven track record in shareholder value creation and governance, in providing strategic and operational advice to both public and private companies in Europe and USA, as well as working at a policy level for Government entities.



Dr Emmanuel Clive Pohl AM
Managing Director

Manny Pohl, aged 68, is the Chairman and CEO of investment house EC Pohl & Co which he founded in June 2012 and has led through its evolution into today's independent, highly acclaimed Australian fund manager. Manny holds engineering and MBA degrees from the University of Witwatersand and a doctorate in Business Administration (Economics) from Potchefstroom University.

Manny has over 30 years of investment experience, initially as head of research for leading South African broking firm, Davis Borkum Hare, followed by Westpac Investment Management in Australia after he emigrated to Australia in 1994. Manny founded Hyperion Asset Management in 1996 and left in 2012. He has served on the Boards of several major corporations in his native South Africa, the UK and his adopted home Australia. In 2019 Manny was recognised in the Queen's Birthday honours list for significant service to the finance sector, and to the community.

Directors of the Company

Continued



Simon Moore
Non-executive Director

Simon Moore, aged 61, is a consultant Senior Investment Analyst. He has been an investment trust analyst since 1994 and has worked with several stockbrokers in the City of London including Williams de Broe, Teather & Greenwood and Collins Stewart. He was also Senior Investment Manager at Seven Investment Management and Head of Research at Tilney Bestinvest and Senior Investment Analyst at EQ Investors. Simon is a long-standing member of two important committees at the Association of Investment Companies: the Statistics committee and the Property and Infrastructure Forum. In 2013 and 2014 Simon was chosen as one of the Citywire Wealth Manager Top 100 most influential people in UK private client fund selection. Simon is a scientist by training and has worked at two start up UK biotechnology companies, before passing on his knowledge and passion as a science tutor for the Open University. He has a Biochemistry BSc from Imperial College, and an MSc in Computer Modelling of molecules from Birkbeck College. He is a member of the UK Society of Investment Professionals and the CFA institute. During 2020 he was appointed as a Non-Executive Director of Home REIT Plc.

Strategic Report

Chairman's Statement and Business Review

Dear Shareholder

I am pleased to present the Annual Financial Report for the year to 31 December 2021.

The Strategic Report section of this Annual Report has been prepared to help all Shareholders understand the drivers of performance in the past year, how the Company operates and to assess its performance.

Overview

Athelney Trust plc (the 'Company' or 'Trust') experienced a year of different conditions to 2020 as the global pandemic transitions little by little to an endemic and economies deal more with the results of disruption rather than just the health crisis itself.

Your company performed extremely well in this context, and the key performance points are as follows:

- At 31 December 2021, audited Net Asset Value (NAV) was 310.3p per share (2020: 255.3p), an increase of 21.5% over the year as compared to a 14.6% increase in the FTSE 250 and a 14.3% increase in the FTSE 100.
- The Trust's investment performance over 12 months as measured by NAV total return, which is the change in NAV plus the dividend paid, was 25.2% (2020: -0.22%).
- The 12-month revenue return per ordinary share was 7.0p (2020: 5.9p), an increase of 18.6%.
- The interim dividend of 2.0p per share was paid on 24 September 2021.
- Your Board recommends a final dividend of 7.5p per share increasing a total dividend payable for the year to 9.5p (2020: 9.4p) an increase of 1.1%. UK inflation for 2021 was 4.8% (Office for National Statistics)
- This is the 19th successive year of progressive dividend and importantly returns the Trust to a high position in the dividend yield league table for Investment Companies. It also keeps us in the Next Generation of Dividend Heroes list maintained by the AIC.

Board and Governance

The Board places significant importance on corporate governance and compliance with the AIC and UK Corporate Governance Codes. Full details are set out in the Corporate Governance section on pages 15 to 18.

An Independent Board

The Directors in place at the time of signing these accounts are:

- Myself, Frank Ashton – Non-Executive Chairman
- Simon Moore – Non-Executive Director, Chair of Audit Committee, Chair of Remuneration Committee
- Dr Manny Pohl - Managing Director, Fund Manager

We currently have three directors who together make up an independent Board under the AIC Code of Governance 2021.

Capital Gains

During the year the Company realised capital profits before expenses arising on the sale of investments in the sum of £354,843 (2020: £223,957).

Portfolio Review

Additional Holdings Purchased

Additional holdings of *Abcam*, *Clinigen*, *Fevertree*, *JD Sports*, *LXI REIT*, *Rightmove*, *Target Healthcare* and *Trealt* were acquired.

Holdings Sold or Trimmed

AEW UK, *Belvoir Group*, *Churchill China*, *Games Workshop*, *Liontrust Asset Management*, *Mountview Estates* and *National Grid*.

Dividend

During the year the Company paid an interim dividend of 2.0p on 24 September 2021.

The Board recommends a final dividend of 7.5p per ordinary share making an increased dividend this year of 9.5p (2020: 9.4p). Subject to shareholder approval at the Annual General Meeting on 5 April 2022, the dividend will be paid on 13 April 2022 to shareholders on the register on 11 March 2022.

Review

Geo-political uncertainties grew during 2021, from more extremely polarised US politics and questions on that country's future role in conflict areas, to the end-game for Taiwan and Ukraine. Who can forget the mob scenes at the US Capitol or the chaos at Kabul airport as the rapid withdrawal from Afghanistan unfolded? It seems in retrospect that 2021 will be seen by history as a major year of change and development as the usual suspects reposition on the world stage.

Economies recovered, some faster than expected, thanks to the remarkably rapid vaccination development and deployment. Shortages of a wide variety of products occurred as supply struggled to keep pace with demand. We dined out less, but bought more goods leading to container port blockages for example. Common items such as microchips were in such short supply that delivery on a wide range of items – from cars to handheld tablets - were delayed. Apple, which navigated the shortages better than others, estimated the impact to be a loss of \$6 billion to 2021 sales. The IMF estimates that globally 1% of 2021 GDP was lost as a result, however stock markets reached record highs.

Strategic Report

Chairman's Statement and Business Review

Continued

A year on from Brexit it is hard to quantify and isolate the impact from that of COVID, however most agree that so far it has been negative: The UK's GDP continues to under-perform the Euro zone which may be partly due to a loss of EU nationals previously employed in the UK, increased controls at the border reducing trade, and the long term effects of the uncertainty created by the referendum result in 2016. The next few years need to produce clearer benefits to evidence a net gain; in the meantime UK stocks continue to be under-valued as investors prefer alternatives and continue to present us, your company with investment opportunities.

The impact of the new Omicron variant added to the list of uncertainties in the last quarter of 2021 including how much more interventionist European governments will become, for example on mandating vaccinations or on when and how quickly the 'free money' and easy lending from central bank intervention will end, or monetary policy tightens to combat rising interest rates.

I am delighted therefore to report that your company's NAV outperformed both the FTSE 100 and 250 markets over the year by 7.2 and 6.9 percentage points respectively. We are seeing the benefit that Manny Pohl brings in the three years since he became fund manager with greater conviction, focus and efficiency resulting in a smaller portfolio that is outperforming comparators. The Board is very grateful for his concentrated efforts to identify the right investments and timing to invest or divest, and to continue to provide returns for shareholders against the backdrop of greater than usual uncertainties.

As 2021 drew to a close, Apple continued its relentless rise, tripling its share price since early 2020 when Covid first struck. On the first day of trading in 2022, it became the first company to realise \$3 trillion market capitalisation, reflecting the importance of technology for work, education, entertainment and staying connected.

In the wider market a concerted lift to global markets began in April, benefiting stocks to cryptocurrencies, with a rush into US equities by retail investors at the heart of that lift. All three major US indices set record highs in October. As the Federal Reserve retreated from its stimulus program, however, the bubble burst for Spacs and cryptos, the newest, frothiest assets.

By the end of the year some assets had lost a third to one half of their value in just over a month.

Meanwhile your company continues to invest for the long term in the UK market which has de-rated strongly since 2016 and is now trading at the lowest price to earnings level against global peers for 30 years: Its value is attractive on a relative and absolute basis. The UK market continues to offer the highest dividend yield globally, with high levels of dividend cover.

In the UK, expectations were that dividends would grow just 8% in 2021, best case (Link Group), however actual underlying growth (excluding special dividends) was much better at nearly 22% with most sectors contributing, especially banking (restoring distributions) and industrials. Mid-caps (+40.1%) rebounded and grew faster than the top 100 on an underlying basis.

Dividend growth amongst smaller companies was faster still and this is one of the reasons we focus on small companies; resilience from the right companies and their management team in times of adversity. However despite this growth, mid-cap dividends only ended the year at the same level as 2007/2008. The headlines were taken in 2021 by mining companies delivering a record £16.9bn of special dividends, three quarters of this from Rio Tinto and BHP alone.

Your company's revenue return improved by 19% to 7p per share (2020: 5.9p) still below the 9.1p of 2019. NAV total return was a very healthy 25.2% (2020: -0.2%) improving on the pre-Covid figure of 22.2%.

Against this backdrop I am pleased to tell you that your Board recommends a final dividend payment of 7.5p (total 9.5p). This reflects the better performance and total return for the year, subject to approval at the AGM. At a share price of 310p on 31 December, this represents a dividend yield of 3.1%, better than the average 2021 yield from FTSE 250 companies of 1.91% (and comparable to the FTSE All-Share yield of 3.07%).

Non-executive Director's fees remain at £10,500 each and your board continues to exercise a tight grip on costs. Our ongoing charges figure has fallen again, from 2.45% last year to 2.38%. Your board understands that while we remain a small fund, reducing this will continue to be a challenge, however every effort is made to do this, while maintaining appropriate attention on controls and governance.

Outlook

There are a number of ongoing uncertainties that may slow the return to foreign investment in UK stocks, starting with the obvious potential for another Covid variant prolonging the progress towards endemicity. Being able to 'live with the virus' depends on social norms for what is 'acceptable', the possible occurrence of a more severe variant and the effectiveness of global vaccinations.

Secondly the risk of conflict or at least lower levels of cooperation and trade between major nations is higher at the moment, in the case of Russia, Ukraine and NATO countries, and also between China, Taiwan and America. Globalisation and trade between major countries and regions means that local shocks now have a much larger impact on national economies and in some cases global outlook than perhaps ever before.

Covid has not encouraged the wider country-country cooperation or action that was hoped; in fact we see more of the opposite as politicians act 'in the national interest', and countries have to look after themselves.

Strategic Report

Chairman's Statement and Business Review *Continued*

Thirdly there will be unrest as we experience an uncomfortable financial squeeze. Interest rates will rise to combat inflation. In the case of the Fed, which many commentators feel has lost its direction in this matter and dithered too long, it appears likely there will be an abrupt tightening in response to 7% inflation and a 5% increase in wages and salaries in America over 2021. Globally, inflation is running at 6% and here in Europe, central banks are preparing the markets for two or more interest rate rises in 2022. In the short term, the UK is going to see a rapid rise in household bills, mostly driven by huge energy price rises; this has already resulted in calls from the Governor of the Bank of England for wage restraint to avoid entrenchment of inflation longer term. To make the challenge bigger, the jobs market is "extraordinarily tight" according to Governor Andrew Bailey.

At the same time, uncertainty grows for Boris Johnson's premiership, as 'Partygate' gains momentum with a possible fixed penalty notice for him and senior No 10 staff a possible result. This would certainly trigger a no-confidence vote by his Tory MPs and a damaging pause to any possible progress after Brexit while a new leader is selected. All await the outcome of the Metropolitan Police investigations and the Sue Grey report.

Together these elements raise concern: History tells us the fight against inflation normally results in a recession and short term, the UK is apparently short of governmental leadership that inspires trust and confidence through challenging times.

In the UK, record mining special dividends of 2021 are likely to not be repeated in 2022. However B&M and Next already have distributed such dividends to provide a catch-up and to reflect extra revenue from lockdown, online pent-up demand and little competition for the wallet from international travel. There is also some optimism that underlying dividends for the top 100 will grow by about 5% overall this year (Link Group): This is likely to be a stronger number for smaller companies than for the Top 100.

Good companies at fair prices are still overlooked by house analysts. Those with commitment to a proven system, prepared to analyse fully and act on conviction, will come out on top in the long run. Our Managing Director and Fund Manager has many years' experience relevant to operating successfully in the conditions of 2021 – this continues to bode well for your Trust as we recently passed his 3 year anniversary in taking on the Fund Management role.

Our AGM in 2021 was again held virtually, with no shareholders present, as movement restrictions and the safety of our investors and colleagues were uppermost in our minds. We plan to hold a meeting in person for the AGM this year on 5 April 2022 at 12.00 noon. Shareholder engagement and opinion is very important to us, so there are plans in place to give you the opportunity to engage with the Board. Details of the proposed AGM can be found in the separate Notice to the AGM publication.

Manny Pohl, as Fund Manager, will provide a short presentation on his investment approach for all attendees of the AGM.

I and my colleagues on the board look forward to the chance of meeting you in person once more. We wish you well in the meantime.



Frank Ashton

Non-Executive Chairman
23 February 2022

Strategic Report

Fund Manager's Review

The Global Scene

The past year has been very unusual characterised by isolation, distance, and virtuality and one which most of us will be keen to forget. While 2020 imposed a strange new world upon us, 2021 became the year of the 'new-normal'. For most of us, this past year has seen our social circles dwindle dramatically and our online, virtual lives come to fruition. For me, this year has been most challenging due to the restrictions on travelling and not seeing loved ones and long-standing friends. As for everyone, we have had to adjust, be resilient and find new and alternative ways to move forward and improve.

Over the past year, we have been teased with our freedoms, gradually emerging from blanket lockdowns and then focusing on implementing ongoing regional lockdowns. Many of the rescheduled 2020 sporting events were hosted in 2021, albeit in most cases without the public in attendance.

For the world community, being resilient in these testing times is the only attribute that has kept us all going. Sadly, as the world gradually opened, the reported deaths continued to climb, reaching five million in November 2021. On a positive note, the vaccines administered worldwide exceeded 1 billion in June 2021. While world health officials were focused on combatting different variants of the virus, businesses were struggling to survive, and consumers were fearful of disrupted supply chains, low inventories, and rising inflation.

The Markets and Our Portfolio

Despite this frantic and dramatic backdrop, equity markets and our portfolio have delivered a remarkable return with the FTSE 100 up by 7.5% in the final quarter of the year and our portfolio up by 29.1%. This compared favourably with other major stock markets and better than the NASDAQ's 4.1% rise. The NASDAQ, which is home to many technology companies, has outperformed strongly over the last two years, but more recently, the share prices of older, more traditional companies have started to increase. The FTSE 100 is home to many such companies, including BP, Royal Dutch Shell as well as Utility companies. It hit a record high of 7457.1 on 29 December 2021 before declining to close at 7384.5 at year-end. I have been managing the portfolio for the past three years, and I am very pleased with the performance as shown in Table 1.

Table 1: Performance Metrics

| Compound Growth Rate | 1 Yr | 2 Yr | 3 Yr | 5 Yr | 10 Yr |
|----------------------|-------|-------|-------|------|-------|
| ATY PORTFOLIO * | 29.1% | 15.7% | 19.9% | n.a | n.a. |
| ATY NAV | 21.5% | 7.8% | 11.2% | 4.4% | 9.7% |
| FTSE 250 | 14.6% | 3.6% | 10.3% | 5.4% | 8.8% |
| FTSE 100 | 14.3% | -1.1% | 3.2% | 0.7% | 2.9% |
| FTSE Small Cap | 20.0% | 12.0% | 12.9% | 7.7% | 10.5% |

* Portfolio performance is time weighted, before management fees, expenses and dividends and is only available from when Dr Manny Pohl AM commenced managing the portfolio.

Despite this excellent stock market performance, the Begbies Traynor's "Red Flag Alert", which has monitored the financial health of British companies for the past 15 years, now paints a particularly worrying picture for UK businesses with increasing numbers falling victim to pressures that have been building up over the past two years as a result of the COVID-19 pandemic. Therefore, it is essential in this environment that the portfolio comprises quality businesses with demonstrated resilience against such a headwind, enabling the portfolio to outperform.

Any successful business owner makes decisions for the betterment of their long-term business. Having sustainable practices and a long-term mindset is vital for any operator in this modern, rapidly changing world. Sustainability has long been part of our investment process, and since we see ourselves as business owners (and not share traders), we invest along similar principles where sustainability and competitiveness are central to any investment analysis.

While most of the stocks in the portfolio contributed to the outperformance of the portfolio versus the market, a handful of names performed exceptionally well, which included Liontrust Asset Management (LSE: LIO), Tritax Big Box (LSE: BBOX) and AEW UK Reit (LSE: AEWU). After an impressive performance in 2020, Games Workshop (LSE: GAW) detracted from the portfolio return over the year, as did HomeServe (LSE: HSV). At an aggregate level, all of our alpha was generated through stock selection, as opposed to sector selection and this is consistent with our style as a bottom-up, benchmark unaware, high conviction manager.

Liontrust Asset Management (LSE: LIO)

The company was launched in 1995 and listed on the London Stock Exchange in 1999. LIO currently has approximately £37.2 billion in assets under management and advice as at the 31 December 2021, which increased 20% over the financial year. It is a well-run, fairly vanilla active investment manager which offers traditional products such as Unit Trusts, Offshore funds, Segregated Mandates, and Discretionary Portfolio Management Services. Each fund management team applies distinct and rigorous investment processes to manage funds and portfolios that ensure portfolio management is predictable and repeatable. It markets its fund internationally to institutional investors, wealth managers, financial advisers, private investors, and wholesale markets such as family offices, private banks, wealth managers, and multi-managers. The company's geographical segments are the United Kingdom, Europe (excluding the UK), Canada, and Australia.

Tritax Big Box (LSE: BBOX)

Tritax Big Box owns and operates big box stores which serve as the breakdown point for bulk palletised deliveries and are often port-centric in their location focus. It is a UK-based real estate investment trust with the focus on the acquisition and management of large-scale logistics real estate let to institutional-grade tenants on long-term leases. The company has benefited from implementing a strategy that anticipated long-term, structural changes, particularly the growth in e-commerce. The company has witnessed the most robust first half performance to date with a 12.5% total return to June 2021 reflecting an increasingly acute imbalance between increasing demand and highly constrained supply, in a market with clear barriers to entry.

Strategic Report

Fund Manager's Review

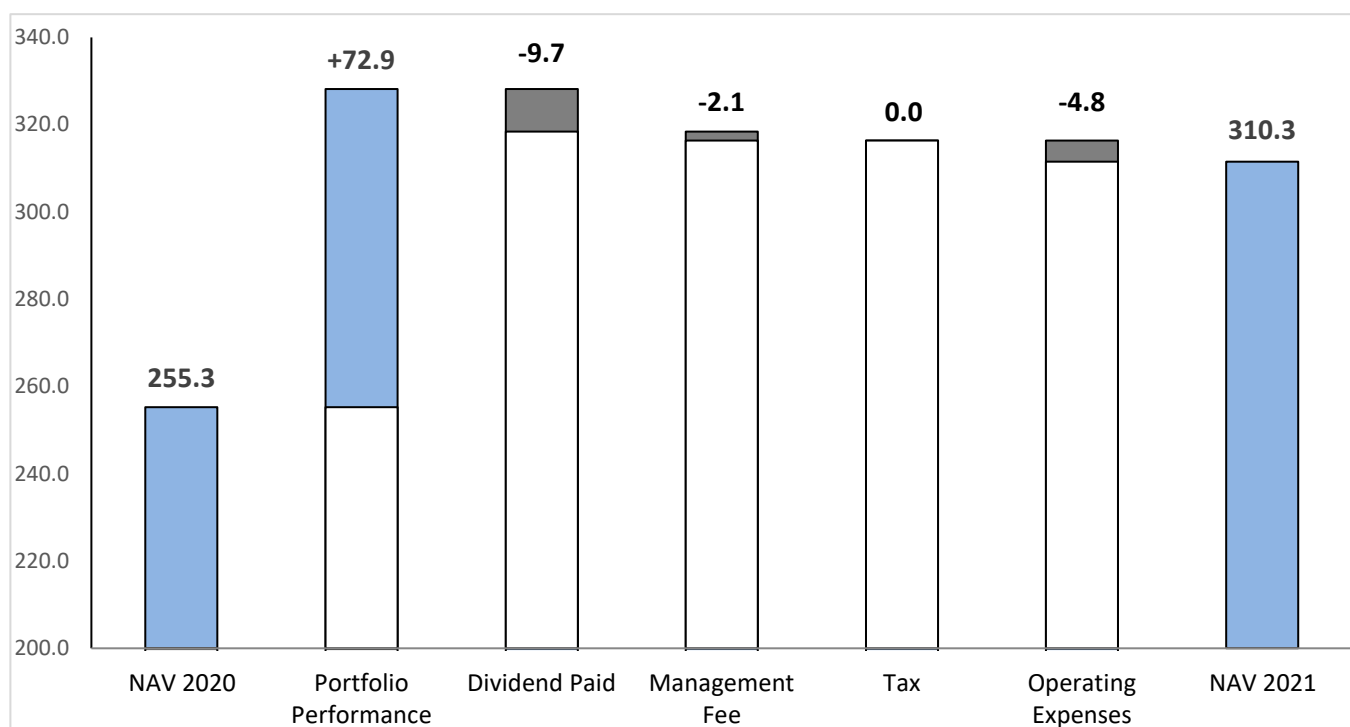
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AEW UK REIT (LSE: AEWU)

AEW UK is a conservatively geared REIT with a current loan to NAV ratio of 29.84%. The company's investment objective is the attractive total return to shareholders from primarily investing in a

portfolio of smaller commercial properties in the UK. Geographically, it operates only in the United Kingdom and the company derives revenue from rental income and other property income which has been retained in the portfolio because of its attractive yield.

Chart 1: Contributions to NAV in the period 1 January 2021 to 31 December 2021 (pence per share)



A genuine long-term approach

Our process aims to find high-quality businesses that we own for the very long-term, our portfolio turnover remains low. We continue to have investments that we have held for over ten years; however, this doesn't mean we aren't always looking for new investments. The focus this year has been to monitor the individual business performance in a highly stressful environment of our existing holdings as opposed to the share price performance to ensure that they have the sustainable and resilient characteristics mentioned previously. Few changes have been made to the portfolio with our exposure to property trusts retained to recognise the need to maintain the dividend paid to shareholders within a growth style portfolio.

Investment management is more than merely generating alpha in excess of a benchmark. While that is a core part of our mandate, other fundamental qualitative issues are central to what we do. For example, we recognise that capital allocation is a vehicle to drive change. We have the opportunity to demand specific standards of corporate governance, decide whether specific social and ethical issues are acceptable and, if they are not, we vote with our feet.

For us, the integrity and credibility of any management team is a founding principle in our investment process. We need to trust that management has the best interests for all stakeholders at heart. We have faith that they will make sound strategic decisions and have substantial experience and capabilities in their chosen field. As custodians of our capital, we must ensure that we are doing whatever we can to preserve capital and grow it over time. We allocate capital to investments that we believe are sustainable in the long term. Finding trustworthy, values-based management teams that align with our core values and beliefs will ensure above-average economic portfolio returns. Sustainability of investment performance and the improvement of societal wellbeing hinges upon ethical, transparent, and honest leadership. In cases where we feel we can add something to the conversation, we engage with the company.

Strategic Report

Fund Manager's Review

Continued

Investment Philosophy

As far as portfolio investments are concerned, our investment philosophy is clear:

- I. The economics of a business drives long-term investment returns; and
- II. Investing in high quality, growth businesses that have the ability to generate predictable, above-average economic returns will produce superior investment performance over the long-term.

In essence, this means that in assessing potential investments we:

1. Value long-term potential, not just performance
2. Choose high-quality, growing businesses; and
3. Ignore temporary market turbulence.

The key attributes that will define our investments are:

- **Organic Sales Growth:** Quality franchises organically growing sales above GDP growth that can do so (sustainably) because they have a large, growing market opportunity and compelling competitive advantage which will drive ongoing market share gains are attractive.
- **A Proven Track Record:** This encompasses both the management's capability and the strength of the business' model. Generally, a firm that consistently delivers a Return on Equity of greater than 15% indicates a Quality Franchise for us. Our investment philosophy is built on the belief that a stock's long-term return to shareholders is driven by the return on capital of the underlying business.
- **Company's Future Profits:** In essence we are backing a proven management team and a successful business model. Management are the key decision makers regarding the company's strategy and its competitive position in the marketplace. It is critical that we have confidence in the company's ability to sustainably execute its strategy and grow earnings, even in a tough environment like the current and Brexit conundrum.
- **Low Leverage:** We require investments to operate with low levels of debt, which ensures that they have sufficient resources to execute on their strategy. An Interest Coverage above 4x provides sufficient bandwidth in times of economic trouble. As a long-term investor, capital preservation is the highest priority. There is nothing that changes a management team's focus toward the short term quicker than impending debt refinancing when market conditions suddenly change for the worse. We need to be comfortable that this will not happen and that the company has a strong enough balance sheet so that it will retain optionality and can quickly and efficiently execute its strategy over the long-term.

Looking Forward

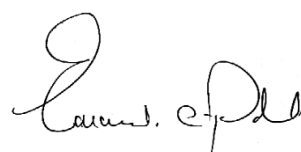
The portfolio outperformance over the past twelve months was due to a considerable increase in both the earnings and the dividends declared by our companies and a substantial re-rating of these businesses by the market. The world economy had the wind at its back in 2021 with generous fiscal policy and accommodative central bankers. However, inflation and supply chains have been identified as the key obstacles to earnings growth, with central banks now focusing on dealing with the former. In the US, the Fed is expected to increase interest rates four times during 2022, and with inflation rising in the UK to 5.4% in December, the BoE hiked its policy rate by 25 bps to 0.5% at its February meeting. In Europe, recent data has confirmed an economic soft patch with the Eurozone January services PMI index declining by more than expected and the corresponding index in the UK also declining in January.

The net effect of the expected tightening in monetary policy has placed pressure on the high PE valuations of the market, in particular growth stocks as future earnings are discounted at a higher rate. While this will put pressure on our portfolio in the short term, our investment philosophy is based on the belief that the long-term economics of a business drives long-term investment returns. Our companies have strong business models with capable and experienced management teams. The long-term financial metrics of our portfolio companies, including organic sales growth, earnings, and dividend growth, should provide the impetus for an improvement in valuations or at least be supportive of the current valuations in the future.

The Athelney dividend is supported in the short-term by the reserves we have built up through our investment performance as well as by the ongoing distributions from the high yielding property trusts. For many of the companies in the portfolio, our estimates and forecasts for earnings and dividends remain promising. Over time we expect that dividends from the high growth quality companies in the portfolio will increase sufficiently so that other high growth quality companies can replace the property trusts without jeopardising our AIC dividend hero status.

Update

The unaudited NAV on 31 January 2022 was 282p per share – down by 9.1% from 31 December 2021, The share price on the same day was 235p (trading at a discount of 16.5%). Further updates can be found at www.athelneytrust.co.uk



Dr Manny Pohl AM

Fund Manager

23 February 2022

Strategic Report

Investment and Portfolio Analysis at 31 December 2021

| | Stock | Holding | Value (£) | SECTOR £ | % |
|---|----------------------------|---------|-----------|------------------|-------------|
| Biotechnology | Abcam | 13,000 | 226,460 | 226,460 | 3.5 |
| Chemicals | Trealt | 26,000 | 336,700 | 336,700 | 5.2 |
| Construction & materials | Clarke T | 145,000 | 232,000 | 341,000 | 5.3 |
| | Forterra | 40,000 | 109,000 | | |
| Electronic & electrical equipment | XP Power | 4,000 | 204,400 | 204,400 | 3.2 |
| Food & beverages | Fevertree | 7,000 | 189,980 | 189,980 | 3.0 |
| General financial | Close Brothers | 13,500 | 189,135 | 1,263,385 | 19.6 |
| | Jarvis Securities | 116,000 | 319,000 | | |
| | Liontrust Asset Management | 27,000 | 592,650 | | |
| | S & U | 6,000 | 162,600 | | |
| Healthcare | Clinigen | 30,000 | 274,500 | 274,500 | 4.3 |
| Leisure goods | Games Workshop | 3,500 | 349,650 | 349,650 | 5.4 |
| Media | 4Imprint | 5,000 | 139,500 | 536,520 | 8.3 |
| | Rightmove | 30,000 | 239,460 | | |
| | Yougov | 10,100 | 157,560 | | |
| Mobile communications | Gamma Communications | 10,000 | 164,800 | 164,800 | 2.6 |
| Multiutilities | National Grid | 14,000 | 149,213 | 149,213 | 2.3 |
| Property, commercial & residential | AEW UK REIT | 350,000 | 392,700 | 1,816,172 | 28.2 |
| | Lok'n Store | 33,000 | 326,700 | | |
| | Londonmetric | 100,000 | 283,600 | | |
| | LXI REIT | 106,923 | 154,612 | | |
| | Target Healthcare REIT | 200,000 | 235,600 | | |
| | Tritax BigBox REIT | 170,000 | 422,960 | | |
| Retailers | JD Sports | 55,000 | 119,460 | 119,460 | 1.9 |
| Support services | Begbies Traynor | 95,000 | 125,780 | 464,580 | 7.2 |
| | Homeserve | 16,000 | 140,240 | | |
| | NWF Group | 35,000 | 71,400 | | |
| | Paypoint | 9,000 | 60,120 | | |
| | Smart Metering Systems | 8,000 | 67,040 | | |

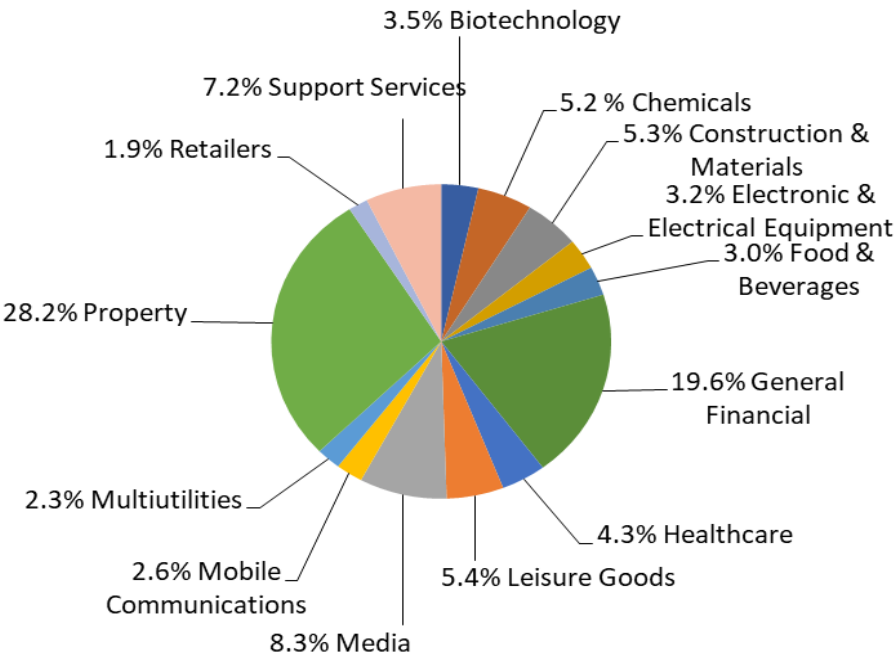
| | | | |
|--------------------|---------------|------------|--|
| Portfolio Value | | £6,436,820 | |
| Net Current Assets | | £258,710 | |
| TOTAL VALUE | | £6,695,530 | |
| Shares in issue | | 2,157,881 | |
| Audited NAV | 310.3p | | |

Strategic Report

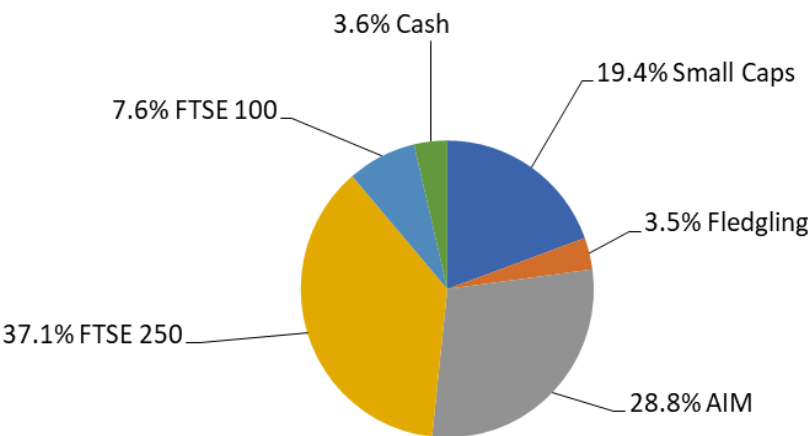
Investment and Portfolio Analysis at 31 December 2021

Continued

Portfolio by Sectors



Portfolio by Listing



Strategic Report

Section 172(1) Statement

The Directors of the Company are required to promote the success of the Company for the benefit of the Members and Shareholders as a whole. Section 172(1) of the Companies Act (2006) expands this duty and requires the Directors to consider a broader range of interested parties when considering the promotion of the Company. This wider group of stakeholders will include employees, if any, suppliers, customers and others, and the Board will look to understand and take into account the needs of each stakeholder, although recognising that different stakeholders may have conflicting priorities and not all decisions made will be to the benefit of all stakeholder groups.

When making decisions the Board should consider the following:

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

In line with similar small Investment Trusts and Investment Companies, Athelney Trust plc does not have any customers and relies on a number of third-party providers of services such as Company Administrator, the Custodian and the Registrar to maintain its operations. The Company takes into account the regulations of the market in which it operates and has regard to the environment and the wider community in which it operates.

At every Board meeting the Directors review the performance of the Company towards meeting the Company's Investment Objective through its strategy. Manny Pohl is the fund manager and reports to other Board members and answers any questions raised. The compliance with existing regulatory and legal requirements are reviewed, together with any new regulations that are due to be introduced or are being proposed that may affect the Company.

The Board recognises the importance of, and is committed to, understanding the views of Shareholders and maintaining communication with its Shareholders in the most appropriate manner.

This is undertaken through:

Annual General Meeting

The Company, in normal circumstances encourages all Shareholders to attend and participate at its Annual General Meeting ("AGM"). Whilst the formal business of the meeting is the primary purpose of the meeting, members of the Board are available to answer questions directly from Shareholders, to provide an update to the meeting and to offer Shareholders an insight into the business.

The AGM held in March 2021 was subject to government COVID-19 restrictions and the Board reluctantly held the meeting behind closed doors and Shareholders were requested not to attend. Voting was poll based and Shareholders were requested to email any questions to the Directors. The Board plan to hold the 2022 AGM in person on 5 April 2022 at 12.00 noon. Further details regarding the 2022 AGM are contained in the Notice of the Annual General Meeting published in a separate notification.

Published Reports

The Company produces Annual and Half Yearly Reports and monthly fact sheets are all available from the Company's website and paper copies are available on request from the registered office. The publication of these reports is considered to be the primary method of communication to Shareholders and other readers of the reports and provides detailed information on the portfolio, performance over the period and an assessment of the outlook for the Company.

The Annual Report also contains details regarding the Company's corporate governance and the Board seek to ensure that the Report is readable and is mindful that it should be fair, balanced and understandable.

Shareholder enquiries

Shareholders can contact the Company or any of its Directors through the Company Secretary or through their company email address. Alternatively, letters can be sent to the registered office address. Although the Directors are not available full time, with the assistance of the Company Secretary they seek to maintain open communication to all Shareholders.

Suppliers

The Company Secretary Deborah Warburton and Administrator GW & Co. Limited are often the main contact point for advisors and stakeholders in the Company. Regular communication is maintained between the Company Secretary and the Directors advising them of all matters concerning the Company. The Company also relies on the provision of services from outside parties to operate and gives consideration to the needs and objectives of those providers and recognises that their success will often assist the Company in achieving its objectives.

Regulators

The Company operates in an environment that is governed by legal and regulatory requirements. The Board recognises that these requirements are there to protect stakeholders, including the government.

Environment and Community

As the Company does not have any direct employees nor any physical office environment of its own it has little direct impact on the community or the environment. The Company seeks to reduce its impact on the environment in encouraging Shareholders to receive Reports electronically rather than through printed hard copies. When paper copies are requested FSC paper is used. The Board also engage through electronic means where possible rather than hold excessive face to face meetings.

Strategic Report

Other Statutory Information

As explained within the Report of the Directors on pages 19 to 20, the Company carries on business as an investment trust. Investment trusts are collective closed-ended public limited companies.

Board

The Board of Directors is responsible for the overall stewardship of the Company, including investment and dividend policies, corporate and gearing strategy, corporate governance procedures and risk management. Biographical details of the three male Directors, can be found on pages 2 and 3.

One of the Directors is the Company's only employee (2020: one employee).

Investment Objective

The investment objective of the Trust is to provide shareholders with prospects of long-term capital growth with the risks inherent in small cap investment minimised through a spread of holdings in quality small cap companies that operate in various industries and sectors. The Fund Manager also considers that it is important to maintain a progressive dividend record.

Investment Policy

The assets of the Trust are allocated predominantly to companies with either a full listing on the London Stock Exchange or a trading facility on AIM or AQSE. The assets of the Trust have been allocated in two main ways: first, to the shares of those companies which have grown steadily over the years in terms of revenue and profits but, despite this progress are undervalued by the market when compared to future earnings and dividends; second, those companies whose shares are undervalued by the market when compared with the value of land, buildings, other assets or cash on their balance sheet.

Investment Strategy

The investment strategy employed by the Fund Manager in meeting the investment objective focuses on active stock selection. The selection of individual holdings is based on analysis of, amongst other things, market positioning, competitive advantage, future growth, financial strength and cash flows. The weighting of individual investments reflects the Fund Manager's conviction in the expected future returns from those holdings.

Investment of Assets

At each Board meeting, the Board considers compliance with the Company's investment policy and other investment restrictions during the reporting period. An analysis of the portfolio on 31 December 2021 can be found on pages 10 and 11 of this report.

Responsible Ownership

The Fund Manager takes a particular interest in corporate governance and social responsibility investment policy. As stated within the Corporate Governance Statement on pages 15 to 18, the Fund Manager's current policy is available on the Trust's website www.athelneytrust.co.uk. The Board supports the Fund Manager on his voting policy and his stance towards environmental, social and governance issues.

Review of Performance and Outlook

Reviews of the Company's returns during the financial year, the position of the Company at the year end, and the outlook for the coming year are contained in the Chairman's Statement on pages 4 to 6 and the Fund Manager's review on pages 7 to 9 which form part of the Strategic Report.

Principal Risks and Uncertainties and Risk Management

As stated within the Corporate Governance Statement on pages 15 to 18, the Board applies the principles detailed in the internal control guidance issued by the Financial Reporting Council, and has established a continuing process designed to meet the particular needs of the Company in managing the risks and uncertainties to which it is exposed.

The principal risks and uncertainties faced by the Company are described below and in note 12 which provides detailed explanations of the risks associated with the Company's financial instruments.

- Market – the Company's fixed assets consist almost entirely of listed securities and it is therefore exposed to movements in the prices of individual securities and the market generally.
- Investment and strategic – incorrect investment strategy, asset allocation, stock selection and the use of gearing could all lead to poor returns for shareholders.
- Regulatory – Relevant legislation and regulations which apply to the Company include the Companies Act 2006, the Corporation Tax Act 2010 ("CTA") and the Listing Rules of the Financial Conduct Authority ("FCA"). The Company has noted the recommendations of the UK Corporate Governance Code and its statement of compliance appears on pages 15 to 18. A breach of the CTA could result in the Company losing its status as an investment company and becoming subject to capital gains tax, whilst a breach of the Listing Rules might result in censure by the FCA. At each Board meeting the status of the Company is considered and discussed, so as to ensure that all regulations are being adhered to by the Company and its service providers.
- Operational – failure of the accounting systems or disruption to its business, or that of other third-party service providers, could lead to an inability to provide accurate reporting and monitoring, leading to a loss of shareholders' confidence.
- Financial – inadequate controls by the Fund Manager or other third-party service providers could lead to misappropriation of assets. Inappropriate accounting policies or failure to comply with accounting standards could lead to misreporting or breaches of regulations.

Strategic Report

Other Statutory Information

Continued

- Liquidity – the Company may have difficulty in meeting obligations associated with financial liabilities.
- Trading – ATY is a small trust and its shares can be illiquid, which means that investors may have difficulty in dealing in larger amounts of shares.

The Company has complied with the MiFID II and KID legislation and the deadlines to ensure that shares in the Company were still able to be traded. A copy of the Company's KID can be found on the website <http://www.athelneytrust.co.uk>

The Board is not aware of any breaches of laws or regulations during the period under review and up to the date of this report.

The Board seeks to mitigate and manage these risks through continual review, policy setting and enforcement of contractual obligations. It also regularly monitors the investment environment and the management of the Company's investment portfolio. Investment risk is spread through holding a wide range of securities in different industrial sectors.

Statement Regarding Annual Report and Financial Statements

Following a detailed review of the Annual Report and Financial Statements by the Audit Committee, the Directors consider that taken as a whole it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Environment Emissions

The Company does not have any physical assets, property, or operations of its own and as such does not generate any greenhouse gas or other emissions.

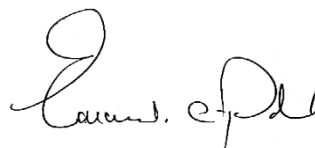
Social, Community and Human Rights issues

The Company has one employee and, as far as the Board is aware, no issues exist in respect of social, community or human rights issues.

Alternative Investment Fund Manager's Directive ("AIFMD")

The Company is registered as its own AIFM with the FCA under the AIFMD and confirms that all required returns have been completed and filed.

On behalf of the Board



Dr Manny Pohl AM
Managing Director

23 February 2022

Corporate Governance Statement

Shareholders hold the Directors of a company responsible for the stewardship of that company's affairs. Corporate governance is the process by which a Board of Directors discharges this responsibility. The Company's arrangements in respect of corporate governance are explained in this report.

The Company is required to comply with, or to explain its non-compliance with, the relevant provisions of the UK Corporate Governance Code issued by the Financial Reporting Council (the 'FRC') in January 2021 which can be found at www.frc.org.uk. The Association of Investment Companies issued its own Code of Corporate Governance in April 2021 (the 'AIC Code'), which can be found at www.theaic.co.uk and which has been approved by the FRC as it addresses all the principles of the UK Corporate Governance Code as well as setting out additional principles and provisions on issues which are of specific relevance to investment trusts. The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the FRC, provides more relevant information to shareholders.

The Company has not complied with the provisions of the AIC Code and the UK Corporate Governance Code in respect of the following:

- Due to the size of the Board, formal performance evaluations of the Chairman, the Board, its Committees and individual Directors are not undertaken. Instead, it is felt more appropriate to address matters as and when they arise.
- Due to the size of the Board, it is felt inappropriate to appoint a senior independent non-executive Director.
- All the Directors have agreements for provision of their services but no limit has been imposed on the overall length of service. The recommendation of the Code is for fixed term renewable contracts. In recent years each of the Directors has retired and, where appropriate, sought re-election. One third of the Directors retires by rotation annually in accordance with the Company's articles of association.
- The Company has one employee. The Company Secretary's line of communication in relation to whistleblowing is to the Chairman of the Company.

The Company does not have a Nominations Committee. During the year the Board comprised a maximum of three Directors who liaised continuously throughout and were aware of their obligations to consider recruitment of further Directors as and when the occasion occurred.

Board Membership

At 31 December 2021 the Board consisted of three Directors, of which two were and remain independent. The biographies of all the current Directors are contained on pages 2 and 3.

Frank Ashton retired by rotation and was re-elected at the AGM on 31 March 2021. The Directors believe that the Board has the balance of skills, experience, ages and length of service to enable it to provide effective leadership and proper governance of the Company. The Directors possess a range of business and financial expertise relevant to the direction of the Company and consider that they commit sufficient time to the Company's affairs.

All Directors receive relevant training, collectively or individually, as necessary.

The Directors of the Company meet at regular Board Meetings. During the year ended 31 December 2021, the Board met a total of 9 times, via conferencing facilities due to face to face meetings being impossible due to COVID-19 restrictions.

| | Board Meetings | Audit Committee | Remuneration Committee |
|------------|----------------|-----------------|------------------------|
| E C Pohl | 9 | - | - |
| N F Ashton | 9 | 1 | 1 |
| S Moore | 9 | 1 | 1 |

The Board subscribes to the view expressed in the AIC Code that long-serving Directors should not be prevented from forming part of an independent majority. It does not consider that the length of a Director's tenure reduces their ability to act independently. The Board's policy on tenure is that continuity and experience are considered to add significantly to the strength of the Board and, as such, no limit on the overall length of services of any of the Company's Directors, including the Chairman, has been imposed, although the Board believes in the merits of periodic and progressive refreshment of its composition.

The Board of Directors of the Company comprises three male Directors. Whilst the Board recognises the benefits of diversity in appointments to the Board, the key criteria for the appointment of new Directors will be the appropriate skills and experience in the interest of shareholder value. The Directors are satisfied that it has an appropriate breadth of skills and experience. The Board is not currently planning to add a fourth Director to the Board.

The basis on which the Company aims to generate value over the longer term is set out in the Strategic Report on pages 4 to 14. All matters, including corporate and gearing strategy, investment and dividend policies, corporate governance procedures and risk management are reserved for the approval of the Board of Directors. The Board receives full information on the Company's investment performance, assets, liabilities and other relevant information in advance of Board meetings.

Corporate Governance Statement

Continued

Board Responsibilities and Relationship with the Fund Manager

The Board is responsible for the investment policy (the Mandate) and strategic and operational decisions of the Company and for ensuring that the Company is run in accordance with all regulatory and statutory requirements.

These matters include:

- The maintenance of clear investment objective and risk management policies, changes to which require Board approval;
- The monitoring of the business activities of the Company, including investment performance and annual budgeting; and
- Review of matters delegated to the Fund Manager and Company Secretary.

The Fund Manager ensures that Directors have timely access to all relevant management and financial information to enable informed decisions to be made and contacts the Board as required for specific guidance. The Company Secretary and Fund Manager prepare monthly reports for Board consideration on matters of relevance, for example current valuation and portfolio changes, dividend comparisons with previous years, cash availability and requirements and a breakdown of shareholdings by listing and sector. The Board takes account of Corporate Governance best practice.

Corporate Governance and Social Responsible Investment Policy

The Board is aware of its duty to act in the interests of the Company. The Board acknowledges that there are risks associated with investment in companies which fail to conduct business in a socially responsible manner. The Fund Manager considers social, environmental and ethical factors which may affect the performance or value of the Company's investments. The Directors, through the Fund Manager, encourage companies in which investments are held to adhere to best practice in the area of Corporate Governance. They believe that this can best be achieved by entering into a dialogue with company management to encourage them, where necessary, to improve their policies in this area. The Company's ultimate objective is to deliver superior long term returns for Shareholders which the Board believe will be produced on a sustainable basis by investing in companies which adhere to best practice in the area of Corporate Governance. Accordingly, the Fund Manager will seek to favour companies which pursue best practice in this area.

Chairman

Mr. N F Ashton is independent and considers himself to have sufficient time to commit to the Company's affairs.

Directors' Independence

In accordance with the Listing Rules for investment entities, the Board has reviewed the status of its individual Directors and the Board as a whole. Two of the three current Directors including the Chairman are considered by the Board to be independent in character and judgement and there are no relationships or circumstances which are likely to affect or could appear to affect the Directors' judgement.

Remuneration Committee

During the year the Remuneration Committee comprised Simon Moore and Frank Ashton. The Committee will meet as necessary to determine and approve Director's fees, following proper consideration of the role that individual Directors fulfil in respect of Board and Committee responsibilities, the time committed to the Company's affairs and remuneration levels generally within the Investment Trust Sector.

Under Listing Rule 15.6.6, the Code principles relating to Directors' remuneration do not apply to an investment trust company other than to the extent that they relate specifically to non-executive Directors. Detailed information on the remuneration arrangements can be found in the Directors' remuneration report on pages 22 to 24 and in note 4 to the financial statements.

Company Secretary

The Company Secretary, Deborah Warburton FCCA, is responsible for ensuring that Board and Committee procedures are followed and that the Company complies with regulations. The Company Secretary also ensures timely delivery of information and reports and that the statutory obligations of the Company are met.

All the Directors have access to the advice and services of the Company Secretary.

Independent Professional Advice and Directors' Training

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties.

The Chairman liaises on a regular basis with the other Directors and the Company Secretary to ensure that they are maintaining adequate training and continuing professional development.

Institutional Investors – Use of Voting Rights and Voting Policy

The Fund Manager, in the absence of explicit instruction from the Board, is empowered to exercise discretion in the use of the Company's voting rights. The Fund Manager votes against resolutions he believes may damage shareholders' rights or economic interests.

Audit Committee

During the year the Audit Committee comprised Simon Moore and Frank Ashton. The Committee met once during the year. The duties of the committee include reviewing the Annual and Interim Accounts, the system of internal controls, and the terms of appointment and remuneration of the auditor, Hazlewoods LLP, including its independence and objectivity. It is also the forum through which Hazlewoods LLP reports to the Board of Directors.

Corporate Governance Statement

Continued

Much of the Board's corporate governance responsibility is discharged through the Audit Committee. This Committee

operates within clearly defined written terms of reference which are available upon request at the Company's registered office.

Significant Issues Considered by the Audit Committee in Relation to the Financial Statements

| Matter | Action |
|--|---|
| COVID-19 pandemic The COVID-19 pandemic has adversely affected the global economy and this, in turn still, may impact on the valuation of investee companies and their ability to pay dividends. Key service providers could experience high levels of staff illness which may interrupt services. | The Fund manager and the Administrator monitor the dividend situation monthly and make the Board aware of cancelled, postponed dividends as soon as they become aware. The Board have checked with key service providers the steps they have taken to protect their employees and procedures they have in place for a continuity of service. |
| Investment Portfolio Valuation The Company's portfolio is invested predominantly in listed securities. Although all the securities are fully listed or traded on AIM or AQSE, errors in the portfolio valuation could have a material impact on the Company's net asset value per share. | The portfolio is valued at bid price at the end of each month by the custodians James Sharp & Co. |
| Misappropriation of Assets Misappropriation of the Company's investments or cash balances could have a material impact on its net asset value per share. | The portfolio is agreed on a monthly basis by the Company Secretary during the completion of the monthly accounts. |
| Income Recognition Incomplete or inaccurate income recognition could have an adverse effect on the Company's net asset value and earnings per share and its level of dividend cover. | The level of income received for the year and the dividend forecast for the year are agreed on a monthly basis with the Fund Manager and the Company Secretary. |

The Audit Committee reviews the scope and results of the audit and, during the year, considered and approved Hazlewoods LLP's plan for the audit of the financial statements for the year ended 31 December 2021. At the conclusion of the audit Hazlewoods LLP did not highlight any issues to the Audit Committee which would cause it to qualify its audit report nor did it highlight any fundamental internal control weaknesses. Hazlewoods LLP issued an unqualified audit report which is included on pages 25 to 28.

As part of the review of auditor independence and effectiveness, Hazlewoods LLP has confirmed that it is independent of the Company and has complied with relevant auditing standards. In evaluating Hazlewoods LLP, the Audit Committee has taken into consideration the standing, skills and experience of the firm and the audit team. Following professional guidelines, the audit partner rotates after five years.

Company Information

The following information is disclosed in accordance with The Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 and DTR 7.2.6.

- The Company's capital structure and voting rights are summarised on pages 19 and 20.
- Details of the substantial shareholders in the Company are listed on page 19.

- The rules concerning the appointment and replacement of Directors are contained in the Company's Articles of Association and are discussed on page 19.

The Board is seeking to renew its current powers to issue and repurchase shares at the forthcoming Annual General Meeting.

- There are: no restrictions concerning the transfer of securities in the Company; no special rights with regard to the control attached to securities; no restrictions on voting rights; no agreements which the Company is party to that might affect its control following a successful takeover.
- There are no agreements between the Company and its Directors concerning compensation for loss of office.

Corporate Governance Statement

Continued

Relations with Shareholders

The Company places great importance on communication with shareholders and welcomes their views. The Chairman and the other Directors have spoken to major shareholders during the year to discuss their aspirations for the Company going forward. The Annual General Meeting of the Company provides a forum, both formal and informal, for shareholders to meet and discuss issues with the Directors of the Company.

To comply with the AIC Code the Board are required to consult with shareholders when 20 percent or more of votes have been cast against Board recommendations for a resolution. Due to COVID-19 the AGM on the 31 March 2021 was held behind closed doors with no shareholders in physical attendance. All resolutions proposed at the AGM were unanimously passed.

The notice and further details of the Annual General Meeting, to be held on 5 April 2022 at 12.00 noon, is published in a separate notification. The Annual Report and Notice of Annual General Meeting are sent to shareholders at least 20 working days before the Meeting.

Internal Control

The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. It has therefore established an ongoing process designed to meet the particular needs of the Company in managing the risks to which it is exposed, consistent with the internal control guidance issued by the Financial Reporting Council.

Adequate internal controls are in place for identifying, evaluating and managing risks faced by the Company. This process, together with key procedures established with a view to providing effective financial control, has been in place for the full financial year and up to the date the financial statements were approved and is consistent with the internal control guidance issued by the Financial Reporting Council.

The Board has reviewed the need for an internal audit function. It has decided that the systems and procedures employed by the Directors, provide sufficient assurance that a sound system of internal control, which safeguards the Company's assets, is maintained. An internal audit function specific to the Company is therefore considered unnecessary.

Internal Control Assessment Process

Risk assessment and the review of internal controls are undertaken by the Board in the context of the Company's overall investment objective. The review covers the key business, operational, compliance and financial risks facing the Company. In arriving at its judgement of what risks the Company faces, the Board has considered the Company's operations in the light of the following factors:

- The nature and extent of risks which it regards as acceptable for the Company to bear within its overall business objective;
- The threat of such risks becoming a reality;

- The Company's ability to reduce the incidence and impact of risk on its performance; and
- The cost and benefits to the Company of third parties operating the relevant controls.

Against this background, the Board has split the review of risk and associated controls into four sections reflecting the nature of the risks being addressed. These sections are as follows:

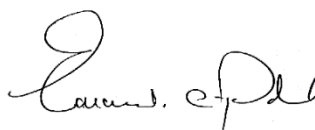
- Corporate strategy;
- Published information, compliance with laws and regulations;
- Relationship with service providers; and
- Investment and business activities.

The key procedures which have been established to provide internal controls are as follows:

- Custody and valuation of assets is undertaken by James Sharp & Co;
- The duties of investment management, accounting and the custody of assets are segregated. The procedures of the individual parties are designed to complement one another;
- The Directors of the Company clearly define the duties and responsibilities of their agents and advisers. The appointment of agents and advisers is conducted by the Board after consideration of the quality of the parties involved; the Board monitors their ongoing performance and contractual arrangements;
- Mandates for authorization of investment transactions and expense payments are set by the Board; and
- The Board reviews financial information produced by the Fund Manager and the Company Secretary in detail on a regular basis.

In accordance with guidance issued to Directors of listed companies, the Directors have carried out a review of the effectiveness of the system of internal control as it has operated over the year.

On behalf of the Board



Dr Manny Pohl AM
Managing Director
23 February 2022

Report of the Directors

The Directors present their report and audited financial statements of the Company for the year ended 31 December 2021. This report also contains certain information required in accordance with S992 of the Companies Act 2006.

Results and Dividends

The return on ordinary revenue activities before dividends for the year is £151,260 (2020: £127,275) as detailed on page 29.

The company paid an interim dividend of 2.0p per ordinary share on the 24 September 2021.

It is recommended that a final dividend of 7.5p per ordinary share be paid. This will increase the total dividend paid this year to 9.5p (2020: 9.4p) per ordinary share.

Principal Activity and Status

The Company (company number: 02933559) is a public limited company, limited by shares and incorporated in England and Wales. It is an investment company as defined in Section 833 of the Companies Act 2006. The registered office is Waterside Court, Falmouth Road, Penryn, TR10 8AW.

The Company carries on business as an investment trust. The Company has been granted approval from HM Revenue & Customs ('HMRC') as an authorised investment trust under Section 1158 of the Corporation Tax Act 2010 for the year ended 31 December 2020. The Directors are of the opinion that the Company has conducted its affairs for the year ended 31 December 2021 so as to be able to continue to obtain approval as an authorised investment trust, under Section 1158 of the Corporation Tax Act 2010.

Directors

Biographical details of the Directors can be found on pages 2 and 3.

In accordance with the arrangements for retirement contained in the Company's Articles of Association, the Directors will retire by rotation on a three yearly cycle. Simon Moore and Manny Pohl will retire at the 2022 AGM and will offer themselves for re-election.

In addition to any power of removal conferred by the Companies Acts, the Company may by special resolution remove any Director without notice.

Conflicts of Interest

Each Director has a statutory duty to avoid a situation where they have, or could have, a direct or indirect interest which conflicts, or may conflict, with the interests of the Company. A Director will not be in breach of that duty if the relevant matter has been authorised by the Board in accordance with the Company's Articles of Association. The Board has approved a protocol for identifying and dealing with conflicts and conducts a review of actual or possible conflicts at least annually. No conflicts or potential conflicts were identified during the year. It is not considered that an interest in the Company's shares held by a Director will of itself give rise to a situation where that Director's interests or duties conflict with the interests of the Company.

Capital Structure

At 31 December 2021 the Company's capital structure consisted of 2,157,881 Ordinary Shares of 25p each (2020: 2,157,881 Ordinary Shares of 25p each).

Directors and Their Interests

The Directors who held office during the year and at the date of this report are shown below; their interest in the ordinary shares of the Company is stated on page 24 in the Directors' Remuneration Report.

| | |
|------------------|--------------------------|
| Dr E. C. Pohl AM | (Managing Director) |
| N. Ashton | (Chairman) |
| S. Moore | (Non-Executive Director) |

The Company does not have any contract of significance subsisting during the year, with any other company in which a Director is or was materially interested.

J C Pohl as alternate Director for Dr E C Pohl. As Dr E C Pohl was able to attend all meetings of the Board during the year, J C Pohl was not required to act as his alternate.

Substantial Shareholders

The Directors have been notified of the following major shareholdings in the Company that represent greater than 3% of the voting rights:

| | Ordinary Shares | % of Issue |
|----------------------------|-----------------|------------|
| E C Pohl & Co Pty Ltd | 496,000 | 22.9 |
| IP Worldwide Flexible Fund | 339,054 | 15.7 |
| Astuce Group | 140,000 | 6.5 |
| Mehr Mutual | 105,818 | 4.9 |
| Mr GW & Mrs DJ Whicheloe | 81,500 | 3.8 |
| Mrs E Davison | 75,000 | 3.5 |
| Mr C Frostick | 70,500 | 3.3 |
| Mr S Moore | 67,500 | 3.1 |
| P Grodzinski | 65,000 | 3.0 |

Out of the nine major shareholders listed above three were under the direct control of two of the Directors during the year. The remaining six are in regular contact with the Directors (or their respective agent) to ensure that they are frequently apprised and are content with the manner in which the Company is being run.

On 12 January 2022 E C Pohl & Co Pty Ltd sold 410,000 shares to Astuce Group. Manny Pohl is a Director of E C Pohl & Co Pty Ltd and Astuce Group. No other major shareholdings took place up until 14 February 2022.

Report of the Directors

Continued

Dividends

The Ordinary Shares carry a right to receive dividends which are declared from time to time by an Ordinary Resolution of the Company (up to the amount recommended by the Directors) and to receive any interim dividends which the Directors may resolve to pay.

Capital Entitlement

On a winding up, after meeting the liabilities of the Company, the surplus assets will be paid to ordinary shareholders in proportion to their shareholdings.

Voting

On a show of hands, every ordinary shareholder present in person or by proxy has one vote and, on a poll, every ordinary shareholder present in person has one vote for every share he/she holds and a proxy has one vote for every share in respect of which he/she is appointed.

Engagement with Suppliers and Other Business Relationships

The Directors have regard for the need to maintain good business relationships with suppliers and other businesses that the Company may have contact with throughout the year. Suppliers are paid in a timely manner and well within the credit terms afforded to the Company. Other business relationships are maintained on a professional and courteous level with regular contact being maintained by the Fund Manager, Company Secretary and Audit Committee Chairman.

Going Concern

In assessing the going concern basis of accounting, the Directors have had regard to the guidance issued by the Financial Reporting Council. They have considered the current cash position of the Company, and forecast revenues for the current financial year. The Directors have also taken into account the Company's investment policy, which is described on page 13 and which is subject to regular Board monitoring processes, and is designed to ensure that the Company is invested in listed securities and those traded on AIM or AQSE.

The Company retains title to all assets held by its Custodian. Note 12 to the financial statements sets out the financial risk profile of the Company and indicates the effect on its assets and liabilities of falls and rises in the value of securities, market rates of interest and changes in exchange rates.

The Directors believe, in the light of the controls and review processes noted above and bearing in mind the nature of the Company's business and assets that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Viability Statement

The Directors have assessed the prospects of the Company for a period of three years. The Board believes this time period is appropriate having consideration for the Company's principal risks and uncertainties (outlined on pages 13 and 14), its portfolio of listed equity investments and cash balances, and its ability to achieve the stated dividend policy. The Directors have assessed the ability of the Company to continue as a going concern as outlined above.

In making this assessment, the Directors have considered detailed information provided at Board meetings which includes the Company's balance sheet, investment portfolio and income and operating expenses.

Based on the above, the Board confirms that the Company fully expects it will be able to continue in operation and meet its liabilities as they fall due over the three-year period of this assessment.

Financial Instruments

The Company's financial instruments comprise its investment portfolio, cash balances and debtors and creditors that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in note 12 to the financial statements.

Annual General Meeting

The Notice of Annual General Meeting is published in a separate notification.

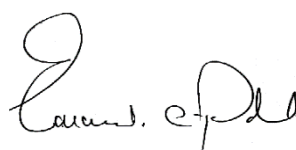
Disclosure of Information to Auditors

The Directors confirm that, so far as each of them is aware, there is no relevant audit information of which the Company's auditor is unaware and the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Re-appointment of Auditor

A resolution will be put to the shareholders at the Annual General Meeting proposing the re-appointment of Hazlewoods LLP as Auditor to the Company. Hazlewoods LLP has indicated its willingness to continue in office.

On behalf of the Board



Dr Manny Pohl AM
Managing Director
23 February 2022

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements and have elected to prepare them in accordance with applicable United Kingdom law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of its profit or loss for that period.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Under applicable law and regulations, the Directors are also responsible for preparing a Report of the Directors, a Strategic Report, Directors' Remuneration Report and Statement on Corporate Governance.

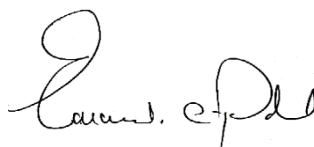
The Directors state that to the best of their knowledge:

- the Financial Statements, prepared in accordance with UK Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and net return of the Company;
- consider the Annual Report and accounts, taken as a whole, are fair, balanced and understandable and provide the necessary information for shareholders to assess the Company's position and performance, business model and strategy; and
- the Chairman's Statement and Report of the Directors include a fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces.

The Directors are responsible for the maintenance and integrity of the corporate and financial information related to the Company including on the Company's website <http://www.athelneytrust.co.uk>

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board



Dr Manny Pohl AM
Managing Director
23 February 2022

Directors' Remuneration Report

The Board has prepared this Report in accordance with the requirements of Section 421 of the Companies Act 2006. An Ordinary Resolution will be put to the members to approve the Report at the forthcoming Annual General Meeting.

The law requires the Company's Auditors to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 25 to 28.

Remuneration Committee

The Company had a Remuneration Committee during the year comprising Simon Moore and Frank Ashton.

The Committee met during the year to review and implement measures to avoid or manage conflicts of interest where applicable and to consider and approve the Directors' remuneration for the year ending 31 December 2021.

Policy on Directors' Remuneration

The Board's policy is that the remuneration of non-executive Directors should be sufficient to attract and retain Directors with suitable skills and experience, and is determined in such a way as to reflect the experience of the Board as a whole, in order to be comparable with other organisations and appointments. It is intended that this policy will continue for the year ending 31 December 2022 and thereafter.

The fees for non-executive Directors are determined within the limits set out in the Company's Articles of Association. The approval of shareholders would be required to increase the limits set out in the Articles of Association. Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits, as the Board does not consider such arrangements or benefits necessary or appropriate.

Fees for any new Director appointed will be made on the same basis. Non-executive Director's fees have been set at £10,500 per annum for a number of years and no changes are expected for the foreseeable future.

The salary for the Managing Director and Fund Manager has been fixed at 0.75% of the portfolio value.

The policy was last approved by Shareholders at the Annual General Meeting on 30 March 2021 and will remain valid until the Annual General Meeting in 2023.

Directors' Service Contracts

Each of the Directors has a service contract or letter of engagement with the Company for an initial three-year term commencing in 2019. There are no provisions in the service agreements for payments to be made for loss of office, the service contracts are kept at the Registered Office and are available for inspection by appointment.

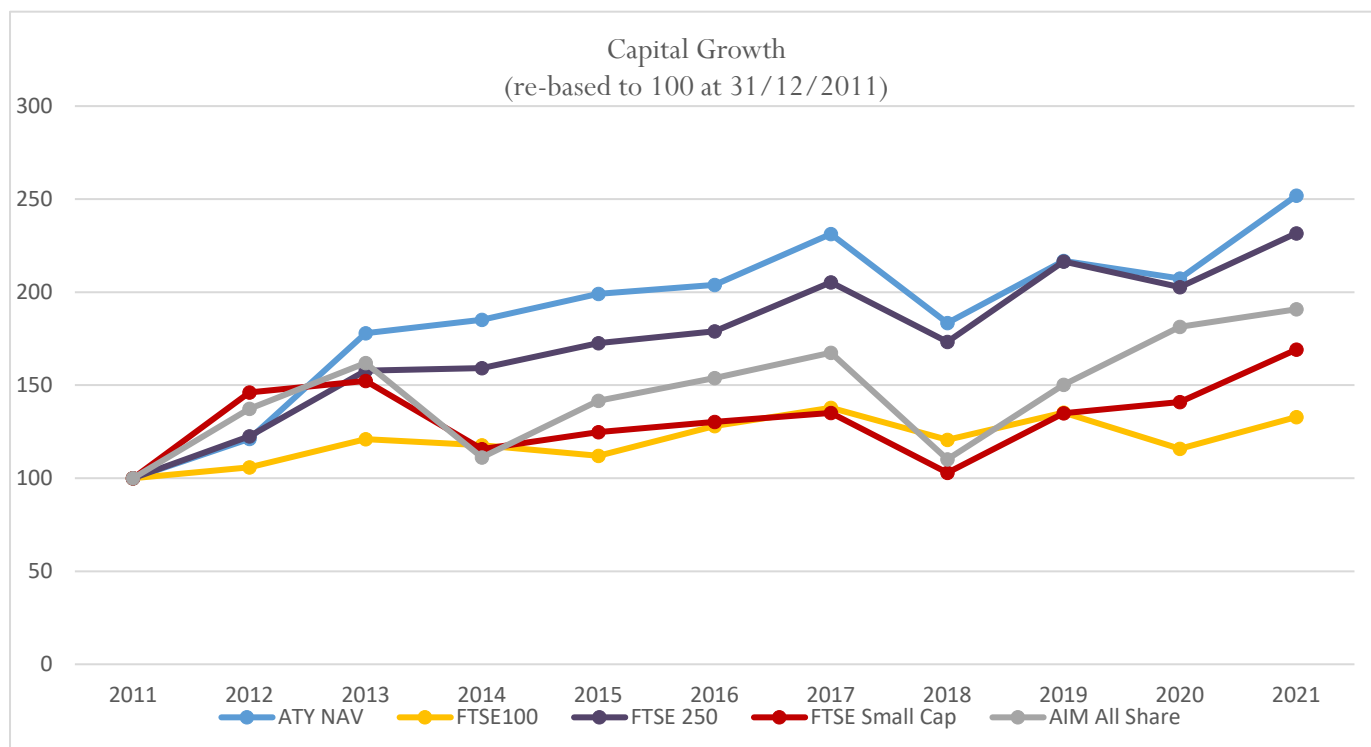
The letters of engagement for all the Directors provide for renewal by the Board on terms to be agreed from time to time.

Company Performance

The graph below compares capital growth, for the ten financial years ended 31 December 2021, as a cumulative performance graph over the whole 10 years and a table of discrete calendar year performance figures. The comparison is between AIM All-Share and FTSE Small Caps indices as the majority of investment holdings by the Company are a constituent of one or the other of these two indices. The comparison is required by Statutory Instrument to enable the readers of the accounts to compare the performance of the Company.

Directors' Remuneration Report

Continued



| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 |
|----------------|-------|-------|--------|-------|-------|-------|--------|-------|--------|-------|
| ATY NAV | 21.1% | 47.0% | 4.0% | 7.5% | 2.5% | 13.4% | -20.7% | 18.2% | -4.4% | 21.5% |
| FTSE 100 | 5.8% | 14.4% | -2.7% | -4.9% | 14.4% | 7.6% | -12.5% | 12.1% | -14.3% | 14.6% |
| FTSE 250 | 22.5% | 28.8% | 0.9% | 8.4% | 3.7% | 14.7% | -15.6% | 25.0% | -6.4% | 14.3% |
| FTSE Small Cap | 46.1% | 4.2% | -24.0% | 7.8% | 4.5% | 3.6% | -23.8% | 31.2% | 4.4% | 20.0% |
| AIM All Share | 37.4% | 17.9% | -31.4% | 27.5% | 8.6% | 8.8% | -34.2% | 36.4% | 20.7% | 5.2% |

Past performance is no guarantee of future performance.

Directors' Remuneration for the Year (audited)

The Directors who served in the year received the following remuneration in the form of salaries or non-executive Directors' fees, no other salary related payments were made to any Director during the year.

| | 2021 | 2020 |
|---------------------------------|---------------|---------------|
| | £ | £ |
| Dr E C Pohl - Managing Director | - | - |
| - Fund Manager | 44,877 | 37,807 |
| S Moore (Non-executive) | 10,500 | 10,500 |
| F Ashton (Chairman) | 10,500 | 10,500 |
| D Lawman (Non-executive) | - | 2,625 |
| Directors expenses | - | - |
| | 65,877 | 61,432 |

| | Expected Fees for the Year to 31 December 2022 | Fees for Year to 31 December 2021 |
|----------------|--|-----------------------------------|
| Chairman basic | 10,500 | 10,500 |
| Fund Manager | 46,000 | 44,877 |
| Non-Executive | 10,500 | 10,500 |

No expenses were claimed by any Directors during this year.

The Directors' remuneration for the year of £65,877 which is up by 7.2% on 2020 and is before the proposed final dividend of 7.5p increasing the total dividend for the year to 9.5p (2020: 9.4p) per ordinary share, and as compared to total dividends paid in the year at 9.7p per share amounting to £202,840 (£200,683). The remuneration increase is due to the increase in the portfolio value during the year on which the Fund Manager's fee is based.

Directors' Remuneration Report

Continued

Relative importance of spend on pay

| | 2021 | 2020 | % Change |
|--|---------------|---------------|-----------|
| Total remuneration paid to the Fund Manager | 44,877 | 37,807 | 19% |
| Total remuneration paid to non-executive Directors | 21,000 | 23,625 | -11% |
| Total remuneration paid | 65,877 | 61,432 | 8% |

The Directors' Remuneration Report for the year ended 31 December 2020 was approved by shareholders at the Annual General Meeting held on 30 March 2021. The votes cast by proxy were as follows:

| | Number of Votes | % of votes |
|--------------------------|-----------------|------------|
| For | 776,234 | 36 |
| Against | Nil | - |
| Total votes cast | 776,234 | 36 |
| Number of votes withheld | Nil | - |

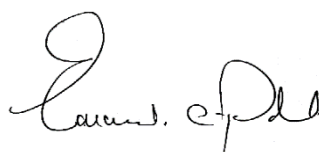
Directors' beneficial and family interests (audited)

The interests of the Directors and their families in the Ordinary shares of the Company are set out below:

| | 31 December 2021 (or date of Resignation if earlier) | 31 December 2020 (or date of appointment if later) |
|---------------|---|---|
| Dr E. C. Pohl | -1 | -1 |
| S. Moore | 67,500 | 67,500 |
| F. Ashton | 2,234 | 2,234 |

Approval

The Directors' Remuneration Report was approved by the Board on 23 February 2022.



Dr Manny Pohl AM
Managing Director

Notes:

1. Dr. E. C. Pohl is the sole beneficial owner of E C Pohl & Co Pty Limited, which owns 54.1% of the issued share capital of Global Masters Fund Limited on behalf of itself and clients whose portfolios it manages. E C Pohl & Co Pty Limited holds 496,000 (2020: 394,000), Global Masters Fund Limited holds nil (2020: 102,000) shares in the Company.

None of the Directors nor any persons connected with them had a material interest in the Company's transactions, arrangements or agreements during the year other than through their holdings in the Company's shares. There are no requirements for the Director's to own shares in the Company.

The Directors are fully aware that the Company is not a close company and of the rules associated with this status. The Company Secretary maintains a record of shareholders which is regularly updated. The Company breached the 5/50 rule during 2019 and this has remained during 2020 and 2021 due to the top 5 shareholders owning more than 50% of the total shares in the company. The Company holds its Investment Trust status under the S446 Companies Act 2010 exemption because more than 35% of the company's shares are held by the public and have been actively traded in the past 12 months on the London Stock Exchange.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATHELNEY TRUST PLC

Opinion

We have audited the financial statements of Athelney Trust plc ("the Company") for the year ended 31 December 2021, which comprise the Income Statement, Statement of Changes in Equity, Statement of the Financial Position, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its net return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

An overview of the scope of our audit

Our audit approach was based on a thorough understanding of the Company's business and is risk-based. The day-to-day management of the Company's investment portfolio, the custody of its investments and the maintenance of the Company's accounting records is outsourced to third-party service providers. Accordingly, our audit work is focused on obtaining an understanding of, and evaluating, internal controls at the Company and the third-party service providers and inspecting records and documents held by the third-party service providers. We undertook substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls over individual systems and the management of specific risks.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

In making this assessment we have considered the directors' procedures for overseeing the activities of the company and reviewing its results and forecasts. The application of those procedures has been supported by us reviewing Board minutes and other accessible documentation which confirm that the directors regularly benchmark key performance indicators which include but is not restricted to, comparing performance against the FTSE Small Cap, FTSE 250 and FTSE 100 markets, frequent monitoring of available funds, anticipated cash outflows and financial headroom.

In conjunction with the evaluation of management's assessment of going concern, we have observed that resources are carefully planned and managed with the intention of ensuring that the company has sufficient resources available and accessible to ensure that the company's commitments and obligations are capable of being met as they fall due.

In relation to the entity's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the director's considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our approach to the audit

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified were valuation, ownership and existence of investments and the allocation of capital and revenue items. Revenue recognition and the risk of management override of controls are always deemed risks in any audit. This is not a complete list of all risks identified by our audit.

Valuation, ownership and existence of investments

The Company's investment portfolio is one of the key drivers of its results, of which 100% is represented by quoted investments. The investments are not considered to be at a high risk of material misstatement, or to be subject to a significant level of judgement, because they comprise liquid, quoted investments for which evidence of the market price is readily available.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATHELNEY TRUST PLC

Continued

However, due to their materiality in the context of the financial statements as a whole, they are considered to be a significant risk area. Our audit work included, but was not restricted to, consideration of the design and implementation of controls over the pricing of quoted investments and agreeing 100% of investment prices to independent sources. We considered the appropriateness of the use of the quoted bid price by reviewing the liquidity of the market of the quoted investments held. We also confirmed investment holdings to either third party custodian confirmations, we have only checked to custodian confirmations.

Allocation of costs between capital and revenue

The Company allocates expenditure between revenue and capital on the basis of the Board's expected long-term capital and revenue returns. The allocation is important as it affects distributable reserves. Our audit work included, but was not restricted to, a detailed review of the actual dividend and capital income received in the past nine years compared to the Board's expected long-term capital and revenue returns. The Company's accounting policy on this allocation is included in note 1 to the financial statements.

Management override of financial controls

The risk of management override is always considered a significant audit risk but is particularly relevant for the Company due to the size of the organisation structure. Our audit work included, but was not restricted to a review of all significant management estimates and judgements applied during the preparation of the financial statements. We also reviewed material journal entries processed by management during the period. The Company's principal accounting policies are included in note 1 to the financial statements.

Revenue recognition

There is always a presumed risk that revenue may be misstated due to the improper and/or incomplete recognition of revenue. In particular we identified completeness and occurrence of investment income as a risk that requires particular audit attention. Our audit work included, but was not restricted to: Obtaining an understanding of management's process to recognise revenue in accordance with the stated accounting policy; checking on a sample basis income transactions by comparing dividends during the year obtained from an independent source with those recognised by the Company; checking on a sample basis gains and losses on investments to third party contracts; and checking transactions close to the financial year end date on a sample basis, to ensure that they have been allocated to the correct accounting period.

Investment trust status

In order to maintain its status as a tax exempt investment trust certain criteria must be fulfilled. These requirements include a 15% limit on retention of income after dividends and revenue expenses and a minimum of 35% of the Company's shares must be owned by the general public and traded on a recognised stock exchange. Our audit work included, but was not restricted to: reviewing calculations to ensure that no more than 15% of income was retained after dividends and revenue expenditure; reviewing the shareholder register to ensure that at least 35% of the shares were not held by related parties; and obtaining an Audit Representation Letter from the Company's Directors confirming that they complied with the applicable rules.

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in evaluating the effect of any identified misstatements and in forming our opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements or related disclosures that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we use to determine the extent of testing needed, to reduce to an appropriately low-level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We established materiality for the financial statements as a whole to be £134,000, which is 2% of the value of the Company's net assets. For income and expenditure items we determined that misstatements of lesser amounts than materiality for the financial statements as a whole would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for revenue items within the income statement to be £38,000, which is 25% of the Company's net revenue return on ordinary activities before taxation.

Other information

The Directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATHELNEY TRUST PLC

Continued

- **Fair, balanced and understandable, set out on page 12** – the statement given by the Directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit committee reporting, set out on pages 16 to 17** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code, set out on page 15** the parts of the Directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditors in accordance with Listing Rule 9.8.10R (2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinion on other matters prescribed by the Companies Act 2006

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

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements and those reports have been prepared in accordance with applicable legal requirements;
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements; and
- information about the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in:

- the strategic report or the Directors' Report; or
- the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 of the FCA Rules.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- a corporate governance statement has not been prepared by the Company.

Corporate governance statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's compliance with the provisions of the UK Corporate Governance Statement specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- the disclosures in the annual report set out on pages 13 to 14 that describe the principal risks and explain how they are being managed or mitigated;
- the Directors' confirmation set out on page 13 in the annual report that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity;
- the Directors' statement set out on page 20 in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the Directors' identification of any material uncertainties to the Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the Directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ATHELNEY TRUST PLC

Continued

- the Directors' explanation set out on page 20 in the annual report as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Responsibilities of Directors

As explained more fully in the Statement of Directors' responsibilities (set out on page 20), the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

The audit evidence available in relation to the investment portfolio and associated returns are publicly available and considered to be strong sources of audit evidence. Ownership has been verified against custodian documentation and confirmations.

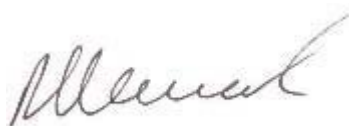
The nature of the company's activities means that overheads are generally consistent and predictable and where unexpected variances occur, adequate evidence is available.

Our audit work, which utilises the above audit evidence along with the audit procedures outlined in our description of our approach to the audit above, provides us with a reasonable assurance that our audit procedures will detect irregularities, including fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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



Ryan Hancock FCCA (Senior Statutory Auditor)
for and on behalf of **Hazlewoods LLP**
Statutory Auditor, Cheltenham.

23 February 2022

Income Statement

For the Year Ended 31 December 2021

| | Note | Revenue | Capital | 2021 Total | Revenue | Capital | 2020 Total |
|--|------|----------|-----------|---------------|----------|-----------|---------------|
| | | £ | £ | £ | £ | £ | £ |
| Gains/(losses) on investments held at fair value | 8 | - | 1,359,219 | 1,359,219 | - | (30,695) | (30,695) |
| Income from investments | 2 | 186,393 | - | 186,393 | 160,876 | - | 160,876 |
| Investment management expenses | 3 | (4,488) | (40,692) | (45,180) | (3,781) | (34,221) | (38,002) |
| Other expenses | 3 | (30,645) | (72,964) | (103,609) | (29,820) | (75,688) | (105,508) |
| Net return on ordinary activities before taxation | | 151,260 | 1,245,563 | 1,396,823 | 127,275 | (140,604) | (13,329) |
| Taxation | 5 | - | - | - | - | - | - |
| Net return on ordinary activities after taxation | 6 | 151,260 | 1,245,563 | 1,396,823 | 127,275 | (140,604) | (13,329) |
| Net return per ordinary share | 6 | 7.0p | 57.7p | 64.7p | 5.9p | (6.5p) | (0.6p) |
| Dividend per ordinary share paid during the year | 7 | 9.7p | | | 11p | | |

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

No operations were acquired or discontinued during the year.

The total column of this statement is the Statement of Total Comprehensive Income of the Company prepared in accordance with applicable Financial Reporting Standards ("FRS"). The supplementary revenue return and capital return columns are prepared in accordance with the Statement of Recommended Practice ("AIC SORP") issued in April 2021 by the Association of Investment Companies.

The notes on pages 33 to 37 form part of these financial statements.

Statement of Changes in Equity

For the Year Ended 31 December 2021

| | Called-up Share Capital £ | Share Premium £ | Capital reserve realised £ | Capital reserve unrealised £ | Revenue reserve £ | Total Shareholders' Funds £ |
|--|------------------------------------|-----------------------|-------------------------------------|---------------------------------------|-------------------------|--------------------------------------|
| Balance brought forward at 1 January 2020 | 539,470 | 881,087 | 1,916,502 | 1,982,060 | 439,598 | 5,758,717 |
| Net profits on realization of investments | - | - | 223,957 | - | - | 223,957 |
| Decrease in unrealized Appreciation | - | - | - | (254,652) | - | (254,652) |
| Expenses allocated to Capital | - | - | (109,909) | - | - | (109,909) |
| Profit for the year | - | - | - | - | 127,275 | 127,275 |
| Dividend paid in year | - | - | - | - | (237,367) | (237,367) |
| Shareholders' Funds at 31 December 2020 | 539,470 | 881,087 | 2,030,550 | 1,727,408 | 329,506 | 5,508,021 |
| Balance brought forward at 1 January 2021 | 539,470 | 881,087 | 2,030,550 | 1,727,408 | 329,506 | 5,508,021 |
| Net profits on realization of investments | - | - | 354,843 | - | - | 354,843 |
| Increase in unrealized Appreciation | - | - | - | 1,004,376 | - | 1,004,376 |
| Expenses allocated to Capital | - | - | (113,656) | - | - | (113,656) |
| Profit for the year | - | - | - | - | 151,260 | 151,260 |
| Dividend paid in year | - | - | - | - | (209,314) | (209,314) |
| Shareholders' Funds at 31 December 2021 | 539,470 | 881,087 | 2,271,737 | 2,731,784 | 271,452 | 6,695,530 |

The notes on pages 33 to 37 form part of these financial statements.

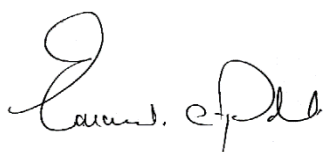
Statement of Financial Position

As at 31 December 2021

Company Number: 02933559

| | Note | 2021 | 2020 |
|--|------|-------------------------|-------------------------|
| | | £ | £ |
| Fixed assets | | | |
| Investments held at fair value through profit and loss | 8 | <u>6,436,820</u> | <u>5,310,661</u> |
| Current assets | | | |
| Debtors | 9 | 245,163 | 142,136 |
| Cash at bank and in hand | | <u>30,676</u> | <u>72,601</u> |
| | | 275,839 | 214,737 |
| Creditors: amounts falling due within one year | 10 | <u>(17,129)</u> | <u>(17,377)</u> |
| Net current assets | | <u>258,710</u> | <u>197,360</u> |
| Total assets less current liabilities | | 6,695,530 | 5,508,021 |
| Net assets | | <u><u>6,695,530</u></u> | <u><u>5,508,021</u></u> |
| Capital and reserves | | | |
| Called up share capital | 11 | 539,470 | 539,470 |
| Share premium account | | 881,087 | 881,087 |
| Other reserves (non distributable) | | | |
| Capital reserve - realised | | 2,271,737 | 2,030,550 |
| Capital reserve - unrealised | | 2,731,784 | 1,727,408 |
| Revenue reserve (distributable) | | <u>271,452</u> | <u>329,506</u> |
| Shareholders' funds - all equity | | <u><u>6,695,530</u></u> | <u><u>5,508,021</u></u> |
| Net Asset Value per share | 13 | 310.3p | 255.3p |

These financial statements were approved and authorised for issue by the Board of Directors on 23 February 2022 and signed on their behalf by



Dr Manny Pohl AM
Managing Director

The notes on pages 33 to 37 form part of these financial statements.

Statement of Cash Flows

For the Year Ended 31 December 2021

| | 2021 £ | 2020 £ |
|--|----------------------|----------------------|
| Cash flows used in operating activities | | |
| Net revenue return | 151,260 | 127,275 |
| Adjustment for: | | |
| Expenses charged to capital | (113,656) | (109,909) |
| Decrease in creditors | (248) | (4,732) |
| (Increase)/decrease in debtors | (103,027) | 81,597 |
| Cash (used)/generated from operations | <u>(65,671)</u> | <u>94,231</u> |
| Cash flows from investing activities | | |
| Purchase of investments | (545,379) | (1,137,856) |
| Proceeds from sales of investments | 778,439 | 1,262,691 |
| Net cash received in investing activities | <u>233,060</u> | <u>124,835</u> |
| Equity dividends paid | (209,314) | (237,367) |
| Net decrease in cash | <u>(41,925)</u> | <u>(18,301)</u> |
| Cash at the beginning of the year | <u>72,601</u> | <u>90,902</u> |
| Cash at the end of the year | <u><u>30,676</u></u> | <u><u>72,601</u></u> |

As the company does not have any loans, overdrafts or hire purchase arrangements, net debt is equal to cash and therefore no reconciliation of net debt has been disclosed.

The notes on pages 33 to 37 form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 31 December 2021

1. Accounting Policies

1.1 Statement of Compliance and Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 ("FRS 102"), the Companies Act 2006 and with the AIC Statement of Recommended Practice ("SORP") issued in April 2021, regarding the Financial Statements of Investment Trust Companies and Venture Capital Trusts. All the Company's activities are continuing.

The presentation currency of the financial statements is pounds sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest pound.

1.2 Income

Income from investments including taxes deducted at source is recognised when the right to the return is established (normally the ex-dividend date). UK dividend income is reported net of tax credits in accordance with FRS 102 "Income Tax". Interest is dealt with on an accruals basis.

1.3 Investment Management Expenses

All three Directors are involved in investment management, 10% of their salaries or fees have been charged to revenue and the other 90% to capital. All other investment management expenses have been charged to capital. The Board propose continuing this basis for future years.

1.4 Other Expenses

Expenses (including VAT) and interest payable are dealt with on an accruals basis and charged through the Revenue and Capital Accounts in an allocation that the Board consider to be a fair distribution of the costs incurred.

1.5 Investments

Listed investments comprise those listed on the Official List of the London Stock Exchange. Unlisted investments are traded on AIM. Profits or losses on sales of investments are taken to realised capital reserve. Any unrealised appreciation or depreciation is taken to unrealised capital reserve.

Investments have been classified as "fair value through profit and loss" upon initial recognition.

Subsequent to initial recognition, investments are measured at fair value with changes in fair value recognised in the Income Statement.

Securities of companies quoted on a recognised stock exchange are valued by reference to their quoted bid prices at the close of the

year, similarly, AIM-traded investments are valued using the closing bid price on 31 December.

1.6 Taxation

The tax effect of different items of income and expenses is allocated between capital and revenue on the same basis as the particular item to which it relates, using the Company's effective rate of tax for the year.

1.7 Judgements and estimates

The Directors confirm that no judgements or significant estimates have been made in the process of applying the Company's accounting policies.

1.8 Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. Deferred tax liabilities are recognised for all taxable timing differences but deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

1.9 Capital Reserves

Capital Reserve – Realised

Gains and losses on realisation of fixed asset investments are dealt with in this reserve.

Capital Reserve – Unrealised

Increases and decreases in the valuations of fixed asset investments are dealt with in this reserve. Unrealised capital reserves cannot be distributed by way of dividends or similar.

1.10 Dividends

In accordance with FRS 102 "Events after the end of the Reporting Period", dividends are included in the financial statements in the year in which they go ex-div.

1.11 Share Issue Expenses

The costs associated with issuing shares are written off against any premium arising on the issue of Share Capital.

1.12 Financial Instruments

Short term debtors and creditors are held at cost.

Notes to the Financial Statements

For the Year Ended 31 December 2021 (continued)

2. Income

Income from investments

| | 2021 | 2020 |
|-------------------------|-----------------------|-----------------------|
| | £ | £ |
| UK dividend income | 117,516 | 95,482 |
| Foreign dividend income | 11,752 | 17,834 |
| UK Property REITs | 57,078 | 47,480 |
| Bank interest | 47 | 80 |
| Total income | <u>186,393</u> | <u>160,876</u> |

UK dividend income

| | 2021 | 2020 |
|-----------------------------------|-----------------------|----------------------|
| | £ | £ |
| UK Main Market listed investments | 74,755 | 65,476 |
| UK AIM-traded shares | 42,741 | 30,006 |
| | <u>117,496</u> | <u>95,482</u> |

3. Return on Ordinary Activities before Taxation

The following amounts (inclusive of VAT) are included within investment management and other expenses:

| | 2021 | 2020 |
|---|-----------------------|-----------------------|
| | £ | £ |
| Directors' remuneration: | | |
| Services as a director | 21,000 | 23,625 |
| Otherwise in connection with management | 44,877 | 37,807 |
| Auditor's remuneration: | | |
| Audit Services - Statutory audit | 11,964 | 9,250 |
| Miscellaneous expenses: | | |
| Other wages and salaries | - | - |
| Management services | 32,472 | 32,472 |
| PR and communications | 4,101 | 2,310 |
| Stock exchange subscription | 10,020 | 11,540 |
| Sundry investment management and other expenses | 23,215 | 24,044 |
| Legal fees | 1,140 | 2,460 |
| | <u>148,789</u> | <u>143,508</u> |

4. Employees and Directors' Remuneration

| | 2021 | 2020 |
|--------------------------------|----------------------|----------------------|
| | £ | £ |
| Costs in respect of Directors: | | |
| Non-executive Directors' fees | 21,000 | 23,625 |
| Wages and salaries | 44,877 | 37,807 |
| | <u>65,877</u> | <u>61,432</u> |

Average number of employees:

| | | |
|----------------|-----------------|-----------------|
| Chairman | - | - |
| Investment | 1 | 1 |
| Administration | - | - |
| | <u>1</u> | <u>1</u> |

5. Taxation

(i) On the basis of these financial statements no provision has been made for corporation tax (2020: Nil).

(ii) Factors affecting the tax charge for the year.

The tax charge for the period is lower than (2020: higher than) the average small company rate of corporation tax in the UK of 19 per cent. The differences are explained below:

| | 2021 | 2020 |
|---|-----------|----------|
| | £ | £ |
| Total return on ordinary activities before tax | 1,396,823 | (13,329) |
| Total return on ordinary activities multiplied by the average small company rate of corporation tax 19% (2020: 19%) | 265,396 | (2,532) |
| Effects of: | | |
| UK dividend income not taxable | (22,328) | (18,142) |
| Revaluation of shares not taxable | (190,831) | 48,384 |
| Capital gains not taxable | (67,420) | (42,552) |
| Unrelieved management expenses | 15,183 | 14,842 |
| Current tax charge for the year | - | - |

The Company has unrelieved excess revenue management expenses of £595,482 at 31 December 2021 (2020: £401,358) and £102,597 (2020: £102,597) of capital losses for Corporation Tax purposes and which are available to be carried forward to future years. It is unlikely that the Company will generate sufficient taxable profits in the future to utilise these expenses and therefore no deferred tax asset has been recognised.

For the year ended 31 December 2020, the Company received approval from HM Revenue and Customs under Section 1158 of the Corporation Tax Act 2010, therefore the Company was not liable to Corporation Tax on any realised investment gains for 2020. The Directors intend to continue to meet the conditions required to obtain approval and therefore no deferred tax has been provided on any capital gains or losses arising on the revaluation or disposal of investments.

Notes to the Financial Statements

For the Year Ended 31 December 2021 (continued)

6. Return per Ordinary Share

The calculation of earnings per share has been performed in accordance with FRS 102.

| | 2021 | | |
|---|----------------|----------------|--------------|
| | £ | £ | £ |
| | Revenue | Capital | Total |
| Attributable return on ordinary activities after taxation | 151,260 | 1,245,563 | 1,396,823 |
| Weighted average number of shares | | 2,157,881 | |
| Return per ordinary share | 7.0p | 57.7p | 64.7p |
| | 2020 | | |
| | £ | £ | £ |
| | Revenue | Capital | Total |
| Attributable return on ordinary activities after taxation | 127,275 | (140,604) | (13,329) |
| Weighted average number of shares | | 2,157,881 | |
| Return per ordinary share | 5.9p | (6.5p) | (0.6p) |

7. Dividend

| | 2021 | 2020 |
|---|-----------------------|-----------------------|
| | £ | £ |
| Final dividend in respect of 2020 of 7.7p (2020: a final dividend of 9.3p was paid in respect of 2019) per share | 166,157 | 200,683 |
| Interim dividend in respect of 2021 of 2.0p (2020: an interim dividend of 1.7p was paid in respect of 2020) per share | 43,157 | 36,684 |
| | <u>209,314</u> | <u>196,367</u> |

Set out below is the total dividend payable in respect of the financial year, which is the basis on which the requirements of Section 1158 of the Corporation Tax Act 2010 are considered.

It is recommended that a final dividend of 7.5p (2020: 7.7p) per ordinary share be paid out of revenue profits amounting to a total of £161,841. An interim dividend of 2p per ordinary share was paid on 24 September 2021 amounting to £43,157 making the total dividend payable in the year £204,998.

For the year 2020, a final dividend of 7.7p was paid on 6 April 2021 amounting to a total of £166,157. An interim dividend of 1.7p per ordinary share was paid on 24 September 2020 amounting to £36,684 making the total dividend paid in the year £202,841.

Summary of dividends paid for the last 10 financial years

| Ex-div date | Dividend Type | Amount | Financial Year |
|-------------|---------------|--------|----------------|
| 10/3/2022 | Proposed | 7.5p | 2021 |
| 09/9/2021 | Interim | 2.0p | 2021 |
| 11/3/2021 | Final | 7.7p | 2020 |
| 10/9/2020 | Interim | 1.7p | 2020 |
| 19/3/2020 | Final | 9.3p | 2019 |
| 20/3/2019 | Final | 9.1p | 2018 |
| 01/3/2018 | Final | 8.9p | 2017 |
| 09/3/2017 | Final | 8.6p | 2016 |
| 17/3/2016 | Final | 7.9p | 2015 |
| 19/3/2015 | Final | 6.7p | 2014 |
| 19/3/2014 | Final | 5.5p | 2013 |
| 20/3/2013 | Final | 5.0p | 2012 |
| 21/3/2012 | Final | 4.95p | 2011 |

| | 2021 | 2020 |
|--|-----------------|-----------------|
| | £ | £ |
| Revenue available for distribution | 151,260 | 127,275 |
| Interim dividend paid | (43,157) | (36,684) |
| Final dividend in respect of financial year ended 31 December 2021 | (161,841) | (166,157) |
| Undistributed revenue reserves | (53,738) | (75,566) |

8. Investments

| Movements in year | 2021 | 2020 |
|--|-------------------------|-------------------------|
| | £ | £ |
| Valuation at beginning of year | 5,310,661 | 5,466,191 |
| Purchases at cost | 545,379 | 1,137,856 |
| Sales - proceeds | (778,439) | (1,262,691) |
| - realised gains on sales | 354,843 | 223,957 |
| Increase/(decrease) in unrealised appreciation | 1,004,376 | (254,652) |
| Valuation at end of year | <u>6,436,820</u> | <u>5,310,661</u> |
| Book cost at end of year | 3,705,034 | 3,583,255 |
| Unrealised appreciation at the end of the year | 2,731,786 | 1,727,406 |
| | <u>6,436,820</u> | <u>5,310,661</u> |
| UK Main Market listed investments | 5,014,560 | 3,791,591 |
| UK AIM-traded shares | 1,422,260 | 1,519,070 |
| | <u>6,436,820</u> | <u>5,310,661</u> |

Notes to the Financial Statements

For the Year Ended 31 December 2021 (continued)

Gains on investments

| | 2021 | 2020 |
|--|-------------------------|------------------------|
| | £ | £ |
| Realised gains on sales | 354,843 | 223,957 |
| Increase/(decrease) in unrealised appreciation | 1,004,376 | (254,652) |
| | <u>1,359,219</u> | <u>(30,695)</u> |

The purchase costs and sales proceeds above include transaction costs of £3,515 (2020: £7,910) and £3,302 (2020: £5,056) respectively.

9. Debtors

| | 2021 | 2020 |
|--------------------------------|-----------------------|-----------------------|
| | £ | £ |
| Investment transaction debtors | 236,912 | 133,210 |
| Other debtors | 8,251 | 8,926 |
| | <u>245,163</u> | <u>142,136</u> |

10. Creditors: amounts falling due within one year

| | 2021 | 2020 |
|---------------------------------|----------------------|----------------------|
| | £ | £ |
| Social security and other taxes | 719 | - |
| Other creditors | 2,850 | 2,850 |
| Accruals and deferred income | 13,560 | 14,527 |
| | <u>17,129</u> | <u>17,377</u> |

11. Called Up Share Capital

| | 2021 | 2020 |
|---|------------------|------------------|
| | £ | £ |
| Authorised | | |
| 10,000,000 Ordinary Shares of 25p | <u>2,500,000</u> | <u>2,500,000</u> |
| Allotted, called up and fully paid | | |
| 2,157,881 Ordinary Shares of 25p | <u>539,470</u> | <u>539,470</u> |

12. Financial Instruments

The Company's financial instruments comprise equity investments, cash balances and debtors and creditors that arise directly from its operations, for example, in respect of sales and purchases awaiting settlement.

The major risks associated with the Company are market, credit and liquidity risk. The Company has established a framework for managing these risks. The Directors have guidelines for the management of investments and financial instruments.

Market Risk

Market price risk arises mainly from uncertainty about future prices of financial investments used in the Company's business. It represents the potential loss the Company might suffer through holding market positions by way of price movements other than movements in exchange rates and interest rates.

The Company's investment portfolio is exposed to market price fluctuations which are monitored by the Fund Manager who gives timely reports of relevant information to the Directors.

Adherence to the investment objectives and the internal controls on investments set by the Company mitigates the risk of excessive exposure to any one particular type of security or issuer.

The Company's exposure to other changes in market prices at 31 December on its investments is as follows:

A 20% decrease in the market value of investments at 31 December 2021 would have decreased net assets attributable shareholders by 60 pence per share (2020: 49 pence per share). An increase of the same percentage would have an equal but opposite effect on net assets available to shareholders.

Market risk also arises from changes in interest rates and exchange risk. All of the Company's assets are in sterling and accordingly the Company has limited currency exposure. The majority of the Company's financial assets are non-interest bearing, as a result, the Company's financial assets are not subject to significant risk due to fluctuations in the prevailing levels of market interest rates.

The carrying amounts of financial assets best represent the maximum credit risk exposure at the balance sheet date. Bankruptcy or insolvency of the custodian may cause the Company's rights with respect to securities held with the custodian to be delayed.

Liquidity Risk

Liquidity Risk is the risk that the Company may have difficulty in meeting obligations associated with financial liabilities. The Company is able to reposition its investment portfolio when required so as to accommodate liquidity needs. However, it may be difficult to realise its investment portfolio in adverse market conditions.

Maturity Analysis of Financial Liabilities

The Company's financial liabilities consist of creditors as disclosed in note 10. All items are due within one year.

Capital management policies and procedures

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to provide an adequate return to shareholders;
- to support the Company's stability and growth;
- to provide capital for the purpose of further investments.

Notes to the Financial Statements

For the Year Ended 31 December 2021 (continued)

The Company actively and regularly reviews and manages its capital structure to ensure an optimal capital structure, taking into consideration the future capital requirements of the Company and capital efficiency, projected operating cash flows and projected strategic investment opportunities. The management regards capital as total equity and reserves, for capital management purposes.

Fair values of financial assets and financial liabilities

Fixed asset investments (see note 8) are valued at market bid price where available which equates to their fair values. The fair values of all other assets and liabilities are represented by their carrying values in the balance sheet.

| | 2021 | 2020 |
|---|------------------|------------------|
| | £ | £ |
| Fair value through profit or loss investments | <u>6,436,820</u> | <u>5,310,661</u> |

Financial instruments by category

The financial instruments of the Company fall into the following categories

31 December 2021

| | At Amortised Cost | Assets at fair value through profit or loss | Total |
|---|-------------------|---|------------------|
| | £ | £ | £ |
| Assets as per balance sheet | | | |
| Investments | - | 6,436,820 | 6,436,820 |
| Debtors | 245,163 | - | 245,163 |
| Cash at bank | 30,676 | - | 30,676 |
| Total | <u>275,839</u> | <u>6,436,820</u> | <u>6,712,659</u> |
| Liabilities as per the balance sheet | | | |
| Creditors | 17,129 | - | 17,129 |
| Total | <u>17,129</u> | <u>-</u> | <u>17,129</u> |

31 December 2020

| | At Amortised Cost | Assets at fair value through profit or loss | Total |
|---|-------------------|---|------------------|
| | £ | £ | £ |
| Assets as per balance sheet | | | |
| Investments | - | 5,310,661 | 5,310,661 |
| Debtors | 142,136 | - | 142,136 |
| Cash at bank | 72,601 | - | 72,601 |
| Total | <u>214,737</u> | <u>5,310,661</u> | <u>5,525,398</u> |
| Liabilities as per the balance sheet | | | |
| Creditors | 17,377 | - | 17,377 |
| Total | <u>17,377</u> | <u>-</u> | <u>17,377</u> |

Fair value hierarchy

In accordance with FRS 102, the Company must disclose the fair value hierarchy of financial instruments.

The fair value hierarchy consists of the following three classifications:

Classification A – Quoted prices in active markets for identical assets or liabilities.

Quoted in an active market in this context means quoted prices are readily and regularly available and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Classification B – The price of a recent transaction for an identical asset, where quoted prices are unavailable.

The price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If it can be demonstrated that the last transaction price is not a good estimate of fair value (e.g. because it reflects the amount that an entity would receive or pay in a forced transaction, involuntary liquidation or distress sale), that price is adjusted.

Classification C – Inputs for the asset or liability that are based on observable market data and unobservable market data, to estimate what the transaction price would have been on the measurement data in an arm's length exchange motivated by normal business considerations.

The Company only holds classification A investments (2020: classification A investments only).

13. Net Asset Value per Share

The net asset value per share is based on net assets of £6,695,530 (2020: £5,508,021) divided by 2,157,881 (2020: 2,157,881) ordinary shares in issue at the year end.

| | 2021 | 2020 |
|---------------------------|--------|--------|
| | £ | £ |
| Net asset value per share | 310.3p | 255.3p |

14. Dividends paid to Directors

During the year the following dividends were paid to the Directors of the Company as a result of their total shareholding:

| | |
|------------------|----------------------|
| Dr Manny Pohl AM | £48,112 ¹ |
| Simon Moore | £ 6,548 |
| Frank Ashton | £ 217 |

Notes:

1. Manny Pohl's relationship with Global Masters Fund Limited is described in Note 1 to the table of Directors' interests on page 25. During the year dividends amounting to £48,112 were paid to Global Masters Fund Limited and EC Pohl & Co Pty Ltd.

Officers and Financial Advisors

| | | |
|--------------------|---|---|
| Directors: | Mr N F Ashton (Chairman) Dr E C Pohl Mr S Moore | Email: frankashton@athelneytrust.co.uk Email: mannyphl@athelneytrust.co.uk Email: simonmoore@athelneytrust.co.uk |
| Secretary: | Mrs D Warburton Waterside Court Falmouth Road Penryn Cornwall, TR10 8AW | Email: secretary@athelneytrust.co.uk Tel: 01326 378 288 |
| Registered Office: | Waterside Court Falmouth Road Penryn Cornwall, TR10 8AW | Email: info@athelneytrust.co.uk Tel: 01326 378 288 Website: http://www.athelneytrust.co.uk |
| Company Number: | 02933559 (Incorporated and registered in England) | |
| Solicitor: | Druces LLP Salisbury House London Wall London EC2M 5PS | Email: d.smith@druces.com Tel: 020 7638 9271 |
| Stockbroker: | James Sharp & Co 5 Bank Street Bury Lancashire, BL9 0DN | Email: mail@jamessharp.co.uk Tel: 0161 764 4043 |
| Auditors: | Hazlewoods LLP Staverton Court Staverton GL51 0UX | Email: ryan.hancock@hazlewoods.co.uk Tel: 01242 680 000 |
| Banker: | HSBC Bank Plc Market Street Falmouth Cornwall, TR11 3AA | |
| Registrar: | Share Registrars Limited 3 Millennium Centre Crosby Way Farnham Surrey, GU9 7XX | Email: peter@shareregistrars.uk.com Tel: 01252 821 390 |



Company number
02933559

Athelney Trust
Waterside Court, Falmouth Road
Penryn, Cornwall TR10 8AW

athelneytrust.co.uk